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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation KELLOGG FAMILY FOUNDATION C/O GODFREY & KAHN SC		A Employer identification number  39-1775567	
Number and street (or P O box number if mail is not delivered to street address) 780 N WATER ST		B Telephone number (see instructions)  (414) 273-3500	
City or town, state or province, country, and ZIP or foreign postal code MILWAUKEE, WI 53202		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 30,169,408		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(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)	699			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	917	917		
	4 Dividends and interest from securities. . . . .				
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	10,497,258			
	b Gross sales price for all assets on line 6a 10,510,737				
	7 Capital gain net income (from Part IV, line 2) . . .		10,499,826		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	1,812,996			
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	12,311,870	10,500,743		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .	330,911			330,911
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .	9,895			9,895
	b Accounting fees (attach schedule). . . . .	10,103			10,103
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	74,353			69,506
	18 Taxes (attach schedule) (see instructions)	330,214			101,490
	19 Depreciation (attach schedule) and depletion . . .	587,390			
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	531,576			513,475
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	1,874,442	0		1,035,380
	25 Contributions, gifts, grants paid . . . . .	2,655,000			2,655,000
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	4,529,442	0		3,690,380
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	7,782,428			
	b <b>Net investment income</b> (if negative, enter -0-)		10,500,743		
	c <b>Adjusted net income</b> (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 . . . . .	545,318	487,810	487,810
	2	Savings and temporary cash investments . . . . .	7,208,952	14,854,545	14,854,545
	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 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) . . . . .			
	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 ▶ _____ 19,900,541 Less accumulated depreciation (attach schedule) ▶ 5,097,527	15,178,436	14,803,014	14,803,014
15	Other assets (describe ▶ _____)	44,350	24,039	24,039	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	22,977,056	30,169,408	30,169,408	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons	7,000,000	6,600,000	
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)	5,916,440	5,726,614	
	23	Total liabilities (add lines 17 through 22) . . . . .	12,916,440	12,326,614	
Net Assets or Fund Balances	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	10,060,616	17,842,794	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	10,060,616	17,842,794	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	22,977,056	30,169,408	

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	10,060,616
2	Enter amount from Part I, line 27a . . . . .	2	7,782,428
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	17,843,044
5	Decreases not included in line 2 (itemize) ▶ _____	5	250
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	17,842,794

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 10,510,737		10,911	10,499,826
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			10,499,826
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	10,499,826
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	4,051,289	4,664,875	0 868467
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

2 Total of line 1, column (d). . . . .	2	3 310732
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 662146
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	9,630,012
5 Multiply line 4 by line 3. . . . .	5	6,376,474
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	105,007
7 Add lines 5 and 6. . . . .	7	6,481,481
8 Enter qualifying distributions from Part XII, line 4. . . . .  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	8	3,690,380

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	210,015		
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 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)					
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	210,015
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	210,015		
6 Credits/Payments		7	212,000		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			212,000	
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	212,000		
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	1,985		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax  1,985 Refunded		11			

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? . . . . .		Yes	No
	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)? . . . . . <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>			No
	1b		No
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  \$ _____ (2) On foundation managers  \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <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 instructions) WI _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, 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 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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	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 2013?	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?			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 780 N WATER ST MILWAUKEE, WI 53202	PRES/TREAS 0 25	0	0	0
MADELAINE KELLOGG 780 N WATER ST MILWAUKEE, WI 53202	VP/SEC 0 25	0	0	0
PETER M SOMMERHAUSER 780 N WATER ST MILWAUKEE, WI 53202	ASSIST SEC 0 25	0	0	0
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				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see 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. . . . .	1a	81,015
b	Average of monthly cash balances. . . . .	1b	9,695,647
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	9,776,662
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	9,776,662
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	146,650
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,630,012
6	Minimum investment return. Enter 5% of line 5. . . . .	6	481,501

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. . . . .	1	481,501
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	210,015
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	210,015
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	271,486
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	271,486
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	271,486

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. . . . .	1a	3,690,380
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	3,690,380
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). . . . .	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	3,690,380
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				271,486
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .	4,773,668			
b From 2009. . . . .	4,692,010			
c From 2010. . . . .	3,345,681			
d From 2011. . . . .	5,905,997			
e From 2012. . . . .	3,967,365			
f Total of lines 3a through e. . . . .	22,684,721			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,690,380				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .	3,418,894			
d Applied to 2013 distributable amount. . . . .				271,486
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	26,103,615			
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 instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	4,773,668			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	21,329,947			
10 Analysis of line 9				
a Excess from 2009. . . .	4,692,010			
b Excess from 2010. . . .	3,345,681			
c Excess from 2011. . . .	5,905,997			
d Excess from 2012. . . .	3,967,365			
e Excess from 2013. . . .	3,418,894			

Part XIVPrivate 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 2013, enter the date of the ruling. . . . .

b

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

☐ 4942(j)(3) or ☐ 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 . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	2,655,000
b Approved for future payment				
Total . . . . .			3b	


Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)



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</b> <i>Paid during the year</i>				
OUR SAVIOUR LUTHERAN CHURCH W299 N5782 HWY E HARTLAND, WI 53029	NONE	501C3	GENERAL OPERATING	250,000
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	100,000
CHILDREN'S HOSPITAL OF WISCONSIN P O BOX 1997 MILWAUKEE, WI 532011997	NONE	501C3	GENERAL OPERATING	100,000
LAKE VALLEY CAMP INC 2819 W HIGHLAND BLVD MILWAUKEE, WI 53208	NONE	501C3	GENERAL OPERATING	1,115,000
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY NEW YORK, NY 10004	NONE	501C3	GENERAL OPERATING	500,000
MAYO CLINIC HOSPITAL 200 FIRST ST SW ROCHESTER, MN 55905	NONE	501C3	GENERAL OPERATING	500,000
AMERICAN RED CROSS 2600 W WISCONSIN AVE MILWAUKEE, WI 53233	NONE	501C3	GENERAL OPERATING	20,000
CAL RIPKEN SR FOUNDATION 1427 CLARKVIEW RD STE 100 BALTIMORE, MD 21209	NONE	501C3	GENERAL OPERATING	15,000
<b>Total . . . . .</b>  <b>3a</b>				2,655,000

Form 4562

Department of the Treasury  
Internal Revenue Service (99)

Depreciation and Amortization  
(Including Information on Listed Property)

OMB No 1545-0172  
  
2013  
  
Attachment  
Sequence No 179

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

Name(s) shown on return  
KELLOGG FAMILY FOUNDATION  
C/O GODFREY & KAHN SC

Business 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	
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 2012 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 2014 Add lines 9 and 10, less line 12	13		

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	586,985

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 2013	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 2013 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 2013 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	405
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	587,390
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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	
25Special 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	405		
		%							
		%							
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	405		
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	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?	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		

Part VI Amortization

(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 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	20,311
44 Total. Add amounts in column (f) See the instructions for where to report				44	20,311

**TY 2013 Accounting Fees 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
ACCOUNTING FEES	10,103			10,103

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

TY 2013 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 2013 Compensation Explanation****Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY &amp; 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 2013 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	172,186	S/L	20 0000	18,956			
BUILDING & IMPROVEMENTS	2003-12-12	6,826,650	1,550,218	S/L	40 0000	170,666			
APPLIANCES & FLOORING	2003-12-12	968,875	968,875	S/L	9 0000				
BUILDING & IMPROVEMENTS	2004-07-01	64,987	13,810	S/L	40 0000	1,624			
APPLIANCES & FLOORING	2004-07-01	96,074	90,736	S/L	9 0000	5,338			
LAND IMPROVEMENTS	2004-07-01	114,537	48,678	S/L	20 0000	5,727			
BUILDING & IMPROVEMENTS	2005-07-01	173,504	32,532	S/L	40 0000	4,338			
APPLIANCES & FLOORING	2005-07-01	10,225	8,521	S/L	9 0000	1,136			
BUILDING & IMPROVEMENTS	2006-07-01	202,565	32,917	S/L	40 0000	5,064			
LAND IMPROVEMENT-LANDSCAPING	2007-05-31	5,320	1,485	S/L	20 0000	266			
DOORS	2007-05-25	956	133	S/L	40 0000	24			
ELECTRICAL UPGRADES	2007-03-25	633	91	S/L	40 0000	16			
ELECTRICAL UPGRADES	2007-05-25	2,958	413	S/L	40 0000	74			
ASPHALT REPAIRS	2007-04-05	433	124	S/L	20 0000	9			
MONUMENT SIGN FROM SIGNS WEST, INC	2007-08-22	11,150	2,973	S/L	20 0000	558			
HVAC UPGRADES	2007-01-01	13,750	2,062	S/L	40 0000	344			
GENERAL IMPROVEMENTS	2007-01-01	1,210	181	S/L	40 0000	31			
GENERAL IMPROVEMENTS-INSURANCE CLAIM	2007-08-22	23,789	3,172	S/L	40 0000	595			

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
GENERAL IMPROVEMENTS - CEILING FANS	2007-08-22	39,211	5,228	S/L	40 0000	980			
GENERAL IMPROVEMENTS - INSURANCE CLAIM	2007-11-13	50,881	6,572	S/L	40 0000	1,272			
GENERAL PLUMBING IMPROVEMENTS	2007-01-01	13,795	2,069	S/L	40 0000	345			
BOILER	2007-08-22	18,767	2,502	S/L	40 0000	469			
WATER HEATER BUILDING 12	2007-12-14	1,550	197	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				
DRAPERIES	2007-05-25	642	642	S/L	5 0000				
LAND DEVELOPMENT - PHASE II	2007-12-31	143,416							
EXTERIOR COMMON AREA IMPROVEMENTS	2008-04-04	3,140	373	S/L	40 0000	78			
92 CABINET/COUNTER REPLACEMENTS/UPGRADES	2008-01-01	16,630	16,630	S/L	5 0000				
LAND IMPROVEMENT - LANDSCAPING	2008-07-31	2,849	629	S/L	20 0000	143			
FENCE, GATE, POOL UPGRADES & SIGNS	2008-04-04	59,295	14,083	S/L	20 0000	2,964			
ENGINEERING COSTS	2008-04-30	25,578	2,984	S/L	40 0000	640			
HVAC UPGRADES	2008-04-04	19,580	2,325	S/L	40 0000	490			
GENERAL BUILDING IMPROVEMENTS	2008-01-01	124,330	15,541	S/L	40 0000	3,109			
GENERAL PLUMBING IMPROVEMENTS	2008-01-01	64,336	8,042	S/L	40 0000	1,608			
115 VINYL & TILE INSTALLATIONS	2008-01-01	87,585	87,585	S/L	5 0000				
2 FRIDGES,5 DISHWASHERS, 3 VENT HOODS	2008-04-04	3,005	2,855	S/L	5 0000	150			

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
76 CARPET REPLACEMENTS	2008-01-01	65,395	65,395	S/L	5 0000				
44 LIGHT FIXTURES, 18 CEILING FANS	2008-04-04	43,769	5,198	S/L	40 0000	1,094			
DRAPERIES, WOODEN BLINDS	2008-04-10	24,108	22,903	S/L	5 0000	1,205			
2 GOLF CARTS	2008-06-24	4,050	3,645	S/L	5 0000	405			
APPLIANCES - WOODBURY SQUARE APARTMENTS	2008-01-25	1,425	1,401	S/L	5 0000	24			
APPLIANCES - MONTECITO APARTMENTS	2008-01-25	35,555	34,962	S/L	5 0000	593			
LAND DEVELOPMENT - PHASE II	2008-01-01	159,257							
APPLIANCES & FLOORING	2009-07-01	17,687	6,878	S/L	9 0000	1,966			
CABINETS	2009-07-01	8,050	5,635	S/L	5 0000	1,610			
CEILING FANS, LIGHT FIXTURES	2009-07-15	17,549	1,536	S/L	40 0000	438			
WOOD BLINDS,FAUX BLINDS	2009-07-15	13,885	9,719	S/L	5 0000	2,777			
49 CARPET REPLACEMENTS	2009-07-15	29,930	20,951	S/L	5 0000	5,986			
APPLIANCES	2009-07-15	13,957	9,770	S/L	5 0000	2,791			
62 VINYL REPLACEMENT	2009-07-15	49,577	34,704	S/L	5 0000	9,916			
4 SPEED BUMPS/ASPAHLT REPAIR	2009-09-30	5,376	874	S/L	20 0000	268			
GATES	2009-07-15	1,549	271	S/L	20 0000	71			
OFFICE RENOVATIONS	2009-12-21	53,333	4,000	S/L	40 0000	1,333			
GENERAL BUILDING IMPROVEMENTS	2009-07-15	299,143	26,175	S/L	40 0000	7,479			
HVAC	2009-11-15	18,880	1,495	S/L	40 0000	472			
PATIOS/BALCONIES	2009-10-23	83,589	6,617	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	818	S/L	40 0000	234			
POOLS AND SPAS	2009-10-23	2,915	231	S/L	40 0000	73			
INTERIOR REHAB	2010-07-01	25,748	7,152	S/L	9 0000	2,861			
CARPET REPLACEMENTS - 2010	2010-07-01	22,935	11,467	S/L	5 0000	4,587			
GENERAL LAND IMPRV-2010	2010-07-01	18,015	2,252	S/L	20 0000	901			
ASPHALT REPAIRS	2010-11-02	5,093	552	S/L	20 0000	254			
SIDEWALKS	2010-09-30	3,740	421	S/L	20 0000	187			
ELECTRICAL REPAIRS - 2010	2010-11-02	5,162	280	S/L	40 0000	129			
EXTERIOR REPAIRS - COMMON 2010	2010-11-05	54,270	2,940	S/L	40 0000	1,356			
BUILDING ENGINEERING COSTS-2010	2010-11-25	534	28	S/L	40 0000	13			
FIRE ALARMS/SPRINKLERS	2010-07-01	8,495	531	S/L	40 0000	212			
HVAC REPAIRS - 2010	2010-07-01	6,754	422	S/L	40 0000	169			
PLUMBING REPAIRS	2010-01-25	7,048	514	S/L	40 0000	176			
POOLS AND SPA REPAIRS - 2010	2010-08-25	1,772	103	S/L	40 0000	45			
VINYL & TILE REPAIRS - 2010	2010-07-01	8,422	4,211	S/L	5 0000	1,684			
CARPET REPLACEMENTS - 2010	2010-07-01	27,154	13,577	S/L	5 0000	5,431			
8 MICROS,3 FRIDGES,2 OVENS, 1 STOVE	2010-07-01	6,426	3,213	S/L	5 0000	1,285			
COMPUTER EQUIPMENT - 2010	2010-01-31	879	513	S/L	5 0000	176			
SIGNS - 2010	2010-07-01	6,951	2,483	S/L	7 0000	993			
ENGINEERING COSTS - 2010	2010-01-25	675	49	S/L	40 0000	17			

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 REPAIRS	2010-11-15	1,237	67	S/L	40 0000	31			
ADJUSTMENT - PAST/CURRENT DIFF	2010-12-31	22,365	1,118	S/L	40 0000	559			
COMPUTERS & EQUIP	2010-12-31	592	119	S/L	10 0000	59			
DESK FOR OFFICE	2011-04-22	518	123	S/L	7 0000	74			
FLOOR PLAN DISPLAYS	2011-09-29	929	166	S/L	7 0000	133			
EQUIPMENT	2011-10-25	2,374	396	S/L	7 0000	339			
BASKETBALL GOALS AND NET	2011-06-09	373	84	S/L	7 0000	54			
2 DESKTOP PCS	2011-10-25	1,905	444	S/L	5 0000	381			
EQUIPMENT	2011-12-01	710	110	S/L	7 0000	101			
2011 - APPLIANCES	2011-04-25	1,337	446	S/L	5 0000	267			
MICROWAVE	2011-05-18	243	77	S/L	5 0000	49			
OVENS HD SUPPLY	2011-06-30	680	204	S/L	5 0000	136			
REFRIDGERATOR	2011-06-27	559	168	S/L	5 0000	111			
1 FRIDGE, 2 MICROWAVES	2011-06-27	1,045	314	S/L	5 0000	209			
VENTAHOOD	2011-07-19	40	11	S/L	5 0000	9			
VENTA HOODS	2011-08-25	163	43	S/L	5 0000	33			
2011 - APPLIANCES	2011-09-25	1,289	322	S/L	5 0000	258			
DISHWASHER	2011-10-07	289	72	S/L	5 0000	58			
1 MICROWAVE	2011-10-07	243	61	S/L	5 0000	48			
2 FRIDGES	2011-10-07	1,279	320	S/L	5 0000	255			

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 AND ELECTRIC RANGE	2011-10-07	661	165	S/L	5 0000	132			
2011 - APPLIANCES	2011-10-25	515	120	S/L	5 0000	103			
OVEN AND DISHWASHER	2011-11-22	724	157	S/L	5 0000	145			
RANGE AND FRIDGE	2011-12-01	825	179	S/L	5 0000	165			
FRIDGE AND STOVE	2011-12-22	825	165	S/L	5 0000	165			
DISHWASHER AND MICROWAVE	2011-12-22	532	106	S/L	5 0000	107			
DISHWASHER	2011-12-22	289	58	S/L	5 0000	57			
MICROWAVE	2011-12-22	186	37	S/L	5 0000	37			
2011 LANDSCAPING REPAIRS AND ITEMS	2011-07-01	13,503	1,013	S/L	20 0000	675			
2011 - SIDEWALK REPAIRS AND MAINT	2011-07-01	11,958	897	S/L	20 0000	598			
NEW AWNING AND BLDG S	2011-10-19	2,125	124	S/L	20 0000	106			
2011 - LANDSCAPING	2011-07-01	11,267	845	S/L	20 0000	563			
CM FEE - CONSTR FEE	2011-08-31	4,459	149	S/L	40 0000	111			
2011 - BREAKERS, REPAIRS, PANELS, LIGHTS	2011-05-01	3,670	153	S/L	40 0000	92			
2011 - COMMON AREA MAINT/REPAIRS/EQUIP/RAILS	2011-07-31	3,670	130	S/L	40 0000	92			
2011 - INSPECTIONS	2011-07-31	1,475	52	S/L	40 0000	37			
FIRE KNOX BOX	2011-03-24	800	35	S/L	40 0000	20			
EXIT GATE	2011-06-30	450	34	S/L	20 0000	22			
KEY PAD	2011-09-29	200	36	S/L	7 0000	28			
2011 - HVAC REPAIRS/REPLACEMENTS	2011-07-31	8,413	298	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	178	S/L	40 0000	125			
2011 - FURNITURE FOR POOL	2011-07-31	13,627	3,861	S/L	5 0000	2,725			
BOILER ROOM REPAIRS/EQUIP	2011-10-07	4,480	140	S/L	40 0000	112			
D-KAM	2011-11-25	6,232	169	S/L	40 0000	156			
2011- VINYL REPLACEMENT/REPAIRS	2011-07-31	9,090	2,576	S/L	5 0000	1,818			
VANITY	2011-02-08	533	204	S/L	5 0000	107			
2011 - CARPET REPLACEMENTS/REPAIRS	2011-07-01	42,629	12,789	S/L	5 0000	8,525			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-05-25	13,440	3,752	S/L	20 0000	672			
LAND IMPROVEMENTS (LIGHTING)	2007-06-06	1,675	468	S/L	20 0000	83			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-06-20	14,768	4,061	S/L	20 0000	739			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-08-02	21,091	5,712	S/L	20 0000	1,055			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-12-26	8,997	2,249	S/L	20 0000	450			
CAMP BUILDING	2009-01-01	6,746,938	981,373	S/L	27 5000	245,343			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-03-31	11,635	2,763	S/L	20 0000	582			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-05-05	13,890	3,241	S/L	20 0000	695			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-06-10	6,700	1,535	S/L	20 0000	335			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-06-27	8,245	1,855	S/L	20 0000	412			
LAND IMPROVEMENTS (LAY CONCRETE) MYERS	2008-07-16	6,600	1,458	S/L	20 0000	330			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-07-31	61,257	13,528	S/L	20 0000	3,062			
LAND IMPROVEMENTS (LIGHTING) ELECTRICAL	2008-08-06	6,065	1,339	S/L	20 0000	304			

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 IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-11-07	1,660	346	S/L	20 0000	83			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-12-01	1,200	245	S/L	20 0000	60			
INSULATION-IMPROVEMENTS	2009-04-07	9,400	2,350	S/L	15 0000	627			
2012 - IRRIGATION REPAIR	2012-02-01	14,273	654	S/L	20 0000	714			
2012 - LANDSCAPING	2012-02-14	34,030	1,560	S/L	20 0000	1,701			
BUILDING 31 LANDSCAPE	2012-03-09	962	40	S/L	20 0000	48			
BUILDING 24 LANDSCAPE	2012-03-09	908	38	S/L	20 0000	45			
35 YDS SAND ADDED TO PLAYGROUND	2012-12-12	3,217	13	S/L	20 0000	161			
STRIPING MACHINE - PARKING LOT	2012-10-31	95	2	S/L	7 0000	14			
DKA78501 ARRIVED AFTER AME	2012-04-30	1,500	50	S/L	20 0000	75			
NEW RAMP @ BUILDING 24	2012-12-05	760	3	S/L	20 0000	38			
LPC CM FEE IRRIGATION	2012-02-29	1,415	29	S/L	40 0000	36			
GM-LPC-5% CM FEE	2012-12-25	2,891		S/L	40 0000	72			
1605 ASSESSMENT	2012-02-27	79	2	S/L	40 0000	2			
1605 REPLACE INTERIOR PANEL	2012-03-01	586	12	S/L	40 0000	15			
1001 PANEL REPLACE	2012-07-25	653	7	S/L	40 0000	16			
NEW BATTERIES/ELETRICAL	2012-08-30	712	6	S/L	40 0000	18			
NEW ELECTRIC PANEL FOR 1103	2012-10-18	543	2	S/L	40 0000	14			
NEW WIRING/ELEC BLDG 10	2012-10-18	240	1	S/L	40 0000	6			
NEW ELEC PANEL 2108	2012-10-18	741	3	S/L	40 0000	19			

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 ELEC PANEL 2104	2012-10-18	741	3	S/L	40 0000	19			
NEW PLAYGROUND LIGHTS	2012-12-24	531		S/L	40 0000	13			
1103 DEMO/REPLACE SIDEWALK	2012-02-27	850	18	S/L	40 0000	21			
502/15506/2406 NEW BALCONY/LANDING	2012-11-08	2,820	12	S/L	40 0000	70			
BALCONIES REPLACED	2012-12-25	840		S/L	40 0000	21			
2 NEW FRONT DOORS	2012-11-28	447	1	S/L	40 0000	11			
NEW FRONT DOORS	2012-12-24	373		S/L	40 0000	9			
NEW FURNACE	2012-11-16	267	1	S/L	40 0000	6			
NEW BOILER TUBE	2012-08-25	2,179	18	S/L	40 0000	55			
LOOP/INLET/OUTLET BOILERS	2012-08-31	1,266	11	S/L	40 0000	31			
BOILER2 NEW PIPING/COUPLINGS	2012-12-24	786		S/L	40 0000	20			
UMBRELLA/STAND HANDICAP TABLE (POOL SIDE)	2012-12-25	1,619		S/L	40 0000	40			
1104 VINYL REPLACEMENT	2012-01-25	879	161	S/L	5 0000	176			
1103 VINYL REPLACEMENT	2012-02-02	783	144	S/L	5 0000	156			
2402 M/R PARTIAL VINYL INSTALL	2012-02-08	53	10	S/L	5 0000	10			
2106 M/R VINYL INSTALL	2012-02-10	888	163	S/L	5 0000	177			
NEW CARPET ENTIRE UNIT 102	2012-08-10	573	48	S/L	5 0000	114			
NEW CARPET 1002	2012-08-10	761	63	S/L	5 0000	153			
DISHWASHER & REFRIDGERATOR	2012-04-26	738	98	S/L	5 0000	148			
NEW CARPET 1701	2012-08-10	886	74	S/L	5 0000	177			

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	54	S/L	5 0000	161			
DISHWASHER 2306 & 2110	2011-12-28	577	115	S/L	5 0000	116			
DISHWASHER	2012-01-10	243	49	S/L	5 0000	48			
STOVE	2012-01-12	314	63	S/L	5 0000	63			
2 GARBAGE DISPOSALS	2012-01-17	86	16	S/L	5 0000	17			
DISHWASHER 1401	2012-02-06	429	79	S/L	5 0000	86			
1 REFRIDGERATOR	2012-02-29	511	85	S/L	5 0000	102			
MICROWAVE AND STOVE	2012-04-23	719	96	S/L	5 0000	144			
DISHWASHER	2012-05-01	329	44	S/L	5 0000	66			
ELECTRIC RANGE	2012-05-17	521	61	S/L	5 0000	104			
MICROWAVE OVEN	2012-06-04	275	32	S/L	5 0000	55			
MICROWAVE & FRIDGE	2012-06-07	880	103	S/L	5 0000	176			
DISHWASHER REPLACEMENT 2707	2012-07-11	329	33	S/L	5 0000	66			
OVEN RANGE 106	2012-08-09	521	43	S/L	5 0000	105			
GAS FURNACE REPLACEMENT	2012-08-14	329	27	S/L	5 0000	66			
DISHWASHER REPLACEMENT	2012-08-14	457	38	S/L	5 0000	91			
FRIDGE 1712	2012-09-11	920	61	S/L	5 0000	184			
2 MICROWAVES & 1 DISHWASHER	2012-09-13	879	59	S/L	5 0000	175			
2 MICROWAVES	2012-09-25	550	27	S/L	5 0000	110			
2411 NEW FRIDGE	2012-10-02	532	27	S/L	5 0000	106			

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
3 DISPOSALS	2012-10-05	217	11	S/L	5 0000	43			
1 OVEN	2012-10-05	366	18	S/L	5 0000	74			
2 DISHWASHERS	2012-10-17	608	20	S/L	5 0000	122			
FRIDGE 2411	2012-10-17	532	18	S/L	5 0000	106			
FRIDGE	2012-11-02	657	22	S/L	5 0000	131			
REPLACE VINYL 1906	2012-03-29	933	140	S/L	5 0000	186			
2 DW ONE FRIDGE	2012-11-23	982	16	S/L	5 0000	197			
MICROWAVE & OVEN 1203	2012-11-28	604	10	S/L	5 0000	121			
DISHWASHER	2012-12-04	329	5	S/L	5 0000	66			
D/W	2012-12-24	329		S/L	5 0000	66			
M/R VINYL INSTALL 402	2012-03-15	212	35	S/L	5 0000	43			
2012 CARPET REPLACEMENTS	2012-07-01	30,636	3,064	S/L	5 0000	6,127			
M/R VINYL INSTALL 2409	2012-04-30	635	85	S/L	5 0000	127			
805 VINYL REPLACEMENT	2012-06-07	408	48	S/L	5 0000	81			
VINYL REPLACEMENT 2305	2012-06-07	690	81	S/L	5 0000	138			
801 VINYL REPLACEMENT	2012-06-12	426	50	S/L	5 0000	85			
703 VINYL REPLACEMENT	2012-06-28	175	18	S/L	5 0000	35			
2511 VINYL REPLACEMENT	2012-07-19	355	30	S/L	5 0000	71			
804 VINYL REPLACEMENT	2012-07-23	297	25	S/L	5 0000	59			
103 VINYL REPLACEMENT	2012-07-31	362	30	S/L	5 0000	73			

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CONDENSING UNITS	2012-02-16	1,785	37	S/L	40 0000	45			
13SEER CONDENSING UNITS (2)	2012-05-21	1,362	20	S/L	40 0000	34			
DURO 2 0T DRY22 CORD	2012-05-30	589	9	S/L	40 0000	14			
TWO 2 0 CONDENSING UNITS	2012-06-15	1,181	17	S/L	40 0000	30			
1002 2 0 CONDENSOR REPLACEMENT	2012-06-29	551	7	S/L	40 0000	14			
NEW GAS FURNACE	2012-09-19	608	4	S/L	40 0000	15			
COIL/MOTOR/FURNACE	2012-10-29	992	4	S/L	40 0000	25			
FURNANCE AND COILS	2012-11-27	672	1	S/L	40 0000	17			
1 REFRIDGERATOR	2012-02-25	511	85	S/L	5 0000	102			
BALLASTS & STARTERS	2012-01-31	373	9	S/L	40 0000	9			
2409 REPLACE ELECTRICAL PANEL	2012-06-30	548	7	S/L	40 0000	14			
HYDRO/CONTROL/GAUGES FOR AC EXHAUST FAN	2012-01-31	795	18	S/L	40 0000	20			
REGFRIGERATOR INV 9114097731	2012-04-30	511	68	S/L	5 0000	102			
MICROWAVE 9114201192	2012-04-30	186	25	S/L	5 0000	37			
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	231	S/L	5 0000	346			
PLAYGROUND SCRAPING/CLEANING	2012-04-30	1,195	40	S/L	20 0000	60			
CEILING FAN	2012-10-25	377	2	S/L	40 0000	9			
BANNER	2011-11-22	319	46	S/L	7 0000	45			

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COMPUTER (CDW)	2013-02-01	1,386		S/L	5 0000	254			
RE-TILE POOL & NEW SAND FILTER	2013-03-05	20,998		S/L	20 0000	875			
NEW CONCRETE SIDEWALK	2013-06-17	780		S/L	20 0000	20			
NEW CONCRETE BUMPER STOPS	2013-07-26	541		S/L	20 0000	11			
NEW SIDEWALKS	2013-08-15	16,120		S/L	20 0000	336			
NEW CONCRETE TRACK AT GATE	2013-09-18	750		S/L	20 0000	9			
LANDSCAPE - POOL AREA	2013-08-27	2,150		S/L	20 0000	36			
LANDSCAPE - MODEL	2013-10-10	1,242		S/L	20 0000	16			
STEEL DOOR TO PUMP ROOM	2013-03-27	725		S/L	40 0000	14			
REPLACED BALCONY 3302	2013-12-10	3,120		S/L	40 0000	7			
ELEC METER BLDG 30	2013-03-26	684		S/L	40 0000	13			
ELECTRICAL PANAL BLDG 31	2013-06-21	699		S/L	40 0000	9			
WIRING/LIGHTING MAILBOX	2013-12-04	821		S/L	40 0000	2			
EXIT SIGNS INSTALLED	2013-12-06	2,369		S/L	40 0000	5			
GUTTERS	2013-12-06	2,490		S/L	40 0000	5			
HYDROLIC CLOSING GATES	2013-12-10	1,308		S/L	40 0000	3			
NEW POOL PUMP	2013-04-01	1,296		S/L	40 0000	24			
PLUMBING	2013-05-25	2,549		S/L	40 0000	37			
CONTROL CABINET IGNITOR	2013-08-09	884		S/L	40 0000	9			
NEW BOILER BY POOL	2013-08-14	17,580		S/L	40 0000	183			

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NEW FURNACE CONTROL MODULE	2013-11-26	737		S/L	40 0000	2			
VINYL - MAY	2013-05-25	4,722		S/L	5 0000	551			
VINYL - JUNE	2013-06-11	482		S/L	5 0000	56			
VINYL - AUGUST	2013-07-25	1,165		S/L	5 0000	97			
VINYL - SEPT	2013-09-17	345		S/L	5 0000	17			
VINYL - DEC	2013-12-10	402		S/L	5 0000	7			
DISHWASHER 9119908931	2013-01-11	296		S/L	5 0000	59			
DISHWASHER AND DISPOSAL 9120020352	2013-01-17	506		S/L	5 0000	93			
MICROWAVE	2013-01-25	275		S/L	5 0000	50			
REFRIDGERATOR	2013-01-25	639		S/L	5 0000	117			
FRIDGE AND STOVE	2013-01-25	1,003		S/L	5 0000	184			
MICROWAVE	2013-01-25	164		S/L	5 0000	30			
REFRIDGERATOR 9120312746	2013-02-01	622		S/L	5 0000	114			
DISHWASHER 9120412608	2013-02-07	344		S/L	5 0000	63			
MICROWAVE	2013-02-12	290		S/L	5 0000	53			
DISHWASHER AND DISPOSAL 9120509486	2013-02-12	489		S/L	5 0000	90			
REFRIDGERATOR 9120734226	2013-02-25	359		S/L	5 0000	60			
DISPOSALS 9120896152	2013-03-05	106		S/L	5 0000	18			
REFRIDGERATOR	2013-03-25	622		S/L	5 0000	93			
DISHWASHER 9121405430	2013-04-01	395		S/L	5 0000	59			

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REFRIDGERATOR 9121463547	2013-04-03	680		S/L	5 0000	102			
MICROWAVE 9121890941	2013-04-24	291		S/L	5 0000	39			
REFRIDGERATOR 9122037281	2013-05-01	680		S/L	5 0000	91			
REFRIDGERATOR AND DISHWASHER 9122144180	2013-05-07	1,082		S/L	5 0000	144			
CARPET	2013-05-07	1,031		S/L	5 0000	137			
DISHWASHER 9122464625	2013-05-22	343		S/L	5 0000	40			
(2) DISHWASHERS 9122688020	2013-06-04	665		S/L	5 0000	78			
(2) OVENS 9122831347	2013-06-10	835		S/L	5 0000	97			
MICROWAVE	2013-06-25	268		S/L	5 0000	27			
OVEN 9122938198	2013-06-14	452		S/L	5 0000	53			
OVEN 912306740	2013-06-20	418		S/L	5 0000	42			
MICROWAVE 9123105112	2013-06-21	291		S/L	5 0000	29			
(2) OVENS 9123412758	2013-07-09	1,707		S/L	5 0000	171			
REFRIDGERATOR 9123579402	2013-07-16	791		S/L	5 0000	66			
REFRIDGERATOR 9123679398	2013-07-19	799		S/L	5 0000	67			
REFRIDGERATOR 9124122299	2013-08-08	782		S/L	5 0000	65			
REFRIDGERATOR 9124202228	2013-08-13	791		S/L	5 0000	66			
OVEN 9124202226	2013-08-13	426		S/L	5 0000	35			
APPLIANCES	2013-09-25	2,796		S/L	5 0000	140			
REFRIDGERATOR 9124816301	2013-09-10	680		S/L	5 0000	45			

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
REFRIDGERATOR 9125094717	2013-09-24	791		S/L	5 0000	40			
APPLIANCES	2013-11-25	1,774		S/L	5 0000	30			
DISHWASHER 91257444694	2013-10-24	327		S/L	5 0000	11			
REFRIDGERATOR	2013-12-25	791		S/L	5 0000				
DISHWASHER 9125543031	2013-10-15	327		S/L	5 0000	16			
REFRIDGERATOR 9125832284	2013-10-29	782		S/L	5 0000	26			
MICROWAVES	2013-11-25	716		S/L	5 0000	12			
CARPET REPLACEMENTS	2013-07-01	32,451		S/L	5 0000	3,245			
LANDSCAPE UPGRADE	2013-12-25	23,268		S/L	20 0000				
POWERMATIC - NEW KEY PAD	2013-12-25	508		S/L	40 0000				
PARKING LOTS	2013-12-25	3,180		S/L	20 0000				
D-KAM RAMP	2013-12-25	990		S/L	40 0000				
FRIDGE & DW	2013-04-10	344		S/L	10 0000	26			
OVEN	2013-09-19	393		S/L	10 0000	10			
MICROWAVE	2013-10-02	291		S/L	10 0000	7			
FRIDGE	2013-10-24	791		S/L	10 0000	13			
MICROWAVE	2013-10-30	291		S/L	10 0000	5			
LEGAL FEES RELATING TO MFL PROGRAM	2013-12-31	40,000							

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

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ASPHALT REPAIRS	2007-04	PURCHASE	2013-06			433			-300	133
15 VINYL & TILE INSTALLATIONS	2007-01	PURCHASE	2013-07			6,708				6,708
19FRIDGES,13DISHWASHERS,6RANGES,2VENT HOODS	2007-01	PURCHASE	2013-07			12,626				12,626
2 FRIDGES,5 DISHWASHERS, 3 VENT HOODS	2008-04	PURCHASE	2013-07			3,005				3,005
GATES	2009-07	PURCHASE	2013-12			1,549			-1,207	342
REGFRIGERATOR INV 9119497165	2012-12	PURCHASE	2013-01			639			-639	
2 MICROWAVES	2012-12	PURCHASE	2013-01			422			-422	

**TY 2013 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	17,910,661	5,097,527	12,813,134	12,813,134
LAND	1,989,880		1,989,880	1,989,880

# TY 2013 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	9,895			9,895

**TY 2013 Loans from Officers Schedule****Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY &amp; 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>	6600000
<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 2013 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	44,350	24,039	24,039

TY 2013 Other Decreases Schedule

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

Description	Amount
PRIOR YEAR ADJUSTMENT	250

**TY 2013 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				
INSURANCE PREMIUMS	57,469			57,469
MAINTENANCE	260,973			260,973
MANAGEMENT FEES	60,000			60,000
OFFICE EXPENSES	39,674			41,884
SECURITY EXPENSES	10,387			10,387
UTILITIES	82,762			82,762
M				

**TY 2013 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	1,749,076		
OTHER REVENUE - KFF LLC	63,920		

**TY 2013 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	5,883,977	5,684,116
UNEARNED REVENUE	12,005	8,608
SECURITY DEPOSIT LIABILITY	20,448	32,967
UNCLAIMED PROPERTY LIABILITY	10	923

## TY 2013 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	185,010			101,490
TAXES	145,204			

**TY 2013 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:** GENERAL FOOTNOTE

**Attachment Information:** KELLOGG FAMILY FOUNDATION HEREBY ELECTS UNDER REGULATIONS SECTION 53.4942 (A)-(3)(D)(2) TO TREAT 3,418,894 OF THE QUALIFYING DISTRIBUTION OF 2013 AS A DISTRIBUTION MADE OUT OF CORPUS FOR 2013.

**TY 2013 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:** DEPRECIATION - SL ALL PROP

**Attachment Information:** YEAR ENDED: DECEMBER 31, 2013 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, 2013. THE ELECTION, MADE IN ACCORDANCE WITH CODE SEC. 168(B)(5), APPLIES TO ALL PROPERTY PLACED IN SERVICE DURING THE TAX YEAR.

**TY 2013 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, 2013 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 2013 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, 2013 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

\_\_\_\_\_

Year Ended: December 31, 2013

39-1775567

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

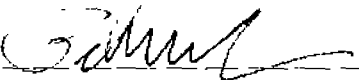
### Treatment of Qualifying Distributions Election

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 \_\_\_\_\_

## Substantiation of Expenditure Responsibility

### Kellogg Family Foundation

EIN: 39-1775567

Tax Year Ended December 31, 2013

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

	2013
01/31/13	\$ 75,000
02/20/13	75,000
03/25/13	75,000
04/17/13	115,000
05/09/13	75,000
06/06/13	100,000
06/28/13	100,000
07/17/13	100,000
08/05/13	100,000
08/27/13	50,000
09/26/13	50,000
10/22/13	50,000
11/14/13	50,000
12/09/13	<u>100,000</u>
Total	\$ <u>1,115,000</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 \$1,115,000 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 15, 2014

7 Date and Results of Verification The Grantee's report has been verified as true on July 15, 2014