

PUBLIC DISCLOSURE COPY

Return of Private Foundation

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

Form **990-PF**

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

2020

Open to Public Inspection

For calendar year 2020 or tax year beginning 09/01, 2020, and ending 08/31, 20 21

Name of foundation WK KELLOGG FOUNDATION TRUST - NO. 5315		A Employer identification number 36-6030614
Number and street (or P.O. box number if mail is not delivered to street address) ONE MICHIGAN AVE EAST	Room/suite	B Telephone number (see instructions) (312) 444-5615
City or town, state or province, country, and ZIP or foreign postal code BATTLE CREEK, MI 49017		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 8,347,091,144	J 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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	130,865,593	173,871,498		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	345,375,361			
	b Gross sales price for all assets on line 6a 2,254,721,972				
	7 Capital gain net income (from Part IV, line 2)		347,410,328		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
b Less: Cost of goods sold 0					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	(14,385,620)	0		
12 Total. Add lines 1 through 11	476,240,954	506,896,206	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	3,990,067	3,746,673		491,787
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	916,637	775,932	0	0
	b Accounting fees (attach schedule)	304,111	256,771	0	0
	c Other professional fees (attach schedule)	8,656,162	8,050,216	0	0
	17 Interest	6,290,725	2,592,819		1,618,488
	18 Taxes (attach schedule) (see instructions)	5,598,214	1,693,599	0	0
	19 Depreciation (attach schedule) and depletion	0	2,747	0	
	20 Occupancy				
	21 Travel, conferences, and meetings	8,212	4,903		2,420
	22 Printing and publications				
	23 Other expenses (attach schedule)	(18,460,259)	4,790,526	0	64,835
	24 Total operating and administrative expenses. Add lines 13 through 23	7,303,869	21,914,186	0	2,177,530
	25 Contributions, gifts, grants paid	658,000,000			508,000,000
26 Total expenses and disbursements. Add lines 24 and 25	665,303,869	21,914,186	0	510,177,530	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(189,062,915)				
b Net investment income (if negative, enter -0-)		484,982,020			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	154,732,239	225,147,540	225,147,540
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶	0		
	Less: allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	151,033,404	145,086,102	145,086,102
	b Investments—corporate stock (attach schedule)	4,815,886,049	4,094,008,359	4,094,008,359
	c Investments—corporate bonds (attach schedule)	20,005,892	35,499,120	35,499,120
	11 Investments—land, buildings, and equipment: basis ▶	0		
Less: accumulated depreciation (attach schedule) ▶	0	0	0	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	2,724,814,725	3,811,472,381	3,811,472,381	
14 Land, buildings, and equipment: basis ▶	0			
Less: accumulated depreciation (attach schedule) ▶	0	0	0	
15 Other assets (describe ▶ (SEE STATEMENT))	36,401,480	35,877,642	35,877,642	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,902,873,789	8,347,091,144	8,347,091,144	
Liabilities	17 Accounts payable and accrued expenses	1,113,366	3,053,750	
	18 Grants payable		150,000,000	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	300,000,000	
	22 Other liabilities (describe ▶ (SEE STATEMENT))	97,708,835	71,947,565	
	23 Total liabilities (add lines 17 through 22)	98,822,201	525,001,315	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions	7,804,051,588	7,822,089,829	
	Foundations that do not follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances (see instructions)	7,804,051,588	7,822,089,829		
30 Total liabilities and net assets/fund balances (see instructions)	7,902,873,789	8,347,091,144		

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 29 (must agree with end-of-year figure reported on prior year's return)		1	7,804,051,588
2 Enter amount from Part I, line 27a		2	(189,062,915)
3 Other increases not included in line 2 (itemize) ▶ (SEE STATEMENT)		3	207,101,156
4 Add lines 1, 2, and 3		4	7,822,089,829
5 Decreases not included in line 2 (itemize) ▶		5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29		6	7,822,089,829

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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			
b	KELLOGG COMPANY STOCK			
c	PARTNERSHIP & ALTERNATIVE INVESTMENTS			
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a	1,646,041,778	1,522,803,476	123,238,302	
b	126,300,108	2,597,661	123,702,447	
c	482,380,086	381,910,507	100,469,579	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a		0	123,238,302	
b		0	123,702,447	
c		0	100,469,579	
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	347,410,328
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8		3	0

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

SECTION 4940(e) REPEALED ON DECEMBER 20, 2019 – DO NOT COMPLETE.

1 Reserved			
(a) Reserved	(b) Reserved	(c) Reserved	(d) Reserved
Reserved			
Reserved			
Reserved			
Reserved			
Reserved			
2 Reserved			2
3 Reserved			3
4 Reserved			4
5 Reserved			5
6 Reserved			6
7 Reserved			7
8 Reserved			8

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Reserved	1	6,741,250
c	All other domestic foundations enter 1.39% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	
3	Add lines 1 and 2	3	6,741,250
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6,741,250
6	Credits/Payments:		
a	2020 estimated tax payments and 2019 overpayment credited to 2020	6a	6,958,123
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,500,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	9,458,123
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,716,873
11	Enter the amount of line 10 to be: Credited to 2021 estimated tax <input checked="" type="checkbox"/> 2,716,873 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a		<input checked="" type="checkbox"/>
1b		<input checked="" type="checkbox"/>
1c		<input checked="" type="checkbox"/>
2		<input checked="" type="checkbox"/>
3		<input checked="" type="checkbox"/>
4a	<input checked="" type="checkbox"/>	
4b	<input checked="" type="checkbox"/>	
5		<input checked="" type="checkbox"/>
6	<input checked="" type="checkbox"/>	
7	<input checked="" type="checkbox"/>	
8a		
8b	<input checked="" type="checkbox"/>	
9		<input checked="" type="checkbox"/>
10		<input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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? If "Yes," attach statement. See instructions		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.WKKF.ORG	✓	
14 The books are in care of ► THE NORTHERN TRUST COMPANY Telephone no. ► (312) 444-5615 Located at ► PO BOX 803878, CHICAGO, IL ZIP+4 ► 60680		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here and enter the amount of tax-exempt interest received or accrued during the year		<input type="checkbox"/>
16 At any time during calendar year 2020, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► CJ, FR, HK, UK	✓	

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	1b	✓
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2020?	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2020, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2020? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No b If "Yes," did it have excess business holdings in 2020 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2020.)	3b	✓
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 2020?	4a	✓
	4b	✓

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:		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b	<input checked="" type="checkbox"/>
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	<input checked="" type="checkbox"/>
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE ST., B10, CHICAGO, IL 60603-1006	CORPORATE TRUSTEE, 40.0	4,877,871	0	0
LA JUNE MONTGOMERY TABRON ONE MICHIGAN AVENUE EAST, BATTLE CREEK, MI 49017	TRUSTEE, 2.0	0	0	32,417
RAMON MURGUIA ONE MICHIGAN AVENUE EAST, BATTLE CREEK, MI 49017	TRUSTEE, 2.0	40,000	0	32,417
STEVEN A CAHILLANE ONE KELLOGG SQUARE, BATTLE CREEK, MI 49016	TRUSTEE, 2.0	0	0	32,417

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ▶ **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. See instructions. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MAYER BROWN LLP 71 SOUTH WACKER DRIVE, CHICAGO, IL 60606-4637	LEGAL ADVISORY	1,411,218
THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE ST., B10, CHICAGO, IL 60603-1006	INVESTMENT ADVISORY/CUSTODIAN	975,574
ALBOURNE AMERICA LLC 655 MONTGOMERY STREET, SUITE 1910, SAN FRANCISCO, CA 94111	INVESTMENT ADVISORY	504,000
JPMORGAN CHASE BANK NA 10 SOUTH DEARBORN, CHICAGO, IL 60603-2300	BANKING/LENDING SERVICE	391,742
JP MORGAN INVESTMENT MANAGEMENT INC PO BOX 27169, NEW YORK, NY 10087-7169	INVESTMENT ADVISORY	329,182
Total number of others receiving over \$50,000 for professional services ▶		3

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	
2	
3	All other program-related investments. See instructions.	
Total. 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	5,762,047,024
b	Average of monthly cash balances	1b	112,387,842
c	Fair market value of all other assets (see instructions)	1c	1,472,943,374
d	Total (add lines 1a, b, and c)	1d	7,347,378,240
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	322,373,494
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,347,378,240
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	110,210,674
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,237,167,566
6	Minimum investment return. Enter 5% of line 5	6	361,858,378

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	361,858,378
2a	Tax on investment income for 2020 from Part VI, line 5	2a	6,741,250
b	Income tax for 2020. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,741,250
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	355,117,128
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	355,117,128
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	355,117,128

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	510,177,530
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	510,177,530
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	510,177,530

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 2019	(c) 2019	(d) 2020
1 Distributable amount for 2020 from Part XI, line 7				355,117,128
2 Undistributed income, if any, as of the end of 2020:				
a Enter amount for 2019 only			9,992,143	
b Total for prior years: 20 <u>16</u> , 20 <u>17</u> , 20 <u>18</u>		0		
3 Excess distributions carryover, if any, to 2020:				
a From 2015		0		
b From 2016		0		
c From 2017		0		
d From 2018		0		
e From 2019		0		
f Total of lines 3a through e	0			
4 Qualifying distributions for 2020 from Part XII, line 4: ► \$ <u>510,177,530</u>				
a Applied to 2019, but not more than line 2a			9,992,143	
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 2020 distributable amount				355,117,128
e Remaining amount distributed out of corpus	145,068,259			
5 Excess distributions carryover applied to 2020 (If an amount appears in column (d), the same amount must be shown in column (a).)				0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	145,068,259			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2019. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2020. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2021				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)	0			
8 Excess distributions carryover from 2015 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2021. Subtract lines 7 and 8 from line 6a	145,068,259			
10 Analysis of line 9:				
a Excess from 2016		0		
b Excess from 2017		0		
c Excess from 2018		0		
d Excess from 2019		0		
e Excess from 2020	145,068,259			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2020, 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) 2020	(b) 2019	(c) 2018	(d) 2017	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter ² / ₃ of minimum investment return shown in Part X, line 6, for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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

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

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

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

c Any submission deadlines:

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

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> (SEE STATEMENT)				
Total			▶ 3a	508,000,000
b <i>Approved for future payment</i> (SEE STATEMENT)				
Total			▶ 3b	150,000,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (c: 14, d: 130,865,593), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (a: 901101, b: 1,848,460, c: 18, d: 343,526,901), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (b: 1,848,460, d: 474,392,494, e: 0), 13 Total (b: 1,848,460, d: 474,392,494, e: 476,240,954).

(See worksheet in line 13 instructions to verify calculations.)

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

Table with 2 columns: Line No. (with a downward arrow icon), 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). (See instructions.).

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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.

Table with 3 columns: Question, Yes, No. Rows 1a(1) through 1c.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here [Signature] 7/13/2022 CORPORATE TRUSTEE
Signature of officer or trustee Date Title

Paid Preparer Use Only
Print/Type preparer's name: DIANE KIRMACI
Preparer's signature: DIANE KIRMACI
Date: 07/01/2022
Check [] if self-employed
PTIN: P01578407
Firm's name: CROWE LLP
Firm's EIN: 35-0921680
Firm's address: 575 MARKET STREET SUITE 3300, SAN FRANCISCO, CA 94105-5829
Phone no.: (415) 576-1100

May the IRS discuss this return with the preparer shown below? See instructions. [x] Yes [] No

Department of the Treasury
Internal Revenue Service

▶ **Attach to the corporation's tax return.**

2020

▶ **Go to www.irs.gov/Form2220 for instructions and the latest information.**

Name WK KELLOGG FOUNDATION TRUST - NO. 5315	Employer identification number 36-6030614
---	---

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)		1	6,741,250
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	0
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	6,741,250
4 Enter the tax shown on the corporation's 2019 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	4,731,694
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	4,731,694

Part II Reasons for Filing—Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year. Filers with installments due on or after April 1, 2020, and before July 15, 2020, see instructions	9	01/15/2021	02/15/2021	05/15/2021	08/15/2021
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10	444,506	93,970	3,193,101	1,845,649
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	2,158,123	1,800,000	1,500,000	1,500,000
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		1,713,617	3,419,647	1,726,546
13 Add lines 11 and 12	13		3,513,617	4,919,647	3,226,546
14 Add amounts on lines 16 and 17 of the preceding column	14		0	0	0
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	2,158,123	3,513,617	4,919,647	3,226,546
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0	0	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	1,713,617	3,419,647	1,726,546	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17—no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Cat. No. 11746L

Form **2220** (2020)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions				
20 Number of days from due date of installment on line 9 to the date shown on line 19	0	0	0	0
21 Number of days on line 20 after 4/15/2020 and before 7/1/2020	0	0	0	0
22 Underpayment on line 17 × $\frac{\text{Number of days on line 21}}{366} \times 5\% (0.05)$	\$ 0	\$ 0	\$ 0	\$ 0
23 Number of days on line 20 after 6/30/2020 and before 10/1/2020	0	0	0	0
24 Underpayment on line 17 × $\frac{\text{Number of days on line 23}}{366} \times 3\% (0.03)$	\$ 0	\$ 0	\$ 0	\$ 0
25 Number of days on line 20 after 9/30/2020 and before 1/1/2021	0	0	0	0
26 Underpayment on line 17 × $\frac{\text{Number of days on line 25}}{366} \times 3\% (0.03)$	\$ 0	\$ 0	\$ 0	\$ 0
27 Number of days on line 20 after 12/31/2020 and before 4/1/2021	0	0	0	0
28 Underpayment on line 17 × $\frac{\text{Number of days on line 27}}{365} \times 3\% (0.03)$	\$ 0	\$ 0	\$ 0	\$ 0
29 Number of days on line 20 after 3/31/2021 and before 7/1/2021	0	0	0	0
30 Underpayment on line 17 × $\frac{\text{Number of days on line 29}}{365} \times *%$	\$ 0	\$ 0	\$ 0	\$ 0
31 Number of days on line 20 after 6/30/2021 and before 10/1/2021	0	0	0	0
32 Underpayment on line 17 × $\frac{\text{Number of days on line 31}}{365} \times *%$	\$ 0	\$ 0	\$ 0	\$ 0
33 Number of days on line 20 after 9/30/2021 and before 1/1/2022	0	0	0	0
34 Underpayment on line 17 × $\frac{\text{Number of days on line 33}}{365} \times *%$	\$ 0	\$ 0	\$ 0	\$ 0
35 Number of days on line 20 after 12/31/2021 and before 3/16/2022	0	0	0	0
36 Underpayment on line 17 × $\frac{\text{Number of days on line 35}}{365} \times *%$	\$ 0	\$ 0	\$ 0	\$ 0
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	\$ 0	\$ 0	\$ 0	\$ 0
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns.				\$ 0

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120-S filers: For lines 1, 2, 3, and 21, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1	Enter taxable income for the following periods.				
a	Tax year beginning in 2017				
b	Tax year beginning in 2018				
c	Tax year beginning in 2019				
2	Enter taxable income for each period for the tax year beginning in 2020. See the instructions for the treatment of extraordinary items				
3	Enter taxable income for the following periods.	First 4 months	First 6 months	First 9 months	Entire year
a	Tax year beginning in 2017				
b	Tax year beginning in 2018				
c	Tax year beginning in 2019				
4	Divide the amount in each column on line 1a by the amount in column (d) on line 3a				
5	Divide the amount in each column on line 1b by the amount in column (d) on line 3b				
6	Divide the amount in each column on line 1c by the amount in column (d) on line 3c				
7	Add lines 4 through 6				
8	Divide line 7 by 3.0				
9a	Divide line 2 by line 8				
b	Extraordinary items (see instructions)				
c	Add lines 9a and 9b				
10	Figure the tax on the amount on line 9c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return				
11a	Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a				
b	Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b				
c	Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c				
12	Add lines 11a through 11c				
13	Divide line 12 by 3.0				
14	Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)				
15	Enter any alternative minimum tax (trusts only) for each payment period. See instructions				
16	Enter any other taxes for each payment period. See instructions				
17	Add lines 14 through 16				
18	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions				
19	Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-				

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)	
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months	
20	Annualization periods (see instructions)	20				
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21	11,877,885	2,543,194	113,257,343	152,802,429
22	Annualization amounts (see instructions)	22	6.00000	4.00000	2.00000	1.33333
23a	Annualized taxable income. Multiply line 21 by line 22	23a	71,267,310	10,172,776	226,514,686	203,736,063
b	Extraordinary items (see instructions)	23b	56,648,185	67,305,798	131,430,363	197,503,217
c	Add lines 23a and 23b	23c	127,915,495	77,478,574	357,945,049	401,239,280
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return	24	1,778,025	1,076,952	4,975,436	5,577,226
25	Enter any alternative minimum tax (trusts only) for each payment period (see instructions)	25				
26	Enter any other taxes for each payment period. See instructions	26				
27	Total tax. Add lines 24 through 26	27	1,778,025	1,076,952	4,975,436	5,577,226
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	1,778,025	1,076,952	4,975,436	5,577,226
30	Applicable percentage	30	25%	50%	75%	100%
31	Multiply line 29 by line 30	31	444,506	538,476	3,731,577	5,577,226

Part III Required Installments

			1st	2nd	3rd	4th
			installment	installment	installment	installment
	Note: Complete lines 32 through 38 of one column before completing the next column.					
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	444,506	538,476	3,731,577	5,577,226
33	Add the amounts in all preceding columns of line 38. See instructions	33		444,506	538,476	3,731,577
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34	444,506	93,970	3,193,101	1,845,649
35	Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	1,685,313	2,196,201	1,689,562	1,689,562
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36		1,240,807	3,343,038	1,839,499
37	Add lines 35 and 36	37	1,685,313	3,437,008	5,032,600	3,529,061
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	444,506	93,970	3,193,101	1,845,649

Return Reference - Identifier	Explanation
FORM 990-PF, PART II, LINE 21 - MORTGAGES AND OTHER NOTES PAYABLE, PURPOSE OF LOAN	THE W.K. KELLOGG FOUNDATION TRUST ("TRUST") ISSUED THE SOCIAL BONDS TO DISTRIBUTE THE PROCEEDS TO THE W.K. KELLOGG FOUNDATION ("FOUNDATION"), TO INCREASE THE FOUNDATION'S GRANTMAKING TO ADDRESS CRITICAL NEEDS OF CHILDREN, FAMILIES AND COMMUNITIES IN THE WAKE OF THE GLOBAL PANDEMIC, AS WELL AS URGENT ISSUES OF RACIAL INJUSTICE.
FORM 990-PF, PART VII, SECTION A LINE 11 - TRANSACTIONS WITH CONTROLLED ENTITY WITHIN THE MEANING OF SECTION 512(B)(13)	<p>C-III RECOVERY FUND II CO-INVESTMENT II (NY2) LP: (196,017) NET INCOME/(LOSS) PER SCHEDULE K-1*</p> <p>LIV MEXICO GROWTH FUND IV LP: (377,324) NET INCOME/(LOSS) PER SCHEDULE K-1* (1,849,797) CAPITAL CONTRIBUTED DURING THE YEAR PER SCHEDULE K-1 ----- (2,227,121) NET TRANSFER (TO)/FROM CONTROLLED ENTITY</p> <p>AVANZ EM PARTNERSHIPS FEEDER SPC: 1,172,980 DISTRIBUTIONS RECEIVED (RETURN OF CAPITAL, REALIZED GAIN/(LOSS), AND OTHER INCOME) (1,637,471) CAPITAL CONTRIBUTED DURING THE YEAR ----- (464,491) NET TRANSFER (TO)/FROM CONTROLLED ENTITY</p> <p>STANDARD RENEWABLES HOLDINGS LTD: NO TRANSACTIONS</p> <p>TI BC CO-INVESTMENT FUND LP (603,843) NET INCOME/(LOSS) PER SCHEDULE K-1* (2,939,900) CAPITAL CONTRIBUTED DURING THE YEAR PER SCHEDULE K-1 ----- (3,543,742) NET TRANSFER (TO)/FROM CONTROLLED ENTITY</p> <p>TRUE GREEN CAPITAL FUND IV LP: (245,841) NET INCOME/(LOSS) PER SCHEDULE K-1* 9,778,479 WITHDRAWALS & DISTRIBUTIONS DURING THE YEAR PER SCHEDULE K-1 (628,479) CAPITAL CONTRIBUTED DURING THE YEAR PER SCHEDULE K-1 ----- 8,904,159 NET TRANSFER (TO)/FROM CONTROLLED ENTITY</p> <p>DOCKYARD CAPITAL OFFSHORE FUND LP: (23,062,489) CAPITAL CONTRIBUTED DURING THE YEAR</p> <p>*NET INCOME/(LOSS) PER SCHEDULE K-1 INCLUDES: NET RENTAL REAL ESTATE INCOME/(LOSS), INTEREST INCOME, DIVIDEND INCOME, GAIN/(LOSS) FROM TRADING ACTIVITIES, OTHER/PORTFOLIO INCOME, PORTFOLIO DEDUCTIONS, INVESTMENT INTEREST EXPENSES, AND FOREIGN TAX EXPENSE.</p>

Return Reference - Identifier	Explanation
<p>FORM 990-PF, PART VII, SECTION B LINE 5 C - EXPENDITURE RESPONSIBILITY</p>	<p>UNDER THE TERMS OF THE AGREEMENT ("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.</p> <p>DURING THE FISCAL YEAR ENDED AUGUST 31, 2021, 15 PAYMENTS IN THE AGGREGATE AMOUNT OF \$508,000,000 WERE MADE FROM TRUST 5315 TO THE W.K. KELLOGG FOUNDATION ON THE DATES IN THE AMOUNTS SET FORTH BELOW:</p> <p>09/17/2020: 40,000,000 10/29/2020: 15,000,000 11/06/2020: 30,000,000 12/10/2020: 100,000,000 12/10/2020: 40,000,000 12/17/2020: 52,000,000 01/25/2021: 14,000,000 02/03/2021: 20,000,000 03/17/2021: 25,000,000 05/10/2021: 15,000,000 05/28/2021: 13,000,000 06/18/2021: 40,000,000 07/19/2021: 24,000,000 07/19/2021: 50,000,000 08/27/2021: 30,000,000</p> <p>----- TOTAL: \$508,000,000</p> <p>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 OTHER PURPOSE OTHER THAN CHARITABLE.</p> <p>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 JUNE 23, 2022, INCLUDING ATTACHMENTS, FURTHER DETAILING ITS REDISTRIBUTION OF AMOUNTS RECEIVED FROM THE TRUST. THESE REPORTS, COLLECTIVELY, REFLECT THE EXPENDITURE BY THE FOUNDATION EXCLUSIVELY FOR ITS CHARITABLE PURPOSES OF ALL FUNDS RECEIVED BY IT FROM THE TRUST. AS OF AUGUST 31, 2021, THE FOUNDATION HAS EXPENDED ALL FUNDS RECEIVED BY IT FROM THE TRUST FOR THE FISCAL YEAR ENDED AUGUST 31, 2020, AND HAS EXPENDED \$383,437,337 OF THE FUNDS RECEIVED BY IT FROM THE TRUST DURING THE FISCAL YEAR ENDED AUGUST 31, 2021.</p> <p>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).</p> <p>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.</p>
<p>FORM 990-PF, PART VIII, LINE 1 - COMPENSATION</p>	<p>LA JUNE MONTGOMERY TABRON AND STEVEN A. CAHILLANE DID NOT RECEIVE COMPENSATION FROM THE TRUST FOR SERVICES PERFORMED DURING THE YEAR ENDED AUGUST 31, 2021.</p> <p>THE AMOUNTS SHOWN IN COLUMN (E) ARE THE COMPENSATORY PORTION OF THE D&O LIABILITY PREMIUM FOR EACH INDIVIDUAL TRUSTEE. THIS AMOUNT IS INCLUDED IN THE INSURANCE EXPENSE ON PART I, LINE 23.</p>
<p>FORM 990-PF, PART VIII, LINE 1 - LIST OF OFFICERS, DIRECTORS AND TRUSTEES</p>	<p>DURING THE FISCAL YEAR ENDED AUGUST 31, 2021, RAMON MURGUIA ALSO SERVED AS A TRUSTEE OF THE W. K. KELLOGG FOUNDATION ("FOUNDATION") AND LA JUNE MONTGOMERY TABRON ALSO SERVED AS PRESIDENT AND CEO OF THE FOUNDATION, AND AS A TRUSTEE OF THE FOUNDATION.</p>
<p>FORM 990-PF, PART X, LINE 1E - REDUCTION CLAIMED FOR BLOCKAGE</p>	<p>DURING THE FISCAL YEAR ENDED AUGUST 31, 2021 THE W.K. KELLOGG FOUNDATION TRUST ("TRUST") OWNED IN EXCESS OF 60 MILLION SHARES OF THE COMMON STOCK OF KELLOGG COMPANY (THE "COMPANY") WITH A MONTHLY AVERAGE TOTAL VALUE OF SHARES HELD FOR THE TRUST'S TAX YEAR OF APPROXIMATELY \$3.8 BILLION BEFORE BLOCKAGE DISCOUNT. THE PERCENTAGE OF OUTSTANDING COMMON STOCK OF THE COMPANY WHICH THE TRUST HELD DURING THE FISCAL YEAR AMOUNTED TO APPROXIMATELY 17-18%. THE FAIR MARKET VALUE OF THE STOCK BEFORE ANY REDUCTION AND THE AMOUNT OF DISCOUNT (IN CONNECTION WITH APPLICATION OF THE MAXIMUM 10% PROVIDED IN SECTION 4942(E)(2)(B) OF THE INTERNAL REVENUE CODE) IS SUPPORTED BY AN INDEPENDENT VALUATION FROM WILLIAM BLAIR & COMPANY, LLC DATED OCTOBER 12, 2021. THE CLAIMED DISCOUNT IS APPROPRIATE IN VALUING THE TRUST'S SHARES IN THE COMPANY BECAUSE THE SHARES DO NOT REPRESENT VOTING CONTROL OF THE COMPANY AND VARIOUS FACTORS AFFECT THE INFLUENCE OF AN APPROXIMATE 17-18% 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. THE MONTHLY BLOCKAGE DISCOUNT FOR THE TAX YEAR WAS APPROXIMATELY 8.6%.</p> <p>TOTAL REDUCTION CLAIMED FOR BLOCKAGE: \$322,373,494</p>

Return Reference - Identifier	Explanation
FORM 990-PF, PART XV, LINE 2A - CONTRIBUTIONS TO PRESELECTED CHARITABLE ORGANIZATIONS	UNDER THE TERMS OF THE AGREEMENT ("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.

Part I, Line 6a

Net gain or (loss) from sale of assets

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Accumulated Depreciation	Sales Expense	Total (net)
(1) PARTNERSHIP & ALTERNATIVE INVESTMENTS					482,380,086	386,314,358				96,065,728
(2) KELLOGG COMPANY STOCK					126,300,108	228,777				126,071,331
(3) PUBLICLY TRADED SECURITIES					1,646,041,778	1,522,803,476				123,238,302
Total					2,254,721,972	1,909,346,611		0	0	345,375,361

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income
(1) OTHER INCOME/(LOSS) FROM PARTNERSHIPS		(14,385,620)	
TOTAL	0	(14,385,620)	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) LEGAL FEES	916,637	775,932		
TOTAL	916,637	775,932	0	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) ACCOUNTING FEES	304,111	256,771		
TOTAL	304,111	256,771	0	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) INVESTMENT MANAGEMENT FEES	3,685,375	3,685,375		
(2) CONSULTING FEES	4,180,774	3,539,019		
(3) CUSTODIAL FEES	790,013	825,822		
TOTAL	8,656,162	8,050,216	0	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) EXCISE & INCOME TAX	5,598,214	0		
(2) PARTNERSHIPS & ALTERNATIVE INVESTMENTS TAXES	0	1,693,599		
TOTAL	5,598,214	1,693,599	0	0

Part I, Line 19

Depreciation and depletion

Description of property	Date acquired	Cost or other basis (exclude any land)	Depreciation allowed or allowable in prior years	Method of computation	Rate or Life Rate	Rate(%) or life (years)	Depreciation this year	Net investment income	Adjusted income
(1) DEPLETION FROM PARTNERSHIPS								2,747	
Total		0	0				0	2,747	0

Description	(a) Revenue and expenses	(b) Net investment income	(c) Adjusted net income	(d) Charitable disbursements
(1) INSURANCE	648,345	493,941		64,835
(2) LINE OF CREDIT FEES	415,075	23,333		0
(3) REIMBURSED SALARIES & BENEFITS	3,985,752	3,902,897		0
(4) MEMBERSHIPS & SUBSCRIPTIONS	422,581	357,714		0
(5) DEFERRED EXCISE TAX	(26,737,150)	0		0
(6) OTHER EXPENSES - PARTNERSHIPS & ALTERNATIVE INVESTMENTS	46,822	0		0
(7) DEBT ISSUANCE COSTS	2,743,383	0		0
(8) OTHER INVESTMENT EXPENSES	14,933	12,641		0
TOTAL	(18,460,259)	4,790,526	0	64,835

Description	Type	BOY Amount	EOY Amount	Fair Market Value
US GOVERNMENT OBLIGATIONS	US	151,033,404	145,086,102	145,086,102
TOTAL		151,033,404	145,086,102	145,086,102

Description	BOY Amount	EOY Amount	Fair Market Value
KELLOGG COMPANY STOCK	4,334,858,633	3,733,584,251	3,733,584,251
OTHER CORPORATE STOCK	481,027,416	360,424,108	360,424,108
TOTAL	4,815,886,049	4,094,008,359	4,094,008,359

Description	BOY Amount	EOY Amount	Fair Market Value
CORPORATE BONDS	20,005,892	35,499,120	35,499,120
TOTAL	20,005,892	35,499,120	35,499,120

Description	Type	BOY Amount	EOY Amount	Fair Market Value
PRIVATE EQUITY FUNDS	END OF YEAR MARKET VALUE	774,296,847	1,179,378,735	1,179,378,735
REAL ESTATE FUNDS	END OF YEAR MARKET VALUE	183,521,250	226,173,498	226,173,498
HEDGE FUNDS	END OF YEAR MARKET VALUE	1,268,891,171	1,705,171,646	1,705,171,646
COMMINGLED FUNDS	END OF YEAR MARKET VALUE	498,105,457	700,748,502	700,748,502
TOTAL		2,724,814,725	3,811,472,381	3,811,472,381

Description	Book Value BOY	Book Value EOY	Fair Market Value
ACCRUED INTEREST & DIVIDENDS	35,723,691	35,312,759	35,312,759
EXCISE TAX RECEIVABLE	677,789	564,883	564,883
TOTAL	36,401,480	35,877,642	35,877,642

Identifier	Description
Lender Name	JP MORGAN
Title	SERIES 2020 SOCIAL BOND
Relationship to Insider	NONE
Original Loan Amount	300,000,000
BOY Balance Due	0
EOY Balance Due	300,000,000
Date of Note	10/22/20
Maturity Date	10/01/50
Repayment Terms	
Interest Rate	2.4430
Security Provided by Borrower	
Purpose of Loan	SEE PART II, LINE 21 SUPPLEMENTAL INFORMATION STATEMENT
Description of Consideration	
Consideration FMV	

Description	BOY Amount	EOY Amount
DEFERRED EXCISE TAX LIABILITY	97,452,042	70,601,012
PAYABLE TO W.K. KELLOGG FOUNDATION	256,793	1,346,553
TOTAL	97,708,835	71,947,565

Description	Amount
(1) CHANGE IN UNREALIZED GAINS/(LOSSES) ON INVESTMENTS	207,101,156
TOTAL	207,101,156

Name	Address	EIN	Transfer to/From	Amount	Description	Excess Business Holding
C-III RECOVERY FUND II CO-INVESTMENT II (NY2) LP	5221 N OCONNOR BLVD, SUITE 800, IRVING, TX 75039	32-0496111	TO	196,017	SEE SUPPLEMENTAL INFORMATION	NO
LIV MEXICO GROWTH FUND IV LP	330 EAST 79TH STREET, SUITE 1D, NEW YORK, NY 10075	26-0257407	TO	2,227,121	SEE SUPPLEMENTAL INFORMATION	NO
AVANZ EM PARTNERSHIPS FEEDER SPC	3 BETHESDA METRO CENTRE, SUITE 700, BETHESDA, MD 20814	98-1107923	TO	464,491	SEE SUPPLEMENTAL INFORMATION	NO
STANDARD RENEWABLES HOLDINGS LTD	C/O WALTER CORPORATE LIMITED, CAYMAN CORPORATE CTR, 27 HOSPITAL RD, GEORGE TOWN, GRAND CAYMAN, KY1-9005, CJ	98-1194824	TO	0	SEE SUPPLEMENTAL INFORMATION	NO
TI BC CO-INVESTMENT FUND LP	302 2ND ST SUITE 200, SAN FRANCISCO, CA 94107	83-1185697	TO	3,543,742	SEE SUPPLEMENTAL INFORMATION	NO
TRUE GREEN CAPITAL FUND IV LP	315 POST ROAD WEST, 2ND FLOOR, WESTPORT, CT 06880	84-3936749	FROM	8,904,159	SEE SUPPLEMENTAL INFORMATION	NO
DOCKYARD CAPITAL OFFSHORE FUND LP	C/O MORGAN STANLEY FUND SERVICES, 7-11 SIE JOHN ROGERSON'S QUAY, DUBLIN, 2, EI	98-1429245	TO	23,062,489	SEE SUPPLEMENTAL INFORMATION	NO

Description	Percent	FMV	Amount Disclaimed	Explanation
(1) REDUCTION CLAIMED FOR BLOCKAGE	9 %	3,808,306,561	322,373,494	SEE PART X, LINE 1E SUPPLEMENTAL INFORMATION STATEMENT
TOTAL	9 %	3,808,306,561	322,373,494	

Name and Address	Relationship	Foundation status	Purpose	Amount
WK KELLOGG FOUNDATION ONE MICHIGAN AVENUE EAST BATTLE CREEK, MI, 49017	NONE	PF	FUNDING THE FOUNDATION'S CHARITABLE ACTIVITIES	508,000,000

Name and Address	Relationship	Foundation status	Purpose	Amount
WK KELLOGG FOUNDATION ONE MICHIGAN AVENUE EAST BATTLE CREEK, MI, 49017	NONE	PF	FUNDING THE FOUNDATION'S CHARITABLE ACTIVITIES	150,000,000

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

(Rev. January 2020)

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request 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/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. WK KELLOGG FOUNDATION TRUST - NO. 5315	Taxpayer identification number (TIN) 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. ONE MICHIGAN AVE EAST	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BATTLE CREEK, MI 49017	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

• The books are in the care of ▶ THE NORTHERN TRUST COMPANY, PO BOX 803878, CHICAGO, IL 60680

Telephone No. ▶ (312) 444-5615 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 TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until 07/15, 20 22, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 20 ____ or
 ▶ tax year beginning 09/01, 20 20, and ending 08/31, 20 21.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	9,458,123
b If this application is for Forms 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.	3b	\$	6,958,123
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	2,500,000

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.