

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

**2011**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2011 or tax year beginning** SEP 1, 2011, **and ending** AUG 31, 2012

Name of foundation W.K. KELLOGG FOUNDATION TRUST - NO. 5315 C/O BANK OF NY MELLON TRUST CO., N.A.		<b>A Employer identification number</b>  36-6030614
Number and street (or P.O. box number if mail is not delivered to street address) 500 GRANT STREET - DANA LUKSIC	Room/suite 410	<b>B Telephone number</b>  (412) 234-3510
City or town, state, and ZIP code PITTSBURGH, PA 15258-0001		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/>  Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,698,846,526.	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	156,590,300.	193,064,601.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	320,641,356.			
	b Gross sales price for all assets on line 6a	0.			
	7 Capital gain net income (from Part IV, line 2)		310,341,473.		
	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)					
11 Other income			2,684,350.		Statement 2
12 <b>Total.</b> Add lines 1 through 11	477,231,656.	506,090,424.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	851,856.	851,856.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	514,359.	514,359.		0.
	b Accounting fees Stmt 4	118,192.	118,192.		0.
	c Other professional fees Stmt 5	17,754,008.	28,236,483.		0.
	17 Interest		487,197.		
	18 Taxes Stmt 6	<6,729,446.>	1,249,931.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	30,384.	30,384.		0.
	22 Printing and publications				
	23 Other expenses Stmt 7	441,889.	236,139.		0.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	12,981,242.	31,724,541.		0.
	25 Contributions, gifts, grants paid	330,000,000.			330,000,000.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	342,981,242.	31,724,541.		330,000,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	134,250,414.				
b <b>Net investment income</b> (if negative, enter -0-)		474,365,883.			
c <b>Adjusted net income</b> (if negative, enter -0-)			N/A		

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.*

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions W.K. KELLOGG FOUNDATION TRUST - NO. 5215 C/O BANK OF NY MELLON TRUST CO., N.A.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 36-6030614
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 500 GRANT STREET - DANA LUKSIC, No. 410	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15258-0001	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BANK OF NY MELLON TRUST CO. N.A. -

- The books are in the care of ▶ 500 GRANT STREET, SUITE 410 - PITTSBURGH, PA 15258  
Telephone No. ▶ (412) 234-3510 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until April 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year \_\_\_\_\_ or  
 ▶  tax year beginning SEP 1, 2011, and ending AUG 31, 2012

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	6,617,763.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	3,617,763.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	3,000,000.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

TAXPAYER COPY

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  ▶

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

		<b>Enter filer's identifying number, see instructions</b>	
<b>Type or print</b>	Name of exempt organization or other filer, see instructions W.K. KELLOGG FOUNDATION TRUST - NO. 5315	Employer identification number (EIN) or	
File by the due date for filing your return. See instructions.	C/O BANK OF NY MELLON TRUST CO., N.A.	<input checked="" type="checkbox"/>	36-6030614
	Number, street, and room or suite no. If a P.O. box, see instructions. 500 GRANT STREET - DANA LUKSIC, No. 410	Social security number (SSN) <input type="checkbox"/>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15258-0001		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

BNY Mellon Tst Co. NA - Dana Luksic

- The books are in the care of ▶ 500 Grant Street, Suite 410 - Pittsburgh, PA 15258  
Telephone No. ▶ (412) 234-3510 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until July 15, 2013.
- 5 For calendar year \_\_\_\_\_, or other tax year beginning SEP 1, 2011, and ending AUG 31, 2012.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_  
Additional time is requested to gather information to file a complete and accurate return.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	6,617,763.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	6,617,763.
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Lou Boyer Title ▶ CPA Date ▶ 4/15/13

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		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	91,076,109.	214,899,378.	214,899,378.	
	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				
	7	Other notes and loans receivable				
		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 Stmt 8	161,244,712.	113,137,495.	113,137,495.	
	b	Investments - corporate stock Stmt 9	4,748,254,946.	4,279,604,890.	4,279,604,890.	
	c	Investments - corporate bonds Stmt 10	53,977,697.	25,328,838.	25,328,838.	
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other Stmt 11	1,943,132,025.	1,981,183,748.	1,981,183,748.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe Statement 12)	121,697,588.	84,692,178.	84,692,178.		
16	<b>Total assets</b> (to be completed by all filers)	7,119,383,077.	6,698,846,526.	6,698,846,526.		
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				
	22	Other liabilities (describe Statement 13)	92,789,602.	81,338,001.		
23	<b>Total liabilities</b> (add lines 17 through 22)	92,789,602.	81,338,001.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted	7,026,593,475.	6,617,508,525.		
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input 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				
30	<b>Total net assets or fund balances</b>	7,026,593,475.	6,617,508,525.			
31	<b>Total liabilities and net assets/fund balances</b>	7,119,383,077.	6,698,846,526.			

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	7,026,593,475.
2	Enter amount from Part I, line 27a	2	134,250,414.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	7,160,843,889.
5	Decreases not included in line 2 (itemize) Unrealized Loss due to decrease in value of investments	5	543,335,362.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,617,508,527.

**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.)
<b>1a</b>				
<b>b</b> See Attached Statement				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b> 320,641,356.		10,299,883.	310,341,473.	
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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>			310,341,473.	
<b>2</b> 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 ..... }		<b>2</b> 310,341,473.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 .....		}		<b>3</b> N/A

**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))
2010	332,179,158.	6,595,895,804.	.050361
2009	310,380,358.	6,363,000,543.	.048779
2008	303,564,624.	5,631,085,521.	.053909
2007	346,009,257.	7,052,696,769.	.049061
2006	348,338,634.	6,949,032,605.	.050128
<b>2</b> Total of line 1, column (d) .....			<b>2</b> .252238
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years .....			<b>3</b> .050448
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 .....			<b>4</b> 6,242,683,953.
<b>5</b> Multiply line 4 by line 3 .....			<b>5</b> 314,930,920.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) .....			<b>6</b> 4,743,659.
<b>7</b> Add lines 5 and 6 .....			<b>7</b> 319,674,579.
<b>8</b> Enter qualifying distributions from Part XII, line 4 .....			<b>8</b> 330,000,000.

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 instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 1,845,223.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity questions. Columns for Yes and No. Includes questions about political campaigns, unrelated business income, and substantial contributors.

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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of BNY Mellon Tst Co NA - Dana Luksic Telephone no. (412) 234-3510
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
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?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
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 2011?

**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))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  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)?  Yes  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?  Yes  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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  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?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  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?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No  N/A

**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.**

(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
See Statement 18				
	0.00	347,500.	0.	21,060.

**2 Compensation of five highest-paid employees (other than those included on line 1). 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  0



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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
The Bank of New York Mellon, N.A. - 500 Grant Street, Suite 410, Pittsburgh, PA 15258-0001	Financial & Investment Services	991,694.
Sidley Austin LLP 1 S Dearborn St, Chicago, IL 60603	Legal Services	496,610.
Cambridge Associates 100 Summer Street, Boston, MA 02110	Financial & Investment Services	400,050.
Aksia LLC - 599 Lexington Avenue, Floor 46, New York, NY 10022	Financial & Investment Services	298,629.
William Blair & Company 222 West Adams Street, Chicago, IL 60606	Financial & Investment Services	171,901.
<b>Total</b> number of others receiving over \$50,000 for professional services		0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3 NONE	0.
<b>Total.</b> Add lines 1 through 3	0.

**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	6,337,519,401.
b	Average of monthly cash balances .....	1b	230,805.
c	Fair market value of all other assets .....	1c	
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	6,337,750,206.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....		1e	372,958,572.
2	Acquisition indebtedness applicable to line 1 assets .....	2	0.
3	Subtract line 2 from line 1d .....	3	6,337,750,206.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	95,066,253.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	6,242,683,953.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	312,134,198.

**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	312,134,198.
2a	Tax on investment income for 2011 from Part VI, line 5 .....	2a	4,743,659.
b	Income tax for 2011. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	4,743,659.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	307,390,539.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	307,390,539.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	307,390,539.

**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	330,000,000.
b	Program-related investments - total from Part IX-B .....	1b	0.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	330,000,000.
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 .....	5	4,743,659.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	325,256,341.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				307,390,539.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			9,166,253.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 330,000,000.				
a Applied to 2010, but not more than line 2a			9,166,253.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				307,390,539.
e Remaining amount distributed out of corpus	13,443,208.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	13,443,208.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	13,443,208.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	13,443,208.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation 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).)

None

**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.

None

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed:

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

**c** Any submission deadlines:

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

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
<b>a Paid during the year</b>					
W.K. KELLOGG FOUNDATION ONE MICHIGAN AVENUE EAST BATTLE CREEK, MI 49017			PRIVATE FOUNDATION	FUNDING THE FOUNDATION'S CHARITABLE ACTIVITIES	330,000,000.
<b>Total</b>					<b>330,000,000.</b>
<b>b Approved for future payment</b>					
None					
<b>Total</b>					<b>0.</b>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). Row 1 contains 'NOT APPLICABLE'.

**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		X
(2)	Other assets		X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization		X
(2)	Purchases of assets from a noncharitable exempt organization		X
(3)	Rental of facilities, equipment, or other assets		X
(4)	Reimbursement arrangements		X
(5)	Loans or loan guarantees		X
(6)	Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
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.		

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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.

**Sign Here**  Yes  No

Signature of officer or trustee \_\_\_\_\_ Date \_\_\_\_\_ Title \_\_\_\_\_

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Lori Boyce				P00121981
Firm's name ▶ Deloitte Tax LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 200 Renaissance Center, Ste 3900 DETROIT, MI 48243			Phone no. 313-396-3000	

**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 Publicly Traded Securities	P	Various	Various
b Short Term Gain from Partnerships	P	Various	Various
c Long Term Gain from Partnerships	P	Various	Various
d Gain (Loss) on Disposition of Charles River Partnership IX	P	Various	Various
e Gain (Loss) on Sale of Madison Dearborn Capital Partners V-A	P	Various	Various
f Gain (Loss) on Sale of Madison Dearborn Capital Partners V-B	P	Various	Various
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 320,641,356.		10,299,883.	310,341,473.
b			0.
c			0.
d			0.
e			0.
f			0.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			310,341,473.
b			0.
c			0.
d			0.
e			0.
f			0.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	310,341,473.
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). If (loss), enter "-0-" in Part I, line 8 .....	3	N/A



Form 990-PF	Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends & Interest from Various Securities	156,590,300.	0.	156,590,300.
Total to Fm 990-PF, Part I, ln 4	156,590,300.	0.	156,590,300.

Form 990-PF	Other Income	Statement	2
Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Income	0.	2,684,350.	
Total to Form 990-PF, Part I, line 11	0.	2,684,350.	

Form 990-PF	Legal Fees	Statement	3	
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	514,359.	514,359.		0.
To Fm 990-PF, Pg 1, ln 16a	514,359.	514,359.		0.

Form 990-PF	Accounting Fees	Statement	4	
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Deloitte Tax LLP	118,192.	118,192.		0.
To Form 990-PF, Pg 1, ln 16b	118,192.	118,192.		0.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment Management Fees - Multiple Managers	14,129,048.	28,236,483.			0.
Consulting Fees - Multiple Vendors	886,094.	0.			0.
Administrative Costs Reimbursed to WKKF	2,738,866.	0.			0.
To Form 990-PF, Pg 1, ln 16c	17,754,008.	28,236,483.			0.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Net Federal Excise Tax Provision - Current and Deferred	<6,766,477.>	1,249,931.			0.
Foreign Taxes	10,031.	0.			0.
State Taxes	27,000.	0.			0.
To Form 990-PF, Pg 1, ln 18	<6,729,446.>	1,249,931.			0.

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Insurance	140,400.	140,400.			0.
Line of Credit Fees	205,750.	0.			0.
Miscellaneous Expense	95,739.	95,739.			0.
To Form 990-PF, Pg 1, ln 23	441,889.	236,139.			0.

Form 990-PF	U.S. and State/City Government Obligations		Statement	8
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U.S. Government Obligations - See Attached	x		113,137,495.	113,137,495.
Total U.S. Government Obligations			113,137,495.	113,137,495.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			113,137,495.	113,137,495.

Form 990-PF	Corporate Stock		Statement	9
Description			Book Value	Fair Market Value
Corporate Stock - See Attached			4,279,604,890.	4,279,604,890.
Total to Form 990-PF, Part II, line 10b			4,279,604,890.	4,279,604,890.

Form 990-PF	Corporate Bonds		Statement	10
Description			Book Value	Fair Market Value
Corporate Bonds - See Attached			25,328,838.	25,328,838.
Total to Form 990-PF, Part II, line 10c			25,328,838.	25,328,838.

Form 990-PF	Other Investments		Statement	11
Description	Valuation Method		Book Value	Fair Market Value
Commingled Funds - See Attached	FMV		828,165,601.	828,165,601.
Foreign Govt Securities	FMV		69,123,551.	69,123,551.
Hedge Funds - See Attached	FMV		433,519,759.	433,519,759.
Mutual Funds & Venture Capital Investments - See Attached	FMV		532,221,683.	532,221,683.
Real Estate Funds - See Attached	FMV		118,153,154.	118,153,154.
Total to Form 990-PF, Part II, line 13			1,981,183,748.	1,981,183,748.

Form 990-PF	Other Assets		Statement 12
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Contributions Receivable from Contingent Trusts	39,461,872.	41,364,782.	41,364,782.
Accrued Income	36,482,299.	35,845,311.	35,845,311.
Net Receivable on unsettled trade	45,753,417.	7,482,085.	7,482,085.
<b>To Form 990-PF, Part II, line 15</b>	<b>121,697,588.</b>	<b>84,692,178.</b>	<b>84,692,178.</b>

Form 990-PF	Other Liabilities		Statement 13
Description	BOY Amount	EOY Amount	
Deferred Excise Tax Liability	92,789,602.	81,338,001.	
<b>Total to Form 990-PF, Part II, line 22</b>	<b>92,789,602.</b>	<b>81,338,001.</b>	

Form 990-PF	Name of Foreign Country in Which Organization has Financial Interest	Statement 14
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- Name of Country
- Australia
  - Brazil
  - Canada
  - China
  - Denmark
  - France
  - Germany
  - Hong Kong
  - Indonesia
  - Italy
  - Japan
  - Korea (South)
  - Mexico
  - Netherlands
  - Norway
  - Poland
  - Singapore
  - South Africa
  - Spain
  - Sweden
  - Switzerland

Taiwan  
United Kingdom  
Belgium

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**  
**EIN: 36-6030614**  
**FORM 990-PF**  
**FYE AUGUST 31, 2012**

**Page 1, Part I, Line 6a Column (a) and Line 7 Column (b)**

Line 6a Column (a) Net Capital Gain for Book Purposes	\$ 320,641,356
Book to tax difference in gain on sale attributable to difference between adjusted basis and fair market value at 12/31/1969 for 3,042,000 shares of Kellogg common stock sold during the year*	
	(3,603,539)
Reclassification of unrealized gains included in book income	(3,992,082)
Gain (Loss) on Sale of Charles River Partnership IX, LP	-
Gain (Loss) on Sale of Madison Dearborn Capital Partners V-A	(2,481,276)
Gain (Loss) on Sale of Madison Dearborn Capital Partners V-B	205,654
Capital Gain/Loss from Partnerships Booked by Bank of New York Mellon	(48,904,224)
Capital Gain from Partnerships	48,475,584
	<hr/>
Line 7 Column (b) Net Capital Gain for Tax - Net Investment Income Purposes	<u>\$ 310,341,473</u>

\* The amount shown on this line includes 3,042,400 shares of Kellogg Company common stock sold during the current tax year using the 12/31/1969 fair market value as the tax basis in Kellogg stock in lieu of the adjusted basis of such stock.

Fund Number	Ordinary Income (Loss)	Rental Real Estate Income (Loss)	Adjustment for PPIG Income	UBI per K-1	Interest	Dividends	Royalties	Short Term Gain (Loss)	Long Term Gain (Loss)	Capital Gain Distribution	Section 1250 Unrecap Gain	Sec 988 Income / (Loss)	Section 1231 Gain (Loss)	Section 1256 Gain (Loss)	Other Income (Loss)
Fund 138					3,445										
Fund 142	12,395			12,391	203,945								(4)		
Fund 122					5,933	180		34,467	98,876						
Fund 149	(42,830)	(285,347)		(190,085)	23,253			18,213					22,268		45,803
Fund 026		46,031		56,115	262,979	62,052									(37,320)
Fund 115					50,873	264,956			153,258						23
Fund 137					2										
Fund 143				(19,789)	172,656	27									
Fund 114					554,203	1			340,885						157,232
Fund 125					2,152,592	2,612		(368,540)	748,346				(10,813)		187,714
Fund 106					245,278	10,163		(67,238)	1,208,931						(53)
Fund 106									(487,763)						
Fund 107					892,232	24,696		438,758	3,799,509						2,001
Fund 056															
Fund 057						120,320			48,385						
Fund 130					2										
Fund 155															
Fund 144					70,595			79,638							116,450
Fund 150					55,693			4							(4,079)
Fund 024					13	3,438,485		208,648	841,783			144,597			8,327
Fund 150					29										35,332
Fund 113															
Fund 150		36				30,251									
Fund 150	(35,973)			1,819,364	175,629		407	165,559	1,777,518				3,846		6,903
Fund 150				110,038	436,911										(21,310)
Fund 150					111,336			(9,176)	460,595						
Fund 150					167,562		144	26,537	88,297						(389)
Fund 113					32	77,029			1,403,018						14,518
Fund 073					128	525			40						
Fund 074					158	1,223			1						
Fund 075					305			(262)	(63,788)						
Fund 085	(3,889)	(36,460)		(2,292)	34			(13,839)	14,497				1,597		
Fund 084					110										
Fund 100	56,404	271		(19,928)	6,460	23,633	168,212	338	374,581				(32,693)		17,496
Fund 100					5,737		2						(11,047)		9,061
Fund 100	340														1,901
Fund 100	119														264
Fund 100	779					1			1,437						(1,860)
Fund 100	25							11	3						(4)
Fund 100	682				1				1,707						
Fund 100	569							100	1,059						
Fund 100	711							265	2,469						
Fund 100	922							104	1,314				(1)		
Fund 100	22							70	254						
Fund 100	603					1		69	2,007						
Fund 100	80	4						14	(126)						17
Fund 101	4,885			(329,734)	19,874	27,775	161,474	10,281	473,220				(58,097)		5,841
Fund 102	2,900	(622)		(175,334)	20,098	11,172	56,404	8,578	72,401						(1,274)
Fund 135	(39,421)	(27)			13,939	44,291	3,044	56,438	198,368						2,026
Fund 105	13,915	(1)		(20,839)	32,882	65,486	4	1,200	406,772		5		(556)	947	21,636
Fund 116	(447)			(447)	3,689	11,232		20,752	115,334						(16,571)
Fund 103	(1,665,113)	(182,981)		(592,215)	169,012						2,062			1,143,193	9,483
Fund 129	(26,015)	(14,067)		32,310	159,061	275,514									
Fund 076	(413)				2										
Fund 073	(356)	372		16	834,494	42,642		859,720	378,408					23,071	(55,725)
Fund 124					9,516										
Fund 154	(50,218)			(747,352)	266										
Fund 146	(17,591)	4,445		(13,146)											
Fund 121					58,390			(68,627)	(177,326)						
Fund 063					11,323	24,874		2,517	505,248						(5,390)
Fund 064					3	22			(73,274)						
Fund 066					68	7,044			535,729						(17,560)
Fund 065				(68)	14,323	191,562		(1,331)	724,271						17,818
Fund 152	6,604	3,247		6,604	8										
Fund 059					2,237	13			(13,001)						
Fund 028			(31,321)		135	2,591,660		305,316	5,359,770			954,229			31,321
Fund 134					3,631			11,259	(126,923)						
Fund 040					301,185			(103,980)	(705,272)			(168,088)		368,311	(181,985)
Fund 205					865				929,394						19,902
Fund 205	49,886			13,468	116								(45)		(14,746)
Fund 128					27										
Fund 123					823				251,250						4,441
Fund 093					1,344	7,356			(103,285)						
Fund 069					1,155				(133,460)						
Fund 065					1,384			17,939	749,252						
Fund 066					7,758			25,828	442,002						
Fund 067					780			9,049							
Fund 068					4	114,714			766						
Fund 068					3,716	4		(11,002)	(160,068)						
Fund 089					3,414	2,807		5,967	65,434						

Fund 090					3,029	12,888		(7,862)	35,662						(18)
Fund 139					4,467	206		1,644	48,145						
Fund 148					309,311										
Fund 097	6,053			6,053	62,267	23,290			245,247						
Fund 098	29,482			29,482	400,097	27,526			1,049,777		41				(65,648)
Fund 099	(3,000)			(3,000)	398,310	125,526			349,351		8				36,221
Fund 140					1,424,308										3,248
Fund 141					3,898	27,737		1,676							302
Fund 153					18,662										(3,787)
Fund 145	42,369	(120,663)		(64,258)	59,118	16,359		134,037							
Fund 118					722,111	99,428		19,671	217,819						18,314
Fund 053					366,901	63,804		85	142,182						(19,257)
Fund 078	-	-		-	2				4,803						(28)
Fund 079									9,851						1,007
Fund 080	-			-	21,819	42,983			368,477				(21,931)		5,544
Fund 081		2,730			1,756	527									11
Fund 081	3,052			3,052	212,104	21,016		7,558	118,439			(145)	31,577		9,476
Fund 082		2,001			1,287	389									
Fund 082			(50,724)		562,612	113,352		111,317	176,704				(18,550)		15,178
Fund 083			(13,078)		521	13,078									
Fund 083	56,929	(535)		6,327	32,672	7,054		20,421	66,163						(774)
Fund 083			(277)		46,732	2,442,928	700,322	489,166	1,627,280		139,684		(126,148)		35,403
Fund 104					399				1,700,720						
Fund 112					521										
Fund 112					492										268,009
Fund 120					4,514			2,656	45,463						
Fund 117	(7,877)	2,009									848				
Fund 018			(26,702)		192	2,240,896		231,927	2,829,858			205,613			26,702
Fund 087	-	-		(804)	12,211	-									-
Fund 086					692		(24)		10,729						
Fund 019			(238,092)		125	4,797,098		297,132	5,665,198			(34,443)			238,092
Fund 030			(258,841)			600,270		405,316	1,083,617			174,077			258,841
Fund 121					2,254				241,325						
Fund 092					21,147	42,583		20,190	320,009						
Fund 131					136,512			6,259							
Fund 077	-	-		-	153,097				932						-
Fund 091					457	676			816,600						-
Fund 095	946			938				204	416						
Fund 109					501,066	271		850	197,334						(52)
Fund 108					39,026	30,801			352,475						(1)
Fund 110					462,254	327,548		744	(32,506)						(17,103)
Fund 111	(12,225)			53,919	625,920	51		11,088	192,325						(13,735)
Fund 055					504	47,217			113,242						
Fund 055					160	15,439			372,733						
Fund 023					7,784	1,346,400		(780,366)	8,830,561						(109,207)
Subtotal Partnership Income	(1,614,696)	(579,557)	(619,035)	20,561	16,298,504	18,459,611	389,547	2,637,333	47,538,701	-	2,067	1,415,669	1,139,849	268,732	1,043,982
Less amount reported on Form 990-T as	2,422,816	275,520			(455,767)			(101,425)	(1,801,566)			(1,206,040)			27,453
Total Partnership Income	808,120	(304,037)	(619,035)		15,842,737	18,459,611	389,547	2,535,908	45,737,135	-	2,067	1,415,669	(66,191)	268,732	1,071,435



Charitable Contributions	Deductions Portfolio Inc	Other Deductions	Interest Expense	Cost Depletion	Foreign Tax Paid	PTP Disallowed Loss	TOTAL
	182,912						(179,467)
2	129,784						86,550
	113,483						25,973
	74,513		11,253				(304,406)
	865	62,001	20,341		1,837		248,898
	265,325		9,059				194,726
	236,248		7,557				(243,803)
	345,806		5,143				(178,266)
	199,409				3,401		849,511
	424,947		25,515		9,809		2,251,640
	27,518				6		1,369,557
	124						(487,887)
	192,416		714		18		4,964,048
	951						(951)
	163						168,542
	101						(99)
	19,984						(19,984)
	194,073				2,014		70,596
	13,009		2				38,607
	1,103,197				129,890		3,408,765
	197,195		434				(162,268)
	57		1				(58)
	4,119		-				26,168
45	11,846	51,124	17,736		16		2,013,122
	776		34,833				379,992
	59,241						503,514
	1,029						281,122
	103,021						1,391,576
		290					403
	260				-		1,120
	6,747				-		(70,482)
32	10,687						(48,779)
		4,095			-		(3,985)
20	16,650	102,988	38	64,295	27,786		402,925
		43,569			10,891		(50,707)
							1,901
				(25)			264
							(427)
							(1)
							1,708
							1,059
							2,467
		2					1,314
							254
							2,007
							(109)
118	92,291	359,614	4,160	100,417	385		88,269
169	19,371	357,687	2,875	32,168	390		(123,620)
79	28,370	294,745	500	1,184	3,797		(29,511)
93	272	206,561	6,235		9		329,115
	138,134	411	636		68		(5,260)
9	58,822	3,052	120,610				(708,899)
	49,451		60,848				284,194
	868	14,255					(15,534)
-		368,073	49,665		3,251		1,661,637
	166,613						(157,097)
330	74,057	696,804		137,067			(958,210)
		471,246	1,237				(485,629)
1		158,648	1,550				(347,762)
	54,011	130	10		336		484,085
		257			24		(73,530)
	16,262				(7,514)		516,533
	109,045	1,934	150		814		834,700
							9,859
	3,685		1				(14,437)
		970,552			248,564		7,991,994
	253,638						(365,671)
		400,095	15,870				(905,794)
	28,670	9					921,482
13	276	36,373			353		12,942
	121,389						(136,108)
	104,530		2,495		28,814		120,675
	33,067						(127,652)
	17,807						(150,112)
	58,079						710,496
	122,707		1,577				351,304
	83,405		1,057				(74,633)
	460						115,024
-	31,959	-					(199,309)
-	20,357	-					57,265

	38,326		28			5,345
	53,756		447			259
	80,455					228,856
2	31,335					305,520
29	2,593	131,495				1,307,158
9	10,209	181,822				714,376
	547,927		19,354			860,275
	405,375		1,582			(373,344)
	69,990	328				(85,443)
		27,081				114,139
	534,143		234	4,482		538,484
	97,695					456,020
-	753	336				3,688
	3,340					7,528
-	24,216			2,945		389,731
	3,793					(525)
	91,992		3,011			308,074
	5,421					(3,031)
	160,724			16		749,148
	95					(95)
1	20,900	8	6,683			154,338
	528,333		10,947	15,959		4,753,119
	9,910					1,691,209
	27,821					(27,300)
	238,907					29,594
	127,751					(75,118)
						(5,020)
	-	519,250		167,907		4,821,329
-	77,394	-	804	-		(65,987)
	20,192					(8,795)
		782,273		348,155		9,594,682
		244,538		42,029		1,976,713
						281,325
						2,254
	157,079					346,850
	9,900					132,871
-	26,363	-	-	-		127,666
-	39,433	-	-	-		776,300
	70					(70)
1	273	8				1,284
	101,061		35,540			562,868
	87,640					334,661
	92,160		656	10		648,111
1	119,868	5,809		119		677,627
	234					160,729
	107,594					280,738
	11					(11)
	48,502			204,210		9,042,460
953	9,627,387	6,491,658	487,197	345,997	1,239,900	68,185,548
	(921,238)			(13,628)		95,857
953	8,706,149	6,491,658	487,197	332,369	1,239,900	68,281,405

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**

**EIN: 36-6030614**

**FORM 990-PF**

**FYE AUGUST 31, 2012**

**Page 6, Part VII - B Question 5c and Page 10, Part XV Question 2**

Under the terms of the agreement creating Trust 5315 (a/k/a W.K. Kellogg Foundation Trust), all income is paid to the W.K. Kellogg Foundation, a Michigan nonprofit corporation, whose address is One Michigan Avenue East, Battle Creek, Michigan 49017. The W.K. Kellogg Foundation is a private foundation exempt from tax under Section 501(c)(3) of the Internal Revenue Code.

During the fiscal year ended August 31, 2012, 17 payments in the aggregate amount of \$330,000,000 were made from Trust 5315 to the W.K. Kellogg Foundation on the dates in the amounts set forth below:

9/28/2011	\$ 16,000,000
11/3/2011	\$ 16,000,000
12/2/2010	\$ 15,000,000
12/15/2011	\$ 15,000,000
1/11/2012	\$ 10,000,000
1/18/2012	\$ 40,000,000
3/9/2012	\$ 25,000,000
4/3/2012	\$ 20,000,000
4/24/2012	\$ 20,000,000
5/10/2012	\$ 30,000,000
5/22/2012	\$ 20,000,000
6/19/2012	\$ 30,000,000
6/27/2012	\$ 15,000,000
6/27/2012	\$ 20,000,000
7/25/2012	\$ 10,000,000
8/10/2012	\$ 15,000,000
8/16/2012	\$ 13,000,000
<b>TOTAL</b>	<b>\$ 330,000,000</b>

Pursuant to the terms of the Agreement, the funds distributed from Trust 5315 (the "Trust") to the W.K. Kellogg Foundation (the "Foundation") are used exclusively for those charitable purposes set forth in the Articles of Association of the Foundation. In order for the Foundation to remain eligible to receive distributions from the Trust, the Foundation is required to comply with a number of conditions. These conditions include submission of reports and a prohibition against diversion of the funds of the Foundation for any purpose other than charitable.

The Trustees of the Foundation meet at least monthly and submit to the Trustees of the Trust a copy of the minutes of each meeting of the Trustees together with copies of the minutes of the committees of the Board of Trustees and bi-monthly reports of the President, Secretary and Treasurer of the Foundation. The Foundation also submits to the Trustees of the Trust an annual audit and an annual report, and has submitted a report dated **January 26, 2013**, including attachments, further detailing its redistribution of amounts received from the Trust. These reports, collectively, reflect the expenditure by the Foundation exclusively for charitable purposes of all funds received by it from the Trust. As of August 31, 2012, the Foundation has expended all funds received by it from the Trust for the fiscal year ended August 31, 2011, and has expended **\$180,922,237** of the funds received by it from the Trust during the fiscal year ended August 31, 2012.

Pursuant to Treas. Reg. 53.4945-5(b)(2), the Trustees of the Trust have verified that the Foundation has complied with the terms and conditions of the Agreement. Also, the Trustees of the Trust obtain written commitments by the Foundation which satisfy Treas. Reg. 53.4945-5(b)(3).

To the knowledge of the Trustees of the Trust, there has been no diversion of any portion of the funds paid from the Trust to the Foundation from the charitable purposes specified for such funds.

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**  
**EIN: 36-6030614**  
**FORM 990-PF**  
**FYE AUGUST 31, 2012**

**Page 6, Part VIII, Line 1 Column (a) through (e) - List of Officers, Directors, and Trustees**

(a) Name and Address	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to EBP and deferred compensation	(e) Expense account, other allowances {Note 2}
The Bank of New York Mellon Trust Company, N.A. 500 Grant Street Pittsburgh, PA 15258	Corporate Trustee 40+ Hours per week	227,500	-	-
Wenda W. Moore {Note 1} One Michigan Avenue East Battle Creek, MI 49017	Trustee 0-5 Hours per week	40,000	-	7,020
James M. Jenness One Kellogg Square P.O. Box 3599 Battle Creek, MI 49016-3599	Trustee 0-5 Hours per week	40,000	-	7,020
Sterling K. Speirn {Note 1} One Michigan Avenue East Battle Creek, MI 49017	Trustee 0-5 Hours per week	40,000	-	7,020
Total		<u>347,500</u>	<u>-</u>	<u>21,060</u>

Note 1: During the entire fiscal year ended August 31, 2012, Mr. Speirn also served as a Trustee and as President and CEO of the W.K. Kellogg Foundation ("Foundation"). Mrs. Moore also served as a Trustee of the Foundation during this period.

Note 2: Amounts shown are the compensatory portion of the D&O liability insurance premium for the Individual Trustees. This amount is included in the Insurance expense on Part I, Line 23 ( See Statement 7).

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**  
**EIN: 36-6030614**  
**FORM 990-PF**  
**FYE AUGUST 31, 2012**

**Page 8, Part X, Line 1e**

During the fiscal year ended August 31, 2012 the W.K. Kellogg Foundation Trust ("Trust") owned in excess of 76 million shares of the common stock of the Kellogg Company (the "Company") with a monthly average total value of shares held for the Trust's tax year of approximately \$4 billion before blockage discount. The percentage of outstanding common stock of the Company which the Trust held during the fiscal year amounted to approximately 22%. The fair market value of the stock before any reduction and the amount of discount (before application of the maximum 10% provided in Section 4942(e)(2)(b) of the the Internal Revenue Code) is supported by an independent valuation from William Blair & Company, L.L.C. dated November 16, 2012. The claimed discount is appropriate in valuing the shares in the Company because the shares do not represent voting control of the Company and the Trust cannot by itself approve a merger of the Company into another company nor elect a majority of the board of directors. Other factors in the Company's certificate of incorporation as well as Delaware law further reduce the influence of a 22% block of shares. Due to the size of the block of shares, the maximum proceeds for this size block of Company shares is viewed by the valuation specialist to be through underwritten secondary offerings rather than the open market. The monthly blockage discount for the tax year was approximately 9.3%.

Total Reduction Claimed for Blockage \$ 372,958,572

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**

**Consolidated Financial Statements and  
Supplemental Schedule  
For the Years Ended August 31, 2012 and 2011  
With Report of Independent Auditors**

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
**Consolidated Financial Statements and Supplemental Schedule**  
August 31, 2012 and 2011

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## REPORT OF INDEPENDENT AUDITORS

To the Board of Trustees of  
W. K. Kellogg Foundation and  
W. K. Kellogg Foundation Trust

We have audited the accompanying consolidated statements of financial position of W. K. Kellogg Foundation (the Foundation) and W. K. Kellogg Foundation Trust (the Trust) as of August 31, 2012 and 2011, and the related consolidated statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Foundation's and the Trust's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Foundation's or the Trust's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's and the Trust's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Foundation and the Trust at August 31, 2012 and 2011, and the consolidated changes in their net assets and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The supplemental schedule of gifts and receipts is presented for purposes of additional analysis and is not a required part of the basic consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has not been subjected to the auditing procedures applied in our audit of the basic consolidated financial statements and, accordingly, we express no opinion on it.

*Mitchell & Titus, LLP*

November 30, 2012



**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Consolidated Statements of Financial Position  
As of August 31

	2012			2011		
	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust
<b>ASSETS</b>						
Cash and cash equivalents	\$ 289,366,261	\$ 37,505,284	\$ 251,860,977	\$ 243,708,957	\$ 49,445,476	\$ 194,263,481
Kellogg company common stock	3,894,062,664	-	3,894,062,664	4,341,482,001	-	4,341,482,001
Diversified investments	2,728,439,405	260,208,698	2,468,230,707	2,743,107,366	281,167,359	2,461,940,007
Mission-driven investments	65,672,272	65,672,272	-	65,919,985	65,919,985	-
Program-related investment loans receivable	8,500,000	8,500,000	-	1,000,000	1,000,000	-
Collateral under securities lending and derivative agreements	115,735,013	-	115,735,013	112,123,918	-	112,123,918
Accrued interest and dividends	36,373,744	528,433	35,845,311	36,955,546	473,247	36,482,299
Net receivable on unsettled trades	7,482,085	-	7,482,085	45,753,417	-	45,753,417
Property and equipment	51,746,175	51,746,175	-	51,837,467	51,837,467	-
Other assets	3,672,643	3,672,643	-	1,965,439	1,965,439	-
Interest in irrevocable trusts	55,812,852	14,448,070	41,364,782	52,772,944	13,311,072	39,461,872
Total assets	<u>\$ 7,256,863,114</u>	<u>\$ 442,281,575</u>	<u>\$ 6,814,581,539</u>	<u>\$ 7,696,627,040</u>	<u>\$ 465,120,045</u>	<u>\$ 7,231,506,995</u>
<b>LIABILITIES AND NET ASSET</b>						
<i>Liabilities</i>						
Accounts payable	\$ 7,735,592	\$ 7,735,592	\$ -	\$ 4,830,060	\$ 4,830,060	\$ -
Accrued liabilities	10,688,522	10,135,162	553,360	8,417,079	7,330,269	1,086,810
Payable under securities lending and derivative agreements	115,735,013	-	115,735,013	112,123,918	-	112,123,918
Net trade settlement payables	520,529	520,529	-	932,674	932,674	-
Grant commitments payable	299,426,285	299,426,285	-	236,115,064	236,115,064	-
Deferred federal excise tax liability	81,286,588	501,947	80,784,641	92,288,952	586,160	91,702,792
Postretirement liability	84,661,875	84,661,875	-	66,419,658	66,419,658	-
Total liabilities	<u>600,054,404</u>	<u>402,981,390</u>	<u>197,073,014</u>	<u>521,127,405</u>	<u>316,213,885</u>	<u>204,913,520</u>
<i>Net assets</i>						
Unrestricted	24,852,115	24,852,115	-	135,595,088	135,595,088	-
Temporarily restricted	6,631,956,595	14,448,070	6,617,508,525	7,039,904,547	13,311,072	7,026,593,475
Total net assets	<u>6,656,808,710</u>	<u>39,300,185</u>	<u>6,617,508,525</u>	<u>7,175,499,635</u>	<u>148,906,160</u>	<u>7,026,593,475</u>
<b>Total liabilities and net assets</b>	<u>\$ 7,256,863,114</u>	<u>\$ 442,281,575</u>	<u>\$ 6,814,581,539</u>	<u>\$ 7,696,627,040</u>	<u>\$ 465,120,045</u>	<u>\$ 7,231,506,995</u>

The accompanying notes are an integral part of these consolidated financial statements.

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Consolidated Statements of Activities  
For the Years Ended August 31

	2012			2011		
	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust
<b>REVENUES AND GAINS (LOSSES)</b>						
Contributions from W. K. Kellogg Foundation Trust*	\$ -	\$ 330,000,000	\$ -	\$ -	\$ 338,000,000	\$ -
Contributions from irrevocable trusts	1,572,188	1,572,188	-	1,197,668	1,197,668	-
Total contributions	1,572,188	331,572,188	-	1,197,668	339,197,668	-
Interest income	10,566,038	3,296,714	7,269,324	13,359,593	3,788,770	9,570,823
Dividend income	151,352,753	2,031,778	149,320,975	148,600,541	2,068,956	146,531,585
Portfolio income	39,872,083	3,961,657	35,910,426	33,465,299	3,023,789	30,441,510
Net realized gains on sales of investments	297,089,159	12,358,229	284,730,930	395,350,971	15,840,286	379,510,685
Change in unrealized gains/(losses) on investments	(549,414,911)	(4,176,639)	(545,238,272)	301,679,366	12,941,426	288,737,940
Less: Costs of earning income	(25,057,659)	(5,309,939)	(19,747,720)	(20,662,219)	(3,192,545)	(17,469,674)
Change in value in interest in irrevocable trusts	3,039,908	1,136,998	1,902,910	5,624,678	1,726,317	3,898,361
Net investment income (loss)	(72,552,629)	13,298,798	(85,851,427)	877,418,229	36,196,999	841,221,230
Refunds of prior year program payments	6,194,414	6,194,414	-	5,548,953	5,548,953	-
Total revenue and gains (losses)	(64,786,027)	351,065,400	(85,851,427)	884,164,850	380,943,620	841,221,230
<b>EXPENSES</b>						
Distributions to the W. K. Kellogg Foundation*	-	-	330,000,000	-	-	338,000,000
Grants	359,799,293	359,799,293	-	306,511,063	306,511,063	-
Program activities	36,403,932	36,403,932	-	25,543,622	25,543,622	-
General operations	45,572,659	45,572,659	-	43,358,679	43,358,679	-
Depreciation	2,969,747	2,969,747	-	3,298,703	3,298,703	-
<i>Federal excise tax provision (benefit)</i>						
Current	4,425,546	273,872	4,151,674	5,207,629	242,910	4,964,719
Deferred	(11,002,364)	(84,213)	(10,918,151)	6,049,925	258,685	5,791,240
Total expenses	438,168,813	444,935,290	323,233,523	389,969,621	379,213,662	348,755,959
Accumulated postretirement benefit loss not yet reflected in net benefit costs	(15,736,085)	(15,736,085)	-	(126,083)	(126,083)	-
Total (decrease) increase in net assets	(518,690,925)	(109,605,975)	(409,084,950)	494,069,146	1,603,875	492,465,271
Net assets, at beginning of year	7,175,499,635	148,906,160	7,026,593,475	6,681,430,489	147,302,285	6,534,128,204
<b>Net assets, at end of year</b>	<b>\$ 6,656,808,710</b>	<b>\$ 39,300,185</b>	<b>\$ 6,617,508,525</b>	<b>\$ 7,175,499,635</b>	<b>\$ 148,906,160</b>	<b>\$ 7,026,593,475</b>
<b>CHANGES IN NET ASSETS BY CATEGORY</b>						
Decrease in unrestricted net assets	\$ (110,742,973)	\$ (110,742,973)	\$ -	\$ (122,442)	\$ (122,442)	\$ -
(Decrease) increase in temporarily restricted net assets	(407,947,952)	1,136,998	(409,084,950)	494,191,588	1,726,317	492,465,271
<b>Total (decrease) increase in net assets</b>	<b>\$ (518,690,925)</b>	<b>\$ (109,605,975)</b>	<b>\$ (409,084,950)</b>	<b>\$ 494,069,146</b>	<b>\$ 1,603,875</b>	<b>\$ 492,465,271</b>

\*Intercompany contributions and distributions of \$330,000,000 and \$338,000,000 for the years ended August 31, 2012 and 2011, respectively, have been eliminated in the combined totals.

The accompanying notes are an integral part of these consolidated financial statements.

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Consolidated Statements of Cash Flows  
For the Years Ended August 31

	2012			2011		
	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust	Consolidated	W. K. Kellogg Foundation	W. K. Kellogg Foundation Trust
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>						
(Decrease) increase in net assets	\$ (518,690,925)	\$ (109,605,975)	\$ (409,084,950)	\$ 494,069,146	\$ 1,603,875	\$ 492,465,271
<i>Adjustments to reconcile changes in net assets to cash flows from operating activities</i>						
Depreciation	2,969,747	2,969,747	-	3,298,703	3,298,703	-
Net realized gains on long-term investments	(297,089,159)	(12,358,229)	(284,730,930)	(395,350,971)	(15,840,286)	(379,510,685)
Change in net unrealized (gain) loss on investments	549,414,911	4,176,639	545,238,272	(301,679,366)	(12,941,426)	(288,737,940)
Change in deferred excise tax liability	(11,002,364)	(84,213)	(10,918,151)	6,049,925	258,685	5,791,240
Postretirement liability	18,242,217	18,242,217	-	6,137,055	6,137,055	-
<i>Change in operating assets and liabilities</i>						
Accrued interest and dividends	581,802	(55,186)	636,988	231,801	26,062	205,739
Other assets	(1,707,204)	(1,707,204)	-	(855,181)	(855,181)	-
Interest in irrevocable trusts	(3,039,908)	(1,136,998)	(1,902,910)	(5,624,677)	(1,726,317)	(3,898,360)
Accounts payable	2,905,532	2,905,532	-	1,271,014	1,271,014	-
Accrued liabilities	2,271,443	2,804,893	(533,450)	226,104	(648,454)	874,558
Grant commitments payable	63,311,221	63,311,221	-	14,948,701	14,948,701	-
Net cash used in operating activities	<u>(191,832,687)</u>	<u>(30,537,556)</u>	<u>(161,295,131)</u>	<u>(177,277,746)</u>	<u>(4,467,569)</u>	<u>(172,810,177)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>						
Purchase of investments	(833,786,432)	(120,593,971)	(713,192,461)	(949,146,744)	(78,809,019)	(870,337,725)
Proceeds from sale of investments	1,081,654,879	149,569,791	932,085,088	1,220,481,497	105,136,378	1,115,345,119
(Increase) decrease in collateral held under securities lending arrangement, net	(3,611,095)	-	(3,611,095)	63,498,759	-	63,498,759
Disbursements for program-related investments	(7,500,000)	(7,500,000)	-	-	-	-
Acquisition of fixed assets	(2,878,456)	(2,878,456)	-	(997,064)	(997,064)	-
Net cash provided by investing activities	<u>233,878,896</u>	<u>18,597,364</u>	<u>215,281,532</u>	<u>333,836,448</u>	<u>25,330,295</u>	<u>308,506,153</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>						
Receipts (repayments) of cash collateral under securities lending arrangement, net	3,611,095	-	3,611,095	(63,498,759)	-	(63,498,759)
Net cash provided by (used in) financing activities	<u>3,611,095</u>	<u>-</u>	<u>3,611,095</u>	<u>(63,498,759)</u>	<u>-</u>	<u>(63,498,759)</u>
Increase (decrease) in cash and cash equivalents	45,657,304	(11,940,192)	57,597,496	93,059,943	20,862,726	72,197,217
Cash and cash equivalents, beginning of year	243,708,957	49,445,476	194,263,481	150,649,014	28,582,750	122,066,264
<b>Cash and cash equivalents, end of year</b>	<u>\$ 289,366,261</u>	<u>\$ 37,505,284</u>	<u>\$ 251,860,977</u>	<u>\$ 243,708,957</u>	<u>\$ 49,445,476</u>	<u>\$ 194,263,481</u>

The accompanying notes are an integral part of these consolidated financial statements.

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Notes to Consolidated Financial Statements  
August 31, 2012 and 2011

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**NOTE 1      NATURE OF BUSINESS**

W. K. Kellogg Foundation (the Foundation) and W. K. Kellogg Foundation Trust (the Trust) were established in 1930 and 1934, respectively, as private non-operating foundations by breakfast pioneer Will Keith Kellogg. The Foundation is guided by the belief that all children should have an equal opportunity to thrive. To achieve this goal, it works with communities to create conditions for vulnerable children to realize their full potential in school, work and life.

The Foundation is based in Battle Creek, Michigan and works throughout the United States and internationally, as well as with sovereign tribes. Special emphasis is paid to priority places where there are high concentrations of poverty and where children face significant barriers to success. The Foundation's priority places in the United States are in Michigan, Mississippi, New Mexico and New Orleans; and internationally, are in Mexico and Haiti.

**NOTE 2      SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

The financial statements and accompanying notes have been prepared using the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (U.S. GAAP).

The Foundation and the Trust recognize contributions as revenue in the period received. Contributions, net assets, and changes therein are classified and reported based on the existence or absence of donor-imposed restrictions. (Please refer to Note 8 Temporarily Restricted Net Assets for additional information.)

Principles of Consolidation

The consolidated financial statements include the accounts of the Foundation and the Trust, of which the Foundation is the sole beneficiary. The Foundation and the Trust are under common control and common management. All material intercompany transactions and account balances were eliminated in the consolidation of accounts.

**W. K. KELLOGG FOUNDATION AND  
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**NOTE 2**      **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

Cash and Cash Equivalents

Cash and cash equivalents include cash and highly liquid securities with original maturities of 90 days or less at the date of acquisition.

Program-Related Investments (PRIs)

The Foundation makes program-related investments and loan guarantees that support its grant-making programs in the U.S. and Latin America. Total loans outstanding were \$8,500,000 and \$1,000,000, with unfunded commitments of \$1,000,000 and \$0 at August 31, 2012 and 2011, respectively. Interest rates generally are 1% and principal is scheduled to be paid in full to the Foundation by the maturity dates, ranging from September 2014 to June 2021. The Foundation records a reserve for potentially uncollectible loans based on an analysis of historical experience, quarterly, and annual financial reports received and its ability to meet financial covenants. Management has reviewed all PRIs for the years ended August 31, 2012 and 2011, and no loss reserve has been recorded. Any costs of making loans are expensed as incurred.

Investments

The Foundation and the Trust report investments at fair value. Investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in values could affect the amounts reported in the accompanying consolidated financial statements

Three major categories of investments are presented in the consolidated statement of financial position: Kellogg Company common stock, diversified investments, and mission-driven investments (MDIs).

Diversified investments represent investments in public equity securities, fixed income debt securities, mutual funds, commingled funds, hedge funds, real estate funds, and private equity funds.

MDIs consist of temporary investments (see Note 3 for description), fixed income securities, and private equity investments. MDIs focus on providing both social and financial returns closely aligned with the Foundation's program elements, approaches, and geographic areas of focus described in Note 1.

**W. K. KELLOGG FOUNDATION AND  
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Notes to Consolidated Financial Statements  
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**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

Property and Equipment

Property and equipment are recorded at cost. Depreciation of property and equipment is generally computed on the straight-line basis over the estimated useful lives of the assets as follows:

Building	40 years
Equipment	10 years
Furniture and fixtures	7 years
Capitalized software	3 years

Building improvements are depreciated over the remaining life of the building.

Interest in Irrevocable Trusts

The Foundation and the Trust have irrevocable rights as the beneficiary to three remaining trusts. The change in the fair values of the irrevocable trusts is related to the change in the fair values of investments held by the trusts.

Grants

Unconditional grants are recorded as an expense in the year they are committed. Conditional grants are recorded as an expense when the conditions have been met. As of August 31, 2012 and 2011, the Foundation had conditional grants outstanding of \$23,067,599 and \$19,109,029, respectively.

Guaranty

In August 2011, the Foundation entered into a guaranty agreement to support its grant-making programs, whereby it will be obligated to perform under the guaranty by primarily making the required payments. The estimated fair value of the Foundation's obligation was \$350,000 at August 31, 2011, which was accrued for and included in accrued liabilities on the consolidated statements of financial position. The estimated fair value of the obligation at August 31, 2012 is \$0.

Line of Credit

The Trust entered into unsecured committed credit facility agreements with banks that totaled \$200 million, with interest on outstanding borrowings charged at the 30-day LIBOR rate plus an additional stated number of basis points. There were no outstanding borrowings as of August 31, 2012 and 2011.

**W. K. KELLOGG FOUNDATION AND  
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Notes to Consolidated Financial Statements  
August 31, 2012 and 2011

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**NOTE 2**      **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income, and expenses. Actual results could differ from those estimates.

Distribution of Trust Receipts

Under the Trust agreement, the Trust is required to distribute to the Foundation, at a minimum, its net interest income and dividends at least quarterly. As funds are distributed from the Trust to the Foundation, net assets are released from restriction.

Tax Status

The Foundation and the Trust are exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code (IRC), but are subject to a 2% (1% if certain criteria are met) Federal excise tax on net investment income, including net realized gains, as defined by the IRC.

Pension and Other Postretirement Benefits Plan

The Foundation recognizes the funded status of the pension and other postretirement benefit plans on the consolidated statement of financial position, measures the fair value of plan assets and benefit obligations as of the date of the fiscal year-end consolidated statement of financial position, and provides additional disclosures in Note 7 – Postretirement Benefits.

Accounting Pronouncements Adopted

In July 2010, the Financial Accounting Standards Board (FASB) issued updated guidance that requires enhanced disclosures related to the allowance for credit losses and the credit quality of an entity's financing receivable portfolio. The disclosures as of the end of a reporting period are effective for annual reporting periods ending on or after December 15, 2011. The Foundation adopted this guidance, effective August 31, 2012.

Reclassifications

Certain prior-year amounts reported in the consolidated statements of financial position and cash flows and in Note 4 were reclassified to conform to the current-year presentation.

**W. K. KELLOGG FOUNDATION AND  
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Notes to Consolidated Financial Statements  
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**NOTE 3      INVESTMENTS**

The investment goal of the Foundation and the Trust is to maintain or grow its spending power in real (inflation adjusted) terms with risk at a level appropriate to the Foundation's programmatic spending and objectives. The Foundation and the Trust diversify investments among various financial instruments and asset categories by using multiple investment strategies. The financial assets of the Foundation and the Trust are managed by a select group of investment managers and held in custody by a major commercial bank, except for assets invested with private equities, hedge funds, and commingled funds that have separate arrangements appropriate to their legal structure.

Temporary investments consist of cash and equivalents, demand deposits, and short-term investment funds maintained at commercial banks. These investments are held as part of the Foundation's and the Trust's long-term investment strategy. Temporary investments are considered highly liquid instruments with maturities of three months or less at the time of purchase. The Foundation and the Trust maintain its cash and cash equivalents with high-quality financial institutions and such amounts may exceed Federal Deposit Insurance Corporation limits.

Public equity securities, fixed income securities, and mutual funds, which include stocks and bonds that are listed on national securities exchanges, quoted on the NASDAQ or on the over-the-counter market, are valued at the last reported sale price, or in the absence of a recorded sale, at the most recent bid price at the reporting date. These securities include U.S. and foreign government debt and corporate bonds. The Foundation's and the Trust's investments in corporate and government bonds are exposed to issuer credit risk until these bonds are sold or mature. Futures, forwards, and options, which are traded on exchanges, are valued at the last reported sale price or at the most recent bid price if they are traded over-the-counter.

The Trust is invested in Kellogg Company common stock. The number of shares held by the Trust was 76,881,790 and 79,924,190 as of August 31, 2012 and 2011, respectively. The Foundation and the Trust are potentially subject to market risk, resulting from its concentration in Kellogg Company common stock.

Commingled, hedge, real estate, and private equity funds are valued based on net asset values (NAV) reported by the investment manager, which are generally calculated based on the last reported sale price of the underlying assets held by such funds. These funds are typically structured as limited partnerships and limited liability companies.



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**NOTE 3**      **INVESTMENTS** *(continued)*

Since there is no readily available market for investments in limited partnerships and limited liability companies, such investments are stated at fair value as estimated in an inactive market. These investments include securities of companies that may not be immediately liquid, such as private debt and private equity securities and real estate or other assets. The August 31 valuations of these investments are based upon values provided by the investment managers, based on guidelines established with those investment managers and in consideration of other factors related to the Foundation's and the Trust's interests in these investments.

The Foundation and the Trust obtain and consider the audited financial statements of such investees when evaluating the overall reasonableness of carrying value. The financial statements of the investees are audited annually by independent auditors, although the fiscal year end for the investees does not coincide with the Foundation's and the Trust's fiscal year end. The Foundation and the Trust utilize practical expedient methodology in compliance with U.S. GAAP and use net asset values reported in the manager statements to estimate fair value. The Foundation and the Trust believe this method provides a reasonable estimate of fair value. However, the recorded value may differ from market value had a readily available market existed for such investments.

Investment transactions are recorded on the trade date. Realized gains or losses recognized upon sales and withdrawals and unrealized appreciation (depreciation) resulting from market fluctuations are recognized when they occur and are computed using the specific identification method. Dividend and interest income are accrued when earned. Gains on distributions from private equity funds, which may be received in cash or securities, are reflected in investment income as realized gains and losses.

Portfolio income reported in the accompanying consolidated statements of activities represents commingled fund income, class action proceeds, and other miscellaneous investment income.

Assets and liabilities denominated in foreign currencies at year end are translated into U.S. dollars based upon exchange rates as of August 31, with any resulting adjustment included in net unrealized gains and losses in investments. Transactions in foreign currencies during the year are translated into U.S. dollars at the exchange rate prevailing on the transaction date and recorded as portfolio income.

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**NOTE 3**      **INVESTMENTS** *(continued)*

Derivatives

The Foundation and the Trust recognize all derivatives as either assets or liabilities measured at fair value. For accounting purposes, the derivatives do not have hedge designation and all gains and losses are reported in the net realized and unrealized gain (loss) on investments on the consolidated statement of activities. The Trust enters into derivative arrangements to manage a variety of market risks as it relates to the Trust's equity exposure. Under the derivative contracts, the Trust or the counterparty is required to post collateral to secure the obligations under the contracts. As of August 31, 2012 and 2011, the collateral included in the accompanying consolidated statements of financial position as "Collateral/payable under securities lending and derivative agreements" at fair market value, as follows.

	<b>2012</b>	<b>2011</b>
Derivative contracts assets (liability)	\$ 2,953,926	\$ (2,941,965)
Cash collateral held	257	444,298

The derivatives contracts are considered Level 2 assets in accordance with Accounting Standards Codification (ASC) 820, as described in Note 4.

Securities Lending

The Trust entered into a securities lending arrangement with its custodian, whereby securities are loaned to various parties who pay interest to the Trust for the periods the securities are borrowed. The custodian holds required collateral (typically valued at approximately 102% to 105% of the fair value of the loaned securities), and the Trust has a written guaranty from the custodian, covering all uncollected securities loaned. As of August 31, 2012 and 2011, investments in securities with fair values of \$112,780,830 and \$109,146,727, respectively, were loaned. The value of the cash collateral of investments loaned was \$115,734,756 and \$111,679,620 at August 31, 2012 and 2011, respectively. The collateral amount has been reflected as an asset and a liability in the accompanying consolidated statements of financial position at August 31, 2012 and 2011.

The Trust maintains full ownership of these securities and no restrictions limit their use by the Trust because the borrower is required to return the same securities to the custodian.

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Notes to Consolidated Financial Statements  
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**NOTE 4      FAIR VALUE OF FINANCIAL INSTRUMENTS**

ASC 820, *Fair Value Measurements and Disclosures*, establishes a fair value disclosure framework that prioritizes and ranks the level of observable inputs used in measuring investments at fair value.

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1:* Inputs based on quoted prices for identical assets or liabilities in an active market that the Foundation and the Trust can access. An active market for the asset or liability is one in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis. A quoted price in an active market usually provides the most reliable evidence of fair value and is generally used without adjustment if available. This classification includes public equities, mutual funds, and other fixed income securities with observable market prices.
  
- Level 2:* Inputs that are observable either directly or indirectly but are not Level 1 inputs. Level 2 inputs include quoted prices for similar instruments, broker quotes, or observable inputs that directly impact value such as interest rates, prepayment speeds, and credit risk. Pricing inputs, including broker quotes, are generally those other than exchange quoted prices in active markets, and fair values are determined through the use of models or other valuation methodologies. For investments in funds where there is an ability to redeem such investments at the NAV per share (or its equivalent) at the measurement date or in the near term, the fair value of the investment is generally categorized as Level 2.
  
- Level 3:* Inputs that are unobservable. Level 3 inputs are generally used in situations where there is little, if any, market activity for the investment. These inputs into the determination of fair value require significant management judgment or estimation. Due to the inherent uncertainty of these estimates, these values may differ significantly from the values that would have been used had a ready market for these investments existed. Investments that are included in this category generally include private fund investment structures and limited partnership interests where there is an inability to redeem such investments at the NAV per share (or its equivalent) at the measurement date or in the near term.

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**NOTE 4 FAIR VALUE OF FINANCIAL INSTRUMENTS** *(continued)*

The following tables present the Foundation's investments carried on the consolidated statements of financial position, by level within the valuation hierarchy, as of August 31, 2012 and 2011, respectively.

Assets	<b>2012</b>			
	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Temporary investments	\$ 54,459,963	\$ 17,765,015	\$ 36,694,948	\$ -
Public equities	58,026,859	58,026,859	-	-
Mutual funds	16,638,870	16,638,870	-	-
Fixed income securities	70,767,431	12,428,906	58,338,525	-
Commingled funds	36,219,180	-	36,219,180	-
Hedge funds	42,122,863	-	40,672,042	1,450,821
Private equity funds	51,537,241	-	-	51,537,241
Real estate funds	25,000,137	-	-	25,000,137
Total investments	<u>\$354,772,544</u>	<u>\$104,859,650</u>	<u>\$171,924,695</u>	<u>\$ 77,988,199</u>
Interests in irrevocable trusts	<u>\$ 14,448,070</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 14,448,070</u>
Assets	<b>2011</b>			
	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Temporary investments	\$ 67,042,462	\$ 19,409,485	\$ 47,632,977	\$ -
Public equities	32,802,175	32,802,175	-	-
Mutual funds	29,957,461	29,957,461	-	-
Fixed income securities	53,824,357	5,602,484	48,221,873	-
Commingled funds	77,238,275	-	77,238,275	-
Hedge funds	41,364,050	-	40,276,037	1,088,013
Private equity funds	49,408,846	-	-	49,408,846
Real estate funds	25,991,198	-	-	25,991,198
Total investments	<u>\$377,628,824</u>	<u>\$ 87,771,605</u>	<u>\$213,369,162</u>	<u>\$ 76,488,057</u>
Interests in irrevocable trusts	<u>\$ 13,311,072</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,311,072</u>

As of August 31, 2012, the Foundation invested \$18,785,118 in foreign holdings. The fair market value of the aforementioned foreign holdings consisted of the following: \$3,852,510 in Level 1 public equities; \$9,478,130 in Level 2 fixed income securities; and \$5,454,478 in Level 3 private equity funds.

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**NOTE 4 FAIR VALUE OF FINANCIAL INSTRUMENTS** *(continued)*

The following tables present the Trust's investments carried on the consolidated statements of financial position, by level within the valuation hierarchy, as of August 31, 2012 and 2011, respectively.

Assets	2012			
	Total	Level 1	Level 2	Level 3
Temporary investments	\$ 214,231,197	\$ 70,116,340	\$ 144,114,857	\$ -
Kellogg Company common stock	3,894,062,664	3,894,062,664	-	-
Public equities	385,542,226	385,542,226	-	-
Mutual funds	80,868,908	80,868,908	-	-
Fixed income securities	207,589,884	33,930,836	173,659,048	-
Commingled funds	796,378,295	-	796,378,295	-
Hedge funds	464,190,575	-	214,387,477	249,803,098
Private equity funds	452,469,265	-	-	452,469,265
Real estate funds	118,153,154	-	-	118,153,154
Total investments	<u>\$ 6,613,486,168</u>	<u>\$ 4,464,520,974</u>	<u>\$ 1,328,539,677</u>	<u>\$ 820,425,517</u>
Interests in irrevocable trusts	<u>\$ 41,364,782</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 41,364,782</u>

  

Assets	2011			
	Total	Level 1	Level 2	Level 3
Temporary investments	\$ 90,299,543	\$ 37,566,196	\$ 52,733,347	\$ -
Kellogg Company common stock	4,341,482,001	4,341,482,001	-	-
Public equities	406,772,945	406,772,945	-	-
Mutual funds	148,303,474	148,303,474	-	-
Fixed income securities	270,803,283	43,359,500	227,443,783	-
Commingled funds	782,360,001	-	782,360,001	-
Hedge funds	429,073,818	-	208,962,290	220,111,528
Private equity funds	417,170,775	-	-	417,170,775
Real estate funds	110,643,083	-	-	110,643,083
Total investments	<u>\$ 6,996,908,923</u>	<u>\$ 4,977,484,116</u>	<u>\$ 1,271,499,421</u>	<u>\$ 747,925,386</u>
Interests in irrevocable trusts	<u>\$ 39,461,872</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 39,461,872</u>

As of August 31, 2012, the Trust invested \$264,972,796 in foreign holdings. The fair market value of the aforementioned foreign holdings consisted of the following: \$120,717,565 in Level 1 public securities; \$71,689,301 in Level 2 fixed income securities, \$62,010,710 in Level 3 private equity funds and \$10,555,220 in Level 3 real estate funds.

The table below includes a roll forward of the amounts for the Foundation and the Trust for the years ended August 31, 2012 and 2011 of Level 3 investments:

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
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**NOTE 4 FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)**

	<u>Foundation</u>	<u>Trust</u>
<b>Balance at August 31, 2010</b>	\$ 93,468,447	\$ 709,715,830
Purchases	1,994,937	155,987,826
Sales	(28,351,648)	(215,619,098)
Net realized gain on investments	11,454,651	47,268,112
Net change in unrealized gain (loss) on investments	(2,078,330)	49,991,070
Transfers in/(out) of Level 3	-	581,646
<b>Balance at August 31, 2011</b>	<u>\$ 76,488,057</u>	<u>\$ 747,925,386</u>
Purchases	17,689,588	290,623,963
Sales	(18,199,512)	(219,348,600)
Net realized gain on investments	3,536,540	85,584,141
Net change in unrealized gain/(loss) of investments sold	(2,241,091)	(90,767,926)
Net change in unrealized gain/(loss) of investments held	714,617	6,408,553
<b>Balance at August 31, 2012</b>	<u>\$ 77,988,199</u>	<u>\$ 820,425,517</u>

The Foundation and the Trust invest in commingled funds and alternative investments, which are structured as partnerships, limited liability companies, and offshore investment funds. The following tables summarize the investment strategy types of the funds as of the years ended August 31, 2012 and 2011.

	<u>2012</u>		<u>2011</u>	
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>
<b>W. K. Kellogg Foundation</b>				
Commingled funds <sup>(c)</sup>	\$ 36,219,180	\$ -	\$ 77,238,275	\$ -
Hedge funds <sup>(a)</sup>	42,122,863	-	41,364,050	-
Private equity funds <sup>(b)</sup>	51,537,241	16,450,703	49,408,846	5,827,575
Real estate funds <sup>(b)</sup>	25,000,137	2,648,521	25,991,198	400,000
Total	<u>\$ 154,879,421</u>	<u>\$ 19,099,224</u>	<u>\$ 194,002,369</u>	<u>\$ 6,227,575</u>
<b>W. K. Kellogg Foundation Trust</b>				
Commingled funds <sup>(c)</sup>	\$ 796,378,295	\$ -	\$ 782,360,001	\$ -
Hedge funds <sup>(a)</sup>	464,190,575	-	429,073,818	-
Private equity funds <sup>(b)</sup>	452,469,265	307,328,317	417,170,775	343,661,861
Real estate funds <sup>(b)</sup>	118,153,154	91,532,673	110,643,083	81,887,380
Total	<u>\$ 1,831,191,289</u>	<u>\$ 398,860,990</u>	<u>\$ 1,739,247,677</u>	<u>\$ 425,549,241</u>

<sup>(a)</sup>The redemption frequency of "Hedge funds" can be quarterly semi-annually, annually, or multi-year with a notice of redemption ranging from 30-180 days.

<sup>(b)</sup>Private equity funds" and "Real estate funds" are liquidated through distributions generated upon the sale of the underlying investments. The liquidation period can range from 2-10 years.

<sup>(c)</sup>Commingled funds are highly liquid and can be redeemed within short-term periods of time.

**W. K. KELLOGG FOUNDATION AND  
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Notes to Consolidated Financial Statements  
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**NOTE 4 FAIR VALUE OF FINANCIAL INSTRUMENTS** *(continued)*

Grant Commitments Payable

The fair value of grant commitments payable is determined at the time of award. The fair values of grants payable in more than one year, which totaled approximately \$138,200,000 and \$131,600,000 at August 31, 2012 and 2011, respectively, were evaluated based on discounted cash flows analyses, utilizing an assumed risk free rate of interest. It should be noted that no change in the present value discount was recognized during these years because the Foundation asserts fair value approximated the recorded value and the adjustment was deemed not material.

**NOTE 5 PROPERTY AND EQUIPMENT**

Property and equipment at August 31, 2012 and 2011 are summarized as follows:

	<u>2012</u>	<u>2011</u>
Land and land improvements	\$ 18,575,911	\$ 18,022,185
Buildings and building improvements	56,030,727	55,998,140
Equipment	3,835,903	4,095,121
Furniture and fixtures	8,663,408	8,547,527
Capitalized software costs	14,366,373	12,601,977
Assets under construction	1,628,502	1,257,683
	<u>103,100,823</u>	<u>100,522,633</u>
Accumulated depreciation	(51,354,648)	(48,685,166)
<b>Total</b>	<u><u>\$ 51,746,175</u></u>	<u><u>\$ 51,837,467</u></u>

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Notes to Consolidated Financial Statements  
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**NOTE 6 INCOME TAXES**

Current and deferred excise taxes for the years ended August 31, 2012 and 2011 were provided as follows:

	<u>2012</u>	<u>2011</u>
Current excise tax rate	1%	1%
Deferred excise tax rate	2%	2%

Deferred excise tax amounts are based on cumulative unrealized appreciation on investments. The current and deferred tax portions of the excise tax provisions for the years ended August 31, 2012 and 2011 are as follows:

	<u>Foundation</u>		<u>Trust</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Current tax provision	\$ 273,872	\$ 242,910	\$ 4,151,674	\$ 4,964,719
Deferred tax provision (benefit)	(84,213)	258,685	(10,918,151)	5,791,240
Total Federal excise provision (benefit)	<u>\$ 189,659</u>	<u>\$ 501,595</u>	<u>\$ (6,766,477)</u>	<u>\$ 10,755,959</u>
Cash payments for Federal excise taxes	<u>\$ 249,600</u>	<u>\$ 278,848</u>	<u>\$ 4,780,000</u>	<u>\$ 4,308,000</u>

To ensure compliance with Internal Revenue Service (IRS) guidelines, the Foundation continued to develop and manage internal budgets on the cash or modified cash basis. Cash expenditures for the fiscal years were as follows:

	<u>August 31</u>	
	<u>2012</u>	<u>2011</u>
Grants	\$ 304,338,072	\$ 291,212,362
Program activities and general operations	72,264,835	64,435,134
Costs of earning income and excise tax	<u>5,559,539</u>	<u>3,392,966</u>
<b>Total</b>	<u>\$ 382,162,446</u>	<u>\$ 359,040,462</u>



**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Notes to Consolidated Financial Statements  
August 31, 2012 and 2011

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**NOTE 6**      **INCOME TAXES** *(continued)*

Management evaluated all tax positions and concluded that the Foundation and the Trust have no uncertain tax positions that require recognition in the accompanying consolidated financial statements or further disclosure in the notes to the consolidated financial statements. The Foundation and the Trust file annual informational returns with the IRS and state and local tax authorities. The entities are subject to audits by taxing jurisdictions; however, no audits for any periods are currently in progress. Management believes that the entities are no longer subject to audits for years prior to 2008 under Federal, state, and local tax jurisdictions.

**NOTE 7**      **POSTRETIREMENT BENEFITS**

The Foundation has defined contribution and defined benefit retirement plans covering all full-time employees. The Foundation funded and charged to expense contributions of \$1,699,657 and \$1,733,926 in 2012 and 2011, respectively, related to the defined contribution plan. The defined benefit pension plan is funded in amounts sufficient to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974, as amended. The Foundation contributed \$750,000 and \$750,000 to the defined benefit pension plan during 2012 and 2011, respectively. The pension plan was closed to employees hired after June 1, 2012 and the plan formula was changed for prospective benefit accruals beginning September 1, 2012. The Foundation anticipates contributing approximately \$350,000 during 2012. It also provides postretirement medical and life insurance benefits (“other benefits”) to all employees who meet eligibility requirements. At August 31, 2012, the benefit obligation for the postretirement medical and life insurance benefits plan was increased to reflect the projected cost of excise taxes to be imposed by new health care reform legislation.

**W. K. KELLOGG FOUNDATION AND  
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Notes to Consolidated Financial Statements  
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**NOTE 7**      **POSTRETIREMENT BENEFITS** *(continued)*

	<u>Pension Benefits</u>		<u>Other Benefits</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Benefit obligation— August 31	\$ 12,482,062	\$ 9,905,583	\$ 84,661,875	\$ 66,419,658
Fair value of plan assets—August 31	<u>6,612,007</u>	<u>6,228,881</u>	<u>-</u>	<u>-</u>
Unfunded status	<u>\$ (5,870,055)</u>	<u>\$ (3,676,702)</u>	<u>\$ (84,661,875)</u>	<u>\$ (66,419,658)</u>
Accrued benefit cost recognized in the consolidated statement of financial position	<u>\$ (5,870,055)</u>	<u>\$ (3,676,702)</u>	<u>\$ (84,661,875)</u>	<u>\$ (66,419,658)</u>
Accumulated benefit obligation	<u>\$ 6,320,253</u>	<u>\$ 5,593,155</u>		

The pension plan's assets consist of mutual funds that are considered Level 1 assets in accordance with ASC 820.

Amounts not yet reflected in net periodic benefit cost as of August 31, 2012 and 2011 are as follows:

	<u>2012</u>		
	<u>Combined Benefits</u>	<u>Pension Benefits</u>	<u>Other Benefits</u>
Prior service cost (credit)	\$ 2,236,062	\$ (25,062)	\$ 2,261,124
Accumulated loss	<u>(49,642,930)</u>	<u>(6,560,116)</u>	<u>(43,082,814)</u>
Total	<u>\$ (47,406,868)</u>	<u>\$ (6,585,178)</u>	<u>\$ (40,821,690)</u>
	<u>2011</u>		
	<u>Combined Benefits</u>	<u>Pension Benefits</u>	<u>Other Benefits</u>
Prior service cost (credit)	\$ 2,568,170	\$ (33,485)	\$ 2,601,655
Accumulated loss	<u>(34,238,953)</u>	<u>(5,186,640)</u>	<u>(29,052,313)</u>
Total	<u>\$ (31,670,783)</u>	<u>\$ (5,220,125)</u>	<u>\$ (26,450,658)</u>

**W. K. KELLOGG FOUNDATION AND  
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**NOTE 7**      **POSTRETIREMENT BENEFITS** *(continued)*

Changes in amounts not yet reflected in net periodic benefit costs for the years ended August 31, 2012 and 2011 are as follows:

	<b>2012</b>		
	<b>Combined Benefits</b>	<b>Pension Benefits</b>	<b>Other Benefits</b>
Net actuarial loss	\$ (17,860,016)	\$ (2,271,076)	\$ (15,588,940)
Amortization of prior service cost (credit)	(332,108)	8,423	(340,531)
Amortization of actuarial gain	2,456,039	897,600	1,558,439
	<b>\$ (15,736,085)</b>	<b>\$ (1,365,053)</b>	<b>\$ (14,371,032)</b>
	<b>2011</b>		
	<b>Combined Benefits</b>	<b>Pension Benefits</b>	<b>Other Benefits</b>
Net actuarial gain (losses)	\$ (2,385,400)	\$ 1,288,645	\$ (3,674,045)
Adjustment to prior service cost (credit)	(332,108)	8,423	(340,531)
Amortization of actuarial gain	2,591,425	416,852	2,174,573
	<b>\$ (126,083)</b>	<b>\$ 1,713,920</b>	<b>\$ (1,840,003)</b>

Amortization amounts to be reflected in net periodic benefit costs in 2013 are as follows:

	<b>2012</b>		
	<b>Combined Benefits</b>	<b>Pension Benefits</b>	<b>Other Benefits</b>
Prior service cost (credit)	\$ (332,108)	\$ 8,423	\$ (340,531)
Accumulated loss	2,703,507	388,014	2,315,493
	<b>\$ 2,371,399</b>	<b>\$ 396,437</b>	<b>\$ 1,974,962</b>

**W. K. KELLOGG FOUNDATION AND  
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**NOTE 7**      **POSTRETIREMENT BENEFITS** *(continued)*

	Pension Benefits		Other Benefits	
	2012	2011	2012	2011
<b>Assumptions and dates used for disclosure</b>				
Discount rate	3.78 %	5.15 %	3.78 %	5.15 %
Expected return on plan assets	8.00 %	8.00 %	N/A	N/A
Rate of compensation increase	4.50 %	4.50 %	N/A	N/A
Measurement date	August 31	August 31	August 31	August 31
<b>Assumptions used to determine expense</b>				
Discount rate	5.15 %	5.24 %	5.15 %	5.24 %
Expected return on plan assets	8.00 %	8.00 %	N/A	N/A
Rate of compensation increase	4.50 %	4.50 %	N/A	N/A
<i>Health care cost trend rate assumptions</i>				
Initial trend rate pre-Medicare	N/A	N/A	7.70 %	7.67 %
Initial trend rate post-Medicare	N/A	N/A	7.67	7.85
Ultimate trend rate	N/A	N/A	4.50	4.50
Year ultimate trend is reached pre-Medicare	N/A	N/A	2029	2029
Year ultimate trend is reached post-Medicare	N/A	N/A	2029	2029

N/A—Not applicable.

Benefit cost, employer contributions, and benefits paid for each of the plans were as follows:

	Pension Benefits		Other Benefits	
	2012	2011	2012	2011
Benefit cost	\$ 1,578,300	\$ 1,255,356	\$ 6,156,062	\$ 6,428,903
Employer contributions	750,000	750,000	2,284,877	2,131,851
Benefits paid	1,139,223	161,078	2,284,877	2,131,851

**W. K. KELLOGG FOUNDATION AND  
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Notes to Consolidated Financial Statements  
August 31, 2012 and 2011

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**NOTE 7**      **POSTRETIREMENT BENEFITS** *(continued)*

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid by the defined pension plan:

<u>Years Ending August 31</u>	<u>Amount</u>
2013	\$ 558,625
2014	546,284
2015	475,950
2016	297,116
2017	233,459
2018-2022	4,044,667

The expected benefits to be paid are based on the same assumptions used to measure the Foundation's benefit obligation at August 31, 2012 and include estimated future benefit service.

The following benefit payments, related to postretirement, medical, and life insurance benefits, are expected to be paid as follows:

<u>Years Ending August 31</u>	<u>Amount</u>
2013	\$ 2,368,145
2014	2,502,520
2015	2,668,823
2016	2,862,260
2017	3,008,791
2018-2022	18,152,254

**W. K. KELLOGG FOUNDATION AND  
W. K. KELLOGG FOUNDATION TRUST**  
Notes to Consolidated Financial Statements  
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**NOTE 7**      **POSTRETIREMENT BENEFITS** *(continued)*

Investment Policy

The Vanguard Group manages and invests the funds for the pension plan in the Vanguard Balanced Index Fund Investor Shares. Its investment strategy for this fund is stated as follows:

- The fund's assets are divided between indexed portfolios of stocks (60%) and bonds (40%). The fund's equity segment intends to match the performance of the MSCI U.S. Broad Index and Wilshire 5000 Equity Index. The fund's bond segment attempts to match the performance of the Barclays Capital U.S. Aggregate Bond Index.
- Since it is not practical or cost effective to own every stock and bond in both indices, the fund owns a large sample of securities in each index. The samples are chosen to match key characteristics of the indices (such as company size and dividend yield for stocks and credit quality, maturity, and yield for bonds).

Basis Used to Determine the Overall Expected Return on Plan Assets

To develop the expected long-term rate of return on plan assets assumption, the Foundation considered the historical returns and the future expectations for returns for each asset class in the fund, as well as its target asset allocation. This strategy resulted in the selection of the 8.0% long-term rate of return on plan assets assumption for 2012 and 2011.

Risks and Uncertainties

Contributions are made to the employee benefit plans based on the present value of accumulated plan benefits, which are based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the consolidated financial statements.

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**NOTE 8      TEMPORARILY RESTRICTED NET ASSETS**

Temporarily restricted net assets of the Trust include all net assets, which are restricted until released to the Foundation. Releases from restrictions of \$330,000,000 and \$338,000,000 were recorded for the years ended August 31, 2012 and 2011, respectively. Donor restrictions are deemed satisfied at the time the Trust makes a contribution to the Foundation.

Temporarily restricted net assets of the Foundation consist of contributions receivable from irrevocable trusts, which are restricted until such assets are received. The Foundation's temporarily restricted net assets increased \$1,136,998 for the year ended August 31, 2012, and increased \$1,726,317 for the year ended August 31, 2011, which represented the change in the fair value of the trusts to which the Foundation has irrevocable rights as beneficiary.

**NOTE 9      SUBSEQUENT EVENTS**

The Foundation and the Trust evaluated events and transactions occurring between September 1, 2012 and November 30, 2012, which is the date that the consolidated financial statements were available to be issued, for disclosure and recognition purposes.

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**

EIN: 36-6030614

FORM 990-PF

FYE AUGUST 31, 2012

Tax Year 2011

<b>Fund No.</b>	<b>Shares/Par</b>	<b>Base Market Value</b>
Kellogg Common Stock	76,881,790.00	3,894,062,664
Fund 010	105,000.00	5,018,145
Fund 010	89,000.00	4,636,010
Fund 011	147,986.00	4,606,804
Fund 010	313,000.00	4,257,405
Fund 010	401,000.00	4,246,590
Fund 010	219,300.00	4,243,455
Fund 010	10,600.00	3,998,850
Fund 010	192,000.00	3,821,433
Fund 013	5,627.00	3,743,305
Fund 010	304,000.00	3,596,257
Fund 011	200,647.00	3,521,355
Fund 011	169,070.00	3,500,127
Fund 010	32,000.00	3,317,120
Fund 010	145,933.00	3,144,856
Fund 011	43,152.00	3,099,177
Fund 011	198,117.00	3,068,832
Fund 011	388,469.00	3,019,004
Fund 011	45,941.00	2,994,894
Fund 010	129,572.00	2,985,590
Fund 002	48,300.00	2,887,374
Fund 011	49,600.00	2,872,336
Fund 010	55,000.00	2,857,800
Fund 010	377,656.00	2,821,090
Fund 011	158,867.00	2,793,364
Fund 002	54,289.00	2,701,421
Fund 010	54,600.00	2,701,062
Fund 011	34,919.00	2,667,113
Fund 010	145,000.00	2,644,800
Fund 002	76,100.00	2,622,406
Fund 011	62,235.00	2,558,481
Fund 002	39,910.00	2,555,437
Fund 002	31,900.00	2,478,311
Fund 013	59,300.00	2,415,926
Fund 011	101,661.00	2,401,295
Fund 002	36,400.00	2,372,916
Fund 011	243,942.00	2,319,337
Fund 013	14,450.00	2,280,614
Fund 011	104,997.00	2,273,102
Fund 002	23,870.00	2,269,082
Fund 011	26,193.00	2,226,667
Fund 011	40,765.00	2,214,355
Fund 002	62,600.00	2,209,154
Fund 013	80,625.00	2,209,047
Fund 002	15,830.00	2,194,355
Fund 013	58,207.00	2,161,808
Fund 013	19,349.00	2,156,253
Fund 002	35,400.00	2,154,798
Fund 013	10,129.00	2,146,985
Fund 013	26,201.00	2,141,003



W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)

EIN: 36-6030614

FORM 990-PF

FYE AUGUST 31, 2012

Tax Year 2011

Fund 011	51,119.00	2,116,838
Fund 002	73,800.00	2,115,846
Fund 010	52,000.00	2,113,800
Fund 002	23,030.00	2,107,706
Fund 013	24,006.00	2,095,724
Fund 014	3,140.00	2,088,854
Fund 011	38,476.00	2,076,165
Fund 013	32,994.00	2,066,084
Fund 002	32,900.00	2,021,376
Fund 002	42,200.00	2,012,096
Fund 013	29,990.00	1,981,224
Fund 010	62,262.00	1,978,512
Fund 002	29,350.00	1,971,440
Fund 010	68,000.00	1,966,560
Fund 002	35,700.00	1,959,216
Fund 013	1,798.00	1,953,890
Fund 010	30,000.00	1,942,200
Fund 013	65,639.00	1,914,171
Fund 013	168,390.00	1,896,307
Fund 002	25,800.00	1,891,914
Fund 011	605,297.00	1,884,390
Fund 013	30,607.00	1,881,106
Fund 002	17,100.00	1,880,487
Fund 002	21,720.00	1,845,114
Fund 013	5,458.00	1,844,353
Fund 002	39,300.00	1,840,812
Fund 011	131,916.00	1,838,909
Fund 011	63,742.00	1,828,758
Fund 002	34,800.00	1,824,912
Fund 013	14,985.00	1,819,778
Fund 011	606,028.00	1,818,084
Fund 013	4,223.00	1,785,907
Fund 002	90,700.00	1,782,255
Fund 002	77,665.00	1,778,529
Fund 002	26,900.00	1,738,547
Fund 013	108,953.00	1,737,477
Fund 002	20,700.00	1,719,549
Fund 002	44,229.00	1,691,317
Fund 002	40,200.00	1,686,792
Fund 013	28,896.00	1,684,637
Fund 013	17,073.00	1,670,935
Fund 002	50,555.00	1,632,927
Fund 013	15,307.00	1,627,287
Fund 013	2,686.00	1,623,875
Fund 013	26,052.00	1,623,122
Fund 002	26,300.00	1,615,872
Fund 010	18,300.00	1,603,629
Fund 002	29,300.00	1,593,627
Fund 013	21,566.00	1,567,426
Fund 013	28,352.00	1,554,824
Fund 011	71,369.00	1,543,711

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**

EIN: 36-6030614

FORM 990-PF

FYE AUGUST 31, 2012

Tax Year 2011

Fund 013	24,156.00	1,539,220
Fund 011	137,593.00	1,521,779
Fund 013	116,175.00	1,514,963
Fund 013	67,392.00	1,508,309
Fund 013	30,340.00	1,500,920
Fund 013	17,514.00	1,487,814
Fund 013	138,000.00	1,473,186
Fund 013	42,531.00	1,468,595
Fund 013	35,745.00	1,466,260
Fund 013	19,668.00	1,451,695
Fund 013	70,394.00	1,440,117
Fund 013	1,960,500.00	1,428,999
Fund 011	175,758.00	1,418,367
Fund 013	24,356.00	1,396,817
Fund 011	154,987.00	1,389,650
Fund 011	15,348.00	1,377,330
Fund 002	11,540.00	1,357,335
Fund 002	24,600.00	1,345,866
Fund 002	29,130.00	1,340,854
Fund 002	40,900.00	1,337,021
Fund 011	12,635.00	1,332,993
Fund 013	70,172.00	1,331,919
Fund 013	12,399.00	1,325,647
Fund 013	6,778.00	1,307,785
Fund 002	26,540.00	1,301,256
Fund 013	16,745.00	1,300,919
Fund 002	19,820.00	1,292,066
Fund 013	12,171.00	1,284,701
Fund 013	10,807.00	1,271,119
Fund 002	51,708.00	1,257,021
Fund 013	26,933.00	1,241,342
Fund 002	4,260.00	1,229,606
Fund 013	35,532.00	1,219,103
Fund 013	97,400.00	1,214,470
Fund 002	30,100.00	1,190,154
Fund 002	41,600.00	1,188,512
Fund 013	7,200.00	1,176,092
Fund 013	9,302.00	1,110,960
Fund 013	11,379.00	1,107,859
Fund 013	17,890.00	1,099,162
Fund 013	119,812.00	1,092,341
Fund 014	40,000.00	1,051,600
Fund 014	30,500.00	1,022,665
Fund 013	41,925.00	1,014,736
Fund 013	10,473.00	995,563
Fund 014	25,678.00	981,371
Fund 002	62,660.00	970,603
Fund 013	66,670.00	962,715
Fund 015	30,500.00	949,465
Fund 013	22,296.00	935,540
Fund 014	1,348.00	923,501

W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)

EIN: 36-6030614

FORM 990-PF

FYE AUGUST 31, 2012

Tax Year 2011

Fund 002	12,720.00	920,928
Fund 014	14,800.00	909,608
Fund 013	20,554.00	884,565
Fund 014	17,850.00	875,186
Fund 014	24,988.00	873,422
Fund 002	34,100.00	869,891
Fund 015	49,500.00	868,725
Fund 011	39,785.00	866,517
Fund 010	36,870.00	843,217
Fund 002	19,536.00	841,806
Fund 014	25,400.00	826,262
Fund 015	39,900.00	826,019
Fund 014	13,388.00	822,872
Fund 013	31,656.00	821,086
Fund 013	47,506.00	808,873
Fund 013	14,658.00	804,431
Fund 014	740.00	804,160
Fund 014	10,304.00	800,982
Fund 014	24,420.00	799,022
Fund 013	13,527.00	797,281
Fund 002	24,200.00	784,564
Fund 014	32,200.00	768,292
Fund 013	146,439.00	765,242
Fund 014	26,855.00	735,801
Fund 014	35,300.00	731,063
Fund 014	3,440.00	729,157
Fund 002	21,900.00	713,940
Fund 014	19,060.00	712,844
Fund 015	10,900.00	710,571
Fund 013	3,540.00	708,419
Fund 013	14,178.00	703,371
Fund 011	31,801.00	691,990
Fund 015	16,600.00	687,406
Fund 015	29,100.00	687,360
Fund 013	45,907.00	683,227
Fund 014	8,650.00	681,620
Fund 014	19,026.00	678,747
Fund 014	18,300.00	669,231
Fund 014	71,100.00	662,874
Fund 013	3,214.00	661,955
Fund 014	21,100.00	659,586
Fund 014	18,800.00	639,764
Fund 010	278,500.00	638,242
Fund 014	7,470.00	637,415
Fund 014	27,700.00	636,546
Fund 014	8,162.00	635,914
Fund 014	184,700.00	634,618
Fund 014	17,550.00	633,731
Fund 014	5,752.00	632,742
Fund 014	5,620.00	630,339
Fund 014	1,149,000.00	622,182

W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)

EIN: 36-6030614

FORM 990-PF

FYE AUGUST 31, 2012

Tax Year 2011

Fund 014	93,300.00	614,847
Fund 014	11,700.00	613,548
Fund 014	10,345.00	610,861
Fund 013	61,858.00	610,146
Fund 014	17,600.00	604,208
Fund 014	11,060.00	600,558
Fund 014	8,300.00	598,098
Fund 014	68,000.00	594,849
Fund 013	23,238.00	592,569
Fund 014	16,757.00	587,408
Fund 014	19,700.00	585,287
Fund 014	15,060.00	585,081
Fund 002	7,966.00	582,633
Fund 014	12,400.00	580,816
Fund 014	203,000.00	577,102
Fund 014	7,860.00	576,374
Fund 014	6,060.00	569,640
Fund 014	48,400.00	567,248
Fund 014	32,600.00	564,306
Fund 013	6,406.00	560,308
Fund 015	19,300.00	553,717
Fund 013	7,201.00	550,693
Fund 014	9,350.00	549,687
Fund 013	7,376.00	547,963
Fund 013	18,268.00	546,356
Fund 013	6,860.00	545,919
Fund 014	3,740.00	542,973
Fund 015	19,400.00	542,182
Fund 014	765,000.00	541,559
Fund 015	55,700.00	534,508
Fund 014	15,600.00	532,428
Fund 002	29,156.00	532,097
Fund 013	15,607.00	529,858
Fund 014	20,800.00	528,102
Fund 014	4,950.00	519,057
Fund 015	9,600.00	518,016
Fund 013	23,999.00	515,748
Fund 014	31,300.00	513,946
Fund 014	116,461.00	509,807
Fund 014	8,630.00	508,652
Fund 014	5,820.00	506,980
Fund 014	7,000.00	506,660
Fund 013	39,688.00	504,938
Fund 015	30,000.00	502,508
Fund 014	10,100.00	501,061
Fund 013	77,205.00	499,711
Fund 014	167,297.00	486,943
Fund 014	15,280.00	477,653
Fund 014	5,300.00	474,297
Fund 014	20,677.00	474,243
Fund 014	2,900.00	473,704

W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)

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FORM 990-PF

FYE AUGUST 31, 2012

Tax Year 2011

Fund 014	8,200.00	463,546
Fund 014	53,983.00	462,588
Fund 014	52,400.00	453,317
Fund 014	30,996.00	449,701
Fund 014	2,497.00	441,905
Fund 014	19,323.00	436,264
Fund 014	13,675.00	434,553
Fund 014	8,442.00	429,589
Fund 014	8,417.00	426,189
Fund 014	6,900.00	423,936
Fund 014	10,200.00	415,556
Fund 002	4,300.00	410,564
Fund 014	6,820.00	408,859
Fund 014	15,700.00	400,350
Fund 014	3,930.00	380,228
Fund 014	6,470.00	379,918
Fund 014	33,900.00	378,663
Fund 014	9,870.00	366,769
Fund 014	8,385.00	365,222
Fund 014	7,421.00	364,813
Fund 014	16,890.00	362,972
Fund 014	10,300.00	360,706
Fund 014	19,700.00	349,478
Fund 014	10,064.00	346,002
Fund 014	7,822.00	339,861
Fund 014	2,370.00	339,100
Fund 014	2,180.00	332,842
Fund 014	6,500.00	331,955
Fund 014	15,400.00	325,556
Fund 014	63,000.00	321,034
Fund 014	8,600.00	319,404
Fund 014	35,300.00	315,229
Fund 014	52,400.00	314,383
Fund 014	14,154.00	312,830
Fund 014	3,705.00	311,873
Fund 164	91,669.00	302,874
Fund 014	26,000.00	301,186
Fund 014	7,400.00	297,184
Fund 014	1,020.00	294,413
Fund 014	1,820.00	287,247
Fund 014	3,980.00	285,844
Fund 014	21,000.00	272,374
Fund 014	10,800.00	264,600
Fund 014	29,500.00	255,175
Fund 014	4,740.00	253,021
Fund 014	4,000.00	231,400
Fund 014	105,900.00	214,977
Fund 014	183,750.00	205,523
Fund 014	94.00	191,722
Fund 014	2,100.00	152,460
Fund 014	1,485.00	107,930

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**

**EIN: 36-6030614**

**FORM 990-PF**

**FYE AUGUST 31, 2012**

**Tax Year 2011**

Fund 161	3,176.00	38,271
Fund 161	856.00	15,160
Fund 003	0.00	0
Fund 014	24,988.00	-
Fund 014	16,757.00	-
Fund 010	2,416.67	-
<b>Common Stock Total</b>		<b>4,279,604,890</b>

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**

EIN: 36-6030614

FORM 990-PF

FYE AUGUST 31, 2012

Tax Year 2011

<b>Alias</b>	<b>Shares/Par</b>	<b>Base Market Value</b>
Fund 001	1,400,000.00	1,407,378
Fund 004	17,747.12	17,993
Fund 004	7,000.00	10,830
Fund 004	35,000.00	42,937
Fund 004	57,697.17	56,734
Fund 004	134,926.95	139,774
Fund 004	60,000.00	67,153
Fund 004	40,000.00	53,376
Fund 004	7,000.00	9,630
Fund 004	35,000.00	36,134
Fund 004	70,000.00	72,426
Fund 004	75,000.00	81,437
Fund 004	28,000.00	29,810
Fund 004	20,000.00	23,775
Fund 004	13,000.00	15,160
Fund 004	82,013.75	72,168
Fund 004	80,000.00	98,037
Fund 004	205,000.00	245,998
Fund 004	30,000.00	40,108
Fund 004	125,000.00	159,420
Fund 004	25,000.00	26,940
Fund 004	70,000.00	81,271
Fund 004	75,925.16	79,320
Fund 004	100,000.00	112,546
Fund 004	133,091.45	130,802
Fund 004	46,785.21	47,987
Fund 004	71,234.32	73,134
Fund 004	96,589.33	101,996
Fund 004	50,000.00	53,742
Fund 004	135,000.00	148,308
Fund 004	30,000.00	32,948
Fund 004	35,000.00	42,350
Fund 004	60,000.00	64,112
Fund 004	80,000.00	92,510
Fund 004	71,376.84	70,431
Fund 004	165,000.00	199,016
Fund 004	59,000.00	64,965
Fund 004	35,000.00	42,911
Fund 004	40,000.00	43,586
Fund 004	19,000.00	19,532
Fund 004	10,000.00	11,274
Fund 004	11,000.00	11,944
Fund 004	40,000.00	47,659
Fund 004	10,000.00	10,717
Fund 004	75,929.26	76,113
Fund 004	77,108.92	80,802
Fund 004	122,583.05	122,986
Fund 004	45,000.00	54,108
Fund 004	63,875.70	72,879
Fund 004	53,048.72	54,621

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**

**EIN: 36-6030614**

**FORM 990-PF**

**FYE AUGUST 31, 2012**

**Tax Year 2011**

Fund 004	63,986.74	65,096
Fund 004	96,598.33	99,799
Fund 004	178,030.00	156,252
Fund 004	72,236.48	73,563
Fund 004	40,000.00	47,993
Fund 004	5,000.00	6,046
Fund 004	16,000.00	16,604
Fund 004	40,000.00	41,708
Fund 004	35,000.00	46,086
Fund 004	15,000.00	15,633
Fund 004	31,065.98	32,736
Fund 004	44,163.94	44,369
Fund 004	28,143.44	28,277
Fund 004	168,071.63	157,816
Fund 004	76,518.08	78,091
Fund 004	78,195.46	81,660
Fund 004	20,000.00	24,736
Fund 004	115,000.00	133,015
Fund 004	70,000.00	79,936
Fund 004	10,000.00	12,793
Fund 004	45,000.00	48,815
Fund 004	25,000.00	27,314
Fund 004	15,000.00	16,103
Fund 004	10,000.00	10,759
Fund 004	50,000.00	53,529
Fund 004	58,532.05	59,817
Fund 004	67,742.69	71,741
Fund 004	87,849.79	89,884
Fund 004	44,583.10	44,607
Fund 004	89,968.71	90,069
Fund 004	260,000.00	314,519
Fund 004	125,000.00	150,244
Fund 004	12,000.00	13,498
Fund 004	6,000.00	6,332
Fund 004	35,000.00	38,602
Fund 004	52,402.45	56,027
Fund 004	90,000.00	141,263
Fund 004	20,000.00	24,705
Fund 004	70,000.00	82,086
Fund 004	30,000.00	35,099
Fund 004	70,000.00	103,163
Fund 004	65,000.00	94,515
Fund 004	30,000.00	30,871
Fund 004	20,000.00	23,622
Fund 004	15,000.00	19,633
Fund 004	20,000.00	25,162
Fund 004	35,000.00	41,860
Fund 004	20,000.00	24,211
Fund 004	15,000.00	17,995
Fund 004	55,000.00	65,330
Fund 004	10,000.00	13,509



**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**

**EIN: 36-6030614**

**FORM 990-PF**

**FYE AUGUST 31, 2012**

**Tax Year 2011**

Fund 004	40,000.00	59,563
Fund 004	200,000.00	221,196
Fund 004	80,000.00	90,278
Fund 004	150,747.69	157,874
Fund 004	34,053.76	31,591
Fund 004	170,000.00	201,725
Fund 004	50,000.00	59,081
Fund 004	385,000.00	455,932
Fund 004	75,000.00	81,581
Fund 004	60,000.00	66,691
Fund 004	10,000.00	13,326
Fund 004	35,000.00	37,212
Fund 004	200,000.00	208,236
Fund 004	115,000.00	130,757
Fund 004	35,000.00	40,168
Fund 004	30,000.00	43,253
Fund 004	100,000.00	117,957
Fund 004	30,000.00	34,342
Fund 004	100,000.00	107,453
Fund 004	100,000.00	109,274
Fund 004	40,000.00	62,971
Fund 004	50,000.00	55,968
Fund 004	70,000.00	73,854
Fund 004	115,000.00	133,426
Fund 004	45,000.00	45,516
Fund 004	90,000.00	109,450
Fund 004	30,000.00	45,225
Fund 004	71,524.13	69,077
Fund 004	87,590.73	91,943
Fund 004	484,207.80	89,394
Fund 004	25,074.55	24,485
Fund 004	93,003.85	97,345
Fund 004	38,614.87	39,524
Fund 004	100,274.40	101,981
Fund 004	200,000.00	204,000
Fund 004	329,000.00	372,250
Fund 004	65,000.00	73,817
Fund 004	75,000.00	86,222
Fund 004	50,000.00	51,466
Fund 004	24,837.25	28,787
Fund 004	145,000.00	174,632
Fund 004	115,000.00	141,282
Fund 004	100,000.00	103,823
Fund 004	25,000.00	26,416
Fund 004	87,984.29	91,831
Fund 004	89,192.15	91,004
Fund 004	22,192.99	21,372
Fund 004	34,033.58	34,830
Fund 004	100,000.00	101,280
Fund 004	122,000.00	127,441
Fund 004	85,000.00	101,602

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**

**EIN: 36-6030614**

**FORM 990-PF**

**FYE AUGUST 31, 2012**

**Tax Year 2011**

Fund 004	69,000.00	82,467
Fund 004	15,000.00	19,948
Fund 004	64,548.21	64,999
Fund 004	107,580.33	109,700
Fund 004	67,990.72	66,752
Fund 004	315,000.00	367,429
Fund 004	86,729.69	84,811
Fund 004	41,406.24	40,976
Fund 004	50,000.00	52,030
Fund 004	90,000.00	112,534
Fund 004	120,000.00	124,704
Fund 004	35,000.00	41,891
Fund 004	15,000.00	15,362
Fund 004	100,000.00	105,896
Fund 004	63,101.15	64,325
Fund 004	30,000.00	30,757
Fund 004	160,000.00	170,458
Fund 004	11,967.40	11,952
Fund 004	51,572.73	52,810
Fund 004	60,000.00	65,156
Fund 004	50,000.00	51,425
Fund 004	60,000.00	81,007
Fund 004	6,000.00	7,851
Fund 004	30,000.00	37,077
Fund 004	14,000.00	19,249
Fund 004	75,000.00	89,777
Fund 004	30,000.00	37,873
Fund 004	26,000.00	26,496
Fund 004	15,000.00	20,582
Fund 004	20,000.00	27,199
Fund 004	5,000.00	6,086
Fund 004	97,063.40	92,405
Fund 004	70,000.00	84,092
Fund 004	9,000.00	9,574
Fund 004	70,000.00	74,139
Fund 004	77,491.58	81,761
Fund 004	75,000.00	77,291
Fund 004	50,000.00	54,456
Fund 004	70,000.00	103,746
Fund 004	158,949.24	165,296
Fund 004	36,257.63	37,790
Fund 004	27,257.97	26,376
Fund 004	12,000.00	12,691
Fund 004	22,436.59	22,472
Fund 004	25,000.00	33,519
Fund 004	21,000.00	21,132
Fund 004	100,986.06	30,746
Fund 004	133,058.33	68,367
Fund 004	40,000.00	56,363
Fund 004	10,000.00	10,936
Fund 004	15,000.00	17,886

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**

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**FORM 990-PF**

**FYE AUGUST 31, 2012**

**Tax Year 2011**

Fund 004	98,687.99	92,990
Fund 004	50,000.00	72,927
Fund 004	25,000.00	30,278
Fund 004	30,000.00	32,450
Fund 004	20,000.00	27,372
Fund 004	84,630.97	78,943
Fund 004	45,000.00	63,089
Fund 004	15,000.00	16,030
Fund 004	20,000.00	21,148
Fund 004	78,244.61	40,407
Fund 004	98,269.62	98,258
Fund 004	10,000.00	10,630
Fund 004	60,000.00	72,584
Fund 004	86,686.15	86,965
Fund 004	37,340.15	37,600
Fund 004	82,137.18	80,375
Fund 004	41,924.94	42,298
Fund 004	70,020.41	69,361
Fund 004	162,544.63	137,193
Fund 004	65,000.00	87,043
Fund 004	17,000.00	17,837
Fund 004	19,000.00	19,306
Fund 004	80,000.00	83,354
Fund 004	90,000.00	112,375
Fund 004	65,000.00	80,048
Fund 004	100,000.00	106,038
Fund 004	30,000.00	31,506
Fund 004	23,000.00	24,136
Fund 004	12,000.00	12,271
Fund 004	130,000.00	160,259
Fund 004	200,000.00	243,568
Fund 004	25,000.00	26,654
Fund 004	75,000.00	90,624
Fund 004	25,000.00	29,643
Fund 004	105,816.91	105,056
Fund 004	72,432.89	73,905
Fund 004	113,100.34	115,100
Fund 004	93,812.11	95,217
Fund 004	78,759.54	83,849
Fund 004	101,889.25	106,200
Fund 004	5,620.37	2,376
Fund 004	32,000.00	38,372
Fund 004	155,000.00	160,084
Fund 004	130,000.00	133,628
Fund 004	65,000.00	74,199
Fund 004	4,000.00	4,715
Fund 004	2,000.00	2,490
Fund 004	215,000.00	257,480
Fund 004	85,356.92	88,554
Fund 004	102,449.70	106,446
Fund 004	81,062.66	83,453

W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)

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FYE AUGUST 31, 2012

Tax Year 2011

Fund 004	58,131.45	59,203
Fund 004	85,664.79	85,665
Fund 004	36,000.00	40,610
Fund 004	20,000.00	23,200
Fund 004	65,000.00	77,611
Fund 007	9,451.93	9,772
Fund 007	1,441,876.00	5,431
Fund 007	1,905,474.00	16,411
Fund 007	1,123,703.40	11
Fund 007	947,859.47	4,456
Fund 007	1,586,348.99	5,631
Fund 007	1,435,617.99	5,082
Fund 007	1,134,979.07	11,046
Fund 007	5,705.72	5,452
Fund 007	4,717.24	0
Fund 007	578.45	9
Fund 007	1,282,207.67	12,926
Fund 007	775,842.42	-
Fund 008	80,000.00	86,320
Fund 008	15,000.00	15,723
Fund 008	35,000.00	37,912
Fund 008	45,000.00	46,734
Fund 008	74,367.42	76,677
Fund 008	33,975.83	35,527
Fund 008	67,332.84	69,353
Fund 008	38,137.54	38,054
Fund 008	80,000.00	79,750
Fund 008	132,000.00	131,294
Fund 008	110,000.00	112,342
Fund 008	72,701.17	76,660
Fund 008	46,973.98	46,608
Fund 008	58,215.97	58,359
Fund 008	84,555.77	84,575
Fund 008	76,760.52	80,713
Fund 008	156,542.23	154,241
Fund 008	78,000.00	78,563
Fund 008	145,000.00	145,500
Fund 008	100,000.00	100,000
Fund 008	23,565.27	24,707
Fund 008	32,164.26	32,170
Fund 008	99,284.09	99,402
Fund 008	204,901.53	205,822
Fund 008	104,634.93	105,118
Fund 008	44,345.37	45,919
Fund 008	67,442.41	33,489
Fund 008	132,535.15	64,487
Fund 008	157,491.22	75,990
Fund 008	320,111.47	171,325
Fund 008	86,506.82	40,425
Fund 008	362,350.84	191,115
Fund 008	162,000.00	166,050

**W.K. KELLOGG FOUNDATION TRUST (TRUST 5315)**

**EIN: 36-6030614**

**FORM 990-PF**

**FYE AUGUST 31, 2012**

**Tax Year 2011**

Fund 008	29,265.38	29,301
Fund 008	169,000.00	165,593
Fund 008	75,791.06	80,557
Fund 008	33,750.00	33,841
Fund 012	520,000.00	648,551
Fund 012	750,000.00	1,071,044
Fund 162	1,922,396.70	220,627
		<hr/>
<b>Corporate Bonds</b>		<b>25,328,838</b>