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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

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OMB No 1545-0052

2013
Open to Public Inspection


For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation EDWARD AND JUNE KELLOGG FOUNDATION		A Employer identification number 30-0057241	
Number and street (or P O box number if mail is not delivered to street address) 1250 BYRON ROAD		B Telephone number (see instructions) (517) 546-3330	
City or town, state or province, country, and ZIP or foreign postal code HOWELL, MI 48843		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 checked="" 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)▶ \$ 5,706,816		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)				
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16,621	16,621		
	4 Dividends and interest from securities.	174,769	174,769		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	90,878			
	b Gross sales price for all assets on line 6a 701,688				
	7 Capital gain net income (from Part IV, line 2)		90,888		
	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)	-35,139	51		
	12 Total. Add lines 1 through 11	247,129	282,329		
	13 Compensation of officers, directors, trustees, etc	18,648	1,765		14,618
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	7,970			6,835
	c Other professional fees (attach schedule)	47,406	46,446		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	22,170	5,550		20
	19 Depreciation (attach schedule) and depletion	162			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	17,099	428		14,615
	24 Total operating and administrative expenses. Add lines 13 through 23	113,455	54,189		36,088
	25 Contributions, gifts, grants paid	256,438			256,438
	26 Total expenses and disbursements. Add lines 24 and 25	369,893	54,189		292,526
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-122,764			
	b Net investment income (if negative, enter -0-)		228,140		
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			
	2	Savings and temporary cash investments	235,805	88,056	88,056
	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)	3,630,040	 4,308,397	4,308,397
	c	Investments—corporate bonds (attach schedule).	238,734	 209,338	209,338
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	702,621	 748,376	748,376
	14	Land, buildings, and equipment basis ▶ _____ 627,669 Less accumulated depreciation (attach schedule) ▶ 1,131	626,701	 626,538	352,649
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,433,901	5,980,705	5,706,816	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
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	5,433,901	5,980,705	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,433,901	5,980,705	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,433,901	5,980,705		

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	5,433,901
2	Enter amount from Part I, line 27a	2	-122,764
3	Other increases not included in line 2 (itemize) ▶ 	3	669,568
4	Add lines 1, 2, and 3	4	5,980,705
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	5,980,705

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	90,888
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	26,400

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	212,201	4,987,106	0 042550
2011	274,335	4,885,314	0 056155
2010	198,568	4,983,204	0 039847
2009	225,231	4,577,658	0 049202
2008	261,517	3,989,930	0 065544

2	Total of line 1, column (d).	2	0 253298
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 050660
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,424,320
5	Multiply line 4 by line 3.	5	274,796
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,281
7	Add lines 5 and 6.	7	277,077
8	Enter qualifying distributions from Part XII, line 4.	8	292,526

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 type="checkbox"/> and enter "N/A" on line 1		1	2,281		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		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	2,281
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	2,281		
6 Credits/Payments		7	5,570		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			10,935	
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			
8 Enter any penalty for underpayment of estimated tax Check here <input 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	3,289		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 3,289 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>	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) MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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? Website address ▶ WWW KELLOGGFAMILYDENTALFOUNDATION COM	13	Yes	
14	The books are in care of ▶ BREDERNITZ WAGNER CO PC Telephone no ▶ (517) 546-2130 Located at ▶ 109 W CLINTON STREET HOWELL MI ZIP +4 ▶ 48843			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	16	Yes	No

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? <input type="checkbox"/> 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> 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)?. <input type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. ▶ <input type="checkbox"/>	1b		
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		
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?. <input type="checkbox"/> 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 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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 type="checkbox"/> Yes <input checked="" 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 any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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 type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS A KELLOGG 1250 BYRON ROAD HOWELL, MI 48843	PRESIDENT 15 00	17,648	0	0
RYAN KELLOGG 1250 BYRON ROAD HOWELL, MI 48843	DIRECTOR 1 00	250	0	0
SARAH TOTTINGHAM 1250 BYRON ROAD HOWELL, MI 48843	DIRECTOR 5 00	750	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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

NONE

Total number of others receiving over \$50,000 for professional services. 1

Part IX-A

Expenses

1

Part IX-B

Amount

1 N/A

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	4,744,927
b	Average of monthly cash balances.	1b	144,197
c	Fair market value of all other assets (see instructions).	1c	617,800
d	Total (add lines 1a, b, and c).	1d	5,506,924
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	5,506,924
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	82,604
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,424,320
6	Minimum investment return. Enter 5% of line 5.	6	271,216

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	271,216
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,281
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,281
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	268,935
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	268,935
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	268,935

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	292,526
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	292,526
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	2,281
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	290,245
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				268,935
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			232,096	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 292,526				
a Applied to 2012, but not more than line 2a			232,096	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				60,430
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				
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				208,505
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). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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 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 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))

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 or e-mail address of the person to whom applications should be addressed

KELLOGG FOUNDATION
1250 BYRON ROAD
HOWELL,MI 48843
(517) 546-3330

b

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

EDWARD AND JUNE KELLOGG FOUNDATION WILL ACCEPT ALL GRANT REQUESTS AND WILL CONSIDER MAKING THE GRANT IF IT IS WITHIN THE GRANT MAKING GUIDELINES OF THE FOUNDATION. REQUESTS SHOULD INCLUDE AMOUNT REQUESTED, THE PURPOSE THE FUNDS WILL BE USED FOR, AND THE EXEMPT PURPOSE OF THE REQUESTING ORGANIZATION, IF APPLICABLE.

c

Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES

d

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

GRANT FOCUS AREAS: IMPROVING EDUCATION AND CREATING OPPORTUNITIES FOR CAREERS IN DENTISTRY, TO ADVANCE THE DENTAL HEALTH AND WELL-BEING OF YOUTH IN OUR COMMUNITIES AND THOSE UNDERSERVED IN OTHER PARTS OF THE WORLD, TO PROVIDE SPIRITUAL SUPPORT IN THE PROCESS OF THESE ENDEAVORS, TO PROVIDE MONIES AND SUPPORT FOR THE HUMANE TREATMENT OF ANIMALS, TO SUPPORT LOCAL ORGANIZATIONS, AND TO PROMOTE COMMUNITY STEWARDSHIP.

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	256,438
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 IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 SHS SCHLUMBERGER LTD	P	2008-01-17	2013-08-07
610 SHS ENGRIDGE ENERGY MGMT	P		2014-02-25
30 SHS AVERY DENNISON CORP	P	2013-05-20	2013-11-21
630 SHS PAA NATURAL GAS STORAGE	P	2012-05-18	2013-12-04
50 SHS SCHLUMBERGER LTD	P	2008-01-17	2013-08-21
0 3508 SHS ENBRIDGE ENERGY MGMTM	P	2013-02-08	2014-03-05
260 SHS CLOROX COMPANY	P	2013-03-08	2013-11-21
750 SHS PAA NATURAL GAS STORAGE	P	2012-11-08	2013-12-04
200 SHS SCHLUMBERGER LTD	P	2008-01-22	2013-08-21
1695 SHS STAPLES, INC	P		2014-03-07
40 SHS METTLER TOLEDO INTL INCF	P	2013-03-08	2013-11-21
340 SHS TULLOW OIL PLC NEWORD F	P	2013-03-11	2014-03-11
61 6936 SHS KINDER MORGAN MGMT	P	2013-02-08	2013-09-12
190 SHS AIR PROD & CHEMICALS INC	P	2013-03-08	2013-08-05
360 SHS XYLEM INC	P	2013-05-20	2013-11-21
690 SHS TULLOW OIL PLC NEWORD F	P	2010-12-23	2014-03-11
0 1544 SHS KINDER MORGAN MGMT	P	2013-02-08	2013-09-17
350 SHS ECOLAB INC	P	2013-03-08	2013-08-05
230 SHS PROSPERITY BANCSHARES	P	2010-12-22	2013-11-05
910 SHS TULLOW OIL PLC NEWORD F	P	2012-05-18	2014-03-11
270 3063 SHS KINDER MORGAN MGMT	P		2013-09-12
40 SHS ECOLAB INC	P	2013-05-20	2013-08-05
350 SHS APTARGROUP INC	P	2010-12-22	2013-11-21
20000 SHS MARTIN MIDSTREA	P	2011-01-26	2014-04-01
80 SHS UNITED PARCEL SERVICE	P	2013-02-08	2013-11-15
60 SHS PRAXAIR INC	P	2013-03-08	2013-08-05
50 SHS APTARGROUP INC	P	2011-11-28	2013-11-21
1000 SHS MARTIN MIDSTREA	P	2011-08-18	2014-04-01
175 SHS UNITED PARCEL SERVICE	P		2013-11-15
1144 SHS UNITED ONLINE INC	P	2013-05-20	2013-08-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
435 SHS AVERY DENNISON CORP	P	2012-11-08	2013-11-21
14000 SHS SUNCOKE ENERGY	P	2012-05-18	2014-05-09
200 SHS SYSCO CORPORATION	P	2013-02-08	2013-12-09
206 SHS UNITED ONLINE INC	P	2013-05-20	2013-08-19
530 SHS BRADY CORPORATION	P	2010-12-22	2013-11-21
400 SHS CORP OFFICE PP	P	2012-02-23	2014-06-16
235 SHS ABBVIE INC	P		2013-12-05
410 SHS PEABODY ENERGY CORP	P	2012-05-18	2013-08-05
420 SHS HORMEL FOODS CORP	P	2012-05-18	2013-11-21
800 SHS CORP OFFICE PP	P	2012-03-05	2014-06-16
460 SHS SYSCO CORPORATION	P		2013-12-09
180 SHS PRAXAIR INC	P	2010-12-22	2013-08-05
80 SHS METTLER TOLEDO INTL INCF	P	2011-03-09	2013-11-21
1227 SHS JANUS CAPITAL GROUP	P	2013-09-19	2014-01-03
440 SHS COMPAGNIE DE ST	P	2013-03-13	2013-09-20
130 SHS SHERWIN WILLIAMS CO	P	2010-12-22	2013-11-21
1393 SHS JANUS CAPITAL GROUP	P	2013-09-19	2014-01-06
1200 SHS PARTNERS REAL ESTATE	P	2013-03-08	2013-09-20
190 SHS TOTAL S A ADR	P	2010-12-22	2013-11-21
200 SHS PACHEX, INC	P	2013-02-08	2014-01-15
1730 SHS MONMOUTH REAL ESTATE INV	P	2013-03-08	2013-09-23
400 SHS PAA NATURAL GAS STORAGE	P	2013-05-20	2013-12-04
329 SHS ENBRIDGE ENERGY MGMT	P	2007-06-15	2014-02-24
360 SHS JACOBS ENGINEERING GROUP	P	2010-12-22	2013-09-20
140 SHS COMINAR REAL EST INVT	P	2010-12-22	2013-12-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,063		8,724	-661
16,059		15,585	474
1,465		1,336	129
13,966		11,421	2,545
4,018		4,362	-344
10		9	1
24,189		21,910	2,279
16,626		14,688	1,938
16,074		15,213	861
19,405		21,446	-2,041
10,070		8,692	1,378
4,544		6,401	-1,857
4,614		4,926	-312
20,385		16,934	3,451
12,377		10,488	1,889
9,221		13,676	-4,455
11		12	-1
32,299		27,361	4,938
14,367		9,093	5,274
12,161		19,336	-7,175
20,216		8,745	11,471
3,691		3,554	137
22,473		16,943	5,530
20,888		21,364	-476
8,044		6,584	1,460
7,176		6,831	345
3,210		2,400	810
1,044		1,035	9
17,596		13,151	4,445
9,065		7,353	1,712

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
21,236		14,635	6,601
14,988		14,430	558
7,529		6,291	1,238
1,622		1,324	298
15,334		17,634	-2,300
10,000		10,220	-220
11,677		5,891	5,786
6,535		10,016	-3,481
17,807		12,474	5,333
20,000		20,463	-463
17,318		15,225	2,093
21,529		17,208	4,321
20,140		13,923	6,217
14,676		11,082	3,594
22,656		18,006	4,650
24,122		10,923	13,199
16,704		12,581	4,123
7,820		9,112	-1,292
11,346		10,111	1,235
8,725		6,670	2,055
15,417		19,424	-4,007
8,867		8,674	193
8,720		5,353	3,367
21,293		16,670	4,623
2,300		2,887	-587


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-661
			474
			129
			2,545
			-344
			1
			2,279
			1,938
			861
			-2,041
			1,378
			-1,857
			-312
			3,451
			1,889
			-4,455
			-1
			4,938
			5,274
			-7,175
			11,471
			137
			5,530
			-476
			1,460
			345
			810
			9
			4,445
			1,712


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,601
			558
			1,238
			298
			-2,300
			-220
			5,786
			-3,481
			5,333
			-463
			2,093
			4,321
			6,217
			3,594
			4,650
			13,199
			4,123
			-1,292
			1,235
			2,055
			-4,007
			193
			3,367
			4,623
			-587

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOY SCOUTS OF AMERICA 1999 HURON PARKWAY ANN ARBOR, MI 48104	NONE	TAX-EXEMPT	FRIENDS OF SCOUTING GENERAL FUND	5,000
CAMP LIBERTY 853 DEVONSHIRE BRIGHTON, MI 48116	NONE	TAX-EXEMPT	BRIDGE REPAIR	1,300
CENTER FOR SUCCESS 245 E RUNDELL STREET PONTIAC, MI 48340	NONE	TAX-EXEMPT	GENERAL OPERATIONS	22,000
CHILDREN'S MIRACLE NETWORK 611 ST JOSEPH AVE MARSHFIELD, WI 54449	NONE	TAX-EXEMPT	GENERAL OPERATIONS	2,000
FIRST PRESBYTERIAN CHURCH OF HOWELL 323 W GRAND RIVER HOWELL, MI 48843	NONE	TAX-EXEMPT	MEMORIAL BENCH STONE	300
FIRST UNITED METHODIST CHURCH OF HO 1230 BOWER STREET HOWELL, MI 48843	NONE	TAX-EXEMPT	MISSIONS	100
HIDDEN SPRINGS 5860 N LATSON ROAD HOWELL, MI 48855	NONE	TAX-EXEMPT	FOOD PANTRY GRANT	32,500
MARINE CORP LEAGUE PO BOX 3070 MERRIFIELD, VA 22116	NONE	TAX-EXEMPT	SCHOLARSHIP FUND	716
MOST MINISTRIES 4090 GEDDES ROAD ANN ARBOR, MI 48105	NONE	TAX-EXEMPT	OPERATING FUND DONATION	24,120
SHEPHERD OF THE LAKES 2101 S HACKER ROAD BRIGHTON, MI 48114	NONE	TAX-EXEMPT	BI-ANNUAL GRANT PAYMENT	16,000
ST AGNES CHURCH 855 E GRAND RIVER FOWLerville, MI 48836	NONE	TAX-EXEMPT	GENERAL FUND DONATION	100
THE OVERCOMING LIGHT 1220 SUGDEN LAKE ROAD WHITE LAKE, MI 483863771	NONE	TAX-EXEMPT	GENERAL OPERATIONS	10,000
THE RED CROSS 1372 W GRAND RIVER HOWELL, MI 48843	NONE	TAX-EXEMPT	GENERAL OPERATIONS	29,000
DONATED DENTAL 1385 SOUTH 900 WEST SALT LAKE CITY, UT 84104	NONE	TAX-EXEMPT	GENERAL OPERATIONS	4,861
SALVATION ARMY 503 LAKE STREET HOWELL, MI 48843	NONE	TAX-EXEMPT	GENERAL OPERATIONS	1,000
Total  3a				256,438

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KNIGHTS OF COLUMBUS 2659 PO BOX 44 HOWELL, MI 48844	NONE	TAX-EXEMPT	COMMUNITY OUTREACH	500
BRIGHTON CHURCH OF THE NAZARENE 7669 BRIGHTON RD BRIGHTON, MI 48116	NONE	TAX-EXEMPT	GENERAL OPERATIONS	200
FREEDOM CENTER 2473 W SHIAWASSEE AVE FENTON, MI 48430	NONE	TAX-EXEMPT	MISSIONS	800
PHEASANTS FOREVER 3399 GRAND RIVER 201 HOWELL, MI 48843	NONE	TAX-EXEMPT	GENERAL OPERATIONS	1,200
AMERICAN CANCER SOCIETY 20450 CIVIC CENTER DRIVE SOUTHFIELD, MI 48076	NONE	TAX-EXEMPT	GENERAL OPERATIONS	300
RAINBOW CONNECTION 24800 NORTHWESTERN HIGHWA STE 106 SOUTHFIELD, MI 48075	NONE	TAX-EXEMPT	GENERAL OPERATIONS	300
CLEARY UNIVERSITY 3750 CLEARY DRIVE HOWELL, MI 48843	NONE	TAX-EXEMPT	DENTAL EQUIPMENT FOR PROGRAMS	4,840
LCCA 2020 E GRAND RIVER AVE HOWELL, MI 48843	NONE	TAX-EXEMPT	SUBSTANCE ABUSE PREVENTION	250
HOWELL PUBLIC SCHOOLS 411 HIGHLANDER WAY HOWELL, MI 48843	NONE	TAX-EXEMPT	SPONSOR SENIOR PARTY	100
CUB SCOUT PACK 629 2525 BEEBE ROAD KALKASKA, MI 49646	NONE	TAX-EXEMPT	GENERAL OPERATIONS	3,000
HEART OF THE SHEPHERD 228 N BURKHARD ROAD HOWELL, MI 48843	NONE	TAX-EXEMPT	GENERAL OPERATIONS	500
BOY SCOUTS - CAMP KELLOGG 625 ADAMS ROAD NE KALKASKA, MI 49646	NONE	TAX-EXEMPT	GENERAL OPERATING EXPENSES	20,607
KALKASKA UMC - CAMP KELLOGG 2525 BEEBE ROAD KALKASKA, MI 49646	NONE	TAX-EXEMPT	MAINTENANCE EXPENSES	74,844
Total  3a				256,438

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a FORMS K-1 - BOX 1	211110	-31,069			
b FORMS K-1 - BOX 2	211110	-14			
c FORMS K-1 - BOX 3	531390	109			
d FORMS K-1 - BOX 10	211110	-237			
e FORMS K-1 - BOX 11A	900099	59			
f FORMS K-1 - BOX 11F	900099	-299			
g FORMS K-1 - BOX 13A	211110	-5			
h FORMS K-1 - BOX 13J	211110	-3,734			

TY 2013 Accounting Fees Schedule

Name: EDWARD AND JUNE KELLOGG FOUNDATION

EIN: 30-0057241

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BREDERNITZ WAGNER & CO , PC	7,970			6,835

TY 2013 Compensation Explanation**Name:** EDWARD AND JUNE KELLOGG FOUNDATION**EIN:** 30-0057241

Person Name	Explanation
THOMAS A KELLOGG	
RYAN KELLOGG	
SARAH TOTTINGHAM	

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

TY 2013 Depreciation Schedule

Name: EDWARD AND JUNE KELLOGG FOUNDATION

EIN: 30-0057241

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
LAPTOP COMPUTER	2007-07-01	881	881	S/L	5 0000				
LAPTOP COMPUTER	2011-08-09	413	65	S/L	5 0000	82			
CAMERA	2011-04-30	562	23	S/L	7 0000	80			

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: EDWARD AND JUNE KELLOGG FOUNDATION

EIN: 30-0057241

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Met hod	Sales Expenses	Total (net)	Accumulated Depreciation
FROM K-1		PURCHASE				10			-10	

**TY 2013 Investments Corporate
Bonds Schedule**

Name: EDWARD AND JUNE KELLOGG FOUNDATION
EIN: 30-0057241

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HODGES/MASON CAPITAL - SEE SCHEDULE	209,338	209,338

**TY 2013 Investments Corporate
Stock Schedule****Name:** EDWARD AND JUNE KELLOGG FOUNDATION**EIN:** 30-0057241

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MASTER ACCOUNT - SEE SCHEDULE	40,926	40,926
THOMAS PARTNERS - SEE SCHEDULE	1,223,932	1,223,932
HODGES/MASON CAPITAL - SEE SCHEDULE	3,043,539	3,043,539

TY 2013 Investments - Other Schedule**Name:** EDWARD AND JUNE KELLOGG FOUNDATION**EIN:** 30-0057241

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERIGAS PARTNERS LP	FMV		
BREITBURN ENERGY PTR LP	FMV		
BUCKEYE PARTNERS UTS LP	FMV		
COMINAR REAL EST INVT	FMV		
CROMBIE REIT	FMV		
DCP MIDSTREAM PARTNERS	FMV		
ENTERPRISE PRD PRTNRS PL	FMV		
H&R REAL ESTATE INVT TR	FMV		
KINDER MORGAN ENERGY LP	FMV		
MARTIN MIDSTREAM	FMV		
MONMOUTH REAL EST INC	FMV		
ONEOK PARTNERS LP	FMV		
PLAINS AMERN PPLN LP	FMV		
REALTY INCOME COPR	FMV		
SUBURBAN PROPANE PRT LO	FMV		
SUNOCO LOGISTICS PTNR	FMV		
TC PIPELINES LP	FMV		
TEEKAY LGN PARTNERS LP	FMV		
URSTADT BIDDLE PPTYS CLA	FMV		
JP MORGAN EXCH TRADED NT	FMV	31,690	31,690
MASON CAPITAL - SEE SCHEDULE	FMV	716,686	716,686

TY 2013 Land, Etc. Schedule

Name: EDWARD AND JUNE KELLOGG FOUNDATION

EIN: 30-0057241

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT	1,856	1,131	725	649
PONTIUS ROAD	158,813		158,813	88,000
ADAMS ROAD	467,000		467,000	264,000

TY 2013 Other Expenses Schedule

Name: EDWARD AND JUNE KELLOGG FOUNDATION

EIN: 30-0057241

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DUES & MEMBERSHIPS	1,300			1,300
INSURANCE	1,132			849
MAINTENANCE & UPKEEP	3,562			3,562
MARKETING	2,217			1,217
MEALS - FND	3,599			3,599
MEALS - INVESTMENTS	458	229		
MISCELLANEOUS	250			
OFFICE SUPPLIES	287			144
OPERATING SUPPLIES	405			405
SUPPLIES - INVESTMENT	199	199		
PUBLIC RELATIONS/COMMUNITY IN	2,025			2,025
TRAVEL	1,516			1,365
WEBSITE - KAMP KELLOGG	149			149

TY 2013 Other Income Schedule**Name:** EDWARD AND JUNE KELLOGG FOUNDATION**EIN:** 30-0057241

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM FORMS K-1	51	51	
FORMS K-1 - BOX 1	-31,069		
FORMS K-1 - BOX 2	-14		
FORMS K-1 - BOX 3	109		
FORMS K-1 - BOX 10	-237		
FORMS K-1 - BOX 11A	59		
FORMS K-1 - BOX 11F	-299		
FORMS K-1 - BOX 13A	-5		
FORMS K-1 - BOX 13J	-3,734		

TY 2013 Other Increases Schedule

Name: EDWARD AND JUNE KELLOGG FOUNDATION

EIN: 30-0057241

Description	Amount
NET FORMS K-1 ACTIVITY	34,436
UNREALIZED GAINS ON INVESTMENTS	635,132

TY 2013 Other Professional Fees Schedule**Name:** EDWARD AND JUNE KELLOGG FOUNDATION**EIN:** 30-0057241

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	46,346	46,346		
FORMS K-1 - BOX 13H - INVESTMENT	100	100		
BREDERNITZ WAGNER	960			

TY 2013 Taxes Schedule**Name:** EDWARD AND JUNE KELLOGG FOUNDATION**EIN:** 30-0057241

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES	1,829	1,829		
FOREIGN TAXES PAID	3,721	3,721		
MICHIGAN ANNUAL FEE	20			20
FEDERAL EXCISE TAX PAID	16,600			

EDWARD AND JUNE KELLOGG FOUNDATION, INC
EIN 30-0057241
JUNE 30, 2013

SUPPORTING SCHEDULE
FORM 990PF, PART II, LINE 10b - Corporate Stock

NUMBER OF SHARES		DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
BEGINNING OF YEAR	END OF YEAR					
MASTER ACCOUNT:						
500 000	500 000	KELLOGG COMPANY	24,665	32,115	MARKET	32,115
325 000	325 000	CISCO SYSTEMS	5,580	7,909	MARKET	7,909
350 000	350 000	SCHLUMBERGER LTD	22,719	25,081	MARKET	25,081
			52,964	65,105		65,105
THOMAS PARTNERS:						
440 000	590 000	AT&T INC	15,690	20,886	MARKET	20,886
235 000	625 000	ABBOTT LABORATORIES	15,150	21,800	MARKET	21,800
-	235 000	ABBVIE INC	-	9,715	MARKET	9,715
445 000	645 000	ALTRIA GROUP	15,375	22,569	MARKET	22,569
250 000	335 000	AMERICAN EXPRESS COMPANY	14,553	25,045	MARKET	25,045
325 000	465 000	B C E INC	13,390	19,074	MARKET	19,074
175 000	235 000	BECTON DICKINSON & CO	13,081	23,225	MARKET	23,225
155 000	180 000	CHEVRON CORPORATION	16,353	21,301	MARKET	21,301
200 000	250 000	CHUBB CORPORATION	14,564	21,163	MARKET	21,163
405 000	-	CINCINNATI FINANCIAL CP	15,418	-	MARKET	-
-	460 000	COACH INC	-	26,261	MARKET	26,261
195 000	535 000	COCA COLA CO	15,247	21,459	MARKET	21,459
235 000	-	CULLEN FROST BANKERS	13,510	-	MARKET	-
180 000	225 000	DEERE & CO	14,557	18,281	MARKET	18,281
155 000	175 000	DIAGEO PLC NEW ADR	15,976	20,116	MARKET	20,116
290 000	-	DUPONT E I DE NEMOUR&CO	14,665	-	MARKET	-
295 000	360 000	EMERSON ELECTRIC CO	13,741	19,634	MARKET	19,634
501 624	889 417	ENBRIDGE ENERGY MGMT	16,037	26,932	MARKET	26,932
135 000	235 000	EXXON MOBIL CORP	11,552	21,232	MARKET	21,232
380 000	545 000	GALLAGHER ARTHUR J & CO	13,327	23,811	MARKET	23,811
185 000	280 000	GENERAL DYNAMICS COPRA	12,203	21,932	MARKET	21,932
-	415 000	GENERAL MILLS INC	-	20,140	MARKET	20,140
265 000	300 000	GENUINE PARTS CO	15,966	23,421	MARKET	23,421
550 000	995 000	INTEL CORP	14,658	24,109	MARKET	24,109
75 000	105 000	INTL BUSINESS MACHINES	14,669	20,067	MARKET	20,067
205 000	275 000	JOHNSON & JOHNSON	13,850	23,612	MARKET	23,612
410 000	-	JP MORGAN EXCH TRADED NT	15,892	-	MARKET	-
190 000	230 000	KIMBERLY-CLARK CORP	15,916	22,342	MARKET	22,342
250 191	327 019	KINDER MORGAN MGMT LLC	18,369	27,336	MARKET	27,336
503 000	-	KON PHILIPS ELE NV NEWF	9,894	-	MARKET	-
-	229 000	LOCKHEED MARTIN CORP	-	24,837	MARKET	24,837
455 000	760 000	MICROSOFT CORP	13,918	26,254	MARKET	26,254
245 000	305 000	NOVARTIS A G SPON ADR	13,696	21,567	MARKET	21,567
275 000	410 000	OMNICOM GROUP INC	13,365	25,777	MARKET	25,777
425 000	625 000	PAYCHEX INC	13,349	22,819	MARKET	22,819
165 000	250 000	PHILP MORRIS INTL	14,398	21,656	MARKET	21,656
160 000	150 000	P P G INDUSTRIES	16,979	21,962	MARKET	21,962
210 000	270 000	PROCTER & GAMBLE	12,863	20,787	MARKET	20,787
-	760 000	PFIZER INC	-	21,288	MARKET	21,288

EDWARD AND JUNE KELLOGG FOUNDATION, INC
EIN 30-0057241
JUNE 30, 2013

SUPPORTING SCHEDULE
FORM 990PF, PART II, LINE 10b - Corporate Stock

NUMBER OF SHARES		DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
BEGINNING OF YEAR	END OF YEAR					
320 000	470 000	REYNOLDS AMERICAN INC	14,358	22,733	MARKET	22,733
135 000	200 000	SIEMENS A G ADR	11,349	20,262	MARKET	20,262
355 000	1,695 000	STAPLES INC	4,633	26,900	MARKET	26,900
460 000	660 000	SYSCO CORPORATION	13,713	22,546	MARKET	22,546
155 000	205 000	3M COMPANY	13,888	22,417	MARKET	22,417
260 000	475 000	THE SOUTHERN COMPANY	12,038	20,962	MARKET	20,962
560 000	560 000	TORTOISE EGY INFRASTRUCTURE	22,344	26,040	MARKET	26,040
285 000	400 000	TOTAL S A ADR	12,811	19,480	MARKET	19,480
175 000	255 000	UNITED PARCEL SERVICE	13,783	22,052	MARKET	22,052
175 000	230 000	UNITED TECHNOLOGIES	13,218	21,376	MARKET	21,376
95 000	135 000	VF CORPORATION	12,678	26,063	MARKET	26,063
270 000	465 000	VERIZON COMMUNICATIONS	11,999	23,408	MARKET	23,408
-	525 000	WALGREEN COMPANY	-	23,205	MARKET	23,205
420 000	570 000	WASTE MANAGEMENT INC DEL	14,028	22,988	MARKET	22,988
			<u>663,011</u>	<u>1,072,842</u>		<u>1,072,842</u>

TRADEWINDS GLOBAL:

1,944 000	-	AGEAS ADR	3,694	-	MARKET	-
765 000	-	ALUMINA LIMITED	2,517	-	MARKET	-
145 000	-	AMERICAN INTL GROUP NEW	4,653	-	MARKET	-
130 000	-	ANGLOGOLD ASHANTI	4,464	-	MARKET	-
118 000	-	AON CORPORATION	5,520	-	MARKET	-
72 000	-	APACHE CORP	6,328	-	MARKET	-
167 000	-	ASTRAZENECA PLC ADR	7,473	-	MARKET	-
151 000	-	BARRICK GOLD CORP	5,673	-	MARKET	-
161 000	-	BEST BUY INC	3,375	-	MARKET	-
279 000	-	CA INC	7,558	-	MARKET	-
268 000	-	CAMECO CORP	5,883	-	MARKET	-
1,806 000	-	CARREFOUR SA ADR	6,303	-	MARKET	-
326 000	-	CISCO SYSTEMS INC	5,597	-	MARKET	-
177 000	-	CITIGROUP INC	4,852	-	MARKET	-
107 000	-	CVS CAREMARK CORP	5,000	-	MARKET	-
724 000	-	DAI NIPPON PRTG	5,604	-	MARKET	-
176 000	-	EAST JAPAN RAILWAY ADR F	1,829	-	MARKET	-
345 000	-	ELETRORBRAS ADR	2,425	-	MARKET	-
2,787 000	-	FINMECCANICA SPA ADR	5,407	-	MARKET	-
226 000	-	FUJIFILM HLDGS CORP	4,249	-	MARKET	-
181 000	-	GENERAL MOTORLS CO	3,569	-	MARKET	-
295 000	-	GOLD FIELDS LTD	3,779	-	MARKET	-
33 000	-	GOLDMAN SACHS GROUP INC	3,163	-	MARKET	-
98 000	-	HALLIBURTON CO HLDG CO	2,782	-	MARKET	-
248 000	-	HARTFORD FINL SVCS GRP	4,372	-	MARKET	-
199 000	-	HEWLETT-PACKARD COMPANY	4,002	-	MARKET	-
648 000	-	HOME RETAIL GROUP ADR F	3,376	-	MARKET	-
550 000	-	I N G GROEP N V ADR F	3,674	-	MARKET	-
93 000	-	INGERSOLL RAND CO	3,923	-	MARKET	-

EDWARD AND JUNE KELLOGG FOUNDATION, INC

EIN 30-0057241

JUNE 30, 2013

SUPPORTING SCHEDULE

FORM 990PF, PART II, LINE 10b - Corporate Stock

NUMBER OF SHARES		DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
BEGINNING OF YEAR	END OF YEAR					
138 000	-	JPMORGAN CHASE & CO	4,931	-	MARKET	-
793 000	-	KINROSS GOLD CORP	6,463	-	MARKET	-
340 000	-	KOREA ELEC POWER CP	3,801	-	MARKET	-
69 000	-	LINCOLN NATIONAL CORP	1,509	-	MARKET	-
121 000	-	LOEWS CORPORATION	4,950	-	MARKET	-
207 000	-	MERCK & CO INC	8,642	-	MARKET	-
174 000	-	METLIFE INC	5,368	-	MARKET	-
180 000	-	MICROSOFT CORP	5,506	-	MARKET	-
53 000	-	MOSAIC CO NEW	2,902	-	MARKET	-
531 000	-	MS&AD INS GRP HLDS	4,604	-	MARKET	-
260 000	-	NEWCREST MINING	6,120	-	MARKET	-
88 000	-	NEWMONT MINING	4,269	-	MARKET	-
197 000	-	NINTENDO LTD ADR	2,860	-	MARKET	-
322 000	-	NIPPON TELEX & TEL	7,451	-	MARKET	-
44 000	-	NOBLE ENERGY INC	3,732	-	MARKET	-
1,032 000	-	NOKIA CORP SPON ADR	2,136	-	MARKET	-
128 000	-	NRG ENERGY INC	2,222	-	MARKET	-
793 000	-	OAQ GAZPROM SPON ADR	7,534	-	MARKET	-
36 000	-	OCCIDENTAL PETE CORP	3,088	-	MARKET	-
82 000	-	PACCAR INC	3,214	-	MARKET	-
403 000	-	PANASONIC CORP ADR	3,264	-	MARKET	-
51 000	-	PERUSAHAAN PERSEROAN	1,776	-	MARKET	-
399 000	-	PFIZER INCORPORATED	9,177	-	MARKET	-
35 000	-	PHILIP MORRIS INTL	3,054	-	MARKET	-
181 000	-	PITNEY BOWES INC	2,710	-	MARKET	-
1,126 000	-	POLYUS GOLD INTL GDR F	3,581	-	MARKET	-
66 000	-	RAYTHEON COMPANY	3,735	-	MARKET	-
202 000	-	SANOFI ADR	7,632	-	MARKET	-
567 000	-	SEKISUI HOMES SPONS	5,307	-	MARKET	-
70 000	-	SEVEN & 1 HLDG CO	4,204	-	MARKET	-
279 000	-	SHISEIDO LTD SPON	4,378	-	MARKET	-
407 000	-	SK TELECOM LTD	4,925	-	MARKET	-
118 000	-	SWISSCOM AG ADR	4,727	-	MARKET	-
631 000	-	TELECOM ITALIA NEW	5,067	-	MARKET	-
121 000	-	TIME WARNER INC NEW	4,659	-	MARKET	-
68 000	-	TOYOTA MOTOR CP ADR NEWF	5,473	-	MARKET	-
266 000	-	UBS AG NEW F	3,115	-	MARKET	-
34 000	-	UNION PACIFIC CORP	4,057	-	MARKET	-
202 000	-	UNUM GROUP	3,864	-	MARKET	-
139 000	-	VIACOM INC	6,536	-	MARKET	-
173 000	-	VODAFONE GROUP NEW	4,875	-	MARKET	-
60 000	-	WACOAL HLDGS CORP	3,546	-	MARKET	-
173 000	-	WELLS FARGO & CO	5,785	-	MARKET	-
			<u>327,793</u>	<u>-</u>		<u>-</u>

EDWARD AND JUNE KELLOGG FOUNDATION, INC
EIN 30-0057241
JUNE 30, 2013

SUPPORTING SCHEDULE
FORM 990PF, PART II, LINE 10b - Corporate Stock

NUMBER OF SHARES		DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
BEGINNING OF YEAR	END OF YEAR					
HODGES/MASON CAPITAL:						
220 000	190 000	AIR PROD & CHEMICALS INC	17,761	17,398	MARKET	17,398
430 000	380 000	ANADARKO PETROLEUM CORP	28,466	32,653	MARKET	32,653
470 000	830 000	APTARGROUP INC	23,994	45,824	MARKET	45,824
660 000	1,020 000	AUTO DATA PROCESSING	36,736	70,237	MARKET	70,237
1,155 000	1,265 000	AVERY DENNISON CORP	31,578	54,091	MARKET	54,091
980 000	600 000	B&G FOODS INC	26,068	20,430	MARKET	20,430
400 000	460 000	BARD C R INCORPORATED	42,976	49,993	MARKET	49,993
1,420 000	840 000	BEMIS CO INC	44,503	32,878	MARKET	32,878
1,180 000	1,330 000	BRADY CORPORATION CL A	32,462	40,871	MARKET	40,871
990 000	990 000	BRANDYWINE RLTY 7 50% PFD	25,027	25,423	MARKET	25,423
1,200 000	650 000	CBL & ASSOC PPTYS PFD	30,576	16,445	MARKET	16,445
1,104 000	-	CEDAR SHOPPING 8 875% PFD	28,109	-	MARKET	-
730 000	650 000	CHURCH & DWIGHT CO INC	40,493	40,112	MARKET	40,112
-	650 000	CLOROX COMPANY	-	54,041	MARKET	54,041
450 000	940 000	COLGATE-PALMOLIVE CO	46,845	53,853	MARKET	53,853
-	440 000	COMPAGNIE DE ST NEW ORDF	-	17,787	MARKET	17,787
500 000	250 000	COMWLTH BK OF AUSTRALIAF	27,215	15,831	MARKET	15,831
1,200 000	1,200 000	CP OFFICE PPTYS 7 5% PFD	30,000	30,468	MARKET	30,468
1,200 000	1,200 000	DUPONT FABROS TECHN PFD	31,392	30,780	MARKET	30,780
320 000	590 000	ECOLAB INC	21,930	50,262	MARKET	50,262
690 000	700 000	EMERSON ELECTRIC CO	32,140	38,178	MARKET	38,178
-	410 000	EXXON MOBIL	-	37,044	MARKET	37,044
1,220 000	-	FIRST INDL 7 25% J PFD	29,585	-	MARKET	-
1,120 000	1,120 000	FIRST POTOMAC RLTY PDF A	28,325	29,546	MARKET	29,546
760 000	620 000	FISERV INC	54,887	54,194	MARKET	54,194
1,240 000	730 000	GENERAL MILLS INC	47,790	35,427	MARKET	35,427
1,000 000	1,000 000	GLADSTONE COML 7 50% PFD	25,000	25,200	MARKET	25,200
470 000	780 000	GLAXOSMITHKLINE PLC ADRF	21,418	38,977	MARKET	38,977
730 000	670 000	GRACO INCORPORATED	33,638	42,351	MARKET	42,351
110 000	190 000	GRAINGER W W INC	21,036	47,914	MARKET	47,914
-	220 000	HASBRO INC	-	9,863	MARKET	9,863
1,850 000	1,590 000	HEINEKEN NV ADR	48,359	50,642	MARKET	50,642
660 000	-	HEINZ H J CO	35,891	-	MARKET	-
1,090 000	1,420 000	HORMEL FOODS CORP	33,158	54,784	MARKET	54,784
620 000	-	INFOSYS LTD SPON ADR	27,937	-	MARKET	-
1,490 000	1,090 000	I T T CORPORATION NEW	26,224	32,057	MARKET	32,057
-	420 000	IMPERIAL OIL LTD	-	16,048	MARKET	16,048
-	400 000	INGREDION INC	-	26,248	MARKET	26,248
710 000	360 000	JACOBS ENGINEERING GROUP	26,881	19,847	MARKET	19,847
-	110 000	JOHNSON & JOHNSON	-	9,445	MARKET	9,445
970 000	970 000	KILROY REALTY 7 8% PFD	25,133	24,522	MARKET	24,522
490 000	430 000	KIMBERLY-CLARK CORP	41,047	41,770	MARKET	41,770
1,380 000	-	KIMCO REALTY CORP PFD	35,397	-	MARKET	-
1,270 000	1,270 000	KITE RLTY GROUP TR PFD	32,385	32,703	MARKET	32,703
-	400 000	LINCOLN ELEC HLDGS	-	22,908	MARKET	22,908
-	650 000	MACY'S	-	31,200	MARKET	31,200

EDWARD AND JUNE KELLOGG FOUNDATION, INC

EIN 30-0057241

JUNE 30, 2013

SUPPORTING SCHEDULE

FORM 990PF, PART II, LINE 10b - Corporate Stock

NUMBER OF SHARES		DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
BEGINNING OF YEAR	END OF YEAR					
1,200 000	540 000	MARATHON OIL CORP	30,684	18,673	MARKET	18,673
550 000	-	MARATHON PETE CORP	24,706	-	MARKET	-
720 000	570 000	MCCORMICK & CO INC	43,668	40,105	MARKET	40,105
220 000	460 000	MC DONALDS CORP	19,477	45,540	MARKET	45,540
190 000	220 000	METTLER TOLEDO INTL INCF	29,612	44,264	MARKET	44,264
-	400 000	MOLINA HEALTH CARE	-	14,872	MARKET	14,872
870 000	650 000	NATIONAL GRID PLC ADR F	46,101	36,836	MARKET	36,836
420 000	620 000	NORFOLK SOUTHER CORP	30,143	45,043	MARKET	45,043
910 000	730 000	NOVARTIS A G SPON ADR F	50,869	51,618	MARKET	51,618
-	220 000	OCCIDENTAL PETE CORP	-	19,631	MARKET	19,631
810 000	650 000	OMNICOM GROUP INC	39,366	40,866	MARKET	40,866
-	190 000	OPEN TEXT CORP	-	13,009	MARKET	13,009
2,620 000	1,780 000	PAA NATURAL GAS STORAGE	46,819	37,451	MARKET	37,451
550 000	510 000	PARKER-HANNIFIN CORP	42,284	48,654	MARKET	48,654
1,350 000	-	PARKWAY PPTYS INC 8% PFD	33,818	-	MARKET	-
-	1,200 000	PARTNERS REAL ESTATE	-	7,740	MARKET	7,740
1,600 000	1,330 000	PAYCHEX INC	50,256	48,558	MARKET	48,558
1,130 000	410 000	PEABODY CORP	27,708	6,002	MARKET	6,002
180 000	240 000	PRAXAIR INC	19,571	27,638	MARKET	27,638
880 000	-	PRIMARUS RETAIL REIT	20,259	-	MARKET	-
890 000	1,130 000	PROSPERITY BANCSHARES	37,407	58,523	MARKET	58,523
44,460 000	-	ROUNDYS INC	45,537	-	MARKET	-
-	610 000	SALLY BEAUTY HOLDINGS	-	18,971	MARKET	18,971
-	540 000	SASOL LIMITED SPON	-	23,387	MARKET	23,387
1,010 000	404 000	SAUL CENTERS INC A PFD	26,098	10,472	MARKET	10,472
-	260 000	SAUL CENTERS INC C PFD	-	6,630	MARKET	6,630
730 000	590 000	SCHNEIDER ELEC SA ORD F	40,512	42,740	MARKET	42,740
330 000	330 000	SHERWIN WILLIAMS CO	43,676	58,278	MARKET	58,278
-	190 000	SHIRE PLC ADR	-	18,071	MARKET	18,071
-	330 000	SMITH & NEPHEW ADR	-	18,510	MARKET	18,510
980 000	-	STATE STREET CORP	43,747	-	MARKET	-
-	670 000	TAYLOR CPAITLA GR 8%	-	17,387	MARKET	17,387
-	600 000	TCF FINL CORP	-	14,921	MARKET	14,921
610 000	380 000	TORONTO DOMINION BANK	47,720	30,541	MARKET	30,541
660 000	490 000	TOTAL SA ADR	29,667	23,863	MARKET	23,863
1,600 000	1,940 000	TULLOW OIL PLC NEW ORD	36,865	29,424	MARKET	29,424
-	390 000	US PHYSICAL THERAPY	-	10,780	MARKET	10,780
1,000 000	1,000 000	UMH PPTYS 8 25% PFD	25,900	26,430	MARKET	26,430
-	1,350 000	UNITED ONLINE INC	-	10,233	MARKET	10,233
1,010 000	1,010 000	URSTADT BIDDLE 7 5% PFD	25,856	25,634	MARKET	25,634
-	350 000	VERMILLION ENERGY	-	17,101	MARKET	17,101
1,010 000	1,010 000	VORNADO REALTY 6 625% PFD	25,947	25,533	MARKET	25,533
410 000	-	WEIGHT WATCHERS INTL INC	21,140	-	MARKET	-
1,370 000	587 000	WEINGARTEN RLTY 6 5% PFD	34,935	14,751	MARKET	14,751
850 000	-	WILEY JOHN & SON CL A	41,642	-	MARKET	-
1,160 000	860 000	XYLEM INC	29,197	23,168	MARKET	23,168
			<u>2,303,549</u>	<u>2,492,093</u>		<u>2,492,093</u>

EDWARD AND JUNE KELLOGG FOUNDATION, INC
EIN 30-0057241
JUNE 30, 2013

SUPPORTING SCHEDULE
FORM 990PF, PART II, LINE 10b - Corporate Stock

NUMBER OF SHARES		DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
BEGINNING	END					
OF YEAR	OF YEAR					
GRAND TOTAL - ALL INVESTMENT ACCOUNTS			3,347,317	3,630,040	3,630,040	

EDWARD AND JUNE KELLOGG FOUNDATION, INC
EIN 30-0057241
JUNE 30, 2013

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

NUMBER OF SHARES		DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
BEGINNING OF YEAR	END OF YEAR					
HODGES/MASON CAPITAL:						
27,000 000	27,000 000	DEAN FOODS CO 6 9%	28,215	28,823	MARKET	28,823
28,000 000	-	EDISON MISSION 7 5%	16,940	-	MARKET	-
58,000 000	58,000 000	ENTERPRISE PROD FLT 2067	57,855	60,900	MARKET	60,900
22,000 000	-	GIBRALTAR INDS 8 0%	22,495	-	MARKET	-
21,000 000	21,000 000	MARTIN MDSTRM 8 875%	21,210	22,103	MARKET	22,103
28,000 000	-	PATRIOT COAL CRP 8 25%	9,800	-	MARKET	-
23,000 000	-	PENN VA CORP 10 375%	21,850	-	MARKET	-
28,000 000	-	SUPERVALU INC 8%	28,420	-	MARKET	-
23,000 000	23,000 000	TENNECO PKG PTV 8 125%	20,901	23,000	MARKET	23,000
22,000 000	-	TESORO 6 5%	22,605	-	MARKET	-
29,000 000	-	ARCH COAL 8 75%	27,840	-	MARKET	-
20,000 000	20,000 000	BREITBURN ENERGY 8 625%	21,150	21,250	MARKET	21,250
29,000 000	29,000 000	CENTRAL GARDEN 8 25%	29,145	29,363	MARKET	29,363
30,000 000	30,000 000	FERRELL GAS 8 625%	26,550	30,525	MARKET	30,525
37,000 000	-	EDUCATION MGMT 8 75%	32,838	-	MARKET	-
27,000 000	-	INVERNESS MED 7 875%	27,675	-	MARKET	-
22,000 000	22,000 000	SUNCOKE ENERGY 7 625%	21,285	22,770	MARKET	22,770
			436,774	238,734		238,734
GRAND TOTAL - ALL INVESTMENT ACCOUNTS			436,774	238,734		238,734



Schwab One® Account of
EDWARD & JUNE KELLOGG FOUNDATI
MKT: THOMAS PARTNERS

Account Number
6220-9752

Statement Period
June 1-30, 2014

Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.32	0.00	1.87
Cash Dividends	0.00	4,260.04	0.00	18,465.03
Total Income	0.00	4,260.36	0.00	18,466.90

Investment Detail - Cash and Money Market Funds [Sweep]

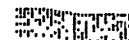
Cash	Market Value	% of Account Assets
Cash	494.10	<1%
Total Cash	494.10	<1%

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCH ADV CASH RESRV PREM: SWZXX	60,754.1100	1.0000	60,754.11	0.01%	5%
Total Money Market Funds [Sweep]			60,754.11		5%
Total Cash & Money Market [Sweep]			61,248.21		5%

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
A T & T INC NEW SYMBOL: T	590.0000	35.3600	20,862.40 19,849.79	2%	1,012.61	5.20%	1,085.60

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Schwab One® Account of
EDWARD & JUNE KELLOGG FOUNDATI
MKT: THOMAS PARTNERS

Account Number
6220-9752

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)							
ABBOTT LABORATORIES SYMBOL: ABT	625.0000	40.9000	25,562.50 19,092.33	2%	6,470.17	2.15%	550.00
ALTRIA GROUP INC SYMBOL: MO	645.0000	41.9400	27,051.30 17,291.81	2%	9,759.49	4.57%	1,238.40
							<i>Accrued Dividend: 309.60</i>
AMERICAN EXPRESS COMPANY SYMBOL: AXP	335.0000	94.8700	31,781.45 15,830.87	2%	15,950.58	0.96%	308.20
B C E INC NEW F SYMBOL: BCE	722.0000	45.3600	32,749.92 28,349.33	2%	4,400.59	4.95%	1,622.10
BECTON DICKINSON & CO SYMBOL: BDX	235.0000	118.3000	27,800.50 17,477.10	2%	10,323.40	1.84%	512.30
CHEVRON CORPORATION SYMBOL: CVX	180.0000	130.5500	23,499.00 13,301.00	2%	10,198.00	3.27%	770.40
CHUBB CORPORATION SYMBOL: CB	250.0000	92.1700	23,042.50 14,635.25	2%	8,407.25	2.16%	500.00
							<i>Accrued Dividend: 125.00</i>
CISCO SYSTEMS INC SYMBOL: CSCO	1,221.0000	24.8500	30,341.85 27,981.41	2%	2,360.44	3.05%	927.96
COCA COLA COMPANY SYMBOL: KO	590.0000	42.3600	24,992.40 18,350.44	2%	6,641.96	2.88%	719.80
							<i>Accrued Dividend: 179.95</i>
DEERE & CO SYMBOL: DE	225.0000	90.5500	20,373.75 13,853.60	2%	6,520.15	2.25%	459.00

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EDWARD & JUNE KELLOGG FOUNDATI
MKT: THOMAS PARTNERS

DUPLICATE STATEMENT

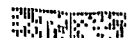
Account Number
6220-9752

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)							
DIAGEO PLC NEW ADR F SPONSORED ADR 1 ADR REPS 4 ORD SYMBOL: DEO	175.0000	127.2700	22,272.25 14,300.31	2%	7,971.94	2.05%	457.19
EMERSON ELECTRIC CO SYMBOL: EMR	360.0000	66.3600	23,889.60 16,411.30	2%	7,478.30	2.59%	619.20
EXXON MOBIL CORPORATION SYMBOL: XOM	235.0000	100.6800	23,659.80 19,323.27	2%	4,336.53	2.74%	648.60
GALLAGHER ARTHUR J & CO SYMBOL: AJG	545.0000	46.6000	25,397.00 16,825.00	2%	8,572.00	3.09%	784.80
GENERAL DYNAMICS CORP SYMBOL: GD	280.0000	116.5500	32,634.00 19,542.47	2%	13,091.53	2.12%	694.40
GENERAL ELECTRIC COMPANY SYMBOL: GE	988.0000	26.2800	25,964.64 26,872.59	2%	(907.95)	3.34%	869.44
							<i>Accrued Dividend: 217.36</i>
GENERAL MILLS INC SYMBOL: GIS	415.0000	52.5400	21,804.10 20,458.13	2%	1,345.97	3.12%	680.60
GENUINE PARTS CO SYMBOL: GPC	300.0000	87.8000	26,340.00 14,252.62	2%	12,087.38	2.61%	690.00
							<i>Accrued Dividend: 172.50</i>
ILLINOIS TOOL WORKS INC SYMBOL: ITW	314.0000	87.5600	27,493.84 25,464.40	2%	2,029.44	1.91%	527.52

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Schwab One® Account of
EDWARD & JUNE KELLOGG FOUNDATI
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Account Number
6220-9752

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
INTEL CORP SYMBOL: INTC	995.0000	30.9000	30,745.50 20,568.38	2%	10,177.12	2.91%	895.50
INTL BUSINESS MACHINES SYMBOL: IBM	139.0000	181.2700	25,196.53 20,924.10	2%	4,272.43	2.42%	611.60
JOHNSON & JOHNSON SYMBOL: JNJ	275.0000	104.6200	28,770.50 19,039.38	2%	9,731.12	2.67%	770.00
KIMBERLY-CLARK CORP SYMBOL: KMB	230.0000	111.2200	25,580.60 16,308.15	2%	9,272.45	3.02%	772.80
							<i>Accrued Dividend: 193.20</i>
LOCKHEED MARTIN CORP SYMBOL: LMT	229.0000	160.7300	36,807.17 24,505.18	3%	12,301.99	3.30%	1,218.28
MICROSOFT CORP SYMBOL: MSFT	760.0000	41.7000	31,692.00 18,931.41	2%	12,760.59	2.68%	851.20
NORTHEAST UTILITIES SYMBOL: NU	537.0000	47.2700	25,383.99 22,469.42	2%	2,914.57	3.32%	843.09
NOVARTIS A G SPON ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: NVS	305.0000	90.5300	27,611.65 18,507.15	2%	9,104.50	3.04%	841.74
OMNICOM GROUP INC SYMBOL: OMC	410.0000	71.2200	29,200.20 18,121.33	2%	11,078.87	2.24%	656.00
							<i>Accrued Dividend: 205.00</i>

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Schwab One® Account of
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MKT: THOMAS PARTNERS

Account Number
6220-9752

Statement Period
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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
ORACLE CORPORATION SYMBOL: ORCL	739.0000	40.5300	29,951.67 25,691.85	2%	4,259.82	1.18%	354.72
P P G INDUSTRIES INC SYMBOL: PPG	150.0000	210.1500	31,522.50 16,988.01	2%	14,534.49	1.27%	402.00
PFIZER INCORPORATED SYMBOL: PFE	760.0000	29.6800	22,556.80 21,625.80	2%	931.00	3.50%	790.40
PHILIP MORRIS INTL INC SYMBOL: PM	250.0000	84.3100	21,077.50 16,250.77	2%	4,826.73	4.45%	940.00
							<i>Accrued Dividend: 235.00</i>
PROCTER & GAMBLE SYMBOL: PG	270.0000	78.5900	21,219.30 18,014.29	2%	3,205.01	3.27%	695.09
REYNOLDS AMERICAN INC SYMBOL: RAI	470.0000	60.3500	28,364.50 16,022.71	2%	12,341.79	4.44%	1,259.60
							<i>Accrued Dividend: 314.90</i>
SIEMENS A G ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: SIEGY	200.0000	132.1900	26,438.00 21,615.30	2%	4,822.70	3.09%	818.57
THE SOUTHERN COMPANY SYMBOL: SO	475.0000	45.3800	21,555.50 17,670.91	2%	3,884.59	4.62%	997.50
TORTOISE EGY INFRASTRUCT SYMBOL: TYG	560.0000	49.4500	27,692.00 14,840.03	2%	12,851.97	4.69%	1,299.20

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Schwab One® Account of
EDWARD & JUNE KELLOGG FOUNDATI
MKT: THOMAS PARTNERS

Account Number
6220-9752

Statement Period
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Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)							
TOTAL S A ADR F	400.0000	72.2000	28,880.00	2%	7,812.50	4.57%	1,320.30
1 ADR REP 1 ORD			21,067.50				
SYMBOL: TOT							
UNITED TECHNOLOGIES CORP	230.0000	115.4500	26,553.50	2%	8,117.80	2.04%	542.80
SYMBOL: UTX			18,435.70				
V F CORPORATION	540.0000	63.0000	34,020.00	3%	19,247.62	1.66%	567.00
SYMBOL: VFC			14,772.38				
VERIZON COMMUNICATIONS	622.0000	48.9300	30,434.46	2%	6,304.01	4.33%	1,318.64
SYMBOL: VZ			24,130.45				
WALGREEN COMPANY	525.0000	74.1300	38,918.25	3%	19,477.55	1.69%	661.50
SYMBOL: WAG			19,440.70				
WASTE MANAGEMENT INC DEL	601.0000	44.7300	26,882.73	2%	6,553.58	3.35%	901.50
SYMBOL: WM			20,329.15				
3M COMPANY	205.0000	143.2400	29,364.20	2%	11,757.55	2.38%	701.10
SYMBOL: MMM			17,606.65				
Total Equities	20,107.0000		1,223,931.85	93%	360,592.13		35,685.64
		Total Cost Basis:	863,339.72				

Total Accrued Dividend for Equities: 1,952.51

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Schwab One® Account of
EDWARD & JUNE KELLOGG FOUNDATI
MKT: THOMAS PARTNERS

Account Number
6220-9752

Statement Period
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Investment Detail - Other Assets

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)
			<i>Cost Basis</i>		
Other Assets					
JP MORGAN EXCH TRADED NT	605.0000	52.3800	31,689.90	2%	8,652.51
ALERIAN MLP			23,037.39		
SYMBOL: AMJ					
Total Other Assets	605.0000		31,689.90	2%	8,652.51
		Total Cost Basis:	23,037.39		

Total Investment Detail	1,316,869.96
Total Account Value	1,316,869.96
Total Cost Basis	886,377.11

Realized Gain or (Loss)

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
Long Term						
COACH INC: COH	460.0000	multiple	06/23/14	15,644.71	23,142.59	(7,497.88)
Total Long Term				15,644.71	23,142.59	(7,497.88)
Total Realized Gain or (Loss)				15,644.71	23,142.59	(7,497.88)

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.





Schwab One® Account of
**EDWARD & JUNE KELLOGG
 FOUNDATION**
 MGR: MASON CAPITAL

DUPLICATE STATEMENT

Account Number
2573-8136

Statement Period
June 1-30, 2014

Investment Detail - Fixed Income

	Par	Market Price	Market Value	Adjusted	% of	Unrealized	Estimated
	Units Purchased	Cost Per Unit	Cost Basis	Cost Basis	Account Assets	Gain or (Loss)	Annual Income
Corporate Bonds					Acquired		Yield to Maturity
BREITBURN ENERG 8.625%20	20,000.0000	109.7500	21,950.00	20,012.77	<1%	1,937.23^b	1,725.00
DUE 10/15/20	20,000.0000	100.0750	20,015.00	20,012.77	09/23/11	1,937.23 ^b	8.61%
CALLABLE 10/15/15 AT 104.31300							
CUSIP: 106777AB1							
MOODY'S: B3 S&P: B-							
						Accrued Interest: 364.17	
CENT GARDEN & PE 8.25%18	29,000.0000	103.7500	30,087.50	29,227.21	<1%	860.29^b	2,392.50
DUE 03/01/18	14,000.0000	98.5071	13,791.00	13,791.00	12/05/11	734.00	8.55%
CALLABLE 07/31/14 AT 104.12500	5,000.0000	107.6750	5,383.75	5,253.53	03/09/12	(66.03) ^b	6.66%
CUSIP: 153527AG1	10,000.0000	102.6500	10,265.00	10,182.68	05/18/12	192.32 ^b	7.66%
MOODY'S: B3 S&P: CCC+							
Cost Basis			29,439.75				
						Accrued Interest: 797.50	
DEAN FOODS COMPAN 6.9%17	27,000.0000	109.7500	29,632.50	25,393.57	<1%	4,238.93^b	1,863.00
DUE 10/15/17	26,000.0000	89.1196	23,171.12	24,423.18	12/22/10	4,111.82 ^b	9.07%
CUSIP: 242361AB9	1,000.0000	95.0000	950.00	970.39	08/18/11	127.11 ^b	7.94%
MOODY'S: B2 S&P: B-							
Cost Basis			24,121.12				
						Accrued Interest: 393.30	

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DUPLICATE STATEMENT

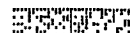
Account Number
2573-8136

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Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
ENTERPRISE PRODUC VAR 67	58,000.0000	106.0000	61,480.00	N/A	2%	3,070.00	N/A
DUE 06/01/67	26,000.0000	99.0576	25,755.00	N/A	12/22/10	1,805.00	N/A
CALLABLE 06/01/17 AT 100.00000	2,000.0000	98.2500	1,965.00	N/A	08/18/11	155.00	N/A
CUSIP: 29379VAN3	30,000.0000	102.3000	30,690.00	N/A	05/18/12	1,110.00	N/A
MOODY'S: Baa2 S&P: BBB- Cost Basis			58,410.00				
FERRELLGAS PART 8.625%20	30,000.0000	106.8750	32,062.50	27,663.65	<1%	4,398.85^b	2,587.50
DUE 06/15/20	25,000.0000	90.0600	22,515.00	23,028.76	02/14/12	3,689.99 ^b	10.43%
CALLABLE 06/15/15 AT 104.31300	5,000.0000	90.8000	4,540.00	4,634.89	02/22/12	708.86 ^b	10.29%
CUSIP: 315295AE5							
MOODY'S: B3 S&P: B- Cost Basis			27,055.00				
						Accrued Interest: 115.00	
PACTIV LLC 8.125%17	23,000.0000	111.5000	25,645.00	22,770.33	<1%	2,874.67^b	1,868.75
DUE 06/15/17	22,000.0000	99.0991	21,801.82	21,801.82	12/22/10	2,728.18	8.30%
CUSIP: 880394AD3	1,000.0000	94.5000	945.00	968.51	08/18/11	146.49 ^b	9.36%
MOODY'S: Caa2 S&P: CCC+							
Cost Basis			22,746.82				
						Accrued Interest: 83.05	

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Schwab One® Account of
**EDWARD & JUNE KELLOGG
 FOUNDATION**
MGR: MASON CAPITAL

DUPLICATE STATEMENT

Account Number
2573-8136

Statement Period
June 1-30, 2014

Investment Detail - Fixed Income (continued)

	Par	Market Price	Market Value	Adjusted	% of	Unrealized	Estimated
	Units Purchased	Cost Per Unit	Cost Basis	Cost Basis	Account	Gain or (Loss)	Annual Income
Corporate Bonds (continued)					Assets Acquired		Yield to Maturity
SUNCOKE ENERGY 7.625%19	8,000.0000	106.0000	8,480.00	8,186.74	<1%	293.26 ^b	610.00
DUE 08/01/19	8,000.0000	103.0681	8,245.45	8,186.74	05/18/12	293.26 ^b	7.07%
CALLABLE 08/01/14 AT 105.71900							
CUSIP: 86722AAC7							
MOODY'S: B1 S&P: B+							
							Accrued Interest: 254.17
Total Corporate Bonds	195,000.0000		209,337.50	133,254.27	5%	17,673.23 ^b	11,046.75
			Total Cost Basis:	190,033.14			
Total Accrued Interest for Corporate Bonds: 2,007.19							
Total Fixed Income	195,000.0000		209,337.50	133,254.27	5%	17,673.23 ^b	11,046.75
			Total Cost Basis:	190,033.14			

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment.

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DUPLICATE STATEMENT

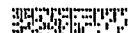
Account Number
2573-8136

Statement Period
June 1-30, 2014

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
A T & T INC NEW	550.0000	35.3600	19,448.00	<1%	576.52	5.20%	1,012.00
SYMBOL: T	550.0000	34.3117	18,871.48	09/23/13	576.52	280	Short-Term
ALTRIA GROUP INC	1,080.0000	41.9400	45,295.20	1%	7,924.84	4.57%	2,073.60
SYMBOL: MO	1,080.0000	34.6021	37,370.36	09/12/13	7,924.84	291	Short-Term
							Accrued Dividend: 518.40
ANADARKO PETROLEUM CORP	380.0000	109.4700	41,598.60	1%	11,263.33	0.98%	410.40
SYMBOL: APC	120.0000	67.7663	8,131.96	12/22/10	5,004.44	1286	Long-Term
	100.0000	75.1100	7,511.00	06/09/11	3,436.00	1117	Long-Term
	160.0000	91.8269	14,692.31	05/20/13	2,822.89	406	Long-Term
Cost Basis			30,335.27				
APTARGROUP INC	430.0000	67.0100	28,814.30	<1%	5,568.29	1.67%	481.60
SYMBOL: ATR	70.0000	48.0038	3,360.27	11/28/11	1,330.43	945	Long-Term
	360.0000	55.2381	19,885.74	03/08/13	4,237.86	479	Long-Term
Cost Basis			23,246.01				
AUTO DATA PROCESSING	1,020.0000	79.2800	80,865.60	2%	22,042.32	2.42%	1,958.40
SYMBOL: ADP	570.0000	46.9277	26,748.80	12/22/10	18,440.80	1286	Long-Term
	450.0000	71.2766	32,074.48	05/20/13	3,601.52	406	Long-Term
Cost Basis			58,823.28				Accrued Dividend: 489.60
AVERY DENNISON CORP	800.0000	51.2500	41,000.00	1%	5,375.07	2.73%	1,120.00
SYMBOL: AVY	800.0000	44.5311	35,624.93	05/20/13	5,375.07	406	Long-Term
B & G FOODS INC	600.0000	32.6900	19,614.00	<1%	7,134.25	4.16%	816.00
SYMBOL: BGS	140.0000	15.8755	2,222.57	06/09/11	2,354.03	1117	Long-Term
	370.0000	20.4869	7,580.17	11/30/11	4,515.13	943	Long-Term
	90.0000	29.7445	2,677.01	03/08/13	265.09	479	Long-Term
Cost Basis			12,479.75				

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Schwab One® Account of
**EDWARD & JUNE KELLOGG
 FOUNDATION**
 MGR: MASON CAPITAL

DUPLICATE STATEMENT

Account Number
2573-8136

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
BARD C R INCORPORATED	460.0000	143.0100	65,784.60	2%	18,648.45	0.58%	386.40
SYMBOL: BCR	60.0000	93.3550	5,601.30	12/22/10	2,979.30	1286	Long-Term
	120.0000	95.5370	11,464.45	11/08/12	5,696.75	599	Long-Term
	280.0000	107.3942	30,070.40	05/20/13	9,972.40	406	Long-Term
<i>Cost Basis</i>			<i>47,136.15</i>				
BEMIS CO INC	840.0000	40.6600	34,154.40	<1%	6,366.34	2.65%	907.20
SYMBOL: BMS	220.0000	33.2011	7,304.25	12/22/10	1,640.95	1286	Long-Term
	200.0000	32.7116	6,542.32	03/09/11	1,589.68	1209	Long-Term
	90.0000	28.4483	2,560.35	11/28/11	1,099.05	945	Long-Term
	200.0000	30.2473	6,049.46	05/18/12	2,082.54	773	Long-Term
	130.0000	41.0129	5,331.68	05/20/13	(45.88)	406	Long-Term
<i>Cost Basis</i>			<i>27,788.06</i>				
BRADY CORPORATION CL A	800.0000	29.8700	23,896.00	<1%	(1,928.75)	2.61%	624.00
CLASS A	40.0000	33.2720	1,330.88	12/22/10	(136.08)	1286	Long-Term
SYMBOL: BRC	200.0000	35.9465	7,189.30	03/09/11	(1,215.30)	1209	Long-Term
	100.0000	28.2257	2,822.57	11/28/11	164.43	945	Long-Term
	460.0000	31.4826	14,482.00	11/08/12	(741.80)	599	Long-Term
<i>Cost Basis</i>			<i>25,824.75</i>				
BRANDYWINE REA 6.9% PFD	1,470.0000	26.2000	38,514.00	<1%	1,350.00	6.58%	2,535.75
PFD SER E	990.0000	25.0151	24,765.00	04/03/12	1,173.00	818	Long-Term
SYMBOL: BDN+E	480.0000	25.8312	12,399.00	07/29/13	177.00	336	Short-Term
<i>Cost Basis</i>			<i>37,164.00</i>				
CBL & ASSOCI 7.375% PFD	650.0000	25.3500	16,477.50	<1%	(80.00)	7.27%	1,198.44
PFD SER D DUE 12/31/99	650.0000	25.4730	16,557.50	11/29/12	(80.00)	578	Long-Term
SYMBOL: CBL+D							

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Schwab One® Account of
**EDWARD & JUNE KELLOGG
 FOUNDATION**
 MGR: MASON CAPITAL

DUPLICATE STATEMENT

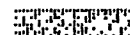
Account Number
2573-8136

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
CHESAPEAKE LO 7.75% PFD	620.0000	26.6500	16,523.00	<1%	1,045.20	7.27%	1,201.25
PFD SER A	620.0000	24.9641	15,477.80	10/11/13	1,045.20	262	Short-Term
SYMBOL: CHSP+							
CHESAPEAKE UTIL CORP	250.0000	71.3300	17,832.50	<1%	1,751.25	2.15%	385.00
SYMBOL: CPK	250.0000	64.3250	16,081.25	05/14/14	1,751.25	47	Short-Term
							Accrued Dividend: 101.25
CHURCH & DWIGHT CO INC	650.0000	69.9500	45,467.50	1%	12,580.05	1.77%	806.00
SYMBOL: CHD	300.0000	35.3327	10,599.81	12/22/10	10,385.19	1286	Long-Term
	350.0000	63.6789	22,287.64	05/20/13	2,194.86	406	Long-Term
Cost Basis			32,887.45				
CLOROX COMPANY	390.0000	91.4000	35,646.00	<1%	2,460.09	3.10%	1,107.60
SYMBOL: CLX	280.0000	84.2699	23,595.59	03/08/13	1,996.41	479	Long-Term
	110.0000	87.1847	9,590.32	05/20/13	463.68	406	Long-Term
Cost Basis			33,185.91				
COLGATE-PALMOLIVE CO	940.0000	68.1800	64,089.20	2%	24,490.29	2.11%	1,353.60
SYMBOL: CL	660.0000	40.4266	26,681.59	12/22/10	18,317.21	1286	Long-Term
	240.0000	44.1258	10,590.20	11/28/11	5,773.00	945	Long-Term
	40.0000	58.1780	2,327.12	03/08/13	400.08	479	Long-Term
Cost Basis			39,598.91				
COMCAST CORP NEW CL A	350.0000	53.6800	18,788.00	<1%	3,009.56	1.67%	315.00
SYMBOL: CMCSA	350.0000	45.0812	15,778.44	07/31/13	3,009.56	334	Short-Term
COMWLTH BK OF AUSTRALIA F	250.0000	76.3386	19,084.65	<1%	4,104.21	0.00%	0.00
SYMBOL: CBAUF	250.0000	59.9217	14,980.44	11/08/12	4,104.21	599	Long-Term

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Schwab One® Account of
**EDWARD & JUNE KELLOGG
 FOUNDATION**
MGR: MASON CAPITAL

DUPLICATE STATEMENT

Account Number
2573-8136

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
CORP OFFICE 7.375% PFD	1,440.0000	25.5700	36,820.80	<1%	(951.00)	7.21%	2,654.78
PFD SER L	1,440.0000	26.2304	37,771.80	08/01/13	(951.00)	333	Short-Term
SYMBOL: OFC+L							
DIGITAL REALTY T 7% PFD	1,220.0000	25.4600	31,061.20	<1%	2,632.40	6.87%	2,135.00
PFD SER E DUE 09/15/99	1,220.0000	23.3022	28,428.80	09/18/13	2,632.40	285	Short-Term
SYMBOL: DLR+E							
DUPONT FABRO 7.875% PFD	1,480.0000	26.3500	38,998.00	<1%	500.32	7.47%	2,913.75
PFD SER A	1,200.0000	26.0349	31,241.88	03/09/11	378.12	1209	Long-Term
SYMBOL: DFT+A	280.0000	25.9135	7,255.80	07/29/13	122.20	336	Short-Term
Cost Basis			38,497.68				
ECOLAB INC	200.0000	111.3400	22,268.00	<1%	4,498.74	0.98%	220.00
SYMBOL: ECL	200.0000	88.8463	17,769.26	05/20/13	4,498.74	406	Long-Term
							Accrued Dividend: 55.00
EMERSON ELECTRIC CO	700.0000	66.3600	46,452.00	1%	6,855.59	2.59%	1,204.00
SYMBOL: EMR	320.0000	57.9333	18,538.66	12/22/10	2,696.54	1286	Long-Term
	160.0000	48.9806	7,836.90	11/28/11	2,780.70	945	Long-Term
	220.0000	60.0947	13,220.85	05/20/13	1,378.35	406	Long-Term
Cost Basis			39,596.41				
EXXON MOBIL CORPORATION	410.0000	100.6800	41,278.80	1%	4,868.14	2.74%	1,131.60
SYMBOL: XOM	410.0000	88.8064	36,410.66	03/08/13	4,868.14	479	Long-Term
F N B CORPORA 7.25% PFD	500.0000	27.5540	13,777.00	<1%	1,262.00	6.57%	906.50
PFD	500.0000	25.0300	12,515.00	10/30/13	1,262.00	243	Short-Term
SYMBOL: FNB+E							

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Schwab One® Account of
**EDWARD & JUNE KELLOGG
 FOUNDATION**
MGR: MASON CAPITAL

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Account Number
2573-8136

Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
FIRST POTOMAC 7.75% PFD	1,450.0000	25.8899	37,540.36	<1%	1,439.54	7.48%	2,809.38
PFD SER A	1,120.0000	24.4851	27,423.32	01/13/11	1,573.37	1264	Long-Term
SYMBOL: FPO+A	330.0000	26.2954	8,677.50	07/31/13	(133.83)	334	Short-Term
<i>Cost Basis</i>			<i>36,100.82</i>				
FISERV INC	1,240.0000	60.3200	74,796.80	2%	28,532.32	0.00%	0.00
SYMBOL: FISV	320.0000	30.9290	9,897.28	04/29/11	9,405.12	1158	Long-Term
	320.0000	28.6333	9,162.66	11/30/11	10,139.74	943	Long-Term
	600.0000	45.3409	27,204.54	05/20/13	8,987.46	406	Long-Term
<i>Cost Basis</i>			<i>46,264.48</i>				
GENERAL MILLS INC	730.0000	52.5400	38,354.20	<1%	8,723.30	3.12%	1,197.20
SYMBOL: GIS	130.0000	35.5940	4,627.22	12/22/10	2,202.98	1286	Long-Term
	220.0000	38.4860	8,466.94	11/28/11	3,091.86	945	Long-Term
	230.0000	39.2162	9,019.73	05/18/12	3,064.47	773	Long-Term
	150.0000	50.1134	7,517.01	05/20/13	363.99	406	Long-Term
<i>Cost Basis</i>			<i>29,630.90</i>				
GLADSTONE COML 7.5% PFD	1,000.0000	25.2240	25,224.00	<1%	441.80	7.43%	1,875.00
PFD SER B	375.0000	24.6564	9,246.18	05/03/11	212.82	1154	Long-Term
SYMBOL: GOODO	275.0000	24.8878	6,844.17	05/04/11	92.43	1153	Long-Term
	150.0000	24.7122	3,706.83	05/06/11	76.77	1151	Long-Term
	200.0000	24.9251	4,985.02	05/09/11	59.78	1148	Long-Term
<i>Cost Basis</i>			<i>24,782.20</i>				
GLAXOSMITHKLINE PLC ADRF	780.0000	53.4800	41,714.40	1%	4,177.90	5.60%	2,338.80
SPONSORED ADR	400.0000	44.0258	17,610.34	11/08/12	3,781.66	599	Long-Term
1 ADR REP 2 ORD	380.0000	52.4372	19,926.16	05/20/13	396.24	406	Long-Term
SYMBOL: GSK							
<i>Cost Basis</i>			<i>37,536.50</i>				<i>Accrued Dividend: 499.23</i>

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DUPLICATE STATEMENT

Account Number
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Statement Period
June 1-30, 2014

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
GRACO INCORPORATED	670.0000	78.0800	52,313.60	1%	20,397.16	1.40%	737.00
SYMBOL: GGG	460.0000	40.4298	18,597.73	12/22/10	17,319.07	1286	Long-Term
	10.0000	60.4510	604.51	03/08/13	176.29	479	Long-Term
	200.0000	63.5710	12,714.20	05/20/13	2,901.80	406	Long-Term
<i>Cost Basis</i>			31,916.44				
GRAINGER W W INC	190.0000	254.2700	48,311.30	1%	8,268.51	1.69%	820.80
SYMBOL: GWW	80.0000	137.9577	11,036.62	12/22/10	9,304.98	1286	Long-Term
	110.0000	263.6924	29,006.17	05/20/13	(1,036.47)	406	Long-Term
<i>Cost Basis</i>			40,042.79				
HASBRO INC	220.0000	53.0500	11,671.00	<1%	3,410.04	3.24%	378.40
SYMBOL: HAS	220.0000	37.5498	8,260.96	11/08/12	3,410.04	599	Long-Term
HEINEKEN N V ADR F	1,590.0000	35.8400	56,985.60	1%	17,588.06	0.00%	0.00
SPONSORED ADR	980.0000	24.2620	23,776.85	12/22/10	11,346.35	1286	Long-Term
1 ADR REPS 0.5 ORD	200.0000	26.4650	5,293.00	03/09/11	1,875.00	1209	Long-Term
SYMBOL: HEINY	410.0000	25.1894	10,327.69	05/18/12	4,366.71	773	Long-Term
<i>Cost Basis</i>			39,397.54				
HORMEL FOODS CORP	1,000.0000	49.3500	49,350.00	1%	19,438.77	1.62%	800.00
SYMBOL: HRL	100.0000	29.7003	2,970.03	05/18/12	1,964.97	773	Long-Term
	900.0000	29.9346	26,941.20	11/08/12	17,473.80	599	Long-Term
<i>Cost Basis</i>			29,911.23				
ITT CORPORATION NEW	1,090.0000	48.1000	52,429.00	1%	25,440.56	0.91%	479.60
SYMBOL: ITT	90.0000	20.3883	1,834.95	11/30/11	2,494.05	943	Long-Term
	580.0000	20.9658	12,160.20	05/18/12	15,737.80	773	Long-Term
	420.0000	30.9364	12,993.29	05/20/13	7,208.71	406	Long-Term
<i>Cost Basis</i>			26,988.44				Accrued Dividend: 119.90

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**EDWARD & JUNE KELLOGG
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DUPLICATE STATEMENT

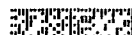
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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
IMPERIAL OIL LTD F	420.0000	52.6300	22,104.60	<1%	4,220.91	0.89%	197.99
SYMBOL: IMO	420.0000	42.5802	17,883.69	03/08/13	4,220.91	479	Long-Term
INGREDION INC	400.0000	75.0400	30,016.00	<1%	2,652.00	2.23%	672.00
SYMBOL: INGR	400.0000	68.4100	27,364.00	03/08/13	2,652.00	479	Long-Term
JOHNSON & JOHNSON	110.0000	104.6200	11,508.20	<1%	2,895.73	2.67%	308.00
SYMBOL: JNJ	110.0000	78.2951	8,612.47	03/08/13	2,895.73	479	Long-Term
KILROY REALT 6.875% PFD	1,500.0000	25.8000	38,700.00	<1%	1,058.70	6.66%	2,578.13
PFD SER G	970.0000	25.0154	24,265.00	03/16/12	761.00	836	Long-Term
SYMBOL: KRC+G	530.0000	25.2383	13,376.30	07/29/13	297.70	336	Short-Term
Cost Basis			37,641.30				
KIMBERLY-CLARK CORP	430.0000	111.2200	47,824.60	1%	9,371.70	3.02%	1,444.80
SYMBOL: KMB	190.0000	71.1423	13,517.04	11/30/11	7,614.76	943	Long-Term
	240.0000	103.8994	24,935.86	05/20/13	1,756.94	406	Long-Term
Cost Basis			38,452.90				Accrued Dividend: 361.20
KITE REALTY G 8.25% PFD	1,470.0000	26.2700	38,616.90	<1%	1,767.58	7.85%	3,031.88
PFD SER A	970.0000	25.0654	24,313.50	12/22/10	1,168.40	1286	Long-Term
SYMBOL: KRG+A	300.0000	24.3694	7,310.82	03/09/11	570.18	1209	Long-Term
	200.0000	26.1250	5,225.00	07/29/13	29.00	336	Short-Term
Cost Basis			36,849.32				
LINCOLN ELEC HLDGS INC	400.0000	69.8800	27,952.00	<1%	4,256.80	1.31%	368.00
SYMBOL: LECO	400.0000	59.2380	23,695.20	05/20/13	4,256.80	406	Long-Term

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Account Number
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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
MACYS INC	950.0000	58.0200	55,119.00	1%	10,196.07	1.72%	950.00
SYMBOL: M	420.0000	43.8054	18,398.27	04/09/13	5,970.13	447	Long-Term
	230.0000	48.8189	11,228.35	05/20/13	2,116.25	406	Long-Term
	300.0000	50.9877	15,296.31	11/21/13	2,109.69	221	Short-Term
<i>Cost Basis</i>			44,922.93				Accrued Dividend: 296.88
MARATHON OIL CORP	540.0000	39.9200	21,556.80	<1%	8,387.39	1.90%	410.40
SYMBOL: MRO	100.0000	25.9300	2,593.00	11/28/11	1,399.00	945	Long-Term
	440.0000	24.0372	10,576.41	05/18/12	6,988.39	773	Long-Term
<i>Cost Basis</i>			13,169.41				
MC CORMICK & CO INC N-VT	570.0000	71.5900	40,806.30	1%	8,657.07	2.06%	843.60
NON VOTING SHARES	320.0000	47.0477	15,055.27	12/22/10	7,853.53	1286	Long-Term
SYMBOL: MKC	60.0000	47.7576	2,865.46	11/28/11	1,429.94	945	Long-Term
	190.0000	74.8868	14,228.50	05/20/13	(626.40)	406	Long-Term
<i>Cost Basis</i>			32,149.23				
MC DONALDS CORP	460.0000	100.7400	46,340.40	1%	4,507.77	3.21%	1,490.40
SYMBOL: MCD	150.0000	77.0524	11,557.87	12/22/10	3,553.13	1286	Long-Term
	70.0000	93.9900	6,579.30	11/28/11	472.50	945	Long-Term
	240.0000	98.7310	23,695.46	03/08/13	482.14	479	Long-Term
<i>Cost Basis</i>			41,832.63				
METTLER TOLEDO INTL INCF	100.0000	253.1800	25,318.00	<1%	3,194.10	0.00%	0.00
SYMBOL: MTD	50.0000	217.2932	10,864.66	03/08/13	1,794.34	479	Long-Term
	50.0000	225.1848	11,259.24	05/20/13	1,399.76	406	Long-Term
<i>Cost Basis</i>			22,123.90				
MOLINA HEALTHCARE INC	400.0000	44.6300	17,852.00	<1%	2,784.32	0.00%	0.00
SYMBOL: MOH	400.0000	37.6692	15,067.68	05/20/13	2,784.32	406	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
NATIONAL GRID PLC ADR F	650.0000	74.3800	48,347.00	1%	14,619.62	3.14%	1,520.22
SPONSORED ADR	310.0000	44.6590	13,844.29	12/22/10	9,213.51	1286	Long-Term
1 ADR REPS 5 ORD	180.0000	53.0418	9,547.53	05/18/12	3,840.87	773	Long-Term
SYMBOL: NGG	160.0000	64.5972	10,335.56	05/20/13	1,565.24	406	Long-Term
Cost Basis			33,727.38				Accrued Dividend: 1,501.96
NORFOLK SOUTHERN CORP	620.0000	103.0300	63,878.60	2%	22,624.94	2.09%	1,339.20
SYMBOL: NSC	420.0000	62.6491	26,312.66	12/22/10	16,959.94	1286	Long-Term
	200.0000	74.7050	14,941.00	03/08/13	5,665.00	479	Long-Term
Cost Basis			41,253.66				
NOVARTIS A G SPON ADR F	730.0000	90.5300	66,086.90	2%	23,652.93	3.04%	2,014.65
SPONSORED ADR	410.0000	59.0877	24,225.97	12/22/10	12,891.33	1286	Long-Term
1 ADR REP 1 ORD	250.0000	52.0002	13,000.05	05/18/12	9,632.45	773	Long-Term
SYMBOL: NVS	70.0000	74.3992	5,207.95	05/20/13	1,129.15	406	Long-Term
Cost Basis			42,433.97				
OCCIDENTAL PETE CORP	220.0000	102.6300	22,578.60	<1%	4,434.31	2.80%	633.60
SYMBOL: OXY	220.0000	82.4740	18,144.29	03/08/13	4,434.31	479	Long-Term
							Accrued Dividend: 158.40
OMNICOM GROUP INC	650.0000	71.2200	46,293.00	1%	13,454.98	2.24%	1,040.00
SYMBOL: OMC	320.0000	46.4777	14,872.87	12/22/10	7,917.53	1286	Long-Term
	150.0000	43.2640	6,489.60	11/30/11	4,193.40	943	Long-Term
	180.0000	63.7530	11,475.55	05/20/13	1,344.05	406	Long-Term
Cost Basis			32,838.02				Accrued Dividend: 325.00
ONE GAS INC	1,048.0000	37.7500	39,562.00	<1%	1,815.39	2.96%	1,173.76
SYMBOL: OGS	75.0000	29.9078	2,243.09	12/10/13	588.16	202	Short-Term
	973.0000	36.4887	35,503.52	03/19/14	1,227.23	103	Short-Term
Cost Basis			37,746.61				

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Schwab One® Account of
**EDWARD & JUNE KELLOGG
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 MGR: MASON CAPITAL

DUPLICATE STATEMENT

Account Number
2573-8136

Statement Period
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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Gain or (Loss)	Yield Holding Days	Annual Income Holding Period
ONEOK INC NEW	300.0000	68.0800	20,424.00	<1%	4,977.11	3.29%	672.00
SYMBOL: OKE	300.0000	51.4896	15,446.89	12/10/13	4,977.11	202	Short-Term
OPEN TEXT CORP F	960.0000	47.9400	46,022.40	1%	8,306.56	1.43%	662.40
SYMBOL: OTEX	380.0000	35.3593	13,436.54	05/20/13	4,780.66	406	Long-Term
	580.0000	41.8608	24,279.30	11/21/13	3,525.90	221	Short-Term
<i>Cost Basis</i>			<i>37,715.84</i>				
PARKER-HANNIFIN CORP	510.0000	125.7300	64,122.30	2%	18,482.73	1.52%	979.20
SYMBOL: PH	110.0000	81.4106	8,955.17	05/18/12	4,875.13	773	Long-Term
	170.0000	79.2196	13,467.34	11/08/12	7,906.76	599	Long-Term
	230.0000	100.9437	23,217.06	05/20/13	5,700.84	406	Long-Term
<i>Cost Basis</i>			<i>45,639.57</i>				
PAYCHEX INC	1,330.0000	41.5600	55,274.80	1%	14,469.77	3.36%	1,862.00
SYMBOL: PAYX	880.0000	31.0880	27,357.48	12/22/10	9,215.32	1286	Long-Term
	450.0000	29.8834	13,447.55	05/18/12	5,254.45	773	Long-Term
<i>Cost Basis</i>			<i>40,805.03</i>				
PROSPERITY BANCSHARES	900.0000	62.6000	56,340.00	1%	18,308.73	1.53%	864.00
SYMBOL: PB	560.0000	39.5339	22,139.03	12/22/10	12,916.97	1286	Long-Term
	100.0000	41.9544	4,195.44	03/09/11	2,064.56	1209	Long-Term
	80.0000	46.8468	3,747.75	03/08/13	1,260.25	479	Long-Term
	160.0000	49.6815	7,949.05	05/20/13	2,066.95	406	Long-Term
<i>Cost Basis</i>			<i>38,031.27</i>				<i>Accrued Dividend: 216.00</i>
QIWI PLC ADR F	350.0000	40.3300	14,115.50	<1%	251.88	3.17%	448.00
SPONSORED ADR	350.0000	39.6103	13,863.62	10/04/13	251.88	269	Short-Term
1 ADR REPS 1 ORD							
SYMBOL: QIWI							

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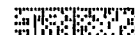
Account Number
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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
SALLY BEAUTY HOLDINGS	610.0000	25.0800	15,298.80	<1%	(2,750.61)	0.00%	0.00
SYMBOL: SBH	610.0000	29.5891	18,049.41	03/08/13	(2,750.61)	479	Long-Term
SASOL LIMITED SPON ADR F	540.0000	59.1200	31,924.80	<1%	7,971.54	2.56%	817.90
SPONSORED ADR	410.0000	44.4215	18,212.85	03/08/13	6,026.35	479	Long-Term
1 ADR REP 1 ORD	130.0000	44.1570	5,740.41	05/20/13	1,945.19	406	Long-Term
SYMBOL: SSL							
Cost Basis			23,953.26				
SAUL CENTERS 6.875% PFD	1,500.0000	25.2000	37,800.00	<1%	121.20	6.82%	2,578.13
PFD	260.0000	25.0576	6,515.00	01/30/13	37.00	516	Long-Term
SYMBOL: BFS+C	1,240.0000	25.1320	31,163.80	08/05/13	84.20	329	Short-Term
Cost Basis			37,678.80				
SAUL CENTERS INC 8% PFD	404.0000	26.3500	10,645.40	<1%	324.15	7.59%	808.00
PFD SER A	404.0000	25.5476	10,321.25	12/22/10	324.15	1286	Long-Term
SYMBOL: BFS+A							
SCHNEIDER ELEC SA ORD F	590.0000	94.1291	55,536.17	1%	18,800.62	0.00%	0.00
SYMBOL: SBGSF	90.0000	80.1317	7,211.86	03/10/11	1,259.76	1208	Long-Term
	370.0000	51.9656	19,227.30	11/29/11	15,600.47	944	Long-Term
	130.0000	79.2030	10,296.39	05/21/13	1,940.39	405	Long-Term
Cost Basis			36,735.55				
SHERWIN WILLIAMS CO	200.0000	206.9100	41,382.00	1%	14,816.36	1.06%	440.00
SYMBOL: SHW	80.0000	84.0206	6,721.65	12/22/10	9,831.15	1286	Long-Term
	120.0000	165.3665	19,843.99	03/08/13	4,985.21	479	Long-Term
Cost Basis			26,565.64				

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Schwab One® Account of
**EDWARD & JUNE KELLOGG
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MGR: MASON CAPITAL

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
SHIRE PLC ADR F	340.0000	235.4900	80,066.60	2%	40,096.73	0.43%	345.37
SPONSORED ADR	190.0000	92.2637	17,530.11	03/08/13	27,212.99	479	Long-Term
1 ADR REP 3 ORD	100.0000	137.7990	13,779.90	11/21/13	9,769.10	221	Short-Term
SYMBOL: SHPG	50.0000	173.1972	8,659.86	05/08/14	3,114.64	53	Short-Term
<i>Cost Basis</i>			<i>39,969.87</i>				
SMITH & NEPHEW ADR NEW F	330.0000	89.2800	29,462.40	<1%	11,494.05	1.90%	561.00
SPONSORED ADR	330.0000	54.4495	17,968.35	03/08/13	11,494.05	479	Long-Term
1 ADR REP 5 ORD							
SYMBOL: SNN							
SONOCO PRODUCTS CO	480.0000	43.9300	21,086.40	<1%	2,103.38	2.91%	614.40
SYMBOL: SON	480.0000	39.5479	18,983.02	08/05/13	2,103.38	329	Short-Term
TAYLOR CAPITAL G 8% PFD	1,470.0000	27.5500	40,498.50	1%	3,009.80	7.25%	2,940.00
PFD SER A	670.0000	25.2323	16,905.70	01/08/13	1,552.80	538	Long-Term
SYMBOL: TAYCO	800.0000	25.7287	20,583.00	07/29/13	1,457.00	336	Short-Term
<i>Cost Basis</i>			<i>37,488.70</i>				
TCF FINL CORP 6.45% PFD	1,550.0000	24.9500	38,672.50	<1%	177.50	6.46%	2,499.38
PFD SER B	600.0000	25.0250	15,015.00	12/13/12	(45.00)	564	Long-Term
SYMBOL: TCB+C	950.0000	24.7157	23,480.00	07/29/13	222.50	336	Short-Term
<i>Cost Basis</i>			<i>38,495.00</i>				
TORONTO DOMINION BANK F	760.0000	51.4100	39,071.60	<1%	11,304.07	3.33%	1,303.17
SYMBOL: TD	20.0000	36.2785	725.57	12/22/10	302.63	1286	Long-Term
	420.0000	33.3648	14,013.22	11/28/11	7,578.98	945	Long-Term
	320.0000	40.7148	13,028.74	05/20/13	3,422.46	406	Long-Term
<i>Cost Basis</i>			<i>27,767.53</i>				

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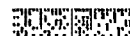
Account Number
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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized	Estimated	Estimated
	Units Purchased	Cost Per Share	Cost Basis	Acquired	Gain or (Loss)	Yield	Annual Income
						Holding Days	Holding Period
TOTAL S A ADR F	300.0000	72.2000	21,660.00	<1%	6,024.91	4.57%	990.23
1 ADR REP 1 ORD	150.0000	53.2177	7,982.66	12/22/10	2,847.34	1286	Long-Term
SYMBOL: TOT	10.0000	52.7000	527.00	03/08/13	195.00	479	Long-Term
	140.0000	50.8959	7,125.43	05/20/13	2,982.57	406	Long-Term
<i>Cost Basis</i>			15,635.09				
U S PHYSICAL THERAPY	390.0000	34.1900	13,334.10	<1%	3,618.20	1.40%	187.20
SYMBOL: USPH	280.0000	25.4955	7,138.76	01/25/13	2,434.44	521	Long-Term
	110.0000	23.4285	2,577.14	03/08/13	1,183.76	479	Long-Term
<i>Cost Basis</i>			9,715.90				
UMH PROPERTIES 8.25% PFD	1,420.0000	26.3300	37,388.60	<1%	819.38	7.83%	2,928.75
PFD CONV SER A A	300.0000	25.0500	7,515.00	05/20/11	384.00	1137	Long-Term
SYMBOL: UMH+A	400.0000	25.4565	10,182.60	06/09/11	349.40	1117	Long-Term
	125.0000	25.6700	3,208.75	06/10/11	82.50	1116	Long-Term
	175.0000	25.5524	4,471.67	06/13/11	136.08	1113	Long-Term
	420.0000	26.6457	11,191.20	07/29/13	(132.60)	336	Short-Term
<i>Cost Basis</i>			36,569.22				
URSTADT BIDD 7.125% PFD	1,520.0000	25.4100	38,623.20	<1%	(302.77)	7.01%	2,707.50
PFD SER F	1,047.0000	25.6742	26,880.92	07/26/13	(276.65)	339	Short-Term
SYMBOL: UBP+F	473.0000	25.4652	12,045.05	08/02/13	(26.12)	332	Short-Term
<i>Cost Basis</i>			38,925.97				
URSTADT BIDDLE 7.5% PFD	1,010.0000	25.6200	25,876.20	<1%	359.10	7.31%	1,893.75
PFD SER D	1,010.0000	25.2644	25,517.10	12/22/10	359.10	1286	Long-Term
SYMBOL: UBP+D							
VERIZON COMMUNICATIONS	400.0000	48.9300	19,572.00	<1%	527.88	4.33%	848.00
SYMBOL: VZ	400.0000	47.6103	19,044.12	09/23/13	527.88	280	Short-Term

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Schwab One® Account of
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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
VERMILION ENERGY INC F	350.0000	69.7400	24,409.00	<1%	6,370.29	3.40%	831.57
SYMBOL: VET	350.0000	51.5391	18,038.71	03/13/13	6,370.29	474	Long-Term
VORNADO REAL 6.625% PFD	1,010.0000	25.2500	25,502.50	<1%	1,937.33	6.55%	1,672.81
PFD SER I	1,010.0000	23.3318	23,565.17	12/22/10	1,937.33	1286	Long-Term
SYMBOL: VNO+I							Accrued Dividend: 418.20
WEINGARTEN RLT 6.5% PFD	687.0000	25.0200	17,188.74	<1%	647.10	6.49%	1,116.38
PFD SER F	187.0000	22.6919	4,243.40	12/22/10	435.34	1286	Long-Term
SYMBOL: WRI+F	400.0000	24.3706	9,748.24	03/09/11	259.76	1209	Long-Term
	100.0000	25.5000	2,550.00	07/29/13	(48.00)	336	Short-Term
<i>Cost Basis</i>			16,541.64				
XYLEM INC	500.0000	39.0800	19,540.00	<1%	4,973.78	1.31%	256.00
SYMBOL: XYL	500.0000	29.1324	14,566.22	05/20/13	4,973.78	406	Long-Term
Total Equities	60,819.0000		3,043,538.52	76%	632,998.54		93,137.82
		Total Cost Basis:	2,410,539.98				

Total Accrued Dividend for Equities: 5,061.02

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.



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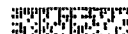
Account Number
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Investment Detail - Other Assets

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
Other Assets	Units Purchased	Cost Per Share	Cost Basis	Acquired			
AMERIGAS PARTNERS LP	890.0000	45.3900	40,397.10	1%	(1,833.05)		
SYMBOL: APU	380.0000	48.9779	18,611.62	12/22/10	(1,363.42)	1286	Long-Term
	200.0000	45.1355	9,027.10	03/09/11	50.90	1209	Long-Term
	40.0000	44.1062	1,764.25	03/08/13	51.35	479	Long-Term
	270.0000	47.5080	12,827.18	05/20/13	(571.88)	406	Long-Term
<i>Cost Basis</i>			<i>42,230.15</i>				
BREITBURN ENERGY PTNR LP	1,400.0000	22.1200	30,968.00	<1%	5,549.69		
SYMBOL: BBEP	740.0000	17.2897	12,794.41	05/18/12	3,574.39	773	Long-Term
	660.0000	19.1271	12,623.90	11/08/12	1,975.30	599	Long-Term
<i>Cost Basis</i>			<i>25,418.31</i>				
BUCKEYE PARTNERS UTS L P	780.0000	83.0600	64,786.80	2%	21,628.80		
UNIT LTD PARTNERSHIP INT	460.0000	46.9648	21,603.83	11/08/12	16,603.77	599	Long-Term
SYMBOL: BPL	320.0000	67.3567	21,554.17	05/20/13	5,025.03	406	Long-Term
<i>Cost Basis</i>			<i>43,158.00</i>				
COMINAR REAL EST INVT F	1,110.0000	17.6511	19,592.72	<1%	(4,719.59)		
SYMBOL: CMLEF	610.0000	20.6229	12,579.97	12/22/10	(1,812.80)	1286	Long-Term
	500.0000	23.4646	11,732.34	11/08/12	(2,906.79)	599	Long-Term
<i>Cost Basis</i>			<i>24,312.31</i>				
CROMBIE REIT F	640.0000	12.5852	8,054.53	<1%	(1,078.62)		
SYMBOL: CROMF	640.0000	14.2705	9,133.15	03/13/13	(1,078.62)	474	Long-Term
DCP MIDSTREAM PARTNERS	920.0000	57.0000	52,440.00	1%	7,215.61		
SYMBOL: DPM	390.0000	47.6853	18,597.29	04/09/13	3,632.71	447	Long-Term
	530.0000	50.2398	26,627.10	05/20/13	3,582.90	406	Long-Term
<i>Cost Basis</i>			<i>45,224.39</i>				

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis	Acquired			
ENTERPRISE PRD PRTNRS LP	860.0000	78.2900	67,329.40	2%	27,166.04		
SYMBOL: EPD	630.0000	41.2513	25,988.34	12/22/10	23,334.36	1286	Long-Term
	230.0000	61.6305	14,175.02	05/20/13	3,831.68	406	Long-Term
<i>Cost Basis</i>			<i>40,163.36</i>				
H&R REAL EST INVT TR STF	457.0000	21.7703	9,949.03	<1%	(520.84)		
STAPLED UNITS	457.0000	22.9099	10,469.87	04/08/13	(520.84)	448	Long-Term
SYMBOL: HRUFF							
KINDER MORGAN ENERGY LP	540.0000	82.2100	44,393.40	1%	2,969.14		
UNIT LTD PARTNERSHIP INT	330.0000	70.0001	23,100.04	12/22/10	4,029.26	1286	Long-Term
SYMBOL: KMP	90.0000	85.7662	7,718.96	03/08/13	(320.06)	479	Long-Term
	120.0000	88.3771	10,605.26	05/20/13	(740.06)	406	Long-Term
<i>Cost Basis</i>			<i>41,424.26</i>				
MARTIN MIDSTREAM PTNR LP	860.0000	41.1800	35,414.80	<1%	1,415.50		
SYMBOL: MMLP	510.0000	35.4650	18,087.16	03/08/13	2,914.64	479	Long-Term
	350.0000	45.4632	15,912.14	05/20/13	(1,499.14)	406	Long-Term
<i>Cost Basis</i>			<i>33,999.30</i>				
ONEOK PARTNERS LP	890.0000	58.6000	52,154.00	1%	10,430.32		
SYMBOL: OKS	400.0000	39.3878	15,755.12	12/22/10	7,684.88	1286	Long-Term
	110.0000	54.1473	5,956.21	03/08/13	489.79	479	Long-Term
	380.0000	52.6640	20,012.35	05/20/13	2,255.65	406	Long-Term
<i>Cost Basis</i>			<i>41,723.68</i>				
PLAINS ALL AMERN PPLN LP	780.0000	60.0500	46,839.00	1%	17,863.18		
UNIT LTD PARTNERSHIP INT	600.0000	31.2552	18,753.12	12/22/10	17,276.88	1286	Long-Term
SYMBOL: PAA	70.0000	54.2542	3,797.80	03/08/13	405.70	479	Long-Term
	110.0000	58.4081	6,424.90	05/20/13	180.60	406	Long-Term
<i>Cost Basis</i>			<i>28,975.82</i>				

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Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)		
Other Assets (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
REALTY INCOME CORP	760.0000	44.4200	33,759.20	<1%	4,041.41		
REIT	310.0000	32.1833	9,976.83	11/30/11	3,793.37	943	Long-Term
SYMBOL: O	280.0000	37.5470	10,513.17	05/18/12	1,924.43	773	Long-Term
	170.0000	54.2811	9,227.79	05/20/13	(1,676.39)	406	Long-Term
<i>Cost Basis</i>			<i>29,717.79</i>				
SUBURBAN PROPANE PRT L P	940.0000	46.0000	43,240.00	1%	234.18		
UNIT REP LTD PART INT	640.0000	44.5006	28,480.39	08/04/11	959.61	1061	Long-Term
SYMBOL: SPH	300.0000	48.4181	14,525.43	05/20/13	(725.43)	406	Long-Term
<i>Cost Basis</i>			<i>43,005.82</i>				
SUNOCO LOGISTICS PTNR LP	1,400.0000	47.1100	65,954.00	2%	36,561.44		
SYMBOL: SXL	800.0000	13.5695	10,855.65	12/22/10	26,832.35	1286	Long-Term
	600.0000	30.8948	18,536.91	05/20/13	9,729.09	406	Long-Term
<i>Cost Basis</i>			<i>29,392.56</i>				
T C PIPELINES LP	1,020.0000	51.6600	52,693.20	1%	3,500.93		
SYMBOL: TOP	470.0000	49.3219	23,181.30	12/22/10	1,098.90	1286	Long-Term
	100.0000	53.2693	5,326.93	03/09/11	(160.93)	1209	Long-Term
	200.0000	46.9642	9,392.84	02/22/12	939.16	859	Long-Term
	250.0000	45.1648	11,291.20	05/20/13	1,623.80	406	Long-Term
<i>Cost Basis</i>			<i>49,192.27</i>				
TEEKAY LNG PARTNERS LP F	350.0000	46.1400	16,149.00	<1%	2,578.48		
SYMBOL: TGP	350.0000	38.7729	13,570.52	03/08/13	2,578.48	479	Long-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.





Schwab One® Account of
**EDWARD & JUNE KELLOGG
 FOUNDATION**
 MGR: MASON CAPITAL

DUPLICATE STATEMENT

Account Number
2573-8136

Statement Period
June 1-30, 2014

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Holding Days	Holding Period
	Units Purchased	Cost Per Share	Cost Basis	Acquired			
URSTADT BIDDLE PPTYS CLA	1,560.0000	20.8800	32,572.80	<1%	(1,008.14)		
CLASS A	1,270.0000	21.2163	26,944.72	03/08/13	(427.12)	479	Long-Term
SYMBOL: UBA	290.0000	22.8835	6,636.22	05/20/13	(581.02)	406	Long-Term
Cost Basis			33,580.94				
Total Other Assets	16,157.0000		716,686.98	18%	131,994.48		
		Total Cost Basis:	584,692.50				

Total Investment Detail	4,030,074.94
Total Account Value	4,030,074.94
Total Cost Basis	3,185,265.62

Realized Gain or (Loss)

Long Term	Quantity/Par	Acquired/	Sold/	Total Proceeds	Cost Basis	Realized Gain or (Loss)
		Opened	Closed			
CORP OFFICE PP 7.5% XXX**CALLED** @25 EFF: 06/: 22002T603	400.0000	02/23/12	06/16/14	10,000.00	10,220.00	(220.00)



Schwab One® Account of
**EDWARD & JUNE KELLOGG
FOUNDATION**

Account Number
6101-1941

Statement Period
June 1-30, 2014

Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.64	0.00	2.86
Cash Dividends	0.00	230.00	0.00	577.00
Total Income	0.00	230.64	0.00	579.86

Investment Detail - Money Market Funds [Sweep]

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCH ADV CASH RESRV PREM: SWZXX	23,775.9000	1.0000	23,775.90	0.01%	37%
Total Money Market Funds [Sweep]			23,775.90		37%
Total Money Market Funds [Sweep]			23,775.90		37%

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
CISCO SYSTEMS INC	325.0000	24.8500	8,076.25	12%	(565.30)	3.05%	247.00
SYMBOL: CSCO	325.0000	26.5893	8,641.55	03/24/10	(565.30)	1559	Long-Term
KELLOGG COMPANY	500.0000	65.7000	32,850.00	51%	15,707.50	2.80%	920.00
SYMBOL: K	500.0000	34.2850	17,142.50 ^a	01/07/03	15,707.50	4192	Long-Term
Total Equities	825.0000		40,926.25	63%	15,142.20		1,167.00
		Total Cost Basis	25,784.05				

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