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Form 990-PF

## Return of Private Foundation

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

2012

Open to Public  
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 27,513,212 J Accounting method  Cash  Accrual  
 Other (specify) (Part I, column (d) must be on cash basis.)

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	290	290		
	4 Dividends and interest from securities. . . . .	29,421	29,421		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	7,436,239			
	b Gross sales price for all assets on line 6a 7,444,682				
	7 Capital gain net income (from Part IV, line 2) . . . . .		7,436,239		
	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) . . . . .	1,683,475			
	12 Total. Add lines 1 through 11 . . . . .	9,149,425	7,465,950		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .	333,530			333,530
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	7,500			7,500
	b Accounting fees (attach schedule) . . . . .	10,615			10,615
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	83,741			70,585
	18 Taxes (attach schedule) (see instructions)	325,298			166,501
	19 Depreciation (attach schedule) and depletion . . . . .	721,362			
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	512,530			492,218
	24 Total operating and administrative expenses.				
	Add lines 13 through 23 . . . . .	1,994,576	0		1,080,949
	25 Contributions, gifts, grants paid. . . . .	3,045,000			3,045,000
	26 Total expenses and disbursements. Add lines 24 and 25	5,039,576	0		4,125,949
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,109,849			
	b Net investment income (if negative, enter -0-)		7,465,950		
	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
Assets	1 Cash—non-interest-bearing . . . . .	269,144	545,318	545,318	
	2 Savings and temporary cash investments . . . . .	464,717	7,208,952	7,208,952	
	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 . . . . .				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule) . . . . .	948			
	c Investments—corporate bonds (attach schedule) . . . . .				
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans . . . . .					
13 Investments—other (attach schedule) . . . . .					
14 Land, buildings, and equipment basis ►	19,711,417				
Less accumulated depreciation (attach schedule) ►	4,532,981				
15 Other assets (describe ►)	64,662	44,350	44,350		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,552,718	22,977,056	27,513,212		
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	7,000,000		
	21 Mortgages and other notes payable (attach schedule) . . . . .				
	22 Other liabilities (describe ►)	6,101,951	5,916,440		
	23 Total liabilities (add lines 17 through 22) . . . . .	10,601,951	12,916,440		
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds . . . . .				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	5,950,767	10,060,616			
30 Total net assets or fund balances (see page 17 of the instructions) . . . . .	5,950,767	10,060,616			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	16,552,718	22,977,056			

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	5,950,767
2	Enter amount from Part I, line 27a . . . . .	2	4,109,849
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	10,060,616
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	10,060,616

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
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<b>1 a</b> KOHLS	D		
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 7,444,682		8,443	7,436,239
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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<b>a</b>			7,436,239
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<b>2</b>	7,436,239
<b>3</b> 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 instructions) If (loss), enter -0- in Part I, line 8	<b>3</b>	

**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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2011	5,905,522	5,518,690	1 070095
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

<b>2</b> <b>Total</b> of line 1, column (d).	<b>2</b>	2 641105
<b>3</b> 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	<b>3</b>	0 528221
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	<b>4</b>	4,664,875
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	2,464,085
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	74,660
<b>7</b> Add lines 5 and 6.	<b>7</b>	2,538,745
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	4,125,949

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

**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 checked="" type="checkbox"/> and enter "N/A" on line 1		1	74,660
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		2	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	74,660
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
3	Add lines 1 and 2.		5	74,660
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		7	151,034
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		8	
6	Credits/Payments		9	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10	76,374
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.		11	75,374
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>			
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>			
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b>	1,000	<b>Refunded</b>	

**Part VII-A Statements Regarding Activities**

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?		<b>Yes</b>	<b>No</b>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		<b>Yes</b>	<b>No</b>
1c	<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>		<b>Yes</b>	<b>No</b>
d	Did the foundation file <b>Form 1120-POL</b> for this year?			
e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1) On the foundation</b> <input checked="" type="checkbox"/> \$ _____ <b>(2) On foundation managers</b> <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" 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>		<b>Yes</b>	<b>No</b>
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>		<b>Yes</b>	<b>No</b>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>Yes</b>	<b>No</b>
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		<b>Yes</b>	
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>		<b>Yes</b>	<b>No</b>
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?		<b>Yes</b>	
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>		<b>Yes</b>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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>		<b>Yes</b>	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		<b>Yes</b>	<b>No</b>
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<b>Yes</b>	<b>No</b>

**Part VII-A Statements Regarding Activities (continued)**

11		No
12		No
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 <b>Form 1041</b> —Check here . . . . . ►	15
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16	At any time during calendar year 2012, 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
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See 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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. ►		No
1c	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 2012? . . . . .		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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 <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012). . . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .		No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions). . . . .	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .		5b	No
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	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 instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM S KELLOGG 	PRES/TREAS 0 25	0	0	0
780 N WATER ST MILWAUKEE, WI 53202				
MADELAINE KELLOGG 	VP/SEC 0 25	0	0	0
780 N WATER ST MILWAUKEE, WI 53202				
PETER M SOMMERHAUSER 	ASSIST SEC 0 25	0	0	0
780 N WATER ST MILWAUKEE, WI 53202				

**2 Compensation of five highest-paid employees (other than those included on line 1—see 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				
<b>Total number of other employees paid over \$50,000.</b>				

**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 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 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 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. . . . .	<b>1a</b> 1,365,698
b	Average of monthly cash balances. . . . .	<b>1b</b> 3,370,216
c	Fair market value of all other assets (see instructions). . . . .	<b>1c</b> 0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b> 4,735,914
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>
2	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>
3	Subtract line 2 from line 1d. . . . .	<b>3</b> 4,735,914
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b> 71,039
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b> 4,664,875
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b> 233,244

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6. . . . .	<b>1</b> 233,244
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b> 74,660
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>
c	Add lines 2a and 2b. . . . .	<b>2c</b> 74,660
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b> 158,584
4	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>
5	Add lines 3 and 4. . . . .	<b>5</b> 158,584
6	Deduction from distributable amount (see instructions). . . . .	<b>6</b>
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b> 158,584

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b> 4,125,949
b	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required). . . . .	<b>3a</b>
b	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b> 4,125,949
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 instructions). . . . .	<b>5</b> 74,660
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b> 4,051,289

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				158,584
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .	2,114,413			
<b>b</b> From 2008. . . . .	4,773,668			
<b>c</b> From 2009. . . . .	4,692,010			
<b>d</b> From 2010. . . . .	3,345,681			
<b>e</b> From 2011. . . . .	5,905,997			
<b>f Total of lines 3a through e. . . . .</b>	20,831,769			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 4,125,949				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	3,959,448			
<b>d</b> Applied to 2012 distributable amount. . . . .				158,584
<b>e</b> Remaining amount distributed out of corpus	7,917			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	24,799,134			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	2,114,413			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	22,684,721			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .	4,773,668			
<b>b</b> Excess from 2009. . . . .	4,692,010			
<b>c</b> Excess from 2010. . . . .	3,345,681			
<b>d</b> Excess from 2011. . . . .	5,905,997			
<b>e</b> Excess from 2012. . . . .	3,967,365			

**Part XIV Private Operating Foundations** (see 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 2012, 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 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 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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b>			► 3a	3,045,000
<b>b Approved for future payment</b>				
<b>Total</b>			► 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 instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	
<b>1</b> Program service revenue					
a					
b					
c					
d					
e					
f					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments.	...				
<b>3</b> Interest on savings and temporary cash investments				14	290
<b>4</b> Dividends and interest from securities.	...			14	29,421
<b>5</b> Net rental income or (loss) from real estate					
a Debt-financed property.	...				
b Not debt-financed property.	...				
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income.	...				
<b>8</b> Gain or (loss) from sales of assets other than inventory					7,436,239
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory.	...				
<b>11</b> Other revenue a <u>RENTAL REVENUE - KFF LLC</u>					1,622,230
b <u>OTHER REVENUE - KFF LLC</u>					61,245
c					
d					
e					
<b>12</b> Subtotal Add columns (b), (d), and (e).	...			29,711	9,119,714
<b>13</b> Total. Add line 12, columns (b), (d), and (e).	...			13	9,149,425
(See worksheet in line 13 instructions to verify calculations.)					

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



**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)				
<b>a Paid during the year</b>				
OUR SAVIOUR LUTHERAN CHURCH W299 N5782 HWY E HARTLAND, WI 53029	NONE	501C3	GENERAL OPERATING	240,000
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 532011997	NONE	501C3	GENERAL OPERATING	125,000
LAKE VALLEY CAMP INC 2819 W HIGHLAND BLVD MILWAUKEE, WI 53208	NONE	501C3	GENERAL OPERATING	1,080,000
OUTREACH FOR HOPE INC 1212 S LAYTON BLVD MILWAUKEE, WI 53215	NONE	501C3	GENERAL OPERATING	1,000,000
YUVENTILE DIABETES RESEARCH FOUNDATION 26 BROADWAY NEW YORK, NY 10004	NONE	501C3	GENERAL OPERATING	500,000
CENTER FOR DEAF AND HARD OF HEARING 10243 W NATIONAL AVE MILWAUKEE, WI 53227	NONE	501C3	GENERAL OPERATING	25,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>3,045,000</b>

Form 4562

Department of the Treasury  
Internal Revenue Service (99)Depreciation and Amortization  
(Including Information on Listed Property)

OMB No 1545-0172

2012

Attachment  
Sequence No 179

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

Name(s) shown on return  
KELLOGG FAMILY FOUNDATION  
C/O GODFREY & KAHN SCBusiness or activity to which this form relates  
INDIRECT DEPRECIATION

Identifying 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
6			
7 Listed property Enter the amount from line 29 . . . . .	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 . . . . .	8		
9 Tentative deduction Enter the smaller of line 5 or line 8 . . . . .	9		
10 Carryover of disallowed deduction from line 13 of your 2011 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 2013 Add lines 9 and 10, less line 12 ► 13 . . . . .	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	720,552

**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 2012 . . . . .	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 2012 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 2012 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	721,362
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											
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
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?												
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?													Yes	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														No
39 Do you treat all use of vehicles by employees as personal use?														No
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?														No
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)														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 2012 tax year (see instructions)					

43 Amortization of costs that began before your 2012 tax year		43	20,312
44 Total. Add amounts in column (f) See the instructions for where to report		44	20,312

## TY 2012 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	10,615			10,615

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

## TY 2012 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 2012 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 2012 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	153,230	S/L	20 0000	18,956			
BUILDING & IMPROVEMENTS	2003-12-12	6,826,650	1,379,552	S/L	40 0000	170,666			
APPLIANCES & FLOORING	2003-12-12	968,875	870,194	S/L	9 0000	98,681			
BUILDING & IMPROVEMENTS	2004-07-01	64,987	12,185	S/L	40 0000	1,625			
APPLIANCES & FLOORING	2004-07-01	96,074	80,061	S/L	9 0000	10,675			
LAND IMPROVEMENTS	2004-07-01	114,537	42,951	S/L	20 0000	5,727			
BUILDING & IMPROVEMENTS	2005-07-01	173,504	28,195	S/L	40 0000	4,337			
APPLIANCES & FLOORING	2005-07-01	10,225	7,385	S/L	9 0000	1,136			
BUILDING & IMPROVEMENTS	2006-07-01	202,565	27,853	S/L	40 0000	5,064			
LAND IMPROVEMENT- LANDSCAPING	2007-05-31	5,320	1,219	S/L	20 0000	266			
DOORS	2007-05-25	956	110	S/L	40 0000	23			
ELECTRICAL UPGRADES	2007-03-25	633	75	S/L	40 0000	16			
ELECTRICAL UPGRADES	2007-05-25	2,958	339	S/L	40 0000	74			
ASPHALT REPAIRS	2007-04-05	433	103	S/L	20 0000	21			
MONUMENT SIGN FROM SIGNS WEST, INC	2007-08-22	11,150	2,416	S/L	20 0000	557			
HVAC UPGRADES	2007-01-01	13,750	1,719	S/L	40 0000	343			
GENERAL IMPROVEMENTS	2007-01-01	1,210	151	S/L	40 0000	30			
GENERAL IMPROVEMENTS- INSURANCE CLAIM	2007-08-22	23,789	2,577	S/L	40 0000	595			
GENERAL IMPROVEMENTS - CEILING FANS	2007-08-22	39,211	4,248	S/L	40 0000	980			
GENERAL IMPROVEMENTS - INSURANCE CLAIM	2007-11-13	50,881	5,300	S/L	40 0000	1,272			
GENERAL PLUMBING IMPROVEMENTS	2007-01-01	13,795	1,724	S/L	40 0000	345			
BOILER	2007-08-22	18,767	2,033	S/L	40 0000	469			
WATER HEATER BUILDING 12	2007-12-14	1,550	158	S/L	40 0000	39			
15 VINYL & TILE INSTALLATIONS	2007-01-01	6,708	6,708	S/L	5 0000				
19FRIDGES,13DISHWASHERS,6RANGES,2VENT HOODS	2007-01-01	12,626	12,626	S/L	5 0000				
43 CARPET REPLACEMENTS	2007-01-01	38,068	38,068	S/L	5 0000				
DRAPERYES	2007-05-25	642	588	S/L	5 0000	54			
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	294	S/L	40 0000	79			
92 CABINET/COUNTER REPLACEMENTS/UPGRADES	2008-01-01	16,630	13,304	S/L	5 0000	3,326			
LAND IMPROVEMENT - LANDSCAPING	2008-07-31	2,849	487	S/L	20 0000	142			
FENCE, GATE, POOL UPGRADES & SIGNS	2008-04-04	59,295	11,118	S/L	20 0000	2,965			
ENGINEERING COSTS	2008-04-30	25,578	2,345	S/L	40 0000	639			
HVAC UPGRADES	2008-04-04	19,580	1,836	S/L	40 0000	489			
GENERAL BUILDING IMPROVEMENTS	2008-01-01	124,330	12,433	S/L	40 0000	3,108			
GENERAL PLUMBING IMPROVEMENTS	2008-01-01	64,336	6,434	S/L	40 0000	1,608			
115 VINYL & TILE INSTALLATIONS	2008-01-01	87,585	70,068	S/L	5 0000	17,517			
2 FRIDGES, 5 DISHWASHERS, 3 VENT HOODS	2008-04-04	3,005	2,254	S/L	5 0000	601			
76 CARPET REPLACEMENTS	2008-01-01	65,395	52,316	S/L	5 0000	13,079			
44 LIGHT FIXTURES, 18 CEILING FANS	2008-04-04	43,769	4,103	S/L	40 0000	1,095			
DRAPERYES, WOODEN BLINDS	2008-04-10	24,108	18,081	S/L	5 0000	4,822			
2 GOLF CARTS	2008-06-24	4,050	2,835	S/L	5 0000	810			
APPLIANCES - WOODBURY SQUARE APARTMENTS	2008-01-25	1,425	1,116	S/L	5 0000	285			
APPLIANCES - MONTECITO APARTMENTS	2008-01-25	35,555	27,851	S/L	5 0000	7,111			
LAND DEVELOPMENT - PHASE II	2008-01-01	159,257							
APPLIANCES & FLOORING	2009-07-01	17,687	4,913	S/L	9 0000	1,965			
CABINETS	2009-07-01	8,050	4,025	S/L	5 0000	1,610			
CEILING FANS, LIGHT FIXTURES	2009-07-15	17,549	1,097	S/L	40 0000	439			
WOOD BLINDS, FAUX BLINDS	2009-07-15	13,885	6,942	S/L	5 0000	2,777			
49 CARPET REPLACEMENTS	2009-07-15	29,930	14,965	S/L	5 0000	5,986			
APPLIANCES	2009-07-15	13,957	6,978	S/L	5 0000	2,792			
62 VINYL REPLACEMENT	2009-07-15	49,577	24,789	S/L	5 0000	9,915			
4 SPEED BUMPS/ASP AHLT REPAIR	2009-09-30	5,376	605	S/L	20 0000	269			
GATES	2009-07-15	1,549	194	S/L	20 0000	77			
OFFICE RENOVATIONS	2009-12-21	53,333	2,667	S/L	40 0000	1,333			
GENERAL BUILDING IMPROVEMENTS	2009-07-15	299,143	18,696	S/L	40 0000	7,479			
HVAC	2009-11-15	18,880	1,023	S/L	40 0000	472			
PATIOS/BALCONIES	2009-10-23	83,589	4,528	S/L	40 0000	2,089			

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	585	S/L	40 0000	233			
POOLS AND SPAS	2009-10-23	2,915	158	S/L	40 0000	73			
INTERIOR REHAB	2010-07-01	25,748	4,291	S/L	9 0000	2,861			
CARPET REPLACEMENTS - 2010	2010-07-01	22,935	6,880	S/L	5 0000	4,587			
GENERAL LAND IMPRV- 2010	2010-07-01	18,015	1,351	S/L	20 0000	901			
ASPHALT REPAIRS	2010-11-02	5,093	297	S/L	20 0000	255			
SIDEWALKS	2010-09-30	3,740	234	S/L	20 0000	187			
ELECTRICAL REPAIRS - 2010	2010-11-02	5,162	151	S/L	40 0000	129			
EXTERIOR REPAIRS - COMMON 2010	2010-11-05	54,270	1,583	S/L	40 0000	1,357			
BUILDING ENGINEERING COSTS-2010	2010-11-25	534	14	S/L	40 0000	14			
FIRE ALARMS/SPRINKLERS	2010-07-01	8,495	319	S/L	40 0000	212			
HVAC REPAIRS - 2010	2010-07-01	6,754	253	S/L	40 0000	169			
PLUMBING REPAIRS	2010-01-25	7,048	338	S/L	40 0000	176			
POOLS AND SPA REPAIRS - 2010	2010-08-25	1,772	59	S/L	40 0000	44			
VINYL & TILE REPAIRS - 2010	2010-07-01	8,422	2,527	S/L	5 0000	1,684			
CARPET REPLACEMENTS - 2010	2010-07-01	27,154	8,146	S/L	5 0000	5,431			
8 MICROS,3 FRIDGES,2 OVENS, 1 STOVE	2010-07-01	6,426	1,928	S/L	5 0000	1,285			
COMPUTER EQUIPMENT - 2010	2010-01-31	879	337	S/L	5 0000	176			
SIGNS - 2010	2010-07-01	6,951	1,490	S/L	7 0000	993			
ENGINEERING COSTS - 2010	2010-01-25	675	32	S/L	40 0000	17			
PLUMBING REPAIRS	2010-11-15	1,237	36	S/L	40 0000	31			
ADJUSTMENT - PAST/CURRENT DIFF	2010-12-31	22,365	559	S/L	40 0000	559			
COMPUTERS & EQUIP	2010-12-31	592	59	S/L	10 0000	60			
DESK FOR OFFICE	2011-04-22	518	49	S/L	7 0000	74			
FLOOR PLAN DISPLAYS	2011-09-29	929	33	S/L	7 0000	133			
EQUIPMENT	2011-10-25	2,374	57	S/L	7 0000	339			
BASKETBALL GOALS AND NET	2011-06-09	373	31	S/L	7 0000	53			
2 DESKTOP PCS	2011-10-25	1,905	64	S/L	5 0000	380			
EQUIPMENT	2011-12-01	710	8	S/L	7 0000	102			
2011 - APPLIANCES	2011-04-25	1,337	178	S/L	5 0000	268			

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	28	S/L	5 0000	49			
OVENS HD SUPPLY	2011-06-30	680	68	S/L	5 0000	136			
REFRIDGERATOR	2011-06-27	559	56	S/L	5 0000	112			
1 FRIDGE, 2 MICROWAVES	2011-06-27	1,045	105	S/L	5 0000	209			
VENTAHOOD	2011-07-19	40	3	S/L	5 0000	8			
VENTA HOODS	2011-08-25	163	11	S/L	5 0000	32			
2011 - APPLIANCES	2011-09-25	1,289	64	S/L	5 0000	258			
DISHWASHER	2011-10-07	289	14	S/L	5 0000	58			
1 MICROWAVE	2011-10-07	243	12	S/L	5 0000	49			
2 FRIDGES	2011-10-07	1,279	64	S/L	5 0000	256			
MICROWAVE AND ELECTRIC RANGE	2011-10-07	661	33	S/L	5 0000	132			
2011 - APPLIANCES	2011-10-25	515	17	S/L	5 0000	103			
OVEN AND DISHWASHER	2011-11-22	724	12	S/L	5 0000	145			
RANGE AND FRIDGE	2011-12-01	825	14	S/L	5 0000	165			
FRIDGE AND STOVE	2011-12-22	825		S/L	5 0000	165			
DISHWASHER AND MICROWAVE	2011-12-22	532		S/L	5 0000	106			
DISHWASHER	2011-12-22	289		S/L	5 0000	58			
MICROWAVE	2011-12-22	186		S/L	5 0000	37			
2011 LANDSCAPING REPAIRS AND ITEMS	2011-07-01	13,503	338	S/L	20 0000	675			
2011 - SIDEWALK REPAIRS AND MAINT	2011-07-01	11,958	299	S/L	20 0000	598			
NEW AWNING AND BLDG S	2011-10-19	2,125	18	S/L	20 0000	106			
2011 - LANDSCAPING	2011-07-01	11,267	282	S/L	20 0000	563			
CM FEE - CONSTR FEE	2011-08-31	4,459	37	S/L	40 0000	112			
2011 - BREAKERS, REPAIRS, PANELS, LIGHTS	2011-05-01	3,670	61	S/L	40 0000	92			
2011 - COMMON AREA MAINT/REPAIRS/EQUIP/RAILS	2011-07-31	3,670	38	S/L	40 0000	92			
2011 - INSPECTIONS	2011-07-31	1,475	15	S/L	40 0000	37			
FIRE KNOX BOX	2011-03-24	800	15	S/L	40 0000	20			
EXIT GATE	2011-06-30	450	11	S/L	20 0000	23			
KEY PAD	2011-09-29	200	7	S/L	7 0000	29			
2011 - HVAC REPAIRS/REPLACEMENTS	2011-07-31	8,413	88	S/L	40 0000	210			

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 - BOILER REPAIRS/VAMVORAS/CAMERA	2011-07-31	5,012	52	S/L	40 0000	126			
2011 - FURNITURE FOR POOL	2011-07-31	13,627	1,136	S/L	5 0000	2,725			
BOILER ROOM REPAIRS/EQUIP	2011-10-07	4,480	28	S/L	40 0000	112			
D-KAM	2011-11-25	6,232	13	S/L	40 0000	156			
2011- VINYL REPLACEMENT/REPAIRS	2011-07-31	9,090	758	S/L	5 0000	1,818			
VANITY	2011-02-08	533	98	S/L	5 0000	106			
2011 - CARPET REPLACEMENTS/REPAIRS	2011-07-01	42,629	4,263	S/L	5 0000	8,526			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-05-25	13,440	3,080	S/L	20 0000	672			
LAND IMPROVEMENTS (LIGHTING)	2007-06-06	1,675	384	S/L	20 0000	84			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-06-20	14,768	3,323	S/L	20 0000	738			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-08-02	21,091	4,658	S/L	20 0000	1,054			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-12-26	8,997	1,799	S/L	20 0000	450			
CAMP BUILDING	2009-01-01	6,746,938	736,030	S/L	27 5000	245,343			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-03-31	11,635	2,181	S/L	20 0000	582			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-05-05	13,890	2,547	S/L	20 0000	694			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-06-10	6,700	1,200	S/L	20 0000	335			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-06-27	8,245	1,443	S/L	20 0000	412			
LAND IMPROVEMENTS (LAY CONCRETE) MYERS	2008-07-16	6,600	1,128	S/L	20 0000	330			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-07-31	61,257	10,465	S/L	20 0000	3,063			
LAND IMPROVEMENTS (LIGHTING) ELECTRICAL	2008-08-06	6,065	1,036	S/L	20 0000	303			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-11-07	1,660	263	S/L	20 0000	83			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-12-01	1,200	185	S/L	20 0000	60			
INSULATION- IMPROVEMENTS	2009-04-07	9,400	1,723	S/L	15 0000	627			
2012 - IRRIGATION REPAIR	2012-02-01	14,273		S/L	20 0000	654			
2012 - LANDSCAPING	2012-02-14	34,030		S/L	20 0000	1,560			
BUILDING 31 LANDSCAPE	2012-03-09	962		S/L	20 0000	40			
BUILDING 24 LANDSCAPE	2012-03-09	908		S/L	20 0000	38			
35 YDS SAND ADDED TO PLAYGROUND	2012-12-12	3,217		S/L	20 0000	13			
STRIPING MACHINE - PARKING LOT	2012-10-31	95		S/L	7 0000	2			
DKA78501 ARRIVED AFTER AME	2012-04-30	1,500		S/L	20 0000	50			

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
NEW RAMP @ BUILDING 24	2012-12-05	760		S/L	20 0000	3			
LPC CM FEE IRRIGATION	2012-02-29	1,415		S/L	40 0000	29			
GM-LPC-5% CM FEE	2012-12-25	2,891		S/L	40 0000				
1605 ASSESSMENT	2012-02-27	79		S/L	40 0000	2			
1605 REPLACE INTERIOR PANEL	2012-03-01	586		S/L	40 0000	12			
1001 PANEL REPLACE	2012-07-25	653		S/L	40 0000	7			
NEW BATTERIES/ELETICAL	2012-08-30	712		S/L	40 0000	6			
NEW ELECTRIC PANEL FOR 1103	2012-10-18	543		S/L	40 0000	2			
NEW WIRING/ELEC BLDG 10	2012-10-18	240		S/L	40 0000	1			
NEW ELEC PANEL 2108	2012-10-18	741		S/L	40 0000	3			
NEW ELEC PANEL 2104	2012-10-18	741		S/L	40 0000	3			
NEW PLAYGROUND LIGHTS	2012-12-24	531		S/L	40 0000				
1103 DEMO/REPLACE SIDEWALK	2012-02-27	850		S/L	40 0000	18			
502/15506/2406 NEW BALCONY/LANDING	2012-11-08	2,820		S/L	40 0000	12			
BALCONIES REPLACED	2012-12-25	840		S/L	40 0000				
2 NEW FRONT DOORS	2012-11-28	447		S/L	40 0000	1			
NEW FRONT DOORS	2012-12-24	373		S/L	40 0000				
NEW FURNACE	2012-11-16	267		S/L	40 0000	1			
NEW BOILER TUBE	2012-08-25	2,179		S/L	40 0000	18			
LOOP/INLET/OUTLET BOILERS	2012-08-31	1,266		S/L	40 0000	11			
BOILER2 NEW PIPING/COUPLINGS	2012-12-24	786		S/L	40 0000				
UMBRELLA/STAND HANDICAP TABLE (POOL SIDE)	2012-12-25	1,619		S/L	40 0000				
1104 VINYL REPLACEMENT	2012-01-25	879		S/L	5 0000	161			
1103 VINYL REPLACEMENT	2012-02-02	783		S/L	5 0000	144			
2402 M/R PARTIAL VINYL INSTALL	2012-02-08	53		S/L	5 0000	10			
2106 M/R VINYL INSTALL	2012-02-10	888		S/L	5 0000	163			
NEW CARPET ENTIRE UNIT 102	2012-08-10	573		S/L	5 0000	48			
NEW CARPET 1002	2012-08-10	761		S/L	5 0000	63			
DISHWASHER & REFRIDGERATOR	2012-04-26	738		S/L	5 0000	98			
NEW CARPET 1701	2012-08-10	886		S/L	5 0000	74			

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
2108 NEW CARPET	2012-08-17	804		S/L	5 0000	54			
DISHWASHER 2306 & 2110	2011-12-28	577		S/L	5 0000	115			
DISHWASHER	2012-01-10	243		S/L	5 0000	49			
STOVE	2012-01-12	314		S/L	5 0000	63			
2 GARBAGE DISPOSALS	2012-01-17	86		S/L	5 0000	16			
DISHWASHER 1401	2012-02-06	429		S/L	5 0000	79			
1 REFRIDGERATOR	2012-02-29	511		S/L	5 0000	85			
MICROWAVE AND STOVE	2012-04-23	719		S/L	5 0000	96			
DISHWASHER	2012-05-01	329		S/L	5 0000	44			
ELECTRIC RANGE	2012-05-17	521		S/L	5 0000	61			
MICROWAVE OVEN	2012-06-04	275		S/L	5 0000	32			
MICROWAVE & FRIDGE	2012-06-07	880		S/L	5 0000	103			
DISHWASHER REPLACEMENT 2707	2012-07-11	329		S/L	5 0000	33			
OVEN RANGE 106	2012-08-09	521		S/L	5 0000	43			
GAS FURNACE REPLACEMENT	2012-08-14	329		S/L	5 0000	27			
DISHWASHER REPLACEMENT	2012-08-14	457		S/L	5 0000	38			
FRIDGE 1712	2012-09-11	920		S/L	5 0000	61			
2 MICROWAVES & 1 DISHWASHER	2012-09-13	879		S/L	5 0000	59			
2 MICROWAVES	2012-09-25	550		S/L	5 0000	27			
2411 NEW FRIDGE	2012-10-02	532		S/L	5 0000	27			
3 DISPOSALS	2012-10-05	217		S/L	5 0000	11			
1 OVEN	2012-10-05	366		S/L	5 0000	18			
2 DISHWASHERS	2012-10-17	608		S/L	5 0000	20			
FRIDGE 2411	2012-10-17	532		S/L	5 0000	18			
FRIDGE	2012-11-02	657		S/L	5 0000	22			
REPLACE VINYL 1906	2012-03-29	933		S/L	5 0000	140			
2 DW ONE FRIDGE	2012-11-23	982		S/L	5 0000	16			
MICROWAVE & OVEN 1203	2012-11-28	604		S/L	5 0000	10			
DISHWASHER	2012-12-04	329		S/L	5 0000	5			
D/W	2012-12-24	329		S/L	5 0000				

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
M/R VINYL INSTALL 402	2012-03-15	212		S/L	5 0000	35			
2012 CARPET REPLACEMENTS	2012-07-01	30,636		S/L	5 0000	3,064			
M/R VINYL INSTALL 2409	2012-04-30	635		S/L	5 0000	85			
805 VINYL REPLACEMENT	2012-06-07	408		S/L	5 0000	48			
VINYL REPLACEMENT 2305	2012-06-07	690		S/L	5 0000	81			
801 VINYL REPLACEMENT	2012-06-12	426		S/L	5 0000	50			
703 VINYL REPLACEMENT	2012-06-28	175		S/L	5 0000	18			
2511 VINYL REPLACEMENT	2012-07-19	355		S/L	5 0000	30			
804 VINYL REPLACEMENT	2012-07-23	297		S/L	5 0000	25			
103 VINYL REPLACEMENT	2012-07-31	362		S/L	5 0000	30			
CONDENSING UNITS	2012-02-16	1,785		S/L	40 0000	37			
13SEER CONDENSING UNITS (2)	2012-05-21	1,362		S/L	40 0000	20			
DURO 2 0T DRY22 CORD	2012-05-30	589		S/L	40 0000	9			
TWO 2 0 CONDENSING UNITS	2012-06-15	1,181		S/L	40 0000	17			
1002 2 0 CONDENSOR REPLACEMENT	2012-06-29	551		S/L	40 0000	7			
NEW GAS FURNACE	2012-09-19	608		S/L	40 0000	4			
COIL/MOTOR/FURNACE	2012-10-29	992		S/L	40 0000	4			
FURNANCE AND COILS	2012-11-27	672		S/L	40 0000	1			
1 REFRIDGERATOR	2012-02-25	511		S/L	5 0000	85			
BALLASTS & STARTERS	2012-01-31	373		S/L	40 0000	9			
2409 REPLACE ELECTRICAL PANEL	2012-06-30	548		S/L	40 0000	7			
HYDRO/CONTROL/GAUGES FOR AC EXHAUST FAN	2012-01-31	795		S/L	40 0000	18			
REGFRIGERATOR INV 9114097731	2012-04-30	511		S/L	5 0000	68			
MICROWAVE 9114201192	2012-04-30	186		S/L	5 0000	25			
REGFRIGERATOR INV 9119497165	2012-12-25	639		S/L	5 0000				
2 MICROWAVES	2012-12-25	422		S/L	5 0000				
VINYL INSTALL 907 & 3401	2012-04-30	1,731		S/L	5 0000	231			
PLAYGROUND SCRAPING/CLEANING	2012-04-30	1,195		S/L	20 0000	40			
CEILING FAN	2012-10-25	377		S/L	40 0000	2			
BANNER	2011-11-22	319		S/L	7 0000	46			

## TY 2012 General Explanation Attachment

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

Identifier	Return Reference	Explanation
GENERAL ELECTIONS		YEAR ENDED DECEMBER 31, 2012 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, 2012 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, 2012 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, 2012 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 2012 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		

**TY 2012 Land, Etc. Schedule****Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY &amp; KAHN SC

**EIN:** 39-1775567

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDINGS & EQUIPMENT	17,761,537	4,532,981	13,228,556	17,764,712
LAND	1,949,880		1,949,880	1,949,880

## TY 2012 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	7,500			7,500

## TY 2012 Loans from Officers Schedule

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

<b>Item No.</b>	1
<b>Lender's Name</b>	NOTE PAYABLE - WILLIAM KELLOGG
<b>Lender's Title</b>	DISQUALIFIED PERSON
<b>Original Amount of Loan</b>	4500000
<b>Balance Due</b>	7000000
<b>Date of Note</b>	2008-12
<b>Maturity Date</b>	
<b>Repayment Terms</b>	REPAYMENT UPON DEMAND
<b>Interest Rate</b>	
<b>Security Provided by Borrower</b>	NONE
<b>Purpose of Loan</b>	TO FUND EXEMPT PURPOSE
<b>Description of Lender Consideration</b>	NONE
<b>Consideration FMV</b>	

## TY 2012 Other Assets Schedule

**Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY &amp; 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	64,662	44,350	44,350

## TY 2012 Other Expenses Schedule

**Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY &amp; KAHN SC

**EIN:** 39-1775567

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADVERTISING & PROMOTION	50,722			50,722
INSURANCE PREMIUMS	46,444			46,444
MAINTENANCE	176,627			176,627
MANAGEMENT FEES	60,000			60,000
OFFICE EXPENSES	34,083			34,083
SECURITY EXPENSES	10,263			10,263
UTILITIES	110,079			110,079
CONSULTING FEE	4,000			4,000

## TY 2012 Other Income Schedule

**Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY &amp; KAHN SC

**EIN:** 39-1775567

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RENTAL REVENUE - KFF LLC	1,622,230		
OTHER REVENUE - KFF LLC	61,245		

## TY 2012 Other Liabilities Schedule

**Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY &amp; KAHN SC

**EIN:** 39-1775567

Description	Beginning of Year - Book Value	End of Year - Book Value
BEXAR COUNTY HOUSING FINANCE CORP	6,076,013	5,883,977
UNEARNED REVENUE	4,706	12,005
SECURITY DEPOSIT LIABILITY	20,859	20,448
UNCLAIMED PROPERTY LIABILITY	373	10

## TY 2012 Taxes Schedule

**Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY &amp; KAHN SC

**EIN:** 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE TAXES	166,501			166,501
TX FRANCHISE TAX	8,797			
EXCISE TAXES	150,000			

**TY 2012 GeneralDependencySmall**

**Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

**EIN:** 39-1775567

**Business Name or Person Name:**

**Taxpayer Identification Number:**

**Form, Line or Instruction**

**Reference:**

**Regulations Reference:**

**Description:** GENERAL FOOTNOTE

**Attachment Information:** KELLOGG FAMILY FOUNDATION HEREBY ELECTS UNDER REGULATIONS SECTION 53.4942 (A)-(3)(D)(2) TO TREAT 3,959,448 OF THE QUALIFYING DISTRIBUTION OF 2012 AS A DISTRIBUTION MADE OUT OF CORPUS FOR 2012.

**TY 2012 GeneralDependencySmall****Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY &amp; KAHN SC

**EIN:** 39-1775567**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction****Reference:****Regulations Reference:****Description:** DEPRECIATION - SL ALL PROP**Attachment Information:** YEAR ENDED: DECEMBER 31, 2012 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, 2012. THE ELECTION, MADE IN ACCORDANCE WITH CODE SEC. 168(B)(5), APPLIES TO ALL PROPERTY PLACED IN SERVICE DURING THE TAX YEAR.

**TY 2012 GeneralDependencySmall****Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY &amp; KAHN SC

**EIN:** 39-1775567**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction****Reference:****Regulations Reference:****Description:** OUT OF BONUS DEPR-ALL PROP**Attachment Information:** YEAR ENDED: DECEMBER 31, 2012 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.

## TY 2012 GeneralDependencySmall

**Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

**EIN:** 39-1775567



**Business Name or Person Name:**

**Taxpayer Identification Number:**

## Form, Line or Instruction

## Reference:

## **Regulations Reference:**

## **Description:** QUALIFYING DISTRIBUTIONS

**Attachment Information:** YEAR ENDED: DECEMBER 31, 2012 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

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CORPUS /S/

NAME  
TITLE

Year Ended: December 31, 2012

39-1775567

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

### **Treatment of Qualifying Distributions Election**

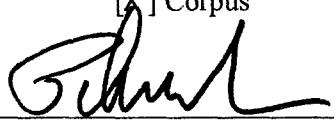
Under IRC Section 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the nonoperating private foundation elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of:

[ ] Undistributed income from the tax years ending:

Tax Year	Amount
_____	_____
_____	_____
_____	_____

Corpus

/S/



Name PETER SOMMERHAUSER

Title ASST. SECRETARY

## **Substantiation of Expenditure Responsibility**

**Kellogg Family Foundation**

**EIN: 39-1775567**

**Tax Year Ended December 31, 2012**

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 2013.

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

2 Date and Amount of Grants

<b>2012</b>		
01/20/12	\$	45,000
02/07/12		65,000
03/15/12		65,000
04/11/12		65,000
05/11/12		65,000
06/05/12		100,000
06/25/12		100,000
07/12/12		100,000
07/30/12		100,000
08/14/12		75,000
09/12/12		50,000
10/05/12		50,000
11/09/12		50,000
12/03/12		75,000
12/21/12		<u>75,000</u>
Total		\$ <u>1,080,000</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 \$1,080,000 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 1,2013

7 Date and Results of Verification The Grantee's report has been verified as true on July 1, 2013