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

2010

For calendar year 2010, or tax year beginning 07/01/10 , and ending 06/30/11

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

Name of foundation
EDWARD AND JUNE KELLOGG FOUNDATION

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

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) ▶ $ 5,210,540

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

SCANNED MAY 31 2012

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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)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	58,921	58,921		
4	Dividends and interest from securities	176,244	176,244		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	86,787			
b	Gross sales price for all assets on line 6a 3,577,083				
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	321,952	235,165	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	2,897	193		2,026
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE STMT 2	3,110			1,555
b	Accounting fees (attach schedule) STMT 3	3,410			2,000
c	Other professional fees (attach schedule) STMT 4	62,726	62,726		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	8,421	6,601		
19	Depreciation (attach schedule) and depletion STMT 6	196			
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch) STMT 7	12,502	2,282		7,759
24	**Total operating and administrative expenses.** Add lines 13 through 23	93,262	71,802	0	13,340
25	Contributions, gifts, grants paid	185,228			185,228
26	**Total expenses and disbursements.** Add lines 24 and 25	278,490	71,802	0	198,568
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	43,462			
b	**Net investment income** (if negative, enter -0-)		163,363		
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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	45,780	189,379	189,379
	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 ▶ 0			
	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 8	3,731,829	3,972,728	3,972,728
	c	Investments—corporate bonds (attach schedule) SEE STMT 9	110,231	429,826	429,826
	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 ▶ 627,256			
		Less accumulated depreciation (attach sch) ▶ STMT 10 636	626,254	626,620	618,607
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,514,094	5,218,553	5,210,540
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 ▶ [X] 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	4,514,094	5,218,553	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,514,094	5,218,553	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,514,094	5,218,553	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,514,094
2	Enter amount from Part I, line 27a	2	43,462
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	660,997
4	Add lines 1, 2, and 3	4	5,218,553
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,218,553

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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	N/A			
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

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))
2009	225,231	4,577,658	0.049202
2008	261,517	3,989,930	0.065544
2007	176,633	5,428,470	0.032538
2006	20,453	3,569,850	0.005729
2005	20,636	416,317	0.049568

2	**Total** of line 1, column (d)	2	0.202581
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	0.040516
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,983,204
5	Multiply line 4 by line 3	5	201,899
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,634
7	Add lines 5 and 6	7	203,533
8	Enter qualifying distributions from Part XII, line 4	8	198,568

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	3,267
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	3,267
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	3,267
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,541		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	726		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,267
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	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ Refunded ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 2010 or the taxable year beginning in 2010 (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)

			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 ▶ WWW.KELLOGGFAMILYDENTALFOUNDATION.COM

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 22 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 2010 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 2010)	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 2010?		4b		X

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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	X
	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?	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 5.00	1,927	0	0
RYAN KELLOGG 1250 BYRON ROAD	HOWELL MI 48843	DIRECTOR 0.00	0	0	0
SARAH TOTTINGHAM 1250 BYRON ROAD	HOWELL MI 48843	DIRECTOR 5.00	970	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

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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 24 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 ▶	

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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	4,263,715
b	Average of monthly cash balances	1b	173,569
c	Fair market value of all other assets (see page 25 of the instructions)	1c	621,806
d	**Total** (add lines 1a, b, and c)	1d	5,059,090
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	5,059,090
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	75,886
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,983,204
6	**Minimum investment return.** Enter 5% of line 5	6	249,160

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	249,160
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 3,267		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,267
3	Distributable amount before adjustments Subtract line 2c from line 1	3	245,893
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	245,893
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	245,893

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	198,568
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	198,568
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	198,568

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				245,893
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			186,230	
b	Total for prior years 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2010				
a	From 2005				
b	From 2006				
c	From 2007				
d	From 2008				
e	From 2009				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2010 from Part XII, line 4. ▶ $ 198,568				
a	Applied to 2009, but not more than line 2a			186,230	
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 2010 distributable amount				12,338
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2010 (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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				233,555
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2006				
b	Excess from 2007				
c	Excess from 2008				
d	Excess from 2009				
e	Excess from 2010				

DAA

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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 28 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 12

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 13

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 14				185,228
Total			▶ 3a	185,228
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	58,921	
4 Dividends and interest from securities			14	176,244	
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					86,787
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		235,165	86,787

13 **Total.** Add line 12, columns (b), (d), and (e) 13 321,952

(See worksheet in line 13 instructions on page 29 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 29 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 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
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 | 5.15.12 Date | Trustee Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
GREGORY D. CLUM		05/14/12	

Firm's name ▶ BREDERNITZ, WAGNER & CO., P.C. | PTIN

Firm's address ▶ 109 W. CLINTON ST | Firm's EIN ▶

HOWELL, MI 48843-1565 | Phone no 517-546-2130

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description (Whom Sold)	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
13974.1946 SHS DELPHI INVESTMENT GRO	VARIOUS	1/30/10	PURCHASE $ 2,846,426	$ 2,802,424	$	$	$ 44,002
FROM DELPHI 2010 FORM K-1	VARIOUS	VARIOUS	PURCHASE 5,078				5,078
FROM DELPHI 2010 FORM K-1	VARIOUS	VARIOUS	PURCHASE	10,770			-10,770
FORM 2439 BOX 1A			PURCHASE 3,742				3,742
CASH-IN-LIEU - FRONTIER COMM	VARIOUS	7/01/10	PURCHASE 5				5
CASH-IN-LIEU - MOTOROLA MOBILITY HLD	VARIOUS	1/03/11	PURCHASE 12				12
CASH-IN-LIEU - MOTOROLA SOLUTIONS IN	VARIOUS	1/05/11	PURCHASE 17				17
CASH-IN-LIEU - CITIGROUP INC	VARIOUS	5/10/11	PURCHASE 26				26
CASH-IN-LIEU - FRONTIER COMM	VARIOUS	7/01/10	PURCHASE 6				6
CASH-IN-LIEU - ENBRIDGE ENERGY MGMT	VARIOUS	4/21/11	PURCHASE 16				16
CASH-IN-LIEU - KON PHILIPS ELEC	VARIOUS	5/04/11	PURCHASE 2				2
40 SHS KELLOGG CO	1/07/03	7/19/10	PURCHASE 2,049	1,371			678
800 SHS KELLOGG CO	1/07/03	7/19/10	PURCHASE 40,975	27,428			13,547
500 SHS KELLOGG CO	1/07/03	8/10/10	PURCHASE 25,348	17,143			8,205
500 SHS CHESAPEAKE ENERGY CORP	8/12/08	4/14/11	PURCHASE 16,136	22,409			-6,273
100 SHS DRYSHIPS INC	1/17/08	4/14/11	PURCHASE 466	5,294			-4,828
300 SHS DRYSHIPS INC	1/22/08	4/14/11	PURCHASE 1,397	15,046			-13,649
100 SHS TRANSOCEAN INC	1/17/08	5/10/11	PURCHASE 6,827	13,172			-6,345

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
200 SHS TRANSOCEAN INC			PURCHASE				
	1/22/08	5/10/11	$ 13,654	$ 24,209	$	$	$ -10,555
7000 SHS RECKSON OPER 6.0%			PURCHASE				
	2/13/09	7/28/10	6,756	4,666			2,090
740 SHS COGENT INC			PURCHASE				
	8/27/10	9/20/10	7,940	6,565			1,375
320 SHS DG FASTCHANNEL INC			PURCHASE				
	8/30/10	9/21/10	6,033	4,857			1,176
9000 SHS BELO A H CORP 7.75%			PURCHASE				
	8/27/09	8/31/10	7,906	6,310			1,596
650 SHS SIERRA WIRELESS			PURCHASE				
	5/07/10	10/05/10	7,085	4,912			2,173
780 SHS COMPUWARE			PURCHASE				
	3/05/10	10/22/10	7,665	6,250			1,415
230 SHS SIERRA WIRELESS			PURCHASE				
	5/07/10	10/25/10	2,702	1,738			964
410 SHS SIERRA WIRELESS			PURCHASE				
	5/20/10	10/25/10	4,816	3,032			1,784
800 SHS TOLLGRADE COMM			PURCHASE				
	10/12/07	10/13/10	6,022	8,002			-1,980
1080 SHS TOLLGRADE COMM			PURCHASE				
	9/23/09	10/13/10	8,129	6,091			2,038
220 SHS COMSTOCK RES INC			PURCHASE				
	5/10/10	11/15/10	5,619	6,612			-993
14000 SHS MERCER INTL 9.25%			PURCHASE				
	3/01/10	11/17/10	14,314	13,078			1,236
250 SHS PRIZER INC			PURCHASE				
	6/12/08	10/27/10	4,326	4,447			-121
50 SHS COMPUWARE			PURCHASE				
	3/05/10	1/03/11	585	401			184
320 SHS COMPUWARE			PURCHASE				
	5/14/10	1/03/11	3,743	2,575			1,168
410 SHS COMPUWARE			PURCHASE				
	9/08/10	1/03/11	4,795	3,273			1,522
12000 SHS REDDY ICE CORP 13.25%			PURCHASE				
	2/02/10	1/05/11	10,295	11,852			-1,557

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
190 SHS APOLLO GROUP	10/18/10	1/12/11	PURCHASE $ 7,599	$ 7,083	$	$	$ 516
1200 SHS SMART MODULAR	12/06/10	1/25/11	PURCHASE 7,929	7,410			519
110 SHS CAPITAL SOUTHWEST	11/17/09	1/12/11	PURCHASE 10,993	8,462			2,531
90 SHS CAPITAL SOUTHWEST	12/28/09	1/12/11	PURCHASE 8,995	7,110			1,885
110 SHS EMS TECHNOLOGIES	6/07/10	2/10/11	PURCHASE 2,185	1,590			595
380 SHS SYMANTEC CORP	3/25/10	2/15/11	PURCHASE 6,991	6,511			480
90 SHS SYMANTEC CORP	5/04/10	2/15/11	PURCHASE 1,656	1,468			188
210 SHS PFIZER INC	6/12/08	2/01/11	PURCHASE 4,024	3,736			288
190 SHS PFIZER INC	6/10/09	2/01/11	PURCHASE 3,640	2,722			918
110 SHS PFIZER INC	9/16/09	2/01/11	PURCHASE 2,108	1,799			309
12000 SHS COMSTOCK RES 6.875%	9/15/09	3/14/11	PURCHASE 11,904	12,023			-119
8000 SHS COMSTOCK RES 6.875%	9/17/09	3/14/11	PURCHASE 7,936	8,015			-79
150 SHS SYMANTEC CORP	5/04/10	4/01/11	PURCHASE 2,777	2,447			330
310 SHS SYMANTEC CORP	8/11/10	4/01/11	PURCHASE 5,740	3,917			1,823
330 SHS ASSURED GUARANTY LTD	3/07/11	4/19/11	PURCHASE 5,757	4,648			1,109
410 SHS EMS TECHNOLOGIES	3/11/10	4/25/11	PURCHASE 10,283	6,569			3,714
180 SHS DELL INC	8/24/10	5/18/11	PURCHASE 2,977	2,103			874
19000 SHS JAMES RIV COAL 9.375	9/18/09	6/01/11	PURCHASE 19,000	18,743			257

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
110 SHS EMS TECHNOLOGIES INC			PURCHASE				
	6/07/10	6/08/11	$ 2,696	$ 1,590	$	$	$ 1,106
610 SHS DELL INC			PURCHASE				
	5/24/10	6/22/11	9,935	8,355			1,580
39.6065 SHS FRONTIER COMMUNICATIONS			PURCHASE				
	11/24/09	7/22/10	288	334			-46
0.8107 SHS FRONTIER COMMUNICATIONS			PURCHASE				
	2/03/09	7/02/10	6	7			-1
24.3934 SHS FRONTIER COMMUNICATIONS			PURCHASE				
	2/03/09	7/22/10	178	202			-24
190 SHS CLOROX COMPANY			PURCHASE				
	6/17/08	9/16/10	12,629	10,137			2,492
245 SHS PITNEY BOWES INC.			PURCHASE				
	VARIOUS	9/16/10	5,080	11,001			-5,921
50 SHS DEERE & CO.			PURCHASE				
	8/10/09	10/12/10	3,713	2,279			1,434
220 SHS PINNACLE WEST CAPITAL CP			PURCHASE				
	11/02/06	2/04/11	8,995	10,545			-1,550
.4807 SHS ENBRIDGE ENERGY MGMT			PURCHASE				
	6/15/07	4/25/11	16	10			6
.0539 SHS KON PHILIPS ELECT NV NEWFS			PURCHASE				
	10/15/07	5/04/11	2	2			
210 SHS LINEAR TECHNOLOGY CORP.DELAW			PURCHASE				
	9/08/08	5/20/11	7,193	6,408			785
.7689 SHS FRONTIER COMMUNICATIONS			PURCHASE				
	3/17/09	7/02/10	5	6			-1
33 SHS SWISSCOM, AG ADR			PURCHASE				
	11/06/06	7/21/10	1,202	1,158			44
100 SHS VERIZON COMMUNICATIONS			PURCHASE				
	3/17/09	7/21/10	2,651	2,787			-136
105 SHS VERIZON COMMUNICATIONS			PURCHASE				
	3/17/09	7/22/10	2,825	2,926			-101
19 SHS VERIZON COMMUNICATIONS			PURCHASE				
	3/17/09	7/26/10	527	530			-3
235 SHS UNITED UTILTIES ADR NEWFSPON			PURCHASE				
	11/06/06	8/03/10	4,387	8,458			-4,071

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
22 SHS UNITED UTILTIES ADR NEWFSPONS			PURCHASE				
	11/06/06	8/06/10	$ 411	$ 792	$	$	$ -381
155 SHS SOCIETE GENRALE SPN			PURCHASE				
	2/05/09	8/10/10	1,823	1,214			609
22 SHS MOSAIC COMPANY			PURCHASE				
	6/30/09	8/18/10	1,246	997			249
10 SHS MOSAIC COMPANY			PURCHASE				
	6/30/09	8/19/10	552	453			99
13 SHS MOSAIC COMPANY			PURCHASE				
	6/30/09	8/20/10	720	589			131
25 SHS KIMBERLY-CLARK CORP			PURCHASE				
	11/02/06	9/01/10	1,617	1,647			-30
20 SHS KIMBERLY-CLARK CORP			PURCHASE				
	11/02/06	9/02/10	1,300	1,318			-18
53 SHS FRONTIER COMMUNICATIONS			PURCHASE				
	3/17/09	9/13/10	392	415			-23
20 SHS KIMBERLY-CLARK CORP			PURCHASE				
	11/02/06	9/20/10	1,326	1,318			8
18 SHS KIMBERLY-CLARK CORP			PURCHASE				
	11/02/06	9/21/10	1,181	1,186			-5
102 SHS IVAHHOE MINES LTD			PURCHASE				
	11/02/06	9/24/10	2,367	1,043			1,324
42 SHS MAGNA INTL INC			PURCHASE				
	3/14/08	9/27/10	3,322	2,935			387
189 SHS ALUMINA LIMITED ADR			PURCHASE				
	5/19/10	10/11/10	1,498	1,049			449
60 SHS PHILIP MORRIS INTL INC.			PURCHASE				
	11/02/06	9/28/10	3,334	2,583			751
10 SHS MOSAIC COMPANY			PURCHASE				
	6/30/09	10/06/10	596	453			143
5 SHS MOSAIC COMPANY			PURCHASE				
	6/30/09	10/07/10	293	227			66
15 SHS MOSAIC COMPANY			PURCHASE				
	6/30/09	10/08/10	988	680			308
18 SHS MOSAIC COMPANY			PURCHASE				
	9/28/09	10/08/10	1,185	906			279

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
65 SHS CBS CORPORATION CL B NEW	11/02/06	10/15/10	PURCHASE $ 1,124	$ 1,868	$	$	$ -744
5 SHS MAGNA INTL INC	3/14/08	10/15/10	PURCHASE 434	349			85
17 SHS MAGNA INTL INC	6/18/08	10/15/10	PURCHASE 1,477	1,180			297
25 SHS NOBLE ENERGY INC	11/02/06	10/18/10	PURCHASE 1,949	1,173			776
10 SHS NOBLE ENERGY INC	11/02/06	10/21/10	PURCHASE 758	469			289
1,660 SHS SEGA SAMMY HOLDINGS	12/26/07	10/29/10	PURCHASE 6,611	5,089			1,522
160 SHS SEGA SAMMY HOLDINGS	12/26/07	11/01/10	PURCHASE 621	490			131
184 SHS IVANHOE MINES LTD	11/02/06	11/09/10	PURCHASE 4,809	1,881			2,928
55 SHS AETNA INC NEW	11/02/06	11/22/10	PURCHASE 1,697	2,279			-582
30 SHS AETNA INC NEW	11/02/06	11/23/10	PURCHASE 899	1,243			-344
65 SHS AETNA INC NEW	11/02/06	12/01/10	PURCHASE 1,949	2,693			-744
110 SHS CBS CORPORATION CL B NEW	11/02/06	12/01/10	PURCHASE 1,874	3,160			-1,286
11 SHS AETNA INC. NEW	11/02/06	12/02/10	PURCHASE 332	456			-124
64 SHS AETNA INC. NEW	3/06/09	12/02/10	PURCHASE 1,932	1,255			677
55 SHS CBS CORPORATION CL B NEW	11/02/06	12/02/10	PURCHASE 935	1,580			-645
45 SHS CBS CORPORATION CL B NEW	11/02/06	12/03/10	PURCHASE 772	1,293			-521
8 SHS BARRICK GOLD CORP	4/30/08	12/06/10	PURCHASE 432	308			124
24 SHS BARRICK GOLD CORP	9/16/08	12/06/10	PURCHASE 1,297	669			628

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
22 SHS AETNA INC. NEW	3/06/09	12/08/10	PURCHASE $ 655	$ 431	$	$	$ 224
37 SHS CBS CORPORATION CL B NEW	11/02/06	12/08/10	PURCHASE 658	1,063			-405
20 SHS HALLIBURTON CO HLDG CO	11/12/08	12/08/10	PURCHASE 789	353			436
12 SHS HALLIBURTON CO HLDG CO	11/12/08	12/09/10	PURCHASE 469	212			257
40 SHS MAGNA INTL INC	6/18/08	12/13/10	PURCHASE 2,003	1,388			615
35 SHS MERCK & CO INC. NEW	12/09/08	12/21/10	PURCHASE 1,254	927			327
60 SHS MERCK & CO INC. NEW	12/09/08	12/22/10	PURCHASE 2,159	1,590			569
10 SHS MERCK & CO INC. NEW	12/09/08	12/23/10	PURCHASE 349	265			84
138 SHS ALUMINA LIMITED ADR	5/19/10	1/11/11	PURCHASE 1,322	766			556
.3750 SHS MOTOROLA MOBILITY HLDGS	1/02/08	1/04/11	PURCHASE 12	20			-8
.4285 SHS MOTOROLA SOLUTIONS INC	1/02/08	1/05/11	PURCHASE 17	28			-11
46 SHS MOTOROLA MOBILITY HLDGS	1/02/08	1/06/11	PURCHASE 1,511	2,492			-981
40 SHS MOTOROLA MOBILITY HLDGS	2/10/09	1/06/11	PURCHASE 1,314	537			777
50 SHS MAGNA INTL INC	6/18/08	1/14/11	PURCHASE 2,919	1,735			1,184
10 SHS MAGNA INTL INC.	6/18/08	1/19/11	PURCHASE 584	347			237
70 SHS MOTOROLA MOBILITY HLDGS	2/10/09	1/20/11	PURCHASE 2,457	940			1,517
15 SHS KIMBERLY-CLARK CORP	11/02/06	1/24/11	PURCHASE 946	988			-42
20 SHS KIMBERLY-CLARK CORP	11/02/06	1/25/11	PURCHASE 1,311	1,318			-7

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
4 SHS KIMBERLY-CLARK CORP			PURCHASE				
	3/18/09	1/25/11	$ 262	$ 187	$	$	$ 75
13 SHS KIMBERLY-CLARK CORP			PURCHASE				
	3/18/09	1/25/11	842	608			234
10 SHS KIMBERLY-CLARK CORP			PURCHASE				
	3/18/09	1/26/11	638	467			171
44 SHS SUNCOR ENERGY INC NEW			PURCHASE				
	5/21/10	2/08/11	1,768	1,276			492
5 SHS KIMBERLY-CLARK CORP			PURCHASE				
	3/18/09	1/27/11	311	234			77
5 SHS KIMBERLY-CLARK CORP			PURCHASE				
	3/18/09	1/28/11	311	234			77
5 SHS KIMBERLY-CLARK CORP			PURCHASE				
	3/18/09	1/31/11	309	234			75
9 SHS KIMBERLY-CLARK CORP			PURCHASE				
	3/18/09	2/01/11	572	421			151
32 SHS ALCATEL LUCENT ADR			PURCHASE				
	7/20/07	2/15/11	145	442			-297
199 SHS ALCATEL LUCENT ADR			PURCHASE				
	9/13/07	2/15/11	903	1,826			-923
311 SHS ALCATEL LUCENT ADR			PURCHASE				
	9/21/07	2/15/11	1,411	2,825			-1,414
304 SHS ALCATEL LUCENT ADR			PURCHASE				
	3/19/08	2/15/11	1,380	1,559			-179
1,576 SHS ALCATEL LUCENT ADR			PURCHASE				
	3/19/08	2/23/11	7,295	8,082			-787
69 SHS ALCATEL LUCENT ADR			PURCHASE				
	2/18/10	2/23/11	319	196			123
32 SHS SUNCOR ENERGY INC NEW			PURCHASE				
	5/21/10	3/03/11	1,476	928			548
67 SHS OAO GAZPROM SPON ADR			PURCHASE				
	10/15/10	3/08/11	2,035	1,440			595
439 SHS ALCATEL LUCENT ADR			PURCHASE				
	2/18/10	2/25/11	2,089	1,246			843
20 SHS KROGER COMPANY			PURCHASE				
	9/29/09	3/01/11	444	411			33

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
69 SHS AMGEN INCORPORATED			PURCHASE				
	7/20/07	3/03/11	$ 3,592	$ 3,863	$	$	$ -271
14 SHS AMGEN INCORPORATED			PURCHASE				
	11/15/07	3/03/11	729	768			-39
60 SHS KROGER COMPANY			PURCHASE				
	9/29/09	3/03/11	1,367	1,233			134
33 SHS BARRICK GOLD CORP			PURCHASE				
	9/16/08	4/08/11	1,787	919			868
15 SHS MOTOROLA SOLUTIONS INC.			PURCHASE				
	1/02/08	4/15/11	645	972			-327
58 SHS LOCKHEED MARTIN CORP			PURCHASE				
	11/02/06	4/20/11	4,513	5,059			-546
2 SHS MOTOROLA SOLUTIONS INC.			PURCHASE				
	1/02/08	4/20/11	73	130			-57
32 SHS MOTOROLA SOLUTIONS INC			PURCHASE				
	1/02/08	4/21/11	1,399	2,073			-674
10 SHS LOEWS CORPORATION			PURCHASE				
	11/09/07	4/27/11	430	461			-31
77 SHS LOEWS CORPORATION			PURCHASE				
	10/03/08	4/27/11	3,312	2,802			510
55 SHS PITNEY BOWES INC.			PURCHASE				
	12/17/07	4/29/11	1,334	2,066			-732
0.6000 SHS CITIGROUP INC NEW			PURCHASE				
	12/17/09	5/10/11	26	19			7
20 SHS AMGEN INCORPORATED			PURCHASE				
	7/28/07	5/17/11	1,192	1,160			32
17 SHS AMGEN INCORPORATED			PURCHASE				
	7/31/07	5/17/11	1,013	980			33
71 SHS NRG ENERGY INC NEW:NRG			PURCHASE				
	3/10/08	5/26/11	1,735	2,985			-1,250
93 SHS SUNCOR ENERGY INC NEW F:SU			PURCHASE				
	5/21/10	5/31/11	3,871	2,698			1,173
30 SHS VIACOM INC CL B NEW:VIAB			PURCHASE				
	11/02/06	5/31/11	1,492	1,159			333
21 SHS VIACOM INC CL B NEW: VIAB			PURCHASE				
	11/02/06	6/01/11	1,051	811			240

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
15 SHS KROGER COMPANY	9/29/09	6/16/11	PURCHASE $ 354	$ 308	$	$	$ 46
20 SHS KROGER COMPANY	9/30/09	6/16/11	PURCHASE 472	418			54
20 SHS KROGER COMPANY	9/30/09	6/17/11	PURCHASE 471	418			53
10 SHS KROGER COMPANY	12/08/09	6/17/11	PURCHASE 235	215			20
105 SHS KROGER COMPANY	3/09/10	6/21/11	PURCHASE 2,552	2,376			176
39 SHS SEVEN & I HLDG CO ADR FUNSPON	4/13/09	6/23/11	PURCHASE 2,063	1,673			390
4,000 SHS RENTAL SERVICE 9.5% 14NOTE	12/22/10	2/21/11	PURCHASE 4,190	4,186			4
26,000 SHS BALDOR ELECTRIC 8.625XXX	12/22/10	2/25/11	PURCHASE 29,082	29,198			-116
400 SHS WEIGHT WATCHER INTL INC.	12/22/10	3/09/11	PURCHASE 23,766	15,049			8,717
26,000 SHS DRESSER RAND GR 7.375%14	12/22/10	4/22/11	PURCHASE 26,639	26,739			-100
200 SHS ANADARKO PETROLEUM CORP	12/22/10	4/29/11	PURCHASE 15,794	13,558			2,236
200 SHS COLGATE-PALMOLIVE CO.	12/22/10	4/29/11	PURCHASE 16,831	16,171			660
200 SHS MARATHON OIL CORP	12/22/10	4/29/11	PURCHASE 10,700	7,291			3,409
200 SHS NORFOLK SOUTHERN CORP	12/22/10	4/29/11	PURCHASE 14,916	12,530			2,386
200 SHS WEIGHT WATCHERS INTL INC.	12/22/10	4/29/11	PURCHASE 15,511	7,525			7,986
300 SHS TULLOW OIL PLC NEW ORD F	12/23/10	5/03/11	PURCHASE 7,169	5,946			1,223
600 SHS HIGHWOODS PPTYS 8% B	12/22/10	6/24/11	PURCHASE 15,000	15,225			-225
40 SHS HIGHWOODS PPTYS 8% B	1/11/11	6/24/11	PURCHASE 1,000	1,029			-29

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
100 SHS HIGHWOODS PPTYS 8% B			PURCHASE				
	2/24/11	6/24/11	$ 2,500	$ 2,603	$	$	$ -103
210 SHS HIGHWOODS PPTYS 8% B			PURCHASE				
	2/25/11	6/24/11	5,250	5,406			-156
TOTAL			$ 3,577,083	$ 3,490,296	$ 0	$ 0	$ 86,787

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TOPP LAW	$ 3,110	$	$	$ 1,555
TOTAL	$ 3,110	$ 0	$ 0	$ 1,555

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BREDERNITZ WAGNER & CO., PC	$ 3,410	$	$	$ 2,000
TOTAL	$ 3,410	$ 0	$ 0	$ 2,000

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT EXPENSES - FROM K-1	$ 36,451	$ 36,451	$	$
INVESTMENT FEES	26,275	26,275		
TOTAL	$ 62,726	$ 62,726	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FED TAXES WITHHELD - FORM 2439	$ 1,310	$ 1,310	$	$
PROPERTY TAXES	2,982	2,982		
FOREIGN TAXES PAID	2,309	2,309		
FORM 990PF - EXCISE TAX	1,800			
MICHIGAN ANNUAL FEE	20			
TOTAL	$ 8,421	$ 6,601	$ 0	$ 0

Statement 6 - 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	$ 440	S/L	5	$ 177	$	$
CAMERA							
4/30/11	562		S/L	5	19		
TOTAL	$ 1,443	$ 440			$ 196	$ 0	$ 0

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INSURANCE	606	152		454
MEALS - FND	2,558			2,558
MEALS (50%)	102	51		
OFFICE SUPPLIES	440			291
OPERATING SUPPLIES				
LODGING	1,573	841		371
MAINTENANCE & UPKEEP	187			187
WEBSITE	1,606			803
MISCELLANEOUS	3			
DUES & MEMBERSHIPS	2,000			2,000
TRAVEL	1,832	1,238		297
CONFERENCES	1,595			798
TOTAL	$ 12,502	$ 2,282	$ 0	$ 7,759

Federal Statements

Statement 8 - 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	$ 92,552	$ 62,973	MARKET	$ 62,973
ROUMELL ASSET MANAGEMENT - SEE SCHED	161,393	156,397	MARKET	156,397
THOMAS PARTNERS - SEE SCHEDULE	371,227	474,168	MARKET	474,168
TRADEWINDS GLOBAL -SEE SCHED	498,191	585,110	MARKET	585,110
DELPHI INVESTMENT GROUP - SEE SCHED	2,455,649		MARKET	
HODGES/MASON CAPITAL - SEE SCHEDULE	152,817	2,694,080	MARKET	2,694,080
TOTAL	$ 3,731,829	$ 3,972,728		$ 3,972,728

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ROUMELL ASSET MANAGEMENT - SEE SCHED	$ 110,231	$ 151,298	MARKET	$ 151,298
HODGES/MASON CAPITAL - SEE SCHEDULE		278,528	MARKET	278,528
TOTAL	$ 110,231	$ 429,826		$ 429,826

Statement 10 - 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	$ 441	$ 1,443	$ 636	$ 807
PONTIUS ROAD	158,813	158,813		150,800
ADAMS ROAD	467,000	467,000		467,000
TOTAL	$ 626,254	$ 627,256	$ 636	$ 618,607

Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAINS ON INVESTMENTS:	$
JACKSON FINANCIAL	64,659
RAM	8,934
TPI	103,110
TRADEWINDS	96,217
DELPHI	147,848
HODGES/MASON CAPITAL	300,504
DIFFERENCE DUE TO K-1 CALENDAR YR VS. FISCAL YR:	
INTEREST	-20,446
DIVIDENDS	-51,025
REALIZED GAINS/LOSSES	-8,874
INVESTMENT EXPENSES	20,070
TOTAL	$ 660,997

Statement 12 - 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 13 - 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 SUPPORT FOR THE HUMANE TREATMENT OF ANIMALS; TO SUPPORT LOCAL ORGANIZATIONS; AND TO PROMOTE COMMUNITY STEWARDSHIP.

Federal Statements

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
BALL STATE UNIVERSITY MUNCIE IN 47306	2000 W. UNIVERSITY AVE. NONE	TAX-EXEMPT	SCHOLARSHIPS	5,000
CORNERSTONE CHURCH HIGHLAND MI 48357	4995 N. HICKORY RIDGE ROA NONE	TAX-EXEMPT	MISSIONS	300
FAMILY RESOURCE CENTER HOWELL MI 48843	3471 E. GRAND RIVER AVE. NONE	TAX-EXEMPT	PARENTING CLASSES, COUNSELING, EMERG	25,000
HIDDEN SPRINGS CHURCH HOWELL MI 48855	5860 N. LATSON ROAD NONE	TAX-EXEMPT	FOOD PANTRY GRANT	20,000
HIDDEN SPRINGS CHURCH HOWELL MI 48855	5860 N. LATSON ROAD NONE	TAX-EXEMPT	GRANT PAYMENT	2,000
HIDDEN SPRINGS CHURCH HOWELL MI 48855	5860 N. LATSON ROAD NONE	TAX-EXEMPT	GRANT PAYMENT	4,000
HIDDEN SPRINGS CHURCH HOWELL MI 48855	5860 N. LATSON ROAD NONE	TAX-EXEMPT	GRANT PAYMENT	6,000
HOWELL HIGH SCHOOL HOWELL MI 48843	411 HIGHLANDER WAY NONE	TAX-EXEMPT	DONATION FOR SENIOR PARTY	100
IVY TECH COLLEGE FOUNDATI MUNCIE IN 47302	4301 S. COWAN ROAD NONE	TAX-EXEMPT	SCHOLARSHIP PROGRAM	2,500
IVY TECH COLLEGE FOUNDATI MUNCIE IN 47302	4301 S. COWAN ROAD NONE	TAX-EXEMPT	SCHOLARSHIP PROGRAM	2,500
KNIGHTS OF COLUMBUS FOWLERVILLE MI 48836	P.O. BOX 707 NONE	TAX-EXEMPT	CHRISTIAN ROCK CONCERT FUNDRAISER	100
LIVINGSTON SUNRISE ROTARY BRIGHTON MI 48116	3553 LAKEWOOD SHORE NONE	TAX-EXEMPT	PARTNERSHIP W/ LOCAL FOOD BANK	500
MOST MINISTRIES ANN ARBOR MI 48105	4090 GEDDES ROAD NONE	TAX-EXEMPT	MISSIONS	8,000
MOST MINISTRIES ANN ARBOR MI 48105	4090 GEDDES ROAD NONE	TAX-EXEMPT	MISSIONS	10,000
NEW HOPE COMMUNITY CHURCH WILLIAMSBURG MI 49690	5169 BETHESDA COURT NONE	TAX-EXEMPT	MISSIONS	600
SCENIC TRAILS - KAMP KELL TRAVERSE CITY MI 49686	1499 BUSINESS PARK DRIVE NONE	TAX-EXEMPT	PING-PONG TABLE FOR CAMP	2,000
SCENIC TRAILS - KAMP KELL TRAVERSE CITY MI 49686	1499 BUSINESS PARK DRIVE NONE	TAX-EXEMPT	MAINTENANCE	8,000
SCENIC TRAILS - KAMP KELL TRAVERSE CITY MI 49686	1499 BUSINESS PARK DRIVE NONE	TAX-EXEMPT	KAMP KELLOGG POLE BARN	22,000
SCENIC TRAILS - KAMP KELL TRAVERSE CITY MI 49686	1499 BUSINESS PARK DRIVE NONE	TAX-EXEMPT	MAINTENANCE	5,000

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
SCENIC TRAILS - KAMP KELL TRAVERSE CITY MI 49686	1499 BUSINESS PARK DRIVE NONE	TAX-EXEMPT	KAMP KELOOGG PAVILLION	20,000
SCENIC TRAILS - KAMP KELL TRAVERSE CITY MI 49686	1499 BUSINESS PARK DRIVE NONE	TAX-EXEMPT	MAINTENANCE	63
SCENIC TRAILS - KAMP KELL TRAVERSE CITY MI 49686	1499 BUSINESS PARK DRIVE NONE	TAX-EXEMPT	CAMP HEATER REPAIR	84
SHEPHERD OF THE LAKES BRIGHTON MI 48114	2101 S. HACKER ROAD NONE	TAX-EXEMPT	OUTREACH FUNDING	8,000
SHEPHERD OF THE LAKES BRIGHTON MI 48114	2101 S. HACKER ROAD NONE	TAX-EXEMPT	PERSONAL NEEDS PANTRY FUNDING	2,604
SHEPHERD OF THE LAKES BRIGHTON MI 48114	2101 S. HACKER ROAD NONE	TAX-EXEMPT	BENEVOLENT FUND	2,000
SHEPHERD OF THE LAKES BRIGHTON MI 48114	2101 S. HACKER ROAD NONE	TAX-EXEMPT	OUTREACH MINISTRIES FUNDING	8,000
ST. AGNES CHURCH FOWLERVILLE MI 48836	855 E. GRAND RIVER NONE	TAX-EXEMPT	DONATION	100
ST. JOSEPH'S CHURCH HOWELL MI 48843	440 E. WASHINGTON NONE	TAX-EXEMPT	DONATION	20,000
TROOP 323 AUBURN MI 48611-0129	C/O LAKE HURON AREA COUNC NONE	TAX-EXEMPT	MATCHING GRANT FOR EAGLE PROJECT	777
TOTAL				185,228

Form **8868** (Rev January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

COPY

OMB No 1545-1709

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

- 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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

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

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	EDWARD AND JUNE KELLOGG FOUNDATION	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	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BREDERNITZ WAGNER & CO., PC
109 W. CLINTON STREET
HOWELL MI 48843
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 is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15/12 , 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 07/01/10 , and ending 06/30/11

2 If this tax year entered in line 1 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	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 409
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, 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

COPY

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II — Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print. File by the extended 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

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BREDERNITZ WAGNER & CO., PC 109 W. CLINTON STREET HOWELL MI 48843

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 is for

4 I request an additional 3-month extension of time until 05/15/12

5 For calendar year ______ , or other tax year beginning 07/01/10 , and ending 06/30/11

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED TO REVIEW INFORMATION TO ENSURE ACCURATE ALLOCATIONS AND A COMPLETE AND ACCURATE INFORMATION RETURN.

8a	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	8a	$ 3,267
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 2,541
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 726

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ C.P.A. Date ▶ 02/13/12

DAA

EDWARD AND JUNE KELLOGG FOUNDATION, INC.
EIN: 30-0057241
JUNE 30, 2011

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:						
1,840.000	500.000	KELLOGG COMPANY	92,552	27,660	MARKET	27,660
-	325.000	CISCO SYSTEMS	-	5,073	MARKET	5,073
-	350.000	SCHLUMBERGER LTD	-	30,240	MARKET	30,240
			92,552	62,973		62,973
ROUMELL ASSET MANAGEMENT ACCOUNT:						
-	360.000	AMER SAFTY INS HLDG LTDF	-	6,890	MARKET	6,890
-	890.000	AMERICAN SELECT PORT	-	9,630	MARKET	9,630
9,000.000	-	A H BELO CORPORATION	7,785	-	MARKET	-
14,000.000	-	ARCTIC GLACIER 6.5%	12,648	-	MARKET	-
200.000	-	CAPITAL SOUTHWEST CORP	17,582	-	MARKET	-
-	770.000	CISCO SYSTEMS INC	-	12,020	MARKET	12,020
14,000.000	-	CLAYTON WILLIAM 7 75%	13,580	-	MARKET	-
1,150.000	-	COMPUWARE	9,177	-	MARKET	-
20,000.000	-	COMSTOCK RES	19,900	-	MARKET	-
220.000	-	COMSTOCK RES INC.	6,098	-	MARKET	-
610.000	-	DELL INC	7,357	-	MARKET	-
-	1,450 000	DSP GROUP	-	12,615	MARKET	12,615
630 000	-	EMS TECHNOLOGIES INC	9,463	-	MARKET	-
21,000.000	-	GAYLORD ENTERTAINMENT	20,055	-	MARKET	-
-	210.000	HEWLETT-PACKARD COMPANY	-	7,644	MARKET	7,644
19,000.000	-	JAMES RIV COAL	19,238	-	MARKET	-
14,000.000		MERCER INTL INC 9.25%	13,545	-	MARKET	-
-	410.000	MERCK & CO INC NEW	-	14,469	MARKET	14,469
11,000.000	-	O'CHARLEY'S INC	11,055	-	MARKET	-
760.000	-	PFIZER INCORPORATED	10,838	-	MARKET	-
2,660.000	1,064.000	QAD INC CL A	10,986	10,874	MARKET	10,874
-	266.000	QAD INC CL B	-	2,474	MARKET	2,474
7,000.000	-	RECKSON OPER 6.0%	7,019	-	MARKET	-
12,000.000	-	REDDY ICE CORP	11,430	-	MARKET	-
-	1,010.000	SEACHANGE INTL INC	-	10,888	MARKET	10,888
1,290.000	1,140.000	SIERRA WIRELESS INC.	8,578	13,327	MARKET	13,327
-	660.000	SKECHERS U S A INC CL A	-	9,557	MARKET	9,557
5,000.000	-	STONE ENERGY COR 6.75%	4,250	-	MARKET	-
10,000.000	-	STONE ENERGY COR 8.625%	9,050	-	MARKET	-
620 000	-	SYMANTEC CORP	8,606	-	MARKET	-
-	1,130.000	TECUMSEH PRODUCTS CL A	-	11,526	MARKET	11,526
-	1,640.000	TELLABS INC	-	7,560	MARKET	7,560
1,880.000	-	TOLLGRADE COMMUN INC	11,844	-	MARKET	-
-	310.000	TOWER GROUP INC	-	7,384	MARKET	7,384
1,120.000	1,670.000	TRANSACT TECH INC	8,176	19,539	MARKET	19,539
15,000.000	-	TRANSOCEAN INC 1 5%	13,365	-	MARKET	-
			271,624	156,397		156,397

EDWARD AND JUNE KELLOGG FOUNDATION, INC.
EIN: 30-0057241
JUNE 30, 2011

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
THOMAS PARTNERS:						
310.000	310.000	AT&T INC	7,499	9,737	MARKET	9,737
220.000	220.000	ABBOTT LABORATORIES	10,292	11,576	MARKET	11,576
60.000	60.000	AIR PROD & CHEMICALS INC	3,889	5,735	MARKET	5,735
350.000	350 000	ALTRIA GROUP	7,014	9,244	MARKET	9,244
-	200.000	AMERICAN EXPRESS COMPANY	-	10,340	MARKET	10,340
170.000	170.000	B C E INC	4,976	6,679	MARKET	6,679
100.000	100.000	BECTON DICKINSON & CO	6,762	8,617	MARKET	8,617
235.000	235.000	CARDINAL HEALTH	7,898	10,674	MARKET	10,674
155.000	155.000	CHEVRON CORPORATION	10,518	15,940	MARKET	15,940
200.000	200.000	CHUBB CORPORATION	10,002	12,522	MARKET	12,522
-	275.000	CINCINNATI FINANCIAL CP	-	8,025	MARKET	8,025
190.000	-	CLOROX COMPANY	11,810	-	MARKET	-
100.000	100 000	COCA COLA CO	5,012	6,729	MARKET	6,729
150.000	150.000	CULLEN FROST BANKERS	7,710	8,528	MARKET	8,528
190.000	140.000	DEERE & CO	10,579	11,543	MARKET	11,543
140.000	140.000	DIAGEO PLC NEW ADR	8,784	11,462	MARKET	11,462
250.000	250.000	EMERSON ELECTRIC CO	10,923	14,063	MARKET	14,063
181.830	388.390	ENBRIDGE ENERGY MGMT	9,273	12,001	MARKET	12,001
75.000	75.000	EXXON MOBIL CORP	4,280	6,104	MARKET	6,104
380.000	380.000	GALLAGHER ARTHUR J. & CO	9,264	10,845	MARKET	10,845
145.000	145.000	GENERAL DYNAMICS COPRA	8,491	10,805	MARKET	10,805
245 000	245.000	GENUINE PARTS CO	9,665	13,328	MARKET	13,328
285 000	285.000	INTEL CORP	5,543	6,316	MARKET	6,316
75.000	75.000	INTL BUSINESS MACHINES	9,261	12,866	MARKET	12,866
155 000	155.000	JOHNSON & JOHNSON	9,154	10,311	MARKET	10,311
235 000	235.000	JP MORGAN EXCH TRADED NT	7,264	8,726	MARKET	8,726
-	190.000	KIMBERLY-CLARK CORP	-	12,646	MARKET	12,646
218.401	234.251	KINDER MORGAN MGMT LLC	12,359	15,365	MARKET	15,365
210.000	218.000	KON PHILIPS ELE NV NEWF	6,266	5,598	MARKET	5,598
210.000	-	LINEAR TECHNOLOGY CORP	5,840	-	MARKET	-
200.000	200.000	MICROSOFT CORP	4,602	5,200	MARKET	5,200
170.000	170.000	NOVARTIS A G SPON ADR	8,214	10,389	MARKET	10,389
-	195.000	PAYCHEX INC	-	5,990	MARKET	5,990
130.000	130.000	PHILP MORRIS INTL	5,959	8,680	MARKET	8,680
220.000	-	PINNACLE WEST CAPITAL	7,999	-	MARKET	-
245.000	-	PITNEY BOWES	5,380	-	MARKET	-
100.000	100.000	P P G INDUSTRIES	6,041	9,079	MARKET	9,079
165.000	165.000	PROCTER & GAMBLE	9,897	10,489	MARKET	10,489
125.000	250.000	REYNOLDS AMERICAN INC	6,515	9,263	MARKET	9,263
115.000	115.000	ROWE T PRICE GROUP INC	5,105	6,939	MARKET	6,939
-	55.000	SIEMENS A G ADR	-	7,564	MARKET	7,564
300.000	300.000	SYSCO CORPORATION	8,571	9,354	MARKET	9,354
130.000	130.000	3M COMPANY	10,269	12,331	MARKET	12,331
95.000	285.000	TELEFONICA SPON ADR	5,275	6,980	MARKET	6,980
260.000	260.000	THE SOUTHERN COMPANY	8,653	10,499	MARKET	10,499

EDWARD AND JUNE KELLOGG FOUNDATION, INC
EIN: 30-0057241
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SUPPORTING SCHEDULE
FORM 990PF, PART II, LINE 10b - Corporate Stock

NUMBER OF SHARES BEGINNING OF YEAR	END OF YEAR	DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
560.000	560.000	TORTOISE EGY INFRASTUCTURE	18,114	21,281	MARKET	21,281
100.000	100.000	TOTAL S A ADR	4,464	5,784	MARKET	5,784
70.000	70.000	UNITED PARCEL SERVICE	3,986	5,105	MARKET	5,105
75.000	75.000	UNITED TECHNOLOGIES	4,868	6,638	MARKET	6,638
270.000	-	VERIZON COMMUNICATIONS	7,565	-	MARKET	-
130.000	130 000	VF CORPORATION	9,253	14,113	MARKET	14,113
-	270.000	VERIZON COMMUNICATIONS	-	10,052	MARKET	10,052
325.000	325.000	WASTE MANAGEMENT INC DEL	10,169	12,113	MARKET	12,113
			371,227	474,168		474,168
TRADEWINDS GLOBAL:						
247.000	-	AETNA INC	6,516	-	MARKET	-
2,930 000	-	ALCATEL LUCENT	7,442	-	MARKET	-
948 000	621.000	ALUMINA LIMITED	4,768	5,713	MARKET	5,713
270.000	260.000	AMGEN INCORPORATED	14,202	15,171	MARKET	15,171
177.000	212.000	ANGLOGOLD ASHANTI	7,643	8,923	MARKET	8,923
210 000	210.000	AON CORPORATION	7,795	10,773	MARKET	10,773
116 000	116.000	APACHE CORP	9,766	14,313	MARKET	14,313
258.000	258.000	ASTRAZENECA PLC ADR	12,160	12,918	MARKET	12,918
247.000	236 000	BARRICK GOLD CORP	11,216	10,688	MARKET	10,688
825.000	825 000	CA INC	15,180	18,843	MARKET	18,843
-	203 000	CAMECO CORP	-	5,349	MARKET	5,349
1,199.000	1,345.000	CARREFOUR SA ADR	9,617	11,115	MARKET	11,115
312.000	-	CBS COIRPOARTION	4,034	-	MARKET	-
-	280 000	CISCO SYSTEMS INC	-	4,371	MARKET	4,371
1,860.000	228.000	CITIGROUP INC	6,994	9,494	MARKET	9,494
55.000	55.000	CONOCOPHILLIPS	2,700	4,135	MARKET	4,135
127.000	172.000	CVS CAREMARK CORP	3,724	6,464	MARKET	6,464
926.000	926.000	DAI NIPPON PRTG	10,810	10,354	MARKET	10,354
-	273.000	EAST JAPAN RAILWAY ADR F	-	2,597	MARKET	2,597
400.000	400.000	ELETROBRAS ADR	5,344	5,400	MARKET	5,400
-	1,479.000	FINMECCANICA SPA ADR	-	8,947	MARKET	8,947
267.000	267.000	FUJIFILM HLDGS CORP	7,809	8,262	MARKET	8,262
-	180.000	GENERAL MOTORLS CO	-	5,465	MARKET	5,465
290.000	580.000	GENWORTH FINANCIAL INC	3,790	5,962	MARKET	5,962
536.000	536.000	GOLD FIELDS LTD	7,166	7,820	MARKET	7,820
-	45.000	GOLDMAN SACHS GROUP INC	-	5,989	MARKET	5,989
106.000	74.000	HALLIBURTON CO HLDG CO	2,602	3,774	MARKET	3,774
213.000	213.000	HARTFORD FINL SVCS GRP	4,714	5,617	MARKET	5,617
113 000	113.000	HESS CORPORATION	5,688	8,448	MARKET	8,448
-	511.000	HOME RETAIL GROUP ADR F	-	5,372	MARKET	5,372
153.000	153.000	INGERSOLL RAND CO	5,277	6,948	MARKET	6,948
286.000	-	IVANHOE MINES LTD	3,729	-	MARKET	-
185.000	185.000	JPMORGAN CHASE & CO	6,773	7,574	MARKET	7,574
169.000	-	KIMBERLY-CLARK CORP	10,246	-	MARKET	-

EDWARD AND JUNE KELLOGG FOUNDATION, INC.
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SUPPORTING SCHEDULE
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483.000	560.000	KINROSS GOLD CORP	8,254	8,848	MARKET	8,848
653.000	653.000	KOREA ELEC POWER CP	8,411	8,665	MARKET	8,665
250 000	-	KROGER COMPANY	4,923	-	MARKET	-
-	214.000	LINCOLN NATIONAL CORP	-	6,097	MARKET	6,097
122.000	64.000	LOCKHEED MARTIN CORP	9,089	5,182	MARKET	5,182
271.000	184.000	LOEWS CORPORATION	9,027	7,745	MARKET	7,745
114.000	-	MAGNA INTL INC	7,519	-	MARKET	-
233.000	128.000	MERCK & CO INC	8,148	4,517	MARKET	4,517
225 000	225.000	METLIFE INC	8,496	9,871	MARKET	9,871
163 000	163.000	MICROSOFT CORP	3,751	4,238	MARKET	4,238
93.000	-	MOSAIC COMPANY	3,625	-	MARKET	-
1,739.000	-	MOTOROLA INC	11,338	-	MARKET	-
-	289 000	MOTOROLA MOBILITY HLDGS	-	6,370	MARKET	6,370
-	199 000	MOTOROLA SOLUTIONS INC	-	9,162	MARKET	9,162
549.000	549.000	MS&AD INS GRP HLDS	5,953	6,376	MARKET	6,376
266.000	266.000	NEWCREST MINING	7,886	10,739	MARKET	10,739
102 000	102 000	NEWMONT MINING	6,297	5,505	MARKET	5,505
162.000	221 000	NINTENDO LTD ADR	6,030	5,155	MARKET	5,155
530.000	530 000	NIPPON TELEL & TEL	10,780	12,815	MARKET	12,815
116.000	81.000	NOBLE ENERGY INC	6,998	7,260	MARKET	7,260
715.000	1,384.000	NOKIA CORP SPON ADR	5,827	8,885	MARKET	8,885
222 000	151.000	NRG ENERGY INC	4,709	3,712	MARKET	3,712
-	418.000	OAO GAZPROM SPON ADR	-	6,090	MARKET	6,090
68 000	68.000	OCCIDNETAL PETE CORP	5,246	7,075	MARKET	7,075
272.000	526.000	PANASONIC CORP ADR	3,408	6,438	MARKET	6,438
-	193.000	PERUSAHAAN PERSEROAN	-	6,659	MARKET	6,659
524.000	882.000	PFIZER INCORPORATED	7,472	18,169	MARKET	18,169
164.000	104 000	PHILIP MORRIS INTL	7,518	6,944	MARKET	6,944
226.000	171 000	PITNEY BOWES INC	4,963	3,931	MARKET	3,931
77.000	77 000	RAYTHEON COMPANY	3,726	3,838	MARKET	3,838
149.000	149 000	ROYAL DUTCH SHELL	7,194	10,691	MARKET	10,691
317.000	317 000	SANOFI ADR	9,529	12,734	MARKET	12,734
1,820.000	-	SEGA SAMMY HOLDINGS	6,592	-	MARKET	-
1,137 000	1,137.000	SEKISUI HOMES SPONS	9,817	10,503	MARKET	10,503
175.000	136.000	SEVEN & 1 HLDG CO	8,096	7,265	MARKET	7,265
311.000	473.000	SHISEIDO LTD SPON	6,924	8,779	MARKET	8,779
465.000	548.000	SK TELECOM LTD	6,849	10,248	MARKET	10,248
626.000	471.000	SOCIETE GENRALE SPN	5,260	5,589	MARKET	5,589
280.000	111 000	SUNCOR ENERGY INC	8,243	4,340	MARKET	4,340
212.000	179.000	SWISSCOM AG ADR	7,213	8,195	MARKET	8,195
759.000	759.000	TELECOM ITALIA NEW	6,907	8,835	MARKET	8,835
-	176.000	TIME WARNER INC NEW	-	6,401	MARKET	6,401
-	124 000	TOYOTA MOTOR CP ADR NEWF	-	10,220	MARKET	10,220
79.000	79.000	UNION PACIFIC CORP	5,494	8,248	MARKET	8,248
257.000	-	UNITED UTILITIES ADR	4,041	-	MARKET	-
170.000	321.000	UNUM GROUP	3,689	8,179	MARKET	8,179

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224.000	-	VERIZON COMMUNICATIONS	6,276	-	MARKET	-
327.000	276.000	VIACOM INC	10,258	14,076	MARKET	14,076
331.000	331.000	VODAFONE GROUP NEW	6,842	8,844	MARKET	8,844
97 000	97.000	WACOAL HLDGS CORP	5,852	6,039	MARKET	6,039
235.000	315.000	WELLS FARGO & CO	6,016	8,839	MARKET	8,839
			498,191	585,110		585,110
DELPHI INVESTMENT GROUP:						
13,675.509	-	DELPHI INVESTMENT GROUP	2,455,649	-	MARKET	-
HODGES/MASON CAPITAL:						
-	310.000	AIR PROD & CHEMICALS INC	-	29,630	MARKET	29,630
-	880.000	ALEXNDRIA REAL 8.375% PFD	-	22,739	MARKET	22,739
-	910.000	AMERIGAS PARTNERS LP	-	40,977	MARKET	40,977
-	430.000	ANADARKO PETROLEUM CORP	-	33,007	MARKET	33,007
-	620.000	APTARGROUP INC	-	32,451	MARKET	32,451
-	660 000	AUTO DATA PROCESSING	-	34,769	MARKET	34,769
-	1,190.000	B&G FOODS INC	-	24,538	MARKET	24,538
-	530.000	BARD C R INCORPORATED	-	58,226	MARKET	58,226
-	1,130.000	BEMIS CO INC	-	38,171	MARKET	38,171
-	1,080.000	BRADY CORPORATION CL A	-	34,625	MARKET	34,625
-	970.000	BRANDYWINE RLTY 7.50% PFD	-	24,396	MARKET	24,396
-	670.000	BUCKEYE PARTNERS UTS LP	-	43,255	MARKET	43,255
-	1,370.000	CBL & ASSOC PPTYS PFD	-	34,346	MARKET	34,346
-	1,170 000	CEDAR SHOPPING 8.875% PFD	-	29,367	MARKET	29,367
500.000	-	CHESAPEAKE ENERGY CORP	10,475	-	MARKET	-
-	980.000	CHURCH & DWIGHT CO INC	-	39,729	MARKET	39,729
325.000	-	CISCO SYSTEMS	6,926	-	MARKET	-
-	570.000	CLOROX COMPANY	-	38,441	MARKET	38,441
-	330 000	COLGATE-PALMOLIVE CO	-	28,845	MARKET	28,845
-	1,540.000	COMINAR REAL EST INVT	-	35,137	MARKET	35,137
500.000	-	COMMERCIAL METALS CO	6,610	-	MARKET	-
-	-	CONTL AIRLINES	-	-	MARKET	-
-	1,170.000	CP OFFICE PPTYS 7.5% PFD	-	29,484	MARKET	29,484
1,000.000	-	CROSS AT CO CL A	5,020	-	MARKET	-
-	1,320.000	DPL INC	-	39,811	MARKET	39,811
400.000	-	DRYSHIPS INC	1,428	-	MARKET	-
-	1,200 000	DUPONT FABROS TECHN PFD	-	30,360	MARKET	30,360
-	790.000	ECOLAB INC	-	44,540	MARKET	44,540
-	530.000	EMERSON ELECTRIC CO	-	29,813	MARKET	29,813
-	880.000	ENTERPRISE PRD PRTNRS LP	-	38,025	MARKET	38,025
-	1,540.000	FERRELLGAS PARTNERS LP	-	34,758	MARKET	34,758
-	1,220.000	FIRST INDL 7.25% J PFD	-	29,414	MARKET	29,414
-	1,120.000	FIRST POTOMAC RLTY PDF A	-	28,381	MARKET	28,381

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-	600.000	FISERV INC	-	37,578	MARKET	37,578
-	1,690.000	FRANCE TELECOM SA ADR F	-	35,980	MARKET	35,980
-	790.000	GENERAL MILLS INC	-	29,404	MARKET	29,404
-	1,240.000	GETTY REALTY CORP NEW	-	31,285	MARKET	31,285
-	1,000 000	GLADSTONE COML 7.50% PFD	-	24,940	MARKET	24,940
-	1,110 000	GLAXOSMITHKLINE PLC ADRF	-	47,619	MARKET	47,619
-	970.000	GMX RES INC 9.25% PFD	-	22,999	MARKET	22,999
1,000.000	-	GMX RESOURCES INC	6,490	-	MARKET	-
-	1,010.000	GRACO INCORPORATED	-	51,167	MARKET	51,167
-	260.000	GRAINGER W W INC	-	39,949	MARKET	39,949
-	1,440 000	HEINEKEN NV ADR	-	43,290	MARKET	43,290
-	770.000	HEINZ H J CO	-	41,026	MARKET	41,026
1,000.000	-	HOME DEPOT INC	28,070	-	MARKET	-
-	440.000	INFOSYS LTD SPON ADR	-	28,701	MARKET	28,701
-	710.000	JACOBS ENGINEERING GROUP	-	30,708	MARKET	30,708
-	970.000	KILROY REALTY 7.8% PFD	-	24,638	MARKET	24,638
-	880.000	KIMCO REALTY CORP PFD	-	22,933	MARKET	22,933
-	570.000	KINDER MORGAN ENERGY LP	-	41,382	MARKET	41,382
-	1,270.000	KITE RLTY GROUP TR PFD	-	31,826	MARKET	31,826
300.000	-	LEGG MASON INC	8,409	-	MARKET	-
-	1,540.000	LOGITECH INTL SA NEW F	-	17,310	MARKET	17,310
-	640.000	MARATHON OIL CORP	-	33,715	MARKET	33,715
-	660.000	MCCORMICK & CO INC	-	32,716	MARKET	32,716
-	400.000	MC DONALDS CORP	-	33,728	MARKET	33,728
-	830.000	MECHEL OAO ADR	-	19,829	MARKET	19,829
-	190.000	METTLER TOLEDO INTL INCF	-	32,047	MARKET	32,047
-	790.000	NATIONAL GRID PLC ADR F	-	39,050	MARKET	39,050
-	420.000	NORFOLK SOUTHER CORP	-	31,471	MARKET	31,471
-	660 000	NOVARTIS A G SPON ADR F	-	40,333	MARKET	40,333
-	660 000	OMNICOM GROUP INC	-	31,786	MARKET	31,786
-	440 000	ONEOK PARTNERS LP	-	37,532	MARKET	37,532
700.000	-	ROCKY MTN CHOC FACTORY	6,503	-	MARKET	-
-	1,100.000	PS BUS PK 7.375% DEP SH	-	27,720	MARKET	27,720
-	1,010.000	PARKWAY PPTYS INC 8% PFD	-	25,301	MARKET	25,301
-	1,150.000	PAYCHEX INC	-	35,328	MARKET	35,328
-	490.000	PEABODY CORP	-	28,866	MARKET	28,866
-	260 000	PETROCHINA CO ADR	-	37,968	MARKET	37,968
-	620 000	PLAINS ALL AMERN PPLN LP	-	39,680	MARKET	39,680
-	400 000	PRAXAIR INC	-	43,356	MARKET	43,356
-	1,760 000	PRIMARUS RETAIL REIT	-	38,388	MARKET	38,388
-	890 000	PROSPERITY BANCSHARES	-	39,000	MARKET	39,000
-	1,010 000	SAUL CENTERS INC A PFD	-	25,896	MARKET	25,896
-	180.000	SCHNEIDER ELEC SA ORD F	-	30,064	MARKET	30,064
350.000	-	SCHLUMBERGER LTD	19,369	-	MARKET	-
-	490.000	SHERWIN WILLIAMS CO	-	41,096	MARKET	41,096
-	810.000	STATE STREET CORP	-	36,523	MARKET	36,523

EDWARD AND JUNE KELLOGG FOUNDATION, INC.
EIN. 30-0057241
JUNE 30, 2011

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
300.000	-	SUNCOR ENERGY INC	8,832	-	MARKET	-
-	530.000	SUNOCO LOGISTICS PTNR LP	-	45,660	MARKET	45,660
-	670.000	T C PIPELINES LP	-	32,006	MARKET	32,006
-	880.000	TEEKAY LNG PARTNERS LP F	-	32,551	MARKET	32,551
300.000	-	TEX PAC LAND SUB CTF	7,893	-	MARKET	-
350.000	-	TEXAS INDUSTRIES INC	10,339	-	MARKET	-
250.000	-	TEXAS INSTRUMENTS INC	5,820	-	MARKET	-
-	400.000	TORONTO DOMINION BANK	-	33,960	MARKET	33,960
-	660.000	TOTAL SA ADR	-	38,174	MARKET	38,174
300.000	-	TRANSOCEAN INC NEW	13,899	-	MARKET	-
-	1,550.000	TULLOW OIL PLC NEW ORD	-	30,832	MARKET	30,832
	1,000.000	UMH PPTYS 8.25% PFD	-	26,300	MARKET	26,300
50.000	-	UNITED STATES STEEL CORP	1,928	-	MARKET	-
-	1,010.000	URSTADT BIDDLE 7.5% PFD	-	25,957	MARKET	25,957
-	1,010.000	VORNADO REALTY 6.625% PFD	-	25,139	MARKET	25,139
100.000	-	WAL-MART STORES INC	4,806	-	MARKET	-
-	410 000	WEIGHT WATCHERS INTL INC	-	30,943	MARKET	30,943
-	1,370.000	WEINGARTEN RLTY 6.5% PFD	-	34,182	MARKET	34,182
-	1,010 000	ZIONS BANCORP DEP SHS	-	27,013	MARKET	27,013
			152,817	2,694,080		2,694,080
		GRAND TOTAL - ALL INVESTMENT ACCOUNTS	**3,842,060**	**3,972,728**		**3,972,728**

EDWARD AND JUNE KELLOGG FOUNDATION, INC.
EIN· 30-0057241
JUNE 30, 2011

SUPPORTING SCHEDULE
FORM 990PF, PART II, LINE 10c - Corporate Bonds

NUMBER OF SHARES BEGINNING OF YEAR	NUMBER OF SHARES END OF YEAR	DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
ROUMELL ASSET MANAGEMENT ACCOUNT:						
14,000.000	14,000.000	ARCTIC GLACIER 6.5%	12,648	13,127	MARKET	13,127
-	14,000.000	CLAYTON WILLIAM 7.75%	-	14,000	MARKET	14,000
20,000 000	16,000.000	COMSTOCK RES	19,900	16,120	MARKET	16,120
-	21,000.000	GAYLORD ENTMT 6.75%	-	21,263	MARKET	21,263
-	9,000.000	GEOKINETICS HLDG 9 75%	-	8,629	MARKET	8,629
19,000.000	-	JAMES RIV COAL	19,238	-	MARKET	-
-	9,000.000	JB POINDEXTER 8.75%	-	9,090	MARKET	9,090
14,000.000	-	MERCER INTL INC 9.25%	13,545	-	MARKET	-
11,000.000	15,000.000	O'CHARLEY'S INC 9%	11,055	15,000	MARKET	15,000
12,000 000	-	REDDY ICE CORP	11,430	-	MARKET	-
10,000 000	10,000.000	STONE ENERGY COR 8.625%	9,050	10,225	MARKET	10,225
-	5,000.000	STONE ENERGY COR 6.75%	-	4,850	MARKET	4,850
-	12,000 000	STONEMORE OPER 10.25%	-	11,955	MARKET	11,955
-	12,000.000	SUPERVALU 7.5%	-	12,060	MARKET	12,060
15,000 000	15,000.000	TRANSOCEAN INC 1.5%	13,365	14,979	MARKET	14,979
			110,231	151,298		151,298
HODGES/MASON CAPITAL:						
-	26,000 000	DEAN FOODS CO 6.9%	-	25,350	MARKET	25,350
-	27,000.000	EDISON MISSION 7.5%	-	27,135	MARKET	27,135
-	26,000.000	ENTERPRISE PROD FLT 2067	-	25,593	MARKET	25,593
-	22,000.000	GIBRALTAR INDS 8.0%	-	22,193	MARKET	22,193
-	22,000.000	MARTIN MDSTRM 8.875%	-	22,770	MARKET	22,770
-	27,000.000	PATRIOT COAL CRP 8.25%	-	27,979	MARKET	27,979
-	23,000.000	PENN VA CORP 10.375%	-	25,185	MARKET	25,185
-	18,000.000	RENTAL SERVICE 9.5%	-	18,540	MARKET	18,540
-	12,000.000	SONIC AUTOMOTIV 8.625%	-	12,120	MARKET	12,120
-	27,000.000	SUPERVALU INC 8%	-	27,608	MARKET	27,608
-	22,000.000	TENNECO PKG PTV 8.125%	-	21,670	MARKET	21,670
-	22,000.000	TESORO 6.5%	-	22,385	MARKET	22,385
			-	278,528		278,528
GRAND TOTAL - ALL INVESTMENT ACCOUNTS			**110,231**	**429,826**		**429,826**

Form **4562** | **Depreciation and Amortization** | OMB No 1545-0172
(Including Information on Listed Property) | **2010**
Department of the Treasury Internal Revenue Service (99) | ▶ See separate instructions. ▶ Attach to your tax return. | 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 instructions)	1	500,000
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	2,000,000
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	

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

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 2009 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 2011 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	196

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 2010	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 2010 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 2010 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 instructions	22	196
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