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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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- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2014

Open to Public
Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

<p>Name of foundation KELLOGG FAMILY FOUNDATION C/O GODFREY & KAHN SC</p> <p>Number and street (or P O box number if mail is not delivered to street address) 780 N WATER ST</p> <p>City or town, state or province, country, and ZIP or foreign postal code MILWAUKEE, WI 53202</p> <p>G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>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</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 37,985,237</p>		<p>A Employer identification number 39-1775567</p> <p>B Telephone number (see instructions) (414) 273-3500</p> <p>C If exemption application is pending, check here <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation</p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here</p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</p>		
		<p>(a) Revenue and expenses per books</p> <p>(b) Net investment income</p> <p>(c) Adjusted net income</p> <p>(d) Disbursements for charitable purposes (cash basis only)</p>		
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,143		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	1,486	1,486	
	4 Dividends and interest from securities.	144,403	144,403	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	10,745,480		
	b Gross sales price for all assets on line 6a 10,749,623			
	7 Capital gain net income (from Part IV, line 2)		10,745,480	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,865,927			
12 Total. Add lines 1 through 11	12,761,439	10,891,369		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages	339,987		339,987
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	27,345		27,345
	b Accounting fees (attach schedule)	7,480		7,480
	c Other professional fees (attach schedule)	14,813	14,813	
	17 Interest	75,696		68,366
	18 Taxes (attach schedule) (see instructions)	427,431		202,153
	19 Depreciation (attach schedule) and depletion	582,852		
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	599,520		579,208
	24 Total operating and administrative expenses.			
Add lines 13 through 23	2,075,124	14,813	1,224,539	
25 Contributions, gifts, grants paid	2,665,000		2,665,000	
26 Total expenses and disbursements. Add lines 24 and 25	4,740,124	14,813	3,889,539	
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	8,021,315			
b Net investment income (if negative, enter -0-)		10,876,556		
c Adjusted net income (if negative, enter -0-)				

Assets	Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing		487,810	459,251	459,251
2	Savings and temporary cash investments		14,854,545	13,168,367	13,168,367
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)			9,971,762	9,971,762
c	Investments—corporate bonds (attach schedule)				
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ► 20,062,509				
	Less accumulated depreciation (attach schedule) ► 5,680,379		14,803,014	14,382,130	14,382,130
15	Other assets (describe ►)		24,039	3,727	3,727
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		30,169,408	37,985,237	37,985,237
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons		6,600,000	6,600,000	
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)		5,726,614	5,521,128	
23	Total liabilities (add lines 17 through 22)		12,326,614	12,121,128	
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		17,842,794	25,864,109	
30	Total net assets or fund balances (see instructions)		17,842,794	25,864,109	
31	Total liabilities and net assets/fund balances (see instructions)		30,169,408	37,985,237	

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	17,842,794
2	Enter amount from Part I, line 27a	2	8,021,315
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	25,864,109
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	25,864,109

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	KOHLS	D		
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,749,623		4,143	10,745,480
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) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				10,745,480
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	10,745,480
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	10,745,480

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 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))
2013	3,690,380	9,630,012	0.383217
2012	4,051,289	4,664,875	0.868467
2011	5,905,522	5,518,690	1.070095
2010	3,345,681	8,605,368	0.388790
2009	4,692,010	9,315,319	0.503688
2 Total of line 1, column (d).			3.214257
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.642851
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			18,347,082
5 Multiply line 4 by line 3.			11,794,440
6 Enter 1% of net investment income (1% of Part I, line 27b).			108,766
7 Add lines 5 and 6.			11,903,206
8 Enter qualifying distributions from Part XII, line 4.			3,889,539

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		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	217,531
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	217,531
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	217,531
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	216,985
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	226,985
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	374
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	9,080
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 9,080 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WI	8b	Yes
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>		
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ► N/A

14	The books are in care of ► GODFREY & KAHN SC	Telephone no ► (414) 273-3500
	Located at ► 780 N WATER ST MILWAUKEE WI	ZIP +4 ► 53202

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►				

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

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

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 checked="" type="checkbox"/> Yes	<input 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 instructions)?			
	Organizations relying on a current notice regarding disaster assistance check here. ►			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?			
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<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)			
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 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?			

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 4945(d)(4)(A)? (see instructions).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did 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	No
c	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 checked="" 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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 3,806,158
b	Average of monthly cash balances.	1b 14,820,321
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 18,626,479
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 18,626,479
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 279,397
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 18,347,082
6	Minimum investment return. Enter 5% of line 5.	6 917,354

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.	1 917,354
2a	Tax on investment income for 2014 from Part VI, line 5.	2a 217,531
b	Income tax for 2014 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 217,531
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 699,823
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 699,823
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.	7 699,823

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a 3,889,539
b	Program-related investments—total from Part IX-B.	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a
b	Cash distribution test (attach the required schedule).	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 3,889,539
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 3,889,539
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				699,823
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.	4,692,010			
b From 2010.	3,345,681			
c From 2011.	5,905,997			
d From 2012.	3,967,365			
e From 2013.	3,418,894			
f Total of lines 3a through e.	21,329,947			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 3,889,539				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	3,189,716			
d Applied to 2014 distributable amount.				699,823
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (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:	24,519,663			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	4,692,010			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	19,827,653			
10 Analysis of line 9				
a Excess from 2010.	3,345,681			
b Excess from 2011.	5,905,997			
c Excess from 2012.	3,967,365			
d Excess from 2013.	3,418,894			
e Excess from 2014.	3,189,716			

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 2014, enter the date of the ruling.			
1b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
2b	85% of line 2a.			
2c	Qualifying distributions from Part XII, line 4 for each year listed.			
2d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
2e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

WILLIAM S KELLOGG

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

- c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	2,665,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	Type of Income Producing Activity		Amount		(e) Related or exempt function income (See instructions)
	Unrelated business income	Excluded by section 512, 513, or 514	(a) Business code	(b) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments.					
4 Dividends and interest from securities.				14	1,486
5 Net rental income or (loss) from real estate				14	144,403
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property.					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory				18	10,745,480
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a RENTAL REVENUE - KFF LLC					1,783,166
b OTHER REVENUE - KFF LLC					82,761
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				10,891,369	1,865,927
13 Total. Add line 12, columns (b), (d), and (e).					12,757,296

(See worksheet in line 13 instructions to verify calculations)

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

- | | Yes | No |
|--|-------|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) Cash. | 1a(1) | No |
| (2) Other assets. | 1a(2) | No |
| b Other transactions | | |
| (1) Sales of assets to a noncharitable exempt organization. | 1b(1) | No |
| (2) Purchases of assets from a noncharitable exempt organization. | 1b(2) | No |
| (3) Rental of facilities, equipment, or other assets. | 1b(3) | No |
| (4) Reimbursement arrangements. | 1b(4) | No |
| (5) Loans or loan guarantees. | 1b(5) | No |
| (6) Performance of services or membership or fundraising solicitations. | 1b(6) | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

* * * * *

2015-07-14

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this
return
with the preparer shown
below
(see instr.)? Yes No

Paid Preparer Use Only	Print/Type preparer's name KATHRYN L BENNETT	Preparer's Signature	Date 2015-07-30	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00281898
	Firm's name ► KOMISAR BRADY & CO LLP			Firm's EIN ► 39-1462764	
	Firm's address ► 135 SOUTH 84TH ST STE 200 MILWAUKEE, WI 53214			Phone no (414) 271-3966	

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				
OUR SAVIOUR LUTHERAN CHURCH W299 N5782 HWY E HARTLAND, WI 53029	NONE	501C3	GENERAL OPERATING	250,000
UNITED WAY 225 W VINE ST MILWAUKEE, WI 53212	NONE	501C3	GENERAL OPERATING	25,000
PENFIELD CHILDREN'S CENTER 833 N 26TH ST MILWAUKEE, WI 53233	NONE	501C3	GENERAL OPERATING	10,000
CENTER FOR DEAF & BLIND PERSONS INC 3195 S SUPERIOR ST 111 MILWAUKEE, WI 53207	NONE	501C3	GENERAL OPERATING	10,000
GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN 6055 N 91ST ST MILWAUKEE, WI 53225	NONE	501C3	GENERAL OPERATING	10,000
WOMEN'S CARE CENTER FOUNDATION 360 N NOTRE DAME AVE SOUTH BEND, IN 46617	NONE	501C3	GENERAL OPERATING	100,000
CHILDREN'S HOSPITAL OF WISCONSIN P O BOX 1997 MILWAUKEE, WI 532011997	NONE	501C3	GENERAL OPERATING	125,000
LAKE VALLEY CAMP INC 2819 W HIGHLAND BLVD MILWAUKEE, WI 53208	NONE	501C3	GENERAL OPERATING	1,125,000
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY NEW YORK, NY 10004	NONE	501C3	GENERAL OPERATING	500,000
MAYO CLINIC HOSPITAL 200 FIRST ST SW ROCHESTER, MN 55905	NONE	501C3	GENERAL OPERATING	500,000
LUTHERDALE BIBLE CAMP N7891 US-12 ELKHORN, WI 53121	NONE	501C3	GENERAL OPERATING	10,000
Total			► 3a	2,665,000

Form 4562

Depreciation and Amortization
(Including Information on Listed Property)

2014

Attachment
Sequence No 179Department of the Treasury
Internal Revenue Service (99)► Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.

Name(s) shown on return KELLOGG FAMILY FOUNDATION C/O GODFREY & KAHN SC	Business or activity to which this form relates INDIRECT DEPRECIATION	Identifying number 39-1775567
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Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9 Tentative deduction Enter the smaller of line 5 or line 8	9		
10 Carryover of disallowed deduction from line 13 of your 2013 Form 4562	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13 Carryover of disallowed deduction to 2015 Add lines 9 and 10, less line 12 ► [13]	13		

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

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

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	582,852

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2014	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► []		

Section B—Assets Placed in Service During 2014 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		25 yrs		S/L		
h Residential rental property		27 5 yrs	MM	S/L		
i Nonresidential real property		27 5 yrs	MM	S/L		
		39 yrs	MM	S/L		
			MM	S/L		

Section C—Assets Placed in Service During 2014 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year		12 yrs		S/L	
c 40-year		40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	582,852
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

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

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

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

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

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

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

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

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

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

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

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

Section B—Information on Use of Vehicles

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

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

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

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

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

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

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

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2014 tax year (see instructions)					

43 Amortization of costs that began before your 2014 tax year	43	20,312
44 Total. Add amounts in column (f) See the instructions for where to report	44	20,312

TY 2014 Accounting Fees Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,480			7,480

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

TY 2014 Amortization Schedule

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

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
FINANCING COSTS	2003-12-12	80,092	80,092	1 0000				80,092

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

TY 2014 Depreciation Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND	2003-04-25	1,141,707							
LAND	2003-12-12	505,500							
LAND IMPROVEMENTS	2003-12-12	379,125	191,142	S/L	20 0000	18,956			
BUILDING & IMPROVEMENTS	2003-12-12	6,826,650	1,720,884	S/L	40 0000	170,666			
APPLIANCES & FLOORING	2003-12-12	968,875	968,875	S/L	9 0000				
BUILDING & IMPROVEMENTS	2004-07-01	64,987	15,434	S/L	40 0000	1,625			
APPLIANCES & FLOORING	2004-07-01	96,074	96,074	S/L	9 0000				
LAND IMPROVEMENTS	2004-07-01	114,537	54,405	S/L	20 0000	5,727			
BUILDING & IMPROVEMENTS	2005-07-01	173,504	36,870	S/L	40 0000	4,337			
APPLIANCES & FLOORING	2005-07-01	10,225	9,657	S/L	9 0000	568			
BUILDING & IMPROVEMENTS	2006-07-01	202,565	37,981	S/L	40 0000	5,064			
LAND IMPROVEMENT- LANDSCAPING	2007-05-31	5,320	1,751	S/L	20 0000	266			
DOORS	2007-05-25	956	157	S/L	40 0000	24			
ELECTRICAL UPGRADES	2007-03-25	633	107	S/L	40 0000	16			
ELECTRICAL UPGRADES	2007-05-25	2,958	487	S/L	40 0000	74			
MONUMENT SIGN FROM SIGNS WEST, INC	2007-08-22	11,150	3,531	S/L	20 0000	557			
HVAC UPGRADES	2007-01-01	13,750	2,406	S/L	40 0000	344			
GENERAL IMPROVEMENTS	2007-01-01	1,210	212	S/L	40 0000	30			
GENERAL IMPROVEMENTS- INSURANCE CLAIM	2007-08-22	23,789	3,767	S/L	40 0000	594			
GENERAL IMPROVEMENTS - CEILING FANS	2007-08-22	39,211	6,208	S/L	40 0000	981			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
GENERAL IMPROVEMENTS - INSURANCE CLAIM	2007-11-13	50,881	7,844	S/L	40 0000	1,272			
GENERAL PLUMBING IMPROVEMENTS	2007-01-01	13,795	2,414	S/L	40 0000	345			
BOILER	2007-08-22	18,767	2,971	S/L	40 0000	470			
WATER HEATER BUILDING 12	2007-12-14	1,550	236	S/L	40 0000	38			
43 CARPET REPLACEMENTS	2007-01-01	38,068	38,068	S/L	5 0000				
DRAPERYES	2007-05-25	642	642	S/L	5 0000				
LAND DEVELOPMENT - PHASE II	2007-12-31	143,416							
EXTERIOR COMMON AREA IMPROVEMENTS	2008-04-04	3,140	451	S/L	40 0000	79			
92 CABINET/COUNTER REPLACEMENTS/UPGRADES	2008-01-01	16,630	16,630	S/L	5 0000				
LAND IMPROVEMENT - LANDSCAPING	2008-07-31	2,849	772	S/L	20 0000	142			
FENCE, GATE, POOL UPGRADES & SIGNS	2008-04-04	59,295	17,047	S/L	20 0000	2,965			
ENGINEERING COSTS	2008-04-30	25,578	3,624	S/L	40 0000	639			
HVAC UPGRADES	2008-04-04	19,580	2,815	S/L	40 0000	489			
GENERAL BUILDING IMPROVEMENTS	2008-01-01	124,330	18,650	S/L	40 0000	3,108			
GENERAL PLUMBING IMPROVEMENTS	2008-01-01	64,336	9,650	S/L	40 0000	1,609			
115 VINYL & TILE INSTALLATIONS	2008-01-01	87,585	87,585	S/L	5 0000				
76 CARPET REPLACEMENTS	2008-01-01	65,395	65,395	S/L	5 0000				
44 LIGHT FIXTURES, 18 CEILING FANS	2008-04-04	43,769	6,292	S/L	40 0000	1,094			
DRAPERYES, WOODEN BLINDS	2008-04-10	24,108	24,108	S/L	5 0000				
2 GOLF CARTS	2008-06-24	4,050	4,050	S/L	5 0000				

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
APPLIANCES - WOODBURY SQUARE APARTMENTS	2008-01-25	1,425	1,425	S/L	5 0000				
APPLIANCES - MONTECITO APARTMENTS	2008-01-25	35,555	35,555	S/L	5 0000				
LAND DEVELOPMENT - PHASE II	2008-01-01	159,257							
APPLIANCES & FLOORING	2009-07-01	17,687	8,844	S/L	9 0000	1,965			
CABINETS	2009-07-01	8,050	7,245	S/L	5 0000	805			
CEILING FANS, LIGHT FIXTURES	2009-07-15	17,549	1,974	S/L	40 0000	439			
WOOD BLINDS, FAUX BLINDS	2009-07-15	13,885	12,496	S/L	5 0000	1,389			
49 CARPET REPLACEMENTS	2009-07-15	29,930	26,937	S/L	5 0000	2,993			
APPLIANCES	2009-07-15	13,957	12,561	S/L	5 0000	1,396			
62 VINYL REPLACEMENT	2009-07-15	49,577	44,620	S/L	5 0000	4,957			
4 SPEED BUMPS/ASP AHLT REPAIR	2009-09-30	5,376	1,142	S/L	20 0000	269			
OFFICE RENOVATIONS	2009-12-21	53,333	5,333	S/L	40 0000	1,334			
GENERAL BUILDING IMPROVEMENTS	2009-07-15	299,143	33,654	S/L	40 0000	7,478			
HVAC	2009-11-15	18,880	1,967	S/L	40 0000	472			
PATIOS/BALCONIES	2009-10-23	83,589	8,707	S/L	40 0000	2,090			
PLUMBING	2009-07-15	9,354	1,052	S/L	40 0000	234			
POOLS AND SPAS	2009-10-23	2,915	304	S/L	40 0000	72			
INTERIOR REHAB	2010-07-01	25,748	10,013	S/L	9 0000	2,861			
CARPET REPLACEMENTS - 2010	2010-07-01	22,935	16,054	S/L	5 0000	4,587			
GENERAL LAND IMPRV-2010	2010-07-01	18,015	3,153	S/L	20 0000	900			

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
ASPHALT REPAIRS	2010-11-02	5,093	806	S/L	20 0000	255			
SIDEWALKS	2010-09-30	3,740	608	S/L	20 0000	187			
ELECTRICAL REPAIRS - 2010	2010-11-02	5,162	409	S/L	40 0000	129			
EXTERIOR REPAIRS - COMMON 2010	2010-11-05	54,270	4,296	S/L	40 0000	1,357			
BUILDING ENGINEERING COSTS-2010	2010-11-25	534	41	S/L	40 0000	14			
FIRE ALARMS/SPRINKLERS	2010-07-01	8,495	743	S/L	40 0000	213			
HVAC REPAIRS - 2010	2010-07-01	6,754	591	S/L	40 0000	169			
PLUMBING REPAIRS	2010-01-25	7,048	690	S/L	40 0000	176			
POOLS AND SPA REPAIRS - 2010	2010-08-25	1,772	148	S/L	40 0000	44			
VINYL & TILE REPAIRS - 2010	2010-07-01	8,422	5,895	S/L	5 0000	1,685			
CARPET REPLACEMENTS - 2010	2010-07-01	27,154	19,008	S/L	5 0000	5,431			
8 MICROS,3 FRIDGES,2 OVENS, 1 STOVE	2010-07-01	6,426	4,498	S/L	5 0000	1,285			
COMPUTER EQUIPMENT - 2010	2010-01-31	879	689	S/L	5 0000	176			
SIGNS - 2010	2010-07-01	6,951	3,476	S/L	7 0000	993			
ENGINEERING COSTS - 2010	2010-01-25	675	66	S/L	40 0000	17			
PLUMBING REPAIRS	2010-11-15	1,237	98	S/L	40 0000	31			
ADJUSTMENT - PAST/CURRENT DIFF	2010-12-31	22,365	1,677	S/L	40 0000	560			
COMPUTERS & EQUIP	2010-12-31	592	178	S/L	10 0000	59			
DESK FOR OFFICE	2011-04-22	518	197	S/L	7 0000	74			
FLOOR PLAN DISPLAYS	2011-09-29	929	299	S/L	7 0000	132			

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
EQUIPMENT	2011-10-25	2,374	735	S/L	7 0000	339			
BASKETBALL GOALS AND NET	2011-06-09	373	138	S/L	7 0000	53			
2 DESKTOP PCS	2011-10-25	1,905	825	S/L	5 0000	381			
EQUIPMENT	2011-12-01	710	211	S/L	7 0000	102			
2011 - APPLIANCES	2011-04-25	1,337	713	S/L	5 0000	267			
MICROWAVE	2011-05-18	243	126	S/L	5 0000	48			
OVENS HD SUPPLY	2011-06-30	680	340	S/L	5 0000	136			
REFRIDGERATOR	2011-06-27	559	279	S/L	5 0000	112			
1 FRIDGE, 2 MICROWAVES	2011-06-27	1,045	523	S/L	5 0000	209			
VENTAHOOD	2011-07-19	40	20	S/L	5 0000	8			
VENTA HOODS	2011-08-25	163	76	S/L	5 0000	33			
2011 - APPLIANCES	2011-09-25	1,289	580	S/L	5 0000	258			
DISHWASHER	2011-10-07	289	130	S/L	5 0000	58			
1 MICROWAVE	2011-10-07	243	109	S/L	5 0000	49			
2 FRIDGES	2011-10-07	1,279	575	S/L	5 0000	256			
MICROWAVE AND ELECTRIC RANGE	2011-10-07	661	297	S/L	5 0000	132			
2011 - APPLIANCES	2011-10-25	515	223	S/L	5 0000	103			
OVEN AND DISHWASHER	2011-11-22	724	302	S/L	5 0000	145			
RANGE AND FRIDGE	2011-12-01	825	344	S/L	5 0000	165			
FRIDGE AND STOVE	2011-12-22	825	330	S/L	5 0000	165			

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
DISHWASHER AND MICROWAVE	2011-12-22	532	213	S/L	5 0000	106			
DISHWASHER	2011-12-22	289	115	S/L	5 0000	58			
MICROWAVE	2011-12-22	186	74	S/L	5 0000	38			
2011 LANDSCAPING REPAIRS AND ITEMS	2011-07-01	13,503	1,688	S/L	20 0000	675			
2011 - SIDEWALK REPAIRS AND MAINT	2011-07-01	11,958	1,495	S/L	20 0000	598			
NEW AWNING AND BLDG S	2011-10-19	2,125	230	S/L	20 0000	106			
2011 - LANDSCAPING	2011-07-01	11,267	1,408	S/L	20 0000	564			
CM FEE - CONSTR FEE	2011-08-31	4,459	260	S/L	40 0000	112			
2011 - BREAKERS, REPAIRS, PANELS, LIGHTS	2011-05-01	3,670	245	S/L	40 0000	91			
2011 - COMMON AREA MAINT/REPAIRS/EQUIP/RAILS	2011-07-31	3,670	222	S/L	40 0000	91			
2011 - INSPECTIONS	2011-07-31	1,475	89	S/L	40 0000	37			
FIRE KNOX BOX	2011-03-24	800	55	S/L	40 0000	20			
EXIT GATE	2011-06-30	450	56	S/L	20 0000	23			
KEY PAD	2011-09-29	200	64	S/L	7 0000	29			
2011 - HVAC REPAIRS/REPLACEMENTS	2011-07-31	8,413	508	S/L	40 0000	211			
2011 - BOILER REPAIRS/VAMVORAS/CAMERA	2011-07-31	5,012	303	S/L	40 0000	125			
2011 - FURNITURE FOR POOL	2011-07-31	13,627	6,586	S/L	5 0000	2,726			
BOILER ROOM REPAIRS/EQUIP	2011-10-07	4,480	252	S/L	40 0000	112			
D-KAM	2011-11-25	6,232	325	S/L	40 0000	155			
2011- VINYL REPLACEMENT/REPAIRS	2011-07-31	9,090	4,394	S/L	5 0000	1,818			

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
VANITY	2011-02-08	533	311	S/L	5 0000	106			
2011 - CARPET REPLACEMENTS/REPAIRS	2011-07-01	42,629	21,314	S/L	5 0000	8,526			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-05-25	13,440	4,424	S/L	20 0000	672			
LAND IMPROVEMENTS (LIGHTING)	2007-06-06	1,675	551	S/L	20 0000	84			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-06-20	14,768	4,800	S/L	20 0000	738			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-08-02	21,091	6,767	S/L	20 0000	1,054			
LAND IMPROVEMENTS (EXCAVATING) POND	2007-12-26	8,997	2,699	S/L	20 0000	450			
CAMP BUILDING	2009-01-01	6,746,938	1,226,716	S/L	27 5000	245,343			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-03-31	11,635	3,345	S/L	20 0000	582			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-05-05	13,890	3,936	S/L	20 0000	694			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-06-10	6,700	1,870	S/L	20 0000	335			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-06-27	8,245	2,267	S/L	20 0000	413			
LAND IMPROVEMENTS (LAY CONCRETE) MYERS	2008-07-16	6,600	1,788	S/L	20 0000	330			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-07-31	61,257	16,590	S/L	20 0000	3,063			
LAND IMPROVEMENTS (LIGHTING) ELECTRICAL	2008-08-06	6,065	1,643	S/L	20 0000	303			
LAND IMPROVEMENTS (EXCAVATING) CONSTRUCTION	2008-11-07	1,660	429	S/L	20 0000	83			
LANDIMPROVEMENTS (LANDSCAPING)MOLD ERADICATION	2008-12-01	1,200	305	S/L	20 0000	60			
INSULATION-IMPROVEMENTS	2009-04-07	9,400	2,977	S/L	15 0000	626			
2012 - IRRIGATION REPAIR	2012-02-01	14,273	1,368	S/L	20 0000	713			
2012 - LANDSCAPING	2012-02-14	34,030	3,261	S/L	20 0000	1,702			

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
BUILDING 31 LANDSCAPE	2012-03-09	962	88	S/L	20 0000	48			
BUILDING 24 LANDSCAPE	2012-03-09	908	83	S/L	20 0000	46			
35 YDS SAND ADDED TO PLAYGROUND	2012-12-12	3,217	174	S/L	20 0000	161			
STRIPING MACHINE - PARKING LOT	2012-10-31	95	16	S/L	7 0000	13			
DKA78501 ARRIVED AFTER AME	2012-04-30	1,500	125	S/L	20 0000	75			
NEW RAMP @ BUILDING 24	2012-12-05	760	41	S/L	20 0000	38			
LPC CM FEE IRRIGATION	2012-02-29	1,415	65	S/L	40 0000	35			
GM-LPC-5% CM FEE	2012-12-25	2,891	72	S/L	40 0000	73			
1605 ASSESSMENT	2012-02-27	79	4	S/L	40 0000	2			
1605 REPLACE INTERIOR PANEL	2012-03-01	586	27	S/L	40 0000	14			
1001 PANEL REPLACE	2012-07-25	653	23	S/L	40 0000	16			
NEW BATTERIES/ELETICAL	2012-08-30	712	24	S/L	40 0000	18			
NEW ELECTRIC PANEL FOR 1103	2012-10-18	543	16	S/L	40 0000	13			
NEW WIRING/ELEC BLDG 10	2012-10-18	240	7	S/L	40 0000	6			
NEW ELEC PANEL 2108	2012-10-18	741	22	S/L	40 0000	18			
NEW ELEC PANEL 2104	2012-10-18	741	22	S/L	40 0000	18			
NEW PLAYGROUND LIGHTS	2012-12-24	531	13	S/L	40 0000	14			
1103 DEMO/REPLACE SIDEWALK	2012-02-27	850	39	S/L	40 0000	21			
502/15506/2406 NEW BALCONY/LANDING	2012-11-08	2,820	82	S/L	40 0000	71			
BALCONIES REPLACED	2012-12-25	840	21	S/L	40 0000	21			

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
2 NEW FRONT DOORS	2012-11-28	447	12	S/L	40 0000	11			
NEW FRONT DOORS	2012-12-24	373	9	S/L	40 0000	10			
NEW FURNACE	2012-11-16	267	7	S/L	40 0000	7			
NEW BOILER TUBE	2012-08-25	2,179	73	S/L	40 0000	54			
LOOP/INLET/OUTLET BOILERS	2012-08-31	1,266	42	S/L	40 0000	32			
BOILER2 NEW PIPING/COUPLINGS	2012-12-24	786	20	S/L	40 0000	19			
UMBRELLA/STAND HANDICAP TABLE (POOL SIDE)	2012-12-25	1,619	40	S/L	40 0000	41			
1104 VINYL REPLACEMENT	2012-01-25	879	337	S/L	5 0000	176			
1103 VINYL REPLACEMENT	2012-02-02	783	300	S/L	5 0000	157			
2402 M/R PARTIAL VINYL INSTALL	2012-02-08	53	20	S/L	5 0000	11			
2106 M/R VINYL INSTALL	2012-02-10	888	340	S/L	5 0000	178			
NEW CARPET ENTIRE UNIT 102	2012-08-10	573	162	S/L	5 0000	115			
NEW CARPET 1002	2012-08-10	761	216	S/L	5 0000	152			
DISHWASHER & REFRIDGERATOR	2012-04-26	738	246	S/L	5 0000	148			
NEW CARPET 1701	2012-08-10	886	251	S/L	5 0000	177			
2108 NEW CARPET	2012-08-17	804	215	S/L	5 0000	160			
DISHWASHER 2306 & 2110	2011-12-28	577	231	S/L	5 0000	115			
DISHWASHER	2012-01-10	243	97	S/L	5 0000	49			
STOVE	2012-01-12	314	126	S/L	5 0000	63			
2 GARBAGE DISPOSALS	2012-01-17	86	33	S/L	5 0000	17			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DISHWASHER 1401	2012-02-06	429	165	S/L	5 0000	86			
1 REFRIDGERATOR	2012-02-29	511	187	S/L	5 0000	103			
MICROWAVE AND STOVE	2012-04-23	719	240	S/L	5 0000	144			
DISHWASHER	2012-05-01	329	110	S/L	5 0000	65			
ELECTRIC RANGE	2012-05-17	521	165	S/L	5 0000	104			
MICROWAVE OVEN	2012-06-04	275	87	S/L	5 0000	55			
MICROWAVE & FRIDGE	2012-06-07	880	279	S/L	5 0000	176			
DISHWASHER REPLACEMENT 2707	2012-07-11	329	99	S/L	5 0000	66			
OVEN RANGE 106	2012-08-09	521	148	S/L	5 0000	104			
GAS FURNACE REPLACEMENT	2012-08-14	329	93	S/L	5 0000	66			
DISHWASHER REPLACEMENT	2012-08-14	457	129	S/L	5 0000	92			
FRIDGE 1712	2012-09-11	920	245	S/L	5 0000	184			
2 MICROWAVES & 1 DISHWASHER	2012-09-13	879	234	S/L	5 0000	176			
2 MICROWAVES	2012-09-25	550	137	S/L	5 0000	110			
2411 NEW FRIDGE	2012-10-02	532	133	S/L	5 0000	106			
3 DISPOSALS	2012-10-05	217	54	S/L	5 0000	44			
1 OVEN	2012-10-05	366	92	S/L	5 0000	73			
2 DISHWASHERS	2012-10-17	608	142	S/L	5 0000	121			
FRIDGE 2411	2012-10-17	532	124	S/L	5 0000	107			
FRIDGE	2012-11-02	657	153	S/L	5 0000	132			

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
REPLACE VINYL 1906	2012-03-29	933	326	S/L	5 0000	187			
2 DW ONE FRIDGE	2012-11-23	982	213	S/L	5 0000	196			
MICROWAVE & OVEN 1203	2012-11-28	604	131	S/L	5 0000	121			
DISHWASHER	2012-12-04	329	71	S/L	5 0000	66			
D/W	2012-12-24	329	66	S/L	5 0000	66			
M/R VINYL INSTALL 402	2012-03-15	212	78	S/L	5 0000	42			
2012 CARPET REPLACEMENTS	2012-07-01	30,636	9,191	S/L	5 0000	6,127			
M/R VINYL INSTALL 2409	2012-04-30	635	212	S/L	5 0000	127			
805 VINYL REPLACEMENT	2012-06-07	408	129	S/L	5 0000	82			
VINYL REPLACEMENT 2305	2012-06-07	690	219	S/L	5 0000	138			
801 VINYL REPLACEMENT	2012-06-12	426	135	S/L	5 0000	85			
703 VINYL REPLACEMENT	2012-06-28	175	53	S/L	5 0000	35			
2511 VINYL REPLACEMENT	2012-07-19	355	101	S/L	5 0000	71			
804 VINYL REPLACEMENT	2012-07-23	297	84	S/L	5 0000	60			
103 VINYL REPLACEMENT	2012-07-31	362	103	S/L	5 0000	72			
CONDENSING UNITS	2012-02-16	1,785	82	S/L	40 0000	44			
13SEER CONDENSING UNITS (2)	2012-05-21	1,362	54	S/L	40 0000	34			
DURO 2 0T DRY22 CORD	2012-05-30	589	23	S/L	40 0000	15			
TWO 2 0 CONDENSING UNITS	2012-06-15	1,181	47	S/L	40 0000	29			
1002 2 0 CONDENSOR REPLACEMENT	2012-06-29	551	21	S/L	40 0000	13			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
NEW GAS FURNACE	2012-09-19	608	19	S/L	40 0000	15			
COIL/MOTOR/FURNACE	2012-10-29	992	29	S/L	40 0000	25			
FURNANCE AND COILS	2012-11-27	672	18	S/L	40 0000	17			
1 REFRIDGERATOR	2012-02-25	511	187	S/L	5 0000	103			
BALLASTS & STARTERS	2012-01-31	373	18	S/L	40 0000	9			
2409 REPLACE ELECTRICAL PANEL	2012-06-30	548	21	S/L	40 0000	13			
HYDRO/CONTROL/GAUGES FOR AC EXHAUST FAN	2012-01-31	795	38	S/L	40 0000	20			
REGFRIGERATOR INV 9114097731	2012-04-30	511	170	S/L	5 0000	103			
MICROWAVE 9114201192	2012-04-30	186	62	S/L	5 0000	37			
VINYL INSTALL 907 & 3401	2012-04-30	1,731	577	S/L	5 0000	346			
PLAYGROUND SCRAPING/CLEANING	2012-04-30	1,195	100	S/L	20 0000	59			
CEILING FAN	2012-10-25	377	11	S/L	40 0000	9			
BANNER	2011-11-22	319	91	S/L	7 0000	46			
COMPUTER (CDW)	2013-02-01	1,386	254	S/L	5 0000	277			
RE-TILE POOL & NEW SAND FILTER	2013-03-05	20,998	875	S/L	20 0000	1,050			
NEW CONCRETE SIDEWALK	2013-06-17	780	20	S/L	20 0000	39			
NEW CONCRETE BUMPER STOPS	2013-07-26	541	11	S/L	20 0000	27			
NEW SIDEWALKS	2013-08-15	16,120	336	S/L	20 0000	806			
NEW CONCRETE TRACK AT GATE	2013-09-18	750	9	S/L	20 0000	38			
LANDSCAPE - POOL AREA	2013-08-27	2,150	36	S/L	20 0000	107			

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
LANDSCAPE - MODEL	2013-10-10	1,242	16	S/L	20 0000	62			
STEEL DOOR TO PUMP ROOM	2013-03-27	725	14	S/L	40 0000	18			
REPLACED BALCONY 3302	2013-12-10	3,120	7	S/L	40 0000	78			
ELEC METER BLGD 30	2013-03-26	684	13	S/L	40 0000	17			
ELECTRICAL PANAL BLDG 31	2013-06-21	699	9	S/L	40 0000	17			
WIRING/LIGHTING MAILBOX	2013-12-04	821	2	S/L	40 0000	20			
EXIT SIGNS INSTALLED	2013-12-06	2,369	5	S/L	40 0000	59			
GUTTERS	2013-12-06	2,490	5	S/L	40 0000	62			
HYDROLIC CLOSING GATES	2013-12-10	1,308	3	S/L	40 0000	32			
NEW POOL PUMP	2013-04-01	1,296	24	S/L	40 0000	33			
PLUMBING	2013-05-25	2,549	37	S/L	40 0000	64			
CONTROL CABINET IGNITOR	2013-08-09	884	9	S/L	40 0000	22			
NEW BOILER BY POOL	2013-08-14	17,580	183	S/L	40 0000	440			
NEW FURNACE CONTROL MODULE	2013-11-26	737	2	S/L	40 0000	18			
VINYL - MAY	2013-05-25	4,722	551	S/L	5 0000	944			
VINYL - JUNE	2013-06-11	482	56	S/L	5 0000	97			
VINYL - AUGUST	2013-07-25	1,165	97	S/L	5 0000	233			
VINYL - SEPT	2013-09-17	345	17	S/L	5 0000	69			
VINYL - DEC	2013-12-10	402	7	S/L	5 0000	80			
DISHWASHER 9119908931	2013-01-11	296	59	S/L	5 0000	59			

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DISHWASHER AND DISPOSAL 9120020352	2013-01-17	506	93	S/L	5 0000	101			
MICROWAVE	2013-01-25	275	50	S/L	5 0000	55			
REFRIDGERATOR	2013-01-25	639	117	S/L	5 0000	128			
FRIDGE AND STOVE	2013-01-25	1,003	184	S/L	5 0000	200			
MICROWAVE	2013-01-25	164	30	S/L	5 0000	33			
REFRIDGERATOR 9120312746	2013-02-01	622	114	S/L	5 0000	124			
DISHWASHER 9120412608	2013-02-07	344	63	S/L	5 0000	69			
MICROWAVE	2013-02-12	290	53	S/L	5 0000	58			
DISHWASHER AND DISPOSAL 9120509486	2013-02-12	489	90	S/L	5 0000	97			
REFRIDGERATOR 9120734226	2013-02-25	359	60	S/L	5 0000	71			
DISPOSALS 9120896152	2013-03-05	106	18	S/L	5 0000	21			
REFRIDGERATOR	2013-03-25	622	93	S/L	5 0000	125			
DISHWASHER 9121405430	2013-04-01	395	59	S/L	5 0000	79			
REFRIDGERATOR 9121463547	2013-04-03	680	102	S/L	5 0000	136			
MICROWAVE 9121890941	2013-04-24	291	39	S/L	5 0000	58			
REFRIDGERATOR 9122037281	2013-05-01	680	91	S/L	5 0000	136			
REFRIDGERATOR AND DISHWASHER 9122144180	2013-05-07	1,082	144	S/L	5 0000	217			
CARPET	2013-05-07	1,031	137	S/L	5 0000	207			
DISHWASHER 9122464625	2013-05-22	343	40	S/L	5 0000	69			
(2) DISHWASHERS 9122688020	2013-06-04	665	78	S/L	5 0000	133			

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
(2) OVENS 9122831347	2013-06-10	835	97	S/L	5 0000	168			
MICROWAVE	2013-06-25	268	27	S/L	5 0000	54			
OVEN 9122938198	2013-06-14	452	53	S/L	5 0000	90			
OVEN 912306740	2013-06-20	418	42	S/L	5 0000	83			
MICROWAVE 9123105112	2013-06-21	291	29	S/L	5 0000	58			
(2) OVENS 9123412758	2013-07-09	1,707	171	S/L	5 0000	341			
REFRIDGERATOR 9123579402	2013-07-16	791	66	S/L	5 0000	158			
REFRIDGERATOR 9123679398	2013-07-19	799	67	S/L	5 0000	159			
REFRIDGERATOR 9124122299	2013-08-08	782	65	S/L	5 0000	157			
REFRIDGERATOR 9124202228	2013-08-13	791	66	S/L	5 0000	158			
OVEN 9124202226	2013-08-13	426	35	S/L	5 0000	86			
APPLIANCES	2013-09-25	2,796	140	S/L	5 0000	559			
REFRIDGERATOR 9124816301	2013-09-10	680	45	S/L	5 0000	136			
REFRIDGERATOR 9125094717	2013-09-24	791	40	S/L	5 0000	158			
DISHWASHER 91257444694	2013-10-24	327	11	S/L	5 0000	65			
REFRIDGERATOR	2013-12-25	791		S/L	5 0000	158			
DISHWASHER 9125543031	2013-10-15	327	16	S/L	5 0000	66			
REFRIDGERATOR 9125832284	2013-10-29	782	26	S/L	5 0000	157			
MICROWAVES	2013-11-25	716	12	S/L	5 0000	143			
CARPET REPLACEMENTS	2013-07-01	32,451	3,245	S/L	5 0000	6,490			

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
LANDSCAPE UPGRADE	2013-12-25	23,268		S/L	20 0000	1,163			
POWERMATIC - NEW KEY PAD	2013-12-25	508		S/L	40 0000	13			
PARKING LOTS	2013-12-25	3,180		S/L	20 0000	159			
D-KAM RAMP	2013-12-25	990		S/L	40 0000	25			
FRIDGE & DW	2013-04-10	344	26	S/L	10 0000	34			
OVEN	2013-09-19	393	10	S/L	10 0000	39			
MICROWAVE	2013-10-02	291	7	S/L	10 0000	29			
FRIDGE	2013-10-24	791	13	S/L	10 0000	79			
MICROWAVE	2013-10-30	291	5	S/L	10 0000	29			
LEGAL FEES RELATING TO MFL PROGRAM	2013-12-31	40,000							
MASTER LINKS/CHAIN GATE	2014-07-11	756		S/L	20 0000	19			
POOL RE-PLASTER	2014-07-25	10,625		S/L	20 0000	221			
BLDG25 CONCRETE LANDING	2014-03-17	950		S/L	20 0000	36			
BLDG13 STAIR TREADS	2014-08-27	2,250		S/L	20 0000	38			
NEW KITCHEN DRAWERS 2103	2014-04-22	500		S/L	40 0000	8			
FENCING AT PLAYGROUND/OFFICE	2014-07-14	1,950		S/L	40 0000	24			
25 NEW EXTERIOR LIGHTS	2014-12-19	3,413		S/L	40 0000				
21 BLDG NEW ELEC PANELS	2014-04-23	558		S/L	40 0000	9			
NEW ELEC PANEL 2105	2014-06-16	750		S/L	40 0000	9			
HD - 2 CONDENSORS	2014-05-25	1,154		S/L	40 0000	17			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
CARB MONOXIDE DETECTER FOR WHOLE PROP	2014-05-13	6,020		S/L	40 0000	100			
FURNACE AND FUR DOWN	2014-01-10	1,106		S/L	40 0000	28			
2 TON CONDENSER AND BLOWER MOTOR	2014-05-28	1,214		S/L	40 0000	18			
HD 2 TON CONDENSER	2014-09-25	1,012		S/L	40 0000	6			
2 TON CONDENSER	2014-08-26	1,053		S/L	40 0000	9			
HD CONDENSER	2014-10-25	1,574		S/L	40 0000	7			
2 TON CONDENSER	2014-10-20	1,405		S/L	40 0000	6			
HD SUPPLY - FURNACE AND COILS	2014-12-25	1,652		S/L	40 0000				
INST IGNITER/CONTROL BOILER	2014-04-16	1,258		S/L	40 0000	21			
BOILER GAS IGNITER	2014-03-16	1,258		S/L	40 0000	24			
BOILER PUMP	2014-07-18	1,045		S/L	40 0000	11			
NEW ROOF'S BLDG 1-9	2014-08-18	61,580		S/L	40 0000	513			
VINYL - JAN	2014-01-14	1,310		S/L	5 0000	262			
VINYL - FEB	2014-02-25	1,011		S/L	5 0000	169			
VINYL - MAR	2014-03-11	1,198		S/L	5 0000	200			
VINYL - APR	2014-04-22	1,063		S/L	5 0000	142			
VINYL - MAY	2014-05-27	204		S/L	5 0000	24			
VINYL - JUNE	2014-06-27	910		S/L	5 0000	91			
VINYL - JULY	2014-07-29	4,093		S/L	5 0000	341			
VINYL - SEPT	2014-09-26	822		S/L	5 0000	41			

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
VINYL - OCT	2014-10-31	435		S/L	5 0000	14			
VINYL - NOV	2014-11-06	468		S/L	5 0000	16			
HD MICROWAVE	2014-01-25	268		S/L	5 0000	49			
MICROWAVE	2014-02-10	301		S/L	5 0000	55			
6 USED APPLIANCE SETS	2014-04-25	632		S/L	5 0000	84			
DISHWASHER/REFRIGERATOR	2014-05-25	934		S/L	5 0000	109			
15 5 CU FT REFRIGERATOR	2014-11-04	633		S/L	5 0000	21			
STOVE	2014-11-21	438		S/L	5 0000	7			
HD SUPPLY - OVEN/FRIDGE/DISHWASHER	2014-12-25	1,989		S/L	5 0000				
DISHWASHER	2014-05-29	338		S/L	5 0000	39			
2 MICROWAVES	2014-04-08	422		S/L	5 0000	63			
2 MICROWAVES	2014-04-23	390		S/L	5 0000	52			
CARPET REPLACEMENTS	2014-07-01	31,475		S/L	5 0000	3,148			
KNIGHT COPIER	2014-12-25	5,419		S/L	5 0000				
70000 BTU GAS FURNACE	2014-01-16	751		S/L	40 0000	17			
GAS FURNACE AND FLOW COIL	2014-01-31	954		S/L	40 0000	22			
40000 BTU GAS FURNACE/COILS	2014-05-28	939		S/L	40 0000	14			
2 TON FURNACE	2014-09-09	902		S/L	40 0000	8			
2 TON CONDENSER	2014-10-08	583		S/L	40 0000	4			

TY 2014 Investments Corporate Stock Schedule

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	9,971,762	9,971,762

TY 2014 Land, Etc. Schedule**Name:** KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDINGS & EQUIPMENT	18,072,629	5,680,379	12,392,250	12,392,250
LAND	1,989,880		1,989,880	1,989,880

TY 2014 Legal Fees Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	27,345			27,345

TY 2014 Loans from Officers Schedule

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

Item No.	1
Lender's Name	NOTE PAYABLE - WILLIAM KELLOGG
Lender's Title	DISQUALIFIED PERSON
Original Amount of Loan	4500000
Balance Due	6600000
Date of Note	2008-12
Maturity Date	
Repayment Terms	REPAYMENT UPON DEMAND
Interest Rate	
Security Provided by Borrower	NONE
Purpose of Loan	TO FUND EXEMPT PURPOSE
Description of Lender Consideration	NONE
Consideration FMV	

TY 2014 Other Assets Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
LOAN COSTS - NET OF AMORTIZATION	24,039	3,727	3,727

TY 2014 Other Expenses Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADVERTISING & PROMOTION	67,189			67,189
INSURANCE PREMIUMS	55,254			55,254
MAINTENANCE	236,559			236,559
MANAGEMENT FEES	60,000			60,000
OFFICE EXPENSES	40,732			40,732
SECURITY EXPENSES	5,834			5,834
UTILITIES	113,640			113,640

TY 2014 Other Income Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RENTAL REVENUE - KFF LLC	1,783,166		
OTHER REVENUE - KFF LLC	82,761		

TY 2014 Other Liabilities Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Description	Beginning of Year - Book Value	End of Year - Book Value
BEXAR COUNTY HOUSING FINANCE CORP	5,684,116	5,475,978
UNEARNED REVENUE	8,608	8,105
SECURITY DEPOSIT LIABILITY	32,967	35,272
UNCLAIMED PROPERTY LIABILITY	923	1,773

TY 2014 Other Professional Fees Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	14,813	14,813		

TY 2014 Taxes Schedule

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE TAXES	202,153			202,153
TAXES	225,278			

TY 2014 GeneralDependencySmall

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567



Business Name or Person Name:

Taxpayer Identification Number:

**Form, Line or Instruction
Reference:**

Regulations Reference:

Description: GENERAL FOOTNOTE

Attachment Information: KELLOGG FAMILY FOUNDATION HEREBY ELECTS UNDER REGULATIONS SECTION 53.4942 (A)-(3)(D)(2) TO TREAT 3,190,944 OF THE QUALIFYING DISTRIBUTION OF 2014 AS A DISTRIBUTION MADE OUT OF CORPUS FOR 2014.

TY 2014 GeneralDependencySmall

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567



Business Name or Person Name:

Taxpayer Identification Number:

Form, Line or Instruction Reference:

Regulations Reference:

Description: DEPRECIATION - SL ALL PROP

Attachment Information: YEAR ENDED: DECEMBER 31, 2014 39-1775567 KELLOGG FAMILY FOUNDATION C/O GODFREY & KAHN, S.C. 780 N WATER ST MILWAUKEE, WI 53202 STRAIGHT-LINE DEPRECIATION METHOD ELECTION UNDER IRC SECTION 168(B)(3)(D), THE ORGANIZATION ELECTS TO USE THE STRAIGHT-LINE METHOD OF DEPRECIATION, INSTEAD OF THE REGULAR STATUTORY METHOD IN COMPUTING THE DEDUCTION FOR ALL PROPERTY PLACED INTO SERVICE DURING THE TAX YEAR ENDING DECEMBER 31, 2014. THE ELECTION, MADE IN ACCORDANCE WITH CODE SEC. 168(B)(5), APPLIES TO ALL PROPERTY PLACED IN SERVICE DURING THE TAX YEAR.

TY 2014 GeneralDependencySmall

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567



Business Name or Person Name:

Taxpayer Identification Number:

Form, Line or Instruction Reference:

Regulations Reference:

Description: OUT OF BONUS DEPR-ALL PROP

Attachment Information: YEAR ENDED: DECEMBER 31, 2014 39-1775567 KELLOGG FAMILY FOUNDATION C/O GODFREY & KAHN, S.C. 780 N WATER ST MILWAUKEE, WI 53202 ELECTING OUT OF BONUS DEPRECIATION ALLOWANCE FOR ALL ELIGIBLE DEPRECIABLE PROPERTY THE TAXPAYER ELECTS OUT OF FIRST-YEAR BONUS DEPRECIATION ALLOWANCE UNDER IRC SECTION 168(K) FOR ALL ELIGIBLE ASSET CLASSES OF DEPRECIABLE PROPERTY ACQUIRED AFTER DECEMBER 31, 2007. THIS ELECTION APPLIES TO ALL ELIGIBLE DEPRECIABLE PROPERTY PLACED IN SERVICE DURING THE TAX YEAR.

TY 2014 GeneralDependencySmall

Name: KELLOGG FAMILY FOUNDATION

C/O GODFREY & KAHN SC

EIN: 39-1775567



Business Name or Person Name:

Taxpayer Identification Number:

**Form, Line or Instruction
Reference:**

Regulations Reference:

Description: QUALIFYING DISTRIBUTIONS

Attachment Information: YEAR ENDED: DECEMBER 31, 2014 39-1775567 KELLOGG FAMILY FOUNDATION C/O GODFREY & KAHN, S.C. 780 N WATER ST MILWAUKEE, WI 53202 TREATMENT OF QUALIFYING DISTRIBUTIONS ELECTION UNDER IRC SECTION 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE NONOPERATING PRIVATE FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF: UNDISTRIBUTED INCOME FROM THE TAX YEARS ENDING: TAX YEAR AMOUNT _____

_____ CORPUS /S/

_____ NAME

_____ TITLE

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

Treatment of Qualifying Distributions Election

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

[] Undistributed income from the tax years ending:

Tax Year	Amount
_____	_____
_____	_____
_____	_____

Corpus

/S/ 

Name Peter M. Sonnenburg

Title Asst Secy

Substantiation of Expenditure Responsibility

Kellogg Family Foundation
EIN: 39-1775567
Tax Year Ended December 31, 2014

The purpose of this statement is to comply with the requirements of Treas Reg §53 4945-5(d)(2). The Report is being made by Lake Valley Camp, Inc (the "Camp") to The Kellogg Family Foundation, Inc (the "Foundation") in connection with gifts totaling \$1,125,000 made by the Foundation to the Camp during 2014.

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

2 Date and Amount of Grants

2014		
01/22/14	\$	75,000
02/20/14		75,000
03/27/14		75,000
04/24/14		75,000
05/21/14		100,000
06/19/14		100,000
07/01/14		100,000
07/17/14		100,000
08/04/14		100,000
08/19/14		50,000
09/09/14		75,000
10/29/14		50,000
10/29/14		50,000
11/25/14		50,000
12/16/14		<u>50,000</u>
Total		\$ <u>1,125,000</u>

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

4 Amounts Expended by the Grantee The entire amount of \$1,125,000 received was expended by the grantee

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

6 Date of Report The date of this Report received from the Grantee is May 15,2015

7 Date and Results of Verification The Grantee's report has been verified as true on May 15, 2015