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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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
KELLOGG FAMILY FOUNDATION
C/O GODFREY & KAHN SC

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

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

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) \$ 18,820,390 **J** Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)

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

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,500	1,500		
4	Dividends and interest from securities.	45,970	45,970		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a _____				
7	Capital gain net income (from Part IV, line 2)				
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)	1,504,034			
12	Total. Add lines 1 through 11	1,551,504	47,470		

Revenue	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages	312,586		312,586
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)	26,095		26,095
b	Accounting fees (attach schedule)	11,500		11,500
c	Other professional fees (attach schedule)	3,250		3,250
17	Interest	84,950		71,604
18	Taxes (attach schedule) (see page 14 of the instructions)	174,540		
19	Depreciation (attach schedule) and depletion	722,114		
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)	531,274		510,962
24	Total operating and administrative expenses.			
	Add lines 13 through 23	1,866,309	0	935,997
25	Contributions, gifts, grants paid.	4,970,000		4,970,000
26	Total expenses and disbursements. Add lines 24 and 25	6,836,309	0	5,905,997
27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	-5,284,805		
b	Net investment income (if negative, enter -0-)		47,470	
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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing		309,500	269,144	269,144
	2 Savings and temporary cash investments		5,314,749	464,717	464,717
	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 (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
Assets	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		948	948	2,268,620
	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 ► <u>19,564,866</u>				
	Less accumulated depreciation (attach schedule) ► <u>3,811,619</u>		16,312,598	15,753,247	15,753,247
	15 Other assets (describe ►)		84,974	64,662	64,662
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		22,022,769	16,552,718	18,820,390
Liabilities	17 Accounts payable and accrued expenses				
	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 ►)		6,287,197	6,101,951	
	23 Total liabilities (add lines 17 through 22)		10,787,197	10,601,951	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ►				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ►				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		11,235,572	5,950,767	
	30 Total net assets or fund balances (see page 17 of the instructions)		11,235,572	5,950,767	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		22,022,769	16,552,718	

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	11,235,572
2	Enter amount from Part I, line 27a	2	-5,284,805
3	Other increases not included in line 2 (itemize) ► _____	3	
4	Add lines 1, 2, and 3	4	5,950,767
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	5,950,767

Part IV Capital Gains and Losses for Tax on Investment Income

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))
2010	3,345,681	8,605,368	0.388790
2009	4,692,010	9,315,319	0.503688
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
2 Total of line 1, column (d).			1.98687
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			0.39737
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.			5,518,69
5 Multiply line 4 by line 3.			2,192,98
6 Enter 1% of net investment income (1% of Part I, line 27b).			47
7 Add lines 5 and 6.			2,193,46
8 Enter qualifying distributions from Part XII, line 4.			5,905,99

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 <input type="checkbox"/> and enter "N/A" on line 1	1	475
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	
3	Add lines 1 and 2.	3	475
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	475
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,509
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	1,509
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached <input checked="" type="checkbox"/>	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	1,034
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,034 Refunded <input type="checkbox"/> 11	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	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
<i>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.</i>			
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ST MILWAUKEE WI ZIP +4 ► 53202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15		
	and enter the amount of tax-exempt interest received or accrued during the year ►			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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
c	Organizations relying on a current notice regarding disaster assistance check here. ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	2a	
	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?	3a	
	► Yes	✓ No	
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011).	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 2011?	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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5b			No
6a	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)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/> Yes	
6b			No
6c	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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
7a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
7b			No
7b			
7c	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
7d			No
7d			
7e	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		

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)

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 S KELLOGG 	PRES/TREAS 0 25	0	0	
780 N WATER ST MILWAUKEE, WI 53202				
MADELAINE KELLOGG 	VP/SEC 0 25	0	0	
780 N WATER ST MILWAUKEE, WI 53202				
PETER M SOMMERHAUSER 	ASSIST SEC 0 25	0	0	
780 N WATER ST MILWAUKEE, WI 53202				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions)
If none, enter "NONE."

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 2,384,499
b	Average of monthly cash balances.	1b 3,218,232
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 5,602,731
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 5,602,731
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4 84,041
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 5,518,690
6	Minimum investment return. Enter 5% of line 5.	6 275,935

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.	1 275,935
2a	Tax on investment income for 2011 from Part VI, line 5.	2a 475
b	Income tax for 2011 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 475
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 275,460
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 275,460
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.	7 275,460

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 5,905,997
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 5,905,997
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).	5 475
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 5,905,522

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				275,460
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.	2,878,861			
b From 2007.	2,114,413			
c From 2008.	4,773,668			
d From 2009.	4,692,010			
e From 2010.	3,345,681			
f Total of lines 3a through e.	17,804,633			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 5,905,997				
a Applied to 2010, but not more than line 2a				
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).	5,905,997			
d Applied to 2011 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	275,460			275,460
6 Enter the net total of each column as indicated below:	23,435,170			
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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				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).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	2,603,401			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	20,831,769			
10 Analysis of line 9				
a Excess from 2007.	2,114,413			
b Excess from 2008.	4,773,668			
c Excess from 2009.	4,692,010			
d Excess from 2010.	3,345,681			
e Excess from 2011.	5,905,997			

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 2011, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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 S 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	4,970,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	1,500	
4 Dividends and interest from securities.				14	45,970	
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 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a <u>RENTAL REVENUE - KFF LLC</u>						1,497,93
b <u>OTHER REVENUE - KFF LLC</u>						6,10
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).					47,470	1,504,03
13 Total. Add line 12, columns (b), (d), and (e).						1,551,504

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

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

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 or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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		
<p>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.</p>				
<p>*****</p>	<p>2012-08-10</p>	<p>*****</p>		
<p>Signature of officer or trustee</p>	<p>Date</p>	<p>Title</p>		
<p>KATHRYN L BENNETT</p>		<p>Date 2012-08-28</p>		
<p>Sign Here Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>	<p>PTIN</p>
	<p>Firm's name</p>	<p>2012-08-28</p>	<p>Firm's EIN <input type="checkbox"/></p>	
	<p>KOMISAR BRADY & CO LLP</p>	<p>135 SOUTH 84TH ST STE 200</p>	<p>Phone no (414) 271-3966</p>	
<p>Firm's address</p>	<p>MILWAUKEE, WI 53214</p>			

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Form 4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2011

Department of the Treasury
Internal Revenue Service (99)

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

Attachment
Sequence No 179Name(s) shown on return
KELLOGG FAMILY FOUNDATION
C/O GODFREY & KAHN SCBusiness or activity to which this form relates
INDIRECT DEPRECIATIONIdentifying number
39-1775567**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 2010 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 2012 Add lines 9 and 10, less line 11 ►	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	721,304

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 2011	17	
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 2011 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	
i Nonresidential real property			27 5 yrs	MM	S/L	
			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

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	810
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	722,114
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	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)					25			

26 Property used more than 50% in a qualified business use

2 GOLF CARTS	2008-06-24	100 00 %	4,050	4,050	5 0	S/L-S/L	810	
		%						
		%						

27 Property used 50% or less in a qualified business use

	%			S/L -				
	%			S/L -				
	%			S/L -				

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1

28 810

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1

29

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
31 Total commuting miles driven during the year						
32 Total other personal(noncommuting) miles driven						
33 Total miles driven during the year Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		<input type="checkbox"/> No
39 Do you treat all use of vehicles by employees as personal use?		<input type="checkbox"/> No
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		<input type="checkbox"/> No
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		<input type="checkbox"/> No

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year (see instructions)					

43 Amortization of costs that began before your 2011 tax year	43	20,312
44 Total. Add amounts in column (f) See the instructions for where to report	44	20,312

TY 2011 Accounting Fees Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,500			11,500

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

TY 2011 Amortization Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
FINANCING COSTS	2003-12-12	80,092	80,092	1				80,092

TY 2011 Compensation Explanation

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Person Name	Explanation
WILLIAM S KELLOGG	
MADELAINE KELLOGG	
PETER M SOMMERHAUSER	

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

TY 2011 Depreciation Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O 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							
LAND	2003-12-12	505,500							
LAND IMPROVEMENTS	2003-12-12	379,125	134,273	S/L	20 0000	18,957			
BUILDING & IMPROVEMENTS	2003-12-12	6,826,650	1,208,885	S/L	40 0000	170,667			
APPLIANCES & FLOORING	2003-12-12	968,875	762,541	S/L	9 0000	107,653			
BUILDING & IMPROVEMENTS	2004-07-01	64,987	10,560	S/L	40 0000	1,625			
APPLIANCES & FLOORING	2004-07-01	96,074	69,386	S/L	9 0000	10,675			
LAND IMPROVEMENTS	2004-07-01	114,537	37,224	S/L	20 0000	5,727			
BUILDING & IMPROVEMENTS	2005-07-01	173,504	23,857	S/L	40 0000	4,338			
APPLIANCES & FLOORING	2005-07-01	10,225	6,249	S/L	9 0000	1,136			
BUILDING & IMPROVEMENTS	2006-07-01	202,565	22,789	S/L	40 0000	5,064			
LAND IMPROVEMENT- LANDSCAPING	2007-05-31	5,320	953	S/L	20 0000	266			
DOORS	2007-05-25	956	86	S/L	40 0000	24			
ELECTRICAL UPGRADES	2007-03-25	633	59	S/L	40 0000	16			
ELECTRICAL UPGRADES	2007-05-25	2,958	265	S/L	40 0000	74			
ASPHALT REPAIRS	2007-04-05	433	81	S/L	20 0000	22			
MONUMENT SIGN FROM SIGNS WEST, INC	2007-08-22	11,150	1,858	S/L	20 0000	558			
HVAC UPGRADES	2007-01-01	13,750	1,375	S/L	40 0000	344			
GENERAL IMPROVEMENTS	2007-01-01	1,210	121	S/L	40 0000	30			
GENERAL IMPROVEMENTS- INSURANCE CLAIM	2007-08-22	23,789	1,982	S/L	40 0000	595			
GENERAL IMPROVEMENTS - CEILING FANS	2007-08-22	39,211	3,268	S/L	40 0000	980			
GENERAL IMPROVEMENTS - INSURANCE CLAIM	2007-11-13	50,881	4,028	S/L	40 0000	1,272			
GENERAL PLUMBING IMPROVEMENTS	2007-01-01	13,795	1,380	S/L	40 0000	344			
BOILER	2007-08-22	18,767	1,564	S/L	40 0000	469			
WATER HEATER BUILDING 12	2007-12-14	1,550	119	S/L	40 0000	39			
15 VINYL & TILE INSTALLATIONS	2007-01-01	6,708	5,366	S/L	5 0000	1,342			
19FRIDGES,13DISHWASHERS,6RANGES,2VENT HOODS	2007-01-01	12,626	10,101	S/L	5 0000	2,525			
43 CARPET REPLACEMENTS	2007-01-01	38,068	30,454	S/L	5 0000	7,614			
DRAPERYES	2007-05-25	642	460	S/L	5 0000	128			
LAND DEVELOPMENT - PHASE II	2007-12-31	143,416							

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
EXTERIOR COMMON AREA IMPROVEMENTS	2008-04-04	3,140	216	S/L	40 0000	78			
92 CABINET/COUNTER REPLACEMENTS/UPGRADES	2008-01-01	16,630	9,978	S/L	5 0000	3,326			
LAND IMPROVEMENT - LANDSCAPING	2008-07-31	2,849	344	S/L	20 0000	143			
FENCE, GATE, POOL UPGRADES & SIGNS	2008-04-04	59,295	8,153	S/L	20 0000	2,965			
ENGINEERING COSTS	2008-04-30	25,578	1,705	S/L	40 0000	640			
HVAC UPGRADES	2008-04-04	19,580	1,346	S/L	40 0000	490			
GENERAL BUILDING IMPROVEMENTS	2008-01-01	124,330	9,325	S/L	40 0000	3,108			
GENERAL PLUMBING IMPROVEMENTS	2008-01-01	64,336	4,825	S/L	40 0000	1,609			
115 VINYL & TILE INSTALLATIONS	2008-01-01	87,585	52,551	S/L	5 0000	17,517			
2 FRIDGES, 5 DISHWASHERS, 3 VENT HOODS	2008-04-04	3,005	1,653	S/L	5 0000	601			
76 CARPET REPLACEMENTS	2008-01-01	65,395	39,237	S/L	5 0000	13,079			
44 LIGHT FIXTURES, 18 CEILING FANS	2008-04-04	43,769	3,009	S/L	40 0000	1,094			
DRAPERYES, WOODEN BLINDS	2008-04-10	24,108	13,260	S/L	5 0000	4,821			
2 GOLF CARTS	2008-06-24	4,050	2,025	S/L	5 0000	810			
APPLIANCES - WOODBURY SQUARE APARTMENTS	2008-01-25	1,425	831	S/L	5 0000	285			
APPLIANCES - MONTECITO APARTMENTS	2008-01-25	35,555	20,740	S/L	5 0000	7,111			
LAND DEVELOPMENT - PHASE II	2008-01-01	159,257							
APPLIANCES & FLOORING	2009-07-01	17,687	2,948	S/L	9 0000	1,965			
CABINETS	2009-07-01	8,050	2,415	S/L	5 0000	1,610			
CEILING FANS, LIGHT FIXTURES	2009-07-15	17,549	658	S/L	40 0000	439			
WOOD BLINDS, FAUX BLINDS	2009-07-15	13,885	4,165	S/L	5 0000	2,777			
49 CARPET REPLACEMENTS	2009-07-15	29,930	8,979	S/L	5 0000	5,986			
APPLIANCES	2009-07-15	13,957	4,187	S/L	5 0000	2,791			
62 VINYL REPLACEMENT	2009-07-15	49,577	14,873	S/L	5 0000	9,916			
4 SPEED BUMPS/ASPAHLT REPAIR	2009-09-30	5,376	336	S/L	20 0000	269			
GATES	2009-07-15	1,549	116	S/L	20 0000	78			
OFFICE RENOVATIONS	2009-12-21	53,333	1,333	S/L	40 0000	1,334			
GENERAL BUILDING IMPROVEMENTS	2009-07-15	299,143	11,218	S/L	40 0000	7,478			
HVAC	2009-11-15	18,880	551	S/L	40 0000	472			
PATIOS/BALCONIES	2009-10-23	83,589	2,438	S/L	40 0000	2,090			

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
PLUMBING	2009-07-15	9,354	351	S/L	40 0000	234			
POOLS AND SPAS	2009-10-23	2,915	85	S/L	40 0000	73			
INTERIOR REHAB	2010-07-01	25,748	1,430	S/L	9 0000	2,861			
CARPET REPLACEMENTS - 2010	2010-07-01	22,935	2,293	S/L	5 0000	4,587			
GENERAL LAND IMPRV- 2010	2010-07-01	18,015	450	S/L	20 0000	901			
ASPHALT REPAIRS	2010-11-02	5,093	42	S/L	20 0000	255			
SIDEWALKS	2010-09-30	3,740	47	S/L	20 0000	187			
ELECTRICAL REPAIRS - 2010	2010-11-02	5,162	22	S/L	40 0000	129			
EXTERIOR REPAIRS - COMMON 2010	2010-11-05	54,270	226	S/L	40 0000	1,357			
BUILDING ENGINEERING COSTS-2010	2010-11-25	534	1	S/L	40 0000	13			
FIRE ALARMS/SPRINKLERS	2010-07-01	8,495	106	S/L	40 0000	213			
HVAC REPAIRS - 2010	2010-07-01	6,754	84	S/L	40 0000	169			
PLUMBING REPAIRS	2010-01-25	7,048	162	S/L	40 0000	176			
POOLS AND SPA REPAIRS - 2010	2010-08-25	1,772	15	S/L	40 0000	44			
VINYL & TILE REPAIRS - 2010	2010-07-01	8,422	842	S/L	5 0000	1,685			
CARPET REPLACEMENTS - 2010	2010-07-01	27,154	2,715	S/L	5 0000	5,431			
8 MICROS,3 FRIDGES,2 OVENS, 1 STOVE	2010-07-01	6,426	643	S/L	5 0000	1,285			
COMPUTER EQUIPMENT - 2010	2010-01-31	879	161	S/L	5 0000	176			
SIGNS - 2010	2010-07-01	6,951	497	S/L	7 0000	993			
ENGINEERING COSTS - 2010	2010-01-25	675	15	S/L	40 0000	17			
PLUMBING REPAIRS	2010-11-15	1,237	5	S/L	40 0000	31			
ADJUSTMENT - PAST/CURRENT DIFF	2010-12-31	22,365		S/L	40 0000	559			
COMPUTERS & EQUIP	2010-12-31	592		S/L	10 0000	59			
DESK FOR OFFICE	2011-04-22	518		S/L	7 0000	49			
FLOOR PLAN DISPLAYS	2011-09-29	929		S/L	7 0000	33			
EQUIPMENT	2011-10-25	2,374		S/L	7 0000	57			
BASKETBALL GOALS AND NET	2011-06-09	373		S/L	7 0000	31			
2 DESKTOP PCS	2011-10-25	1,905		S/L	5 0000	64			
EQUIPMENT	2011-12-01	710		S/L	7 0000	8			
2011 - APPLIANCES	2011-04-25	1,337		S/L	5 0000	178			

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
MICROWAVE	2011-05-18	243		S/L	5 0000	28			
OVENS HD SUPPLY	2011-06-30	680		S/L	5 0000	68			
REFRIDGERATOR	2011-06-27	559		S/L	5 0000	56			
1 FRIDGE, 2 MICROWAVES	2011-06-27	1,045		S/L	5 0000	105			
VENTAHOOD	2011-07-19	40		S/L	5 0000	3			
VENTA HOODS	2011-08-25	163		S/L	5 0000	11			
2011 - APPLIANCES	2011-09-25	1,289		S/L	5 0000	64			
DISHWASHER	2011-10-07	289		S/L	5 0000	14			
1 MICROWAVE	2011-10-07	243		S/L	5 0000	12			
2 FRIDGES	2011-10-07	1,279		S/L	5 0000	64			
MICROWAVE AND ELECTRIC RANGE	2011-10-07	661		S/L	5 0000	33			
2011 - APPLIANCES	2011-10-25	515		S/L	5 0000	17			
OVEN AND DISHWASHER	2011-11-22	724		S/L	5 0000	12			
RANGE AND FRIDGE	2011-12-01	825		S/L	5 0000	14			
FRIDGE AND STOVE	2011-12-22	825		S/L	5 0000				
DISHWASHER AND MICROWAVE	2011-12-22	532		S/L	5 0000				
DISHWASHER	2011-12-22	289		S/L	5 0000				
MICROWAVE	2011-12-22	186		S/L	5 0000				
2011 LANDSCAPING REPAIRS AND ITEMS	2011-07-01	13,503		S/L	20 0000	338			
2011 - SIDEWALK REPAIRS AND MAINT	2011-07-01	11,958		S/L	20 0000	299			
NEW AWNING AND BLDG S	2011-10-19	2,125		S/L	20 0000	18			
BANNER	2011-11-22	319		S/L	7 0000	4			
2011 - LANDSCAPING	2011-07-01	11,267		S/L	20 0000	282			
CM FEE - CONSTR FEE	2011-08-31	4,459		S/L	40 0000	37			
2011 - BREAKERS, REPAIRS, PANELS, LIGHTS	2011-05-01	3,670		S/L	40 0000	61			
2011 - COMMON AREA MAINT/REPAIRS/EQUIP/RAILS	2011-07-31	3,670		S/L	40 0000	38			
2011 - INSPECTIONS	2011-07-31	1,475		S/L	40 0000	15			
FIRE KNOX BOX	2011-03-24	800		S/L	40 0000	15			
EXIT GATE	2011-06-30	450		S/L	20 0000	11			
KEY PAD	2011-09-29	200		S/L	7 0000	7			

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
2011 - HVAC REPAIRS/REPLACEMENTS	2011-07-31	8,413		S/L	40 0000	88			
2011 - BOILER REPAIRS/VAMVORAS/CAMERA	2011-07-31	5,012		S/L	40 0000	52			
2011 - FURNITURE FOR POOL	2011-07-31	13,627		S/L	5 0000	1,136			
BOILER ROOM REPAIRS/EQUIP	2011-10-07	4,480		S/L	40 0000	28			
D-KAM	2011-11-25	6,232		S/L	40 0000	13			
2011- VINYL REPLACEMENT/REPAIRS	2011-07-31	9,090		S/L	5 0000	758			
VANITY	2011-02-08	533		S/L	5 0000	98			
2011 - CARPET REPLACEMENTS/REPAIRS	2011-07-01	42,629		S/L	5 0000	4,263			
SIGN	2011-12-31	319		S/L	7 0000				
LAND IMPROVEMENTS (EXCAVATING) POND	2007-05-25	13,440	2,408	S/L	20 0000	672			
LAND IMPROVEMENTS (LIGHTING)	2007-06-06	1,675	300	S/L	20 0000	84			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-06-20	14,768	2,584	S/L	20 0000	739			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-08-02	21,091	3,603	S/L	20 0000	1,055			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-12-26	8,997	1,350	S/L	20 0000	449			
CAMP BUILDING	2009-01-01	6,746,938	490,686	S/L	27 5000	245,344			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-03-31	11,635	1,600	S/L	20 0000	581			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-05-05	13,890	1,852	S/L	20 0000	695			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-06-10	6,700	865	S/L	20 0000	335			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-06-27	8,245	1,031	S/L	20 0000	412			
LAND IMPROVEMENTS (LAY CONCRETE) MYERS	2008-07-16	6,600	798	S/L	20 0000	330			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-07-31	61,257	7,402	S/L	20 0000	3,063			
LAND IMPROVEMENTS (LIGHTING) ELECTRICAL	2008-08-06	6,065	733	S/L	20 0000	303			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-11-07	1,660	180	S/L	20 0000	83			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-12-01	1,200	125	S/L	20 0000	60			
INSULATION- IMPROVEMENTS	2009-04-07	9,400	1,097	S/L	15 0000	626			

TY 2011 General Explanation Attachment

Name: KELLOGG FAMILY FOUNDATION
C/O GODFREY & KAHN SC
EIN: 39-1775567

Identifier	Return Reference	Explanation
GENERAL RETURN INFORMATION		KELLOGG FAMILY FOUNDATION HEREBY EL (A)-(3)(D)(2) TO TREAT 5,905,997 O A DISTRIBUTION MADE OUT OF CORPUS F
GENERAL ELECTIONS		YEAR ENDED DECEMBER 31, 2011 39-1775567 KELLOGG FAMILY FOUNDATION C/O GODFREY & KAHN, S C 780 N WATER ST MILWAUKEE, WI 53202 STRAIGHT-LINE DEPRECIATION METHOD ELECTION UNDER IRC SECTION 168(B)(3)(D), THE ORGANIZATION ELECTS TO USE THE STRAIGHT-LINE METHOD OF DEPRECIATION, INSTEAD OF THE REGULAR STATUTORY METHOD IN COMPUTING THE DEDUCTION FOR ALL PROPERTY PLACED INTO SERVICE DURING THE TAX YEAR ENDING DECEMBER 31, 2011 THE ELECTION, MADE IN ACCORDANCE WITH CODE SEC 168(B)(5), APPLIES TO ALL PROPERTY PLACED IN SERVICE DURING THE TAX YEAR YEAR ENDED DECEMBER 31, 2011 39-1775567 KELLOGG FAMILY FOUNDATION C/O GODFREY & KAHN, S C 780 N WATER ST MILWAUKEE, WI 53202 ELECTING OUT OF BONUS DEPRECIATION ALLOWANCE FOR ALL ELIGIBLE DEPRECIABLE PROPERTY THE TAXPAYER ELECTS OUT OF FIRST-YEAR BONUS DEPRECIATION ALLOWANCE UNDER IRC SECTION 168(K) FOR ALL ELIGIBLE ASSET CLASSES OF DEPRECIABLE PROPERTY ACQUIRED AFTER DECEMBER 31, 2007 THIS ELECTION APPLIES TO ALL ELIGIBLE DEPRECIABLE PROPERTY PLACED IN SERVICE DURING THE TAX YEAR YEAR ENDED DECEMBER 31, 2011 39-1775567 KELLOGG FAMILY FOUNDATION C/O GODFREY & KAHN, S C 780 N WATER ST MILWAUKEE, WI 53202 TREATMENT OF QUALIFYING DISTRIBUTIONS ELECTION UNDER IRC SECTION 4942(H)(2) AND REG 53 4942(A)-3(D)(2), THE NONOPERATING PRIVATE FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF UNDISTRIBUTED INCOME FROM THE TAX YEARS ENDING TAX YEAR AMOUNT _____ CORPUS /S/ _____ _____ NAME _____ TITLE _____

TY 2011 Investments Corporate Stock Schedule

Name: KELLOGG FAMILY FOUNDATION
C/O GODFREY & KAHN SC
EIN: 39-1775567

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KOHLS CORPORATION	948	2,268,620

TY 2011 Land, Etc. Schedule**Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDINGS & EQUIPMENT	17,614,986	3,811,619	13,803,367	13,803,367
LAND	1,949,880		1,949,880	1,949,880

TY 2011 Legal Fees Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	26,095			

TY 2011 Loans from Officers Schedule

Name: KELLOGG FAMILY FOUNDATION
C/O GODFREY & KAHN SC
EIN: 39-1775567

Item No.	1
Lender's Name	NOTE PAYABLE - WILLIAM KELLOGG
Lender's Title	DISQUALIFIED PERSON
Original Amount of Loan	4500000
Balance Due	4500000
Date of Note	2008-12
Maturity Date	
Repayment Terms	REPAYMENT UPON DEMAND
Interest Rate	
Security Provided by Borrower	NONE
Purpose of Loan	TO FUND EXEMPT PURPOSE
Description of Lender Consideration	NONE
Consideration FMV	

TY 2011 Other Assets Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
LOAN COSTS - NET OF AMORTIZATION	84,974	64,662	64,662

TY 2011 Other Expenses Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADVERTISING & PROMOTION	62,092			62,092
INSURANCE PREMIUMS	33,783			33,783
MAINTENANCE	184,329			184,329
MANAGEMENT FEES	60,000			60,000
OFFICE EXPENSES	34,510			34,510
SECURITY EXPENSES	10,868			10,868
UTILITIES	125,380			125,380

TY 2011 Other Income Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RENTAL REVENUE - KFF LLC	1,497,932		
OTHER REVENUE - KFF LLC	6,102		

TY 2011 Other Liabilities Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Description	Beginning of Year - Book Value	End of Year - Book Value
BEXAR COUNTY HOUSING FINANCE CORP	6,260,656	6,076,013
SECURITY DEPOSIT LIABILITY	19,735	20,859
UNCLAIMED PROPERTY LIABILITY	545	373
UNEARNED REVENUE	6,261	4,706

TY 2011 Other Professional Fees Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEE EXPENSE	3,250			3,250

TY 2011 Taxes Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE TAXES	166,093			
TX FRANCHISE TAX	8,447			

Year Ended: December 31, 2011

39-1775567

Kellogg Family Foundation
c/o Godfrey & Kahn, S.C.
780 N Water St
Milwaukee, WI 53202

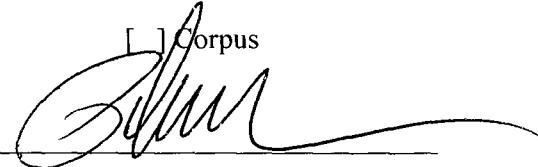
Treatment of Qualifying Distributions Election

Under IRC Section 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the nonoperating private foundation elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of:

[] Undistributed income from the tax years ending:

Tax Year	Amount
_____	_____
_____	_____
_____	_____

/S/



[] Corpus

Name _____

Title _____

Substantiation of Expenditure Responsibility

Kellogg Family Foundation

EIN: 39-1775567

Tax Year Ended December 31, 2011

The purpose of this statement is to comply with the requirements of Treas Reg §53 4945-5(d)(2). The Report is being made by Lake Valley Camp, Inc (the "Camp") to The Kellogg Family Foundation, Inc (the "Foundation") in connection with gifts totaling \$1,035,000 made by the Foundation to the Camp during 2011.

1 Name and Address of Grantee Lake Valley Camp, Inc , 2480 W Cherry St, Milwaukee, Wisconsin 53205

2 Date and Amount of Grants

2011		
01/10/11	\$	70,000
02/25/11		70,000
03/23/11		70,000
05/09/11		75,000
06/02/11		150,000
07/05/11		150,000
07/27/11		150,000
09/13/11		75,000
10/31/11		75,000
12/02/11		75,000
12/28/11		<u>75,000</u>
Total	\$	<u>1,035,000</u>

3 Purpose of the Grants The purpose of the gifts is to contribute to the general support of the Camp

4 Amounts Expended by the Grantee The entire amount of \$1,035,000 received was expended by the grantee

5 No Diversion The Grantee has not diverted any portion of the funds (or the income there from) from the purpose of the gifts

6 Date of Report The date of this Report received from the Grantee is July 1,2012

7 Date and Results of Verification The Grantee's report has been verified as true on July 1, 2012

Additional Data

Software ID:

Software Version:

EIN: 39-1775567

Name: KELLOGG FAMILY FOUNDATION
C/O GODFREY & KAHN SC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN RED CROSS 2025 E ST NW WASHINGTON, DC 20006	NONE	501C3	GENERAL OPERATING	30,000
OUR SAVIOUR LUTHERAN CHURCH 299 N 5782 HWY E HARTLAND, WI 53029	NONE	501C3	GENERAL OPERATING	2,230,000
UNITED WAY 225 W VINE ST MILWAUKEE, WI 53212	NONE	501C3	GENERAL OPERATING	25,000
PENFIELD CHILDREN'S CENTER 833 N 26TH ST MILWAUKEE, WI 53233	NONE	501C3	GENERAL OPERATING	10,000
CENTER FOR DEAF & BLIND PERSONS INC 3195 S SUPERIOR ST 111 MILWAUKEE, WI 53207	NONE	501C3	GENERAL OPERATING	10,000
GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN 6055 N 91ST ST MILWAUKEE, WI 53225	NONE	501C3	GENERAL OPERATING	10,000
WOMEN'S CARE CENTER FOUNDATION 360 N NOTRE DAME AVE SOUTH BEND, IN 46617	NONE	501C3	GENERAL OPERATING	20,000
CHILDREN'S HOSPITAL OF WISCONSIN P O BOX 1997 MILWAUKEE, WI 53201-1997	NONE	501C3	GENERAL OPERATING	100,000
LAKE VALLEY CAMP INC 2819 W HIGHLAND BLVD MILWAUKEE, WI 53208	NONE	501C3	GENERAL OPERATING	1,035,000
OUTREACH FOR HOPE INC 1212 S LAYTON BLVD MILWAUKEE, WI 53215	NONE	501C3	GENERAL OPERATING	1,000,000
JUVENILE DIABETES RESEARCH FDN 26 BROADWAY NEW YORK, NY 10004	NONE	501C3	GENERAL OPERATING	500,000
Total			► 3a	4,970,000