Legislation Details (With Text)

File #:	O2018-3799		
Type:	Ordinance	**Status:**	Failed to Pass
File created:	4/18/2018	**In control:**	City Council
		Final action:	
Title:	Revision to redevelopment agreement with and associated Class 6(b) tax status for The Keebler Company for property at 750 E 110th St, 10839 S Langley Ave and 10840-10841 S Langley Ave		
Sponsors:	Emanuel, Rahm		
Indexes:	Redevelopment		
Attachments:	1. O2018-3799.pdf		

Date	Ver.	Action By	Action	Result
5/29/2019	1	City Council	Failed to Pass	
4/18/2018	1	City Council	Referred	

OFFICE OF THE MAYOR

CITV OF CHICAGO

RAHM EMANUEL
MAYOR

April 18,2018

TO THE HONORABLE, THE CITY COUNCIL OF THE CITY OF CHICAGO

Ladies and Gentlemen:

At the request of the Commissioner of Planning and Development, I transmit herewith ordinance authorizing an amendment to a previously passed redevelopment agreement and associated Class 6(b) tax status for property located at 750 East 110th.

Your favorable consideration of this ordinance will be appreciated.

Mayor

Very truly yours,

S:\SHARED\Finance\Kcebler\Kcvision <file://S:/SHARED/Finance/Kcebler/Kcvision> of TIF-RDA ordinance4.wpd

AN ORDINANCE OF THE CITY OF CHICAGO, ILLINOIS AUTHORIZING REVISION TO A REDEVELOPMENT AGREEMENT BY AND AMONG THE CITY, THE KEEBLER COMPANY AND ATLANTIC FINANCIAL GROUP, LTD. AS CO-DEVELOPERS

ORDINANCE

WHEREAS, pursuant to an ordinance adopted by the City Council ("City Council") of the City of Chicago (the "City") on December 13, 2000 and published at pages 47782 to 47957 of the Journal of the Proceedings of the City Council (the "Journal") of such date, a certain redevelopment plan and project (the "Plan") for the Lake Calumet Area Industrial Redevelopment Project Area (the "Area") was approved pursuant to the Illinois Tax Increment Allocation Redevelopment Act, as amended (65 ILCS 5/11-74.4-1 et sea.) (the "Act"); and

WHEREAS, pursuant to an ordinance adopted by the City Council on December 13, 2000 and published at pages 47958 to 47977 of the Journal of such date, the Area was designated as a redevelopment project area pursuant to the Act; and

WHEREAS, pursuant to an ordinance (the "TIF Ordinance") adopted by the City Council on December 13, 2000 and published at pages 47978 to 47996 of the Journal of such date, tax increment allocation financing was adopted pursuant to the Act as a means of financing certain Area redevelopment project costs (as defined in the Act) incurred pursuant to the Plan; and

WHEREAS, pursuant to an ordinance (the "Keebler RDA Ordinance") adopted by the City Council on June 19, 2002 and published at pages 87651 to 87723 of the Journal of such date, the Keebler Company, a Delaware corporation ("Keebler") and Atlantic Financial Group, Ltd., a Texas limited partnership ("AFG") were designated as co-developers of that certain real property located in the Area, to which AFG would have legal title, with common addresses of 750 East 110th Street, 10839 South Langley Avenue, and 10840-41 South Langley Avenue (among other current and former common addresses), all in Chicago, Illinois, as further legally described on Exhibit A attached hereto (the "Property"); and

WHEREAS, pursuant to the Keebler RDA Ordinance, the City, Keebler and AFG negotiated and entered into that certain redevelopment agreement (the "Agreement" or the "Keebler RDA") which was executed and entered into as of April 30, 2003; and

WHEREAS, AFG and Keebler, as co-developers pursuant to the Keebler RDA Ordinance, entered into a synthetic lease arrangement the terms of which are set forth in that certain Synthetic Lease (as defined in the Agreement) pursuant to which Keebler would (i) occupy the Property, (ii) rehabilitate existing structures and construct additional structures in order to develop an approximately 290,000 square foot manufacturing facility (the "Facility", the acquisition of the Property and the construction of improvements thereon being referred to herein as the "Project") on

the Property and (iii) lease the improved Property from AFG and possess and operate a manufacturing operation at the Facility on the Property in return for certain payments, all as described in the Agreement; and

WHEREAS, pursuant to The Keebler RDA, the City was to provide certain funds ("TIF Funds") from the afore-mentioned tax increment allocation financing through the issuance of a tax increment allocation revenue obligation (the "City Note" as defined in the Agreement) in an amount not to exceed $2,056,700 in order to reimburse either of the co-developers for certain eligible costs incurred in the development of the Facility; and

WHEREAS, the Keebler has (i) complied with certain construction requirements set forth in the Agreement and (ii) completed the redevelopment of the Property in accordance with the Plan and thereby substantially completed the Facility; and

WHEREAS, pursuant to a warranty deed issued by AFG on May 31, 2007, title to the Property was transferred from AFG to Keebler and/or entities related to Keebler as part of a transaction pursuant to which the Synthetic Lease was terminated and all obligations thereunder cancelled including, without limitation, (a) the repayment of any amounts owed by Keebler pursuant thereto and (b) the release of any related security interests thereby leaving Keebler and /or entities related to Keebler as the sole owner(s) of the Property and the Facility; and

WHEREAS, Keebler, AFG and the City wish to make certain revisions to the Keebler RDA by entering into an amendment to the Keebler RDA in order to facilitate the continued ownership of the Property and operation of the Facility by Keebler; now therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO:

SECTION I. The above recitals are incorporated herein and made a part hereof.

SECTION 2. The designation of Keebler and AFG collectively as the Developer for the Project pursuant to Section 5/11-74.4-4 of the Act as set forth in the Keebler RDA Ordinance is hereby revoked, cancelled and no longer in effect.

SECTION 3. The Commissioner of the Department of Planning and Development (the "Commissioner") or a designee of the Commissioner are each hereby authorized, with the approval of the City's Corporation Counsel as to form and legality, to negotiate, execute and deliver an amendment to the Keebler RDA by and between the City and Keebler substantially in the form attached hereto as Exhibit B and made a part hereof (the "Keebler RDA Amendment"), and such other supporting documents as may be necessary to carry out and comply with the provisions of the Keebler RDA Amendment, with such changes, deletions and insertions as shall be approved by the persons executing the Keebler RDA Amendment.

SECTION 4. The City Council of the City hereby finds that the City is no longer authorized to issue the

City Note as previously set forth in the Keebler RDA Ordinance. Any and

all blank versions of the City Note that may have been created shall be destroyed and are hereby deemed to be so destroyed, cancelled, null, void and of no effect. Any and all accounts created to implement the issuance of the City Note including, without limitation, the Keebler Transaction Developer Account shall be deemed closed and any and all relevant funds which may have been deposited therein shall be returned to the source from which said funds were received (including, without limitation, the Tax Allocation Fund, as defined in the Keebler RDA Ordinance) or as otherwise directed by the Mayor, the Comptroller, or the Commissioner (or his or her designee). Any and all obligations by the City to Keebler and AFG related to the disbursement of TIF Funds or the issuance of the City Note including, without limitation, (i) any and all pledges of accounts and (ii) contractual obligations each as created pursuant to the Keebler RDA and the Keebler RDA Ordinance are hereby cancelled and rendered null, void and of no. further effect.

SECTION 5. The Mayor, the Comptroller, the City Clerk, the Commissioner (or his or her designee) and the other officers of the City are authorized to execute and deliver on behalf of the City such other documents, agreements and certificates and to do such other things consistent with the terms of this ordinance as such officers and employees shall deem necessary or appropriate in order to effectuate the intent and purposes of this ordinance.

SECTION 6. If any provision of this ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such provision shall not affect any of the other provisions of this ordinance.

SECTION 7. All ordinances, resolutions, motions or orders in conflict with this ordinance are hereby repealed to the extent of such conflict.

SECTION 8. This ordinance shall be in full force and effect immediately upon its passage and approval.

Exhibit A: Legal Description of Property

Exhibit B: Amendment to Redevelopment Agreement

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EXHIBIT A

[SUBJECT TO CONFIRMATION BY DEVELOPER; TITLE & SURVEY AND DPD] Legal

Description of Subject Property:
Parcel 1:

That part of Lot 7 in Enjay Construction Company's Pullman Industrial District, being a subdivision of parts of the West 1/2 of Section 14 and the East 1/2 of Section 15, all in Township 37 North, Range 14, East of the Third Principal Meridian, in Hyde Park township, described as follows:

Beginning at the Southeast corner of said Lot 7, running thence West along the South line of said Lot 7, being the North line of East 110th Street, a distance of 373.50 feet; thence North at right angles to the said South line of Lot 7; thence East along said North line, being a curved line convexed to the North, with a radius of 269.22 feet, a distance of 36.53 feet (arc); thence continuing along said North line on a curved line, with a radius of 387.65 feet, a distance of 64.50 feet (arc); thence continuing along said North line, being a straight line tangent to the last described curved line, a distance of 422.17 feet to the Northeast corner of said Lot 7; thence Southwesterly along the Easterly line of said Lot 7, a distance of 568.06 feet to the point of beginning, in Cook County, Illinois.

Parcel 2:

That part of Lot 7 in Enjay Construction Company's Pullman Industrial District, being a subdivision of parts of the West 1/2 of Section 14 and the East 1/2 of Section 15, all in Township 37 North, Range 14, East of the Third Principal Meridian, described as follows:

Beginning on the South line of said Lot 7, being the North line of East 110th Street at a point, 373.50 feet West of the Southeast corner of said Lot 7, running thence North at right angles to said South line, a distance of 533.66 feet to the North line of said Lot 7; thence West along said North line, being a curved line convexed to the North, with a radius of 269.22 feet, a distance of 59.95 feet (arc); thence continuing along said North line, being a straight line tangent to last described curved line, a distance of 57.63 feet; thence continuing along said North line, being a curved line tangent to last described straight line, convexed to the South, with a radius of 303.92 feet, a distance of 108.03 feet (arc) to the West line of said Lot 7, being the East line of South Langley Avenue; thence South along said line, a distance of 348.51 feet; thence continuing along the Westerly line of said Lot 7, being a curved line tangent to the last described line, convexed to the Southwest tangent to last described line, with a radius of 105.5 feet, a distance of 118.07 feet (arc) to the South line of said Lot 7; thence East along said South line, a distance of 143.41 feet to the point of beginning, in Cook County, Illinois.

Parcel 3:

The South 2 feet of lot 4, except the East 31.67 feet thereof, together with Lot 5, except the East 31.67 feet thereof, in Enjay Construction Company's Pullman Industrial District, being a subdivision of the West 1/2 of Section 14 and the East 1/2 of Section 15, all in Township 37 North, Range 14, East of the Third Principal Meridian in Hyde Park Township, Cook County, Illinois.

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EXHIBIT A (continued)

Parcel 4:

A parcel of land in the Southeast 1/4 of Section 15 and Southwest 1/4 of Section 14, all in Township 37 North, Range 14, East of the Third Principal Meridian, Described as follows:

Beginning at a point on the center line South Langley Avenue, extended South, as occupied and laidout in the original town of Pullman, 60.00 feet South of the North Line of the South 1/2 of the Southeast 1/4 of Section 15 or the South Line of Northeast 1/4 of the Southeast 1/4 of Section 15; thence North along said Center Line of South Langley Avenue, 107.50; thence East along a line drawn parallel with and 47.50 feet north of said South line of Northeast 1/4 of the Southeast 1/4 of Section 15553.82 feet; thence Northeasterly on a curved line convexed to the Southeasterly, tangent to the last described parallel line and having a radius of 291.50 feet, a distance of 354.56 feet (arc), thence Northeasterly on a straight line tangent to the last described curved line, 25.89 feet to its intersection with the Westerly line of Pullman Railroad, (being 30.00 feet wide); thence Southwesterly along said Westerly Line 249.23 feet, to a point on a line drawn 21.65 feet North of said South Line of the Northeast 1/4 of the Southeast 1/4 of Section 15, extended East into Section 14; thence West along the last described parallel line, 422,17 feet; thence Southwesterly on a curved line, convexed Northwesterly, tangent to last described parallel line and having a radius of 387.65 feet, a distance of 64.50 feet (arc); thence Southwesterly on a curved line, convexed Northwesterly, having a common tangent with last described curved line and having a radius of 269.22 feet, a distance of 96.48 feet (arc); thence Southwesterly tangent to last described curved line, 57.63 feet; thence continuing on a curved line, convexed Southeasterly, tangent to last described straight line, having a radius of 303.92 feet, a distance of 150,31 feet (arc); thence Westerly on a straight line, tangent to last curved line, a distance of 167.52 feet to a point on a curved line convexed Northwesterly, having a radius of 278.07 feet; thence Southwesterly along said curved line, a distance of 187.10 feet (arc) to its intersection with a line drawn parallel with and 317 feet West of the aforesaid centerline of South Langley Avenue, extended South; thence South along said parallel line, a distance of 148.51 feet to a point on a line drawn parallel with and 346.00 feet South of said North line of South 1/2 of the Southeast 1/4 of Section 15; thence West along said parallel line, 68.41 feet; thence Northeasterly on a curved line, convexed Northwesterly, having a radius of 295.07 feet, a distance of 192.16 feet (arc) to its intersection with said line drawn parallel with and 317.00 feet West of said centerline of South Langley Avenue, extended South; thence Norht along said parallel line, 109.72 feet to a point on a line drawn parallel with and 60.00 feet South of said North line of the South 1/2 of the Southeast 1/4 of Section 15; thence East along said parallel line, 317.00 feet to point of beginning, in Cook County, Illinois.

Parcels 1,2,3 and 4 can also be described as:

A parcel of land in the Southeast 1/4 of Section 15 and part of the Southwest 1/4 of Section 14, all in Township 37 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois, described as follows:

Beginning at a point on the centerline of South Langley Avenue extended South as occupied and laid out in the original Town of Pullman, 60 feet South of the North line of the South 1/2 of the Southeast 1/4 of Section 15 or the South Line of the Northeast 1/4 of the Southeast 1/4 of Section

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EXHIBIT A (continued)

15; thence North along said centerline of South Langley Avenue, 107.50 feet; thence East along a line drawn parallel with and 47.50 feet North of said South line of the Northeast 1/4 of the Southeast 1/4 of Section 15, 42.50 feet; thence North 03 degrees 05 minutes 40 seconds West along the East right of way line of South Langley Avenue, 327.00 feet; thence North 87 degrees 11 minutes 38 seconds East, 519.54 feet along a line

2.00 feet North of the South line of Lot 4 in Enjay Construction Company's Pullman Industrial District Subdivision,' thence South 02 degrees 44 minutes 12 seconds East, 326.78 feet along a line 31.67 feet West of and parallel with the East line of Lots 4 and 5 in said Enjay Construction Company's Pullman Industrial District Subdivision, to a point on the North right of way line of the Norfolk Southern Railway Company; thence Northeasterly along said right of way, being a curve concave to the Northwest, having a radius of
50 feet, an arc length of 348.57 feet, a chord distance of 328.17 feet and a chord bearing of North 51 degrees 44 minutes 25 seconds East; thence continuing along said right of way North 18 degrees 07 minutes 46 seconds East, 25.89 feet to a point on the Westerly right of way line of the Chicago Rock Island and Pacific Railroad (Pullman Railroad); thence South 12 degrees 27 minutes 25 seconds west, 817.93 feet along said Westerly right of way line to a point on the North right of way line of East 110th Street; thence South 87 degrees 15 minutes 38 seconds West, 517.15 feet along said North right of way line to a point of non-tangential curve; thence Northwesterly along a curve concave to the Northeast having a radius of 105.50 feet, an arc length of 118.99 feet, a chord distance of 112,78 feet and a chord bearing of North 34 degrees 28 minutes 58 seconds West; thence North 03 degrees 05 minutes 40 seconds West, 348.51 feet along the East right of way of South Langley Avenue to a point on the South right of way line of the Norfolk Southern Railway Company; thence Southwesterly along a curve concave to the Northwest having a radius of 303.92 feet, an arc length of 42.01 feet, a chord distance of 41.98 feet and a chord bearing of South 81 degrees 29 minutes 18 seconds West; thence South 85 degrees 26 minutes 54 seconds West, 167.52 feet along said South right of way line to a point of curve; thence Southwesterly along a curve concave to the Southeast having a radius of 278.07 feet, an arc length of 187.33 feet, a chord distance of 183.81 feet and a chord bearing of South 51 degrees 43 minutes 52 seconds West; thence South 03 degrees 05 minutes 40 seconds East,
51 feet along a line parallel with and 317.00 feet West of the centerline of South Langley Avenue extended South and laid out in the original Town of Pullman; thence South 87 degrees 10 minutes 40 seconds West 68.41 feet along a line parallel with and 346.00 South of the North line of the Southeast 1/4 of the Southeast 1/4 of Section 15; thence Northeasterly along a curve concave to the Southeast having a radius of 295.07 feet, an arc length of 192.16 feet, a chord distance of 188.79 feet and a chord bearing of North 18 degrees 09 minutes 02 seconds East; thence North 03 degrees 05 minutes 40 seconds West, 109.72 feet along a line parallel with and 317.00 feet West of the centerline of South Langley Avenue extended South and laid out in the original Town of Pullman; thence North 87 degrees 10 minutes 40 seconds East, 317.00 feet along a line parallel with and 60.00 feet South of the North line of the Southeast 1/4 of the Southeast 1/4 of Section 15, to the point of beginning, all in Cook County, Illinois.

Permanent Real Estate Tax Index Numbers (PINS) for the Subject Property:

25-14-300-003-0000 25-15-406-009-0000 25-15-406-038-0000 25-15-406-039-0000 25-15-406-048-0000

10301 S. Woodlawn Avenue 10910 S. Langley Avenue 10901 IS. Langley Avenue 10930 S. Langley Avenue 10839 S. Langley Avenue

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EXHIBIT B Keebler RDA Amendment See Attached

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AMENDMENT TO KEEBLER REDEVELOPMENT AGREEMENT

BY AND BETWEEN

THE CITY OF CHICAGO

AND

THE KEEBLER COMPANY as itself

and as successor in interest to ATLANTIC FINANCIAL GROUP, LTD

I

This agreement was prepared by and after recording return to:
Randall L. Johnson, Esq.
City of Chicago Law Department
121 North LaSalle Street, Room 600
Chicago, IL 60602

AMENDMENT TO KEEBLER REDEVELOPMENT AGREEMENT

This Amendment (the "Amendment") to the Keebler Redevelopment Agreement which was entered into as of April 30, 2003 (the "Original RDA") is made as of the day of [ ], 2018, by and between the City of Chicago, an Illinois municipal corporation **(the "City"), through its Department of Planning and Development ("DPD"), and the Keebler Company,**

a Delaware corporation ("Keebler"), both acting on its own behalf and as successor in interest to Atlantic Financial Group, Ltd., a Texas limited partnership ("AFG") (all references herein to Keebler, "Developer Party" and "Developer Parties" shall, as required, include references to Keebler acting on its own behalf and as a successor in interest to AFG). The Original RDA, as amended and supplemented by the Amendment, is referred to herein as , the "Agreement".

RECITALS

A. Prior Recording of Agreement: The Original RDA was recorded on May 28, 2003 in the land title records of the Cook County, Illinois Recorder of Deeds as Document No. 0314810118.

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B. Constitutional Authority: As a home rule unit of government under Section 6(a), Article VII of the 1970 Constitution of the State of Illinois (the "State"), the City has the power to regulate for the protection of the public health, safety, morals and welfare of its inhabitants, and pursuant thereto, has the power to encourage private development in order to enhance the local tax base, create employment opportunities and to enter into contractual agreements with private parties in order to achieve these goals.

C. Statutory Authority: The City is authorized under the provisions of the Tax Increment Allocation Redevelopment Act. 65 ILCS 5/11-74.4-1 et seq., as amended from time to time (the "Act"), to finance projects that eradicate blighted conditions and protect conservation areas through the use of tax increment allocation financing for redevelopment projects.

D. **City Council Authority:**

1. To induce redevelopment pursuant to the Act, the City Council of the City (the "City Council") adopted the following ordinances on December 13, 2000: (A) "An Ordinance of the City of Chicago, Illinois Approving a Redevelopment Plan for the Lake Calumet Area Industrial Redevelopment Project Area"; (B) "An Ordinance of the City of Chicago, Illinois Designating the Lake Calumet Area Industrial Redevelopment Project Area as a Redevelopment Project Area Pursuant to the Tax Increment Allocation Redevelopment Act"; and (C) "An Ordinance of the City of Chicago, Illinois Adopting Tax Increment Allocation Financing for the Lake Calumet Area Industrial Redevelopment Project Area" (the "TIF Adoption Ordinance") (items(A), (B) and(C) collectively referred to herein as the "TIF Ordinances"). The redevelopment project area referred to above (the "Redevelopment Area") is legally described in Exhibit A hereto.

2. Subsequent to the adoption of the above-referenced TIF Ordinances, on June 19, 2002, the City Council adopted an Ordinance (the "RDA Ordinance") which authorized the Commissioner of DPD to negotiate and enter into a Redevelopment Agreement with the Developer Parties for rehabilitation of real property commonly known as 750 E. 110th Street, 10839 South Langley Avenue and 10840-41 South Langley Avenue, all in Chicago, Illinois 60628 (collectively the "Property"), which is located within the Redevelopment Area and legally described in Exhibit B to the Agreement. The RDA Ordinance is printed in the Journal of Proceedings for the City Council for June 19, 2002 at pages 87651 to 87724.

3. This Amendment was authorized by an ordinance adopted by the City Council on

3. , 2018(the "New RDA Ordinance") .

E. Background on the Project: AFG purchased the Property and, within the time frames set forth in

Section 3.01 of the Agreement, Keebler was to commence and complete the construction of new structures and the rehabilitation of existing structures, to result in an approximately 290,000 square foot manufacturing facility (the "Facility") on the Property. The Facility, related improvements (including but not limited to those TIF -Funded Improvements as defined in, and set forth on Exhibit C of the Original RDA), and the covenants set forth in Section 7.02 as covenants running with the land are collectively

referred to herein as the "Project." Generally, the construction/rehabilitation of the Facility was to consist of the following components:

1. The renovation of both (a) a 75,000 square foot warehouse building existing on an approximately 7.5 acre property formerly owned by Central Steel Company and located at 750 East 110 Street and (b) an existing 78,000 square foot cone manufacturing facility previously owned by AFG, operated by Keebler and located on an approximately 3.6 acre parcel commonly known as 10839 South Langley Avenue.

2. The construction of an approximately 140,000 square foot building in the open space between the existing buildings referenced above which (a) links the existing buildings, and (b) accommodates a new product line and equipment. The entire renovated and newly constructed building was to total approximately 290,000 square feet upon completion.

3. The contribution by Keebler of a capital investment of approximately $5.6 million in the form of new, refurbished or relocated manufacturing equipment.

4. Any additional buildings or components constructed on the Property by the Developer Parties in addition to those set forth in the preceding clauses 1. and 2., which were to be deemed to be included in the term "Facility".

5. Satisfaction by Keebler, in connection with (i) the construction and rehabilitation of the Facility, and (ii) the continuing operation of the Facility of (a) certain job creation and retention covenants, (b) a covenants to remain in the City (each as described in the Original RDA).

6. An agreement by the City to provide City Funds (as defined in the Original RDA) in an amount up to $2,056,700, as described in the Original RDA, to reimburse the Developer Parties for certain costs incurred pursuant to the Original RDA.

The Property and improvements were originally to be owned by AFG and developed by Keebler pursuant to the Synthetic Lease (as defined in the Agreement).

F. Current Project Status.

1. Keebler continues to operate the Facility on the Property.

2. No Developer Party has ever (a) submitted any continuing compliance reports or (b) made a written request for a Certificate of Completion (as provided in Section 7.01 of the RDA). No City Funds have been requested by, or disbursed to, the Developer Parties.

3. On May 31, 2007, a warranty deed was issued and title to the Property was transferred from AFG to Keebler and/or entities related to Keebler as part of a transaction pursuant to which the Synthetic Lease was terminated and all obligations thereunder cancelled

including, without limitation, (a) the repayment of any amounts owed pursuant thereto and (b) the release of any related security interests.

4. Keebler hereby covenants, represents and warrants that: (a) the Synthetic Lease is terminated and that (b) it has satisfied any and all claims associated with the Synthetic Lease and (c) it agrees to indemnify the City against any claims that may arise therefrom.

G. Keebler now seeks to pursue the renewal of a Class 6(b) tax incentive under the Cook County Real Property Assessment Classification Ordinance (the "Class 6(b) Incentive") which it had previously received. Developer seeking renewal of the Class 6(b) Incentive would violate the terms of the Original RDA. In order to allow Developer to seek renewal of the Class 6(b) Incentive in lieu of receiving any City Funds Keebler requests, and the City agrees to, this amendment to the Original RDA. Pursuant to the terms of this Amendment, the Original RDA shall be revised to: (a) allow Developer to seek renewal of the Class 6(b) Incentive beyond the initial term set forth in the Classification Ordinance in lieu of receiving any City Funds, (b) remove all City obligations to provide any City Funds, and (c) have the City acknowledge that all Developer obligations relating to the construction of the Project have been completed and/or waived.

NOW, THEREFORE, in connection of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE ONE: INCORPORATION; DEFINITIONS

1. Incorporation of Recitals. The recitals set forth above and the exhibits attached hereto are incorporated herein by this reference and made a part hereof.

2. Capitalized Terms. Any capitalized term used but not otherwise defined herein shall have the same meaning as set forth in the Original RDA.

3. **New and Revised Definitions.**

A. In order to further the requirement of the New RDA Ordinance to remove all City obligations to provide TIF Funds and to allow for the Developer Parties to seek other City subsidies, the following definitions originally set forth in the RDA shall be revised:

i) The current definition of Synthetic Lease is deleted and replaced with the definition set forth below:

"Synthetic Lease" shall have the meaning given to such term in Section 4.07 hereof and has been terminated pursuant to the issuance of a warranty deed transferring title to the Property from AFG to Keebler or another entity related to Keebler.

ii) The current definition of Synthetic Owner is deleted and replaced with the definition set forth below:

"Synthetic Owner" was AFG or its successors or assigns in its capacity as the holder of title to the Property under the Synthetic Lease prior to termination of the Synthetic Lease. There is currently no Synthetic Owner.

(iii) The current definition of Term of the Agreement is deleted and replaced with the definition set forth below.

"Term of the Agreement" shall mean the period of time commencing on the Closing Date and ending on the earlier of (a) date on which the Class 6(b) Incentive is no longer in effect (as shown by the execution and delivery to Keebler by the City of a notice of release as provided in Section 8.24) or (b) December 31, 2028.

B. The following definitions shall be added to the Agreement:

"Annual Compliance Report" shall mean a signed report from Developer to the City certifying that Developer is not in default with respect to (a) any provision of the RDA; provided, that the obligations to be covered by the Annual Compliance Report shall also include the following: (1) compliance with the Operations Covenant (Section 8.06); (2) compliance with the Jobs Covenant (Section 8.06); [[(3) delivery of updated insurance certificates, if applicable (Section 8.14);]] and (4) compliance with all other executory provisions of the RDA.

) "Current Lender" shall mean the current holder of any senior mortgage on the Property.

"Monthly Jobs Report" shall mean a report setting forth the actual number of full-time employees working at the Property during each month which shall be submitted annually with the Annual Compliance Report.

"Recapture Lien" shall mean a lien in favor of the City placed on the Property concurrently with the recording of this Amendment. The potential amount of the Recapture Lien shall be set forth upon the declaration of any relevant Event of Default declared pursuant to Section 15 hereof and set forth in a Recapture Lien Notice (as defined herein) issued to Keebler and recorded in the land title records of the Cook County, Illinois Recorder of Deeds in order to fully secure the Developer's obligation to repay the Recapture Amount (as defined herein). A release of the Recapture Lien in recordable form (the form of which is attached as Exhibit C) shall be delivered to Keebler for recording with the Cook County Recorder of Deeds upon expiration of the Term of this Agreement.

ARTICLE TWO: AMENDMENTS

I. Deletion of Certain Sections of the Agreement. The following Sections of the Agreement are hereby deleted and replaced with "Intentionally Omitted.": Sections 6, 7, and 10 and Subsections [[3.01, 3.03, 3.04, 3.05, 3.06, 3.07, 3.08, 3.09, 3.10, 3.11, 3.12,]] 4.01, 4.02, 4.03, 4.04, 4.05, 4.06, [[5.01, 5.04, 5.06, 5.07, 5.08,5.09, 5.10, 5.11, 5.12 5.13, 5.14, 5.15,]] 8.01 (a) (ix), (x), and (xi), 8.04, 8.08, 8.09, 8.10, [[8.12]], 8.13, 8.20, 8.22,

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8.23, 12(b), and 12(c)(i).

II. Amendments and Clarifications to Section 4. Pursuant to Section 4 of the Original RDA, certain provisions were entered into regarding (a) the Project Cost and sources of funds, (b) the disbursement of City Funds (including for "Prior Expenditures") and (c) the Synthetic Lease. In order to set forth the purpose of the Agreement as revised by this Amendment, Sections 4.03, and 4.07 are revised as follows:

A. Section 4.03 is hereby deleted and revised to read as follows:

4.03 City Funds. Developer and the City acknowledge and agree that (i) no City Funds have been disbursed and the City Note was not issued; (ii) any and all obligations of the City to disburse City Funds, issue the City Note and make payments pursuant to the City Note or the Agreement are hereby terminated and cancelled forever; and (iii) this Agreement and the City Note shall no longer represent any potential claim to the Incremental Taxes.

B. Section 4.07 is hereby deleted and revised to read as follows:

4.07 Synthetic Lease/Senior Loan. Keebler originally obtained financing for the construction of the Facility through and pursuant to a Synthetic Lease as set forth and defined in the Original RDA. As part of the Synthetic Lease: (i) AFG took title to the Property and the improvements located or to be located thereon; (ii) AFG leased the Property and improvements to Keebler for a base term of five years for construction and/or rehabilitation and operation of the Facility; (iii) AFG provided financing to Keebler for the construction and rehabilitation of the Facility through a loan from SunTrust Bank (together with its successors and assigns in its capacity as lender under the Synthetic Lease, the "Bank"); and (iv) Keebler made rent payments to AFG, which payments were intended to repay the loan from the Bank with interest. At the end of the Synthetic Lease, Keebler had an option to purchase the Facility from AFG or to market for AFG all of AFG's interest in the Facility. Pursuant to a warranty deed issued on May 31, 2007, title to the Property was transferred from AFG to Keebler and/or entities related to Keebler as part of a transaction pursuant to which the Synthetic Lease was terminated and all obligations thereunder cancelled including, without limitation, (a) the repayment of any amounts owed pursuant thereto and (b) the release of any related security interests.

Keebler shall not, without the prior written consent of DPD, which consent shall not be unreasonably withheld, sell, transfer, convey, lease or otherwise dispose of all or substantially all of their assets or any portion of the Property (including but not limited to any fixtures or equipment now or hereafter attached thereto) except in the ordinary course of business. Keebler hereby covenants, represents and warrants that (a) it owns all of the interest in the Property, (b) there is no Synthetic Owner, (c). all obligations of Keebler as lessee under the Synthetic Lease have been satisfied, terminated and/or

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cancelled and Keebler shall indemnify protect and hold the City harmless for any claims arising under the Synthetic Lease and (d) there is no existing lender in place of the Bank.

The City and Developer acknowledge that the covenants identified in Sections 8.02, 8.06 and 8.19(c) hereof as covenants that run with the land are and shall be binding upon the Property and any transferee.

III. Revisions to Section 8.06. Section 8.06 is hereby deleted and revised to read as follows:

8.06 Job Creation and Retention; Covenant to Maintain Operations. For the balance of the Term of the Agreement, Keebler shall retain at the Facility no less than an annual average of three hundred (300) full-time, equivalent jobs. For purposes of this Section 8.06, "full-time, equivalent jobs" shall mean a number equal to the total number of hours worked by employees or temporary workers of Keebler at the Facility during such calendar year divided by 1,820. The covenant by Keebler to retain the number of jobs and positions described herein shall be referred to as the "Jobs Covenant". Keebler shall maintain the Jobs Covenant for the balance of the Term of the Agreement (the "Jobs Covenant Period"). If at any time during the Jobs Covenant Period the number of jobs or positions retained by Keebler falls below the levels set forth in this paragraph then (A) Keebler shall be granted a one-year cure period to achieve compliance with its obligations under this paragraph; and (B) the City shall, have the right to file a notice setting forth a potential Recapture Amount (the "Recapture Lien Notice") in the land title records of the Cook County Recorder of Deeds so long as copy of the Recapture Lien Notice is concurrently mailed to Keebler. Keebler shall pay the Recapture Amount to the City within thirty (30) days of the earlier of (i) coming into compliance with the Jobs Covenant or (ii) the end of one (1) year of not complying with the Jobs Covenant.

Keebler hereby covenants and agrees that the Facility is, and shall be, a fully occupied and operating manufacturing facility. The covenant by Keebler to occupy and maintain the Facility as an operating manufacturing facility shall be referred to as the "Operations Covenant". Keebler covenants and agrees to maintain the Operations Covenant for the remainder of the Term of the Agreement (the "Operations Covenant Period"). If at any time during the Operations Covenant Period, the Facility is not a fully occupied and operating manufacturing facility, Keebler shall be granted a ninety day cure period to achieve compliance with its obligations under this paragraph. If, upon the expiration of such cure period, Keebler is still not in compliance with this paragraph, then Keebler shall repay to the City the applicable Recapture Amount. Keebler shall continue to be responsible for payment of the Recapture Amount, until Keebler achieves compliance with this paragraph.

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Except as otherwise provided in Section 4.07 or Section 8.24 hereof, the covenants set forth in this Section shall run with the land and be binding upon the Property, and any transferee.

IV. Other Revisions to Section 8

A. Section 8.01 (a)(iv) is hereby deleted and revised to read as follows:

(iv) unless otherwise permitted or not prohibited pursuant to or under the terms of this Agreement, it shall (A) acquire and shall maintain a valid fee-simple ownership interest in the Property (and all improvements thereon) free and clear of all liens (except for the Permitted Liens, Lender Financing as disclosed in the updated Project Budget and non-governmental charges that the Developer Parties are contesting in good faith pursuant to

Section 8.15 hereof) and (B) shall not sell, transfer or refinance the Property, without the prior written consent of the City, during the Term of the Agreement;

B. Section 8.01(a) is hereby revised to add the following language:

(xiii) Keebler (A) has done all investigations and inquiries necessary to and (B) has the right, power and authority to enter into, execute, deliver and perform this Agreement (including this Amendment) and all other documents each as the successor in interest to AFG.

C. Section 8.19 (c) (i) is hereby deleted and revised to read as follows:

(i) Acknowledgment of Real Estate Taxes and Class 6 (b) Incentive. The Developer Parties agree that Keebler agrees to pay to the City, within thirty (30) days of receiving a written demand therefor, the Recapture Amount (as defined in Section 8.24 hereof) as compensation for failure to maintain the Jobs Covenant and/or the Operations Covenant. Exhibit K is hereby deleted and any further references thereto shall be null and void. [The City acknowledges and agrees that the City's sole remedy for an Event of Default due to a violation of either the Jobs Covenant or the Occupancy Covenant is the payment by Keebler of the Recapture Amount.]

D. Section 8.19 (c) is otherwise hereby revised to read as follows:

i) Section 8.19(c)(ii) is hereby deleted and revised to read as follows: "INTENTIONALLY OMITTED"; "

ii) Section 8.19(c)(iii) is hereby deleted and revised to read as follows: "INTENTIONALLY OMITTED"; and

iii) Section 8.19(c)(iv) is hereby deleted and revised to read as follows:

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"INTENTIONALLY OMITTED";

E. Section 8.19(c)(v) is hereby deleted and replaced with the following language:

"(v) Covenants Running with the Land. The parties agree that (a) the restrictions contained in this Section 8.19(c) and (b) the right of the City to file a Recapture Lien are covenants running with the land and this Agreement shall be recorded by Keebler as a memorandum thereof, at Keebler's expense, with the Cook County Recorder of Deeds on the Closing Date. Except as otherwise provided in Section 4.07 or Section 8.24 hereof, these restrictions shall be binding upon the Developer Parties ; and their agents, representatives, lessees, successors, assigns and transferees from and after the date hereof, provided however, that the covenants shall be released at the end of the Term of the Agreement. Keebler agrees that any sale, lease, conveyance, or transfer of title to all or any portion of the Property or Redevelopment Area from and after the date hereof, while such covenants and restrictions are in effect, shall be made explicitly subject to such covenants and restrictions. Notwithstanding anything contained in this Section 8.19 (c) to the contrary, the City, in its sole discretion and by its sole action, without the joinder or concurrence of the Developer Parties, their successors or assigns, may waive and terminate the Developer Parties' covenants and agreements set forth in this Section 8.19 (c). The restrictions contained in this Section 8.19(c) shall also be recorded by Keebler as a memorandum thereof, at Keebler's expense, with the Cook County Recorder of Deeds upon the execution of any written amendment to the Original RDA."

F. Section 8.22 is hereby deleted and replaced with the following language:

"8.22 Class 6(b) Incentive. Keebler has previously filed with the Office of the Assessor of Cook County (the "Assessor") an eligibility application for Class 6(b) tax incentive under the Cook County Real Property Assessment Classification Ordinance. Keebler and the City agree that Keebler may now seek renewal of such Class 6(b) tax incentive beyond the initial term set forth in the Classification Ordinance and may reapply for a Class 6(b) tax incentive during the Term of the Agreement."

G. Section 8.23 is hereby deleted.

H. Section 8.24 is hereby deleted and replaced with the following language:

8.24 Recapture Amount. In addition to any other remedies available (a) in equity or at Law or (b) of the City hereunder, Keebler agrees to pay to the City, upon demand therefor, a sum (the "Recapture Amount") equal to the difference between the amount of real estate taxes and any other Governmental Charge paid on the Property after receiving the Class 6(b) Incentive and the amount of real estate taxes and any

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Governmental Charge Developer would have been required to pay without the Class 6(b) Incentive for the cumulative period of time starting from January 1, 2017 until the date the Recapture Amount is declared due because of an uncured Event of Default. Keebler's payment of the Recapture Amount shall be the City's sole and exclusive remedy for a breach by Keebler of the Jobs Covenant and/or the Occupancy Covenant. Upon payment of the Recapture Amount: (i) neither Keebler nor any successor or assign shall be entitled to the Class 6(b) tax incentive under the Cook County Real Property Assessment Classification Ordinance as Keebler shall acknowledge by executing and delivering to the Cook County Assessor (the "Assessor's Office") notarized correspondence (with a notice copy to the City delivered pursuant to the terns of Section 17) requesting that the Class 6(b) Incentive be revoked as soon as possible; the parties acknowledge and agree that this Agreement shall remain in effect until the County confirms that the Class 6(b) Incentive has been revoked; (ii) upon receiving confirmation from the Assessor's Office that the Class 6(b) Incentive has been revoked, the City shall release the covenants that run with the land set forth in Sections 8.02, 8.06 and 8.19 by executing and delivering to Keebler a written notice of release in recordable form (the form of which is attached hereto as Exhibit C) and (iii) the Agreement shall terminate on the date of Notice of release and the date thereof shall be the End of the Term of the Agreement

I. A new Section 8.25 is hereby added to the Agreement and shall read as follows:

25 Monthly Jobs Reports; Annual Report(s). Beginning with the date of this Amendment and

continuing throughout the Term of the Agreement, Developer shall submit to DPD the Annual Compliance Report which shall be delivered within 30 days after the end of the calendar year to which the Annual Compliance Report relates.

J. A new Section 8.26 is hereby added to the Agreement and shall read as follows:

26 Closeout Letter and Developer Acknowledgement of Completion. In order to allow the Developer to obtain certain benefits from this Agreement [including, without limitation, to enter into an additional renewal of the Class 6(b)], without fulfilling the requirement to obtain a Certificate originally required by Section 7.01 of the Original RDA, the City hereby acknowledges that (A) the compliance and monitoring division of DPD issued a letter to developer (the "Closeout Letter") acknowledging compliance with certain construction related employment requirements of the Agreement and (B) the Developer obligations relating to completion of the Facility are deemed substantially completed or waived. Except for any gross negligence or willful misconduct committed by Keebler, City hereby releases and waives any claims it may have, whether known or unknown, under the Original RDA against Keebler or any of its affiliates prior to the date of this Amendment.

V. Revisions to Section 15

A. The first sentence of Section 15.02 is hereby deleted and replaced with the following language: "Upon the occurrence of an Event of Default, the City may terminate this Agreement and all related agreements and, in the case of an Event of Default arising under Section 8.06 and/or Section 8.24, may make demand for payment of the Recapture Amount for the relevant time period."

B. The third line from the bottom of Section 15.03 is hereby revised to add the phrase "so long as such default is cured within ninety (90) days" so that the relevant text reads as follows: "continuously prosecute the cure of such default until the same has been cured so long as such default is cured within (90) days;".

VI. **<u>Revisions to Section 17</u>**

A. All provisions requiring that notices be delivered to AFG are hereby deleted null and void.

B. The following additional notice shall be added to the notices to be provided to Keebler:

Keebler Company One Kellogg Square Battle
Creek, MI 49016 Attention: Chief Legal Officer

All other provisions of Section 17 shall remain unchanged and in full force and effect.

VII. Revisions to Section 18 A. Section 18,23 is

hereby deleted.

ARTICLE THREE. MISCELLANEOUS

1. No Effect on Recording of Priority of Agreement. The parties agree that entering into this

Amendment shall have no effect on the recording priority of the Agreement and that this Amendment shall relate back to the date the Original RDA was recorded in the land title records of Cook County, Illinois.

2. No Change in Defined Terms. All capitalized terms not otherwise defined herein, shall have the same meaning as set forth in the Original RDA. However after the execution and recording of this Amendment in the land title records of Cook County all references to the Agreement, the Redevelopment Agreement or the Keebler Redevelopment Agreement shall include the document as amended herein.

3. Other Terms in Agreement Remain. Except as specifically amended and modified by this Amendment, all other provisions and terms of the Original RDA shall

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remain unchanged and in full force and effect.

[BALANCE OF PAGE BLANK-SIGNATURE PAGES IMMEDIATELY FOLLOW]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed on or as of the day and year first above written.

THE KEEBLER COMPANY,
a Delaware corporation

By:
Print Name:

Its:

THE KEEBLER COMPANY,
a Delaware corporation as successor in interest to ATLANTIC FINANCIAL GROUP, LTD., a Texas Limited Partnership

By:
Print Name:

Its:

CITY OF CHICAGO

By:
David L. Reifman; Commissioner, Department of Planning and Development

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STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

I, , a notary public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that , personally known to me to be the of the Keebler Company, a Delaware corporation ("Keebler"), and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/she signed, sealed, and delivered said instrument, pursuant to the authority given to him/her by the Board of Directors of Keebler, as his/her free and voluntary act and as the free and voluntary act of Keebler, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this day of , 2018.

Notary Public

My Commission Expires

(SEAL)

STATE OF ILLINOIS COUNTY OF COOK

)
) ss)

I, , a notary public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that , personally known to me to be the of the Keebler Company, a Delaware corporation ("Keebler"), and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/she signed, sealed, and delivered said instrument, pursuant to the authority given to him/her by the Board of Directors of Keebler, as his/her free and voluntary act and as the free and voluntary act of Keebler, as successor in interest to Atlantic Financial Group, Ltd., a Texas Limited Partnership, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this day of , 2018.

Notary Public

My Commission Expires

(SEAL)

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

I, , a notary public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that David L. Reifman, personally known to me to be the Commissioner of the Department of Planning and Development of the City of Chicago (the "City"), and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/she signed, sealed, and delivered said instrument pursuant to the authority given to him/her by the City, as his/her free and voluntary act and as the free and voluntary act of the City, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this day of , .

Notary Public

My Commission Expires

LIST OF EXHIBITS

Exhibit A-1 Lake Calumet Redevelopment Area
Exhibit B Legal Description of Property
Exhibit C Notice of Release

EXHIBIT A

LAKE CALUMET REDEVELOPMENT AREA [See Attached]

EXHIBIT B PROPERTY

EXHIBIT C NOTICE OF RELEASE

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Keebler Company

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:
1. [xj the Applicant
OR
2. [ ] a legal entity currently holding, or anticipated to hold within six months after City action on
2. the contract, transaction or other undertaking to which this EDS pertains (referred to below as the
2. "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal
2. name:
OR
3. [ ] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: One Kellogg Square
Battle Creek, MI 49016-3599

C. Telephone: (269)961-2000 Fax: (269)660-4178 Email: kevin.kilpatrick@kellogg.com <mailto:kevin.kilpatrick@kellogg.com>

D. Name of contact person: Kevin Kilpatrick

E. Federal Employer Identification No. (if you have one):/ H

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Amendment to existing TIF RDA agreement and resolution in support of renewal of Class 6B at 750 East 110th Street

G. Which City agency or department-is requesting this EDS? Department of Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # *and Contract #* ■_

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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A, NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

] Person
] Publicly registered business corporation
] Privately held business corporation
] Sole proprietorship
] General partnership
] Limited partnership
] Trust

[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No
[x] Other (please specify)
Disclosing Party is a 100% wholly owned, indirect subsidiary of Kellogg Company, which is a publicly registered business corporation

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do
business in the State of Illinois as a foreign entity?

[x] Yes [ ] No [ ] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited

partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title See attached officer/director listing

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including , ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

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limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
Keebler Foods Company	One Kellogg Square 100%	
	Battle Creek, Ml 49016-3599	

Keebler Foods Company is the direct owner of Disclosing Party (see Section 11(A)(1))

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [ ] Yes [x|No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [ ] Yes [x| No

If "yes" to either of the above, please identify below the name(s) of such City elected ofiicial(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in

Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? []Yes [x|No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse (s)/domestic partner(s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V ~ CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction? .

[ ] Yes [ ] No [x] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

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3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

See related comment per page 7

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

See related comment per page 7

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Parly, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Parly, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage);

(a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the.prior written consent of the City, use any such

contractor/subcontractor \hat does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

<u>With respect to Section V(B)(3)(b) and (c), please see the "Memorandum of law in support of Defendant Kellogg Company's Partial Motion to Dismiss the County of Cook's complaint" attached at the end of this</u> Economic Disclosure Statement and Affidavit.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-

month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").
None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
None ,

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[j is [x] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"Wc are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

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If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):
Not applicable

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x]No

NOTE: If you checked "Yes" to Item D(l), proceed to Items D(2) and D(3). If you checked "No" to Item D(l), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Not applicable Does the Matter involve a City Property Sale?

[ ] Yes [ ] No

3. If you checked "Yes" to Item D(l), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Not applicable

Name	Business Address	Nature of Financial Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

Not applicable ;

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(l) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law. a member of Congress, an officer or employee of 'Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(l) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations. Mgtter no(federany furided. Not applicable

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No [ ] Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [ ] No

If you checked "No" to question (1) or (2) above, please provide an explanation:

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether[5] procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <http://www.cityofchicago.org/Ethics>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC

Chapter 1 -23 and Section 2-154-020.

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CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and Appendices A and B (if applicable), on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and Appendices A and B (if applicable), are true, accurate and complete as of the date furnished to the City.

Keebler Company

(Sign here)

(Print or type name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on

VICKIE L. VAN HORN

Notary Public

Calhoun County, Michigan

My Commission Expires

January 18, 2Q?1

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.l.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [xjNo

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT
APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ]Yes [x]No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ] Yes [xj No [ ] The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Not applicable

City of Chicago
Economic Disclosure Statement and Affidavit Section 11(B)(1) - Officer and director list

Name	Officer title	Director
Hirst, Alistair D.	Executive Vice President	
Libbing, Michael J.	Vice President	
Pilnick, Gary H.	Executive Vice President and Secretary	X
Renwick IV, John P.	Vice President/CFO, Finance	
Schell, Richard W.	Vice President and Assistant Treasurer	
VanderKooi, Joel A.	Vice President and Treasurer	X
Haigh, Todd W.	Vice President and Assistant Secretary	X
Kilpatrick, Kevin S.	Assistant Treasurer '	

IN THE UNITED STATES DISTRICT COURT FOR THE NORTHERN
DISTRICT OF ILLINOIS EASTERN DIVISION

COUNTY OF COOK, a body politic and) corporate of the state of Illinois,)
) Case No. 16-cv-3399
Plaintiff, ,)
) Judge John Z. Lee v.)
) Magistrate Judge Maria Valdez KELLOGG COMPANY, a Delaware corporation,)

Defendant.)

MEMORANDUM OF LAW IN SUPPORT OF DEFENDANT KELLOGG COMPANY'S PARTIAL MOTION TO DISMISS THE COUNTY OF COOK'S COMPLAINT

Defendant Kellogg Company ("Kellogg") submits this Memorandum in support of its Partial Motion to Dismiss Count II of the County of Cook's ("the County") Complaint pursuant to Federal Rule of Civil Procedure 12(b)(6). ,

INTRODUCTION

This case is about the County's belated demand that Kellogg pay more than $2 million for past steam heat services that the County had gratuitously provided to Kellogg for nearly ten years, and to previous occupants for over thirty years. From June 2005 until February 2015, the County provided steam heat to a facility owned by Kellogg located at 3124 South Sacramento, Chicago, Illinois ("Facility"). The County never gave Kellogg any notice that it expected payment for this steam, and never charged Kellogg. Instead, in February 2015, after nearly a decade, the County sent Kellogg a bill out of the blue for over $2 million based on a seemingly arbitrary per month charge. The County demanded immediate payment and that Kellogg enter into a service agreement for steam going forward. Kellogg rejected both demands and informed the County that Kellogg did not require steam at the Facility. This suit followed.

The County's Complaint sets forth two counts, but only Count II is the subject of this Motion.[1] In Count II, the County seeks payment for the provision of steam services based on a theory of quasi-contract. Count II should be dismissed for two reasons. First, Count [I should be dismissed because the County does not plead any facts showing that Kellogg's retention of the alleged benefit was in any way unjust or improper. Second, Count II should be dismissed with prejudice because the County's own allegations show that the alleged benefit was provided gratuitously, without any contemporaneous expectation of payment for ten years, and as a result, Kellogg could not have reasonably believed that the County expected payment. Based on the County's insufficient pleadings, Count II should be dismissed with prejudice pursuant to Rule 12(b)(6).

FACTS ALLEGED

In June 2005, Keebler Co., a subsidiary of Kellogg (Keebler Co. and Kellogg will be referred to collectively as "Kellogg"), acquired the Facility at 3124 South Sacramento, and Kellogg has occupied the Facility continuously ever since. (Doc. No. 1, Exhibit A at ^| 10.) The County has provided steam heat to the Facility since 1973. (Id. at ^[11.) The County does not allege that it has ever charged any occupant of the Facility for steam. Nearly ten years after Kellogg purchased the

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Facility, in February 2015, the County informed Kellogg-for the first time-that it owed the County over $2 million for steam heat that the County provided to the Facility from the date Kellogg acquired the Facility. (Id. at ^ 13.) At the same time, the County sought to enter into a service agreement with Kellogg for the provision of steam heat in the future. (Id. at ^| 13, Exhibit 3.) Kellogg did not pay the over $2 million demanded by the County and did not agree to the proposed service agreement for steam heat going forward. (Id. at fflj 14-17, Exhibits 4-5.) The

[1] In Count I, the County seeks a declaratory judgment regarding the interpretation of a covenant running with the land located within the 1973 sales contract for the Facility.

County discontinued steam heat service at the Facility at some point after October 9,2015. (Id. at H 16, Exhibit 5.)

The County's meagre factual allegations are not only insufficient to state an unjust enrichment claim, but they also belie its claim. The County does not allege that prior to February 2015 it ever notified Kellogg that it expected payment for the steam provided. The County does not allege that, prior to February 2015, it ever attempted to enter into a service agreement for Kellogg to pay the County for steam heat. Rather, the County conclusorily asserts that Kellogg "knew that the provision of steam heat would not ordinarily be free of charge"-despite the fact that the County never gave any indication to that the steam was anything but gratuitous. (Id. at \ 24.) The County then baldly states that Kellogg has been unjustly enriched by its provision of steam services. (Id. at If 28.) The County's insufficient and ultimately contradictory allegations show that it is not entitled to relief. This Court should therefore dismiss Count II with prejudice.

ARGUMENT

A motion to dismiss pursuant to Rule 12(b)(6) "tests the sufficiency of the complaint, not the merits of the case." McReynolds v. Merrill Lynch & Co., 694 F.3d 873, 878 (7th Cir. 2012). The allegations must set forth a "short and plain statement of the claim showing that the pleader is entitled to relief." Fed. R. Civ. P. 8(a)(2). A plaintiff need not provide detailed factual allegations but must provide enough factual support to raise his right to relief above a speculative level. Bell Atl. Corp. v. Twombly, 550 U.S. 544, 555 (2007). A complaint must be facially plausible, which means that the pleadings must "allow [ ] the court to draw the reasonable inference that the defendant is liable for the misconduct alleged." Ashcroft v. Iqbal, 556 U.S. 662, 678 (2009).

The claim must be asserted "in sufficient detail to give the defendant 'fair notice of what the...claim is and the grounds upon which it rests.'" E.E.O.C. v. Concentra Health Servs., Inc., 496

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F.3d 773, 776 (7th Cir. 2007) (quoting Twombly,550 U.S. at 555). "A pleading that offers 'labels and conclusions' or a 'formulaic recitation of the elements of a cause of action will not do.'" Iqbal, 556 U.S. at 678. (quoting Twombly,550 U.S. at 555) "Threadbare recitals of the elements of a cause of action, supported by mere conclusory statements," are insufficient to withstand a Rule 12(b)(6) motion to dismiss under Iqbal. Id.

I. The County's Conclusory Unjust Enrichment Claim (Count II) Should Be Dismissed With Prejudice Pursuant to Rule 12(b)(6).

Under Illinois law, a quasi-contract claim for unjust enrichment may be asserted when one party performs a service for the benefit of another, the other party accepts the benefit, and the surrounding circumstances indicate that the service was not intended to vbe gratuitous. Midwest Emerg. Assocs.-Elgin Ltd. v. Harmony Health Plan of III., Inc., 382 III. App. 3d 973, 982 (1st Dist. 2008). "It is not enough that a defendant has received a benefit; rather, circumstances must exist such that the defendant's retention of the benefit would violate the fundamental principles of justice, equity, and good conscience." C. Szabo Contracting, Inc. v. Lorig Const. Co., 2014 IL App (2d) 131328, If 24 (internal citation omitted).

The Seventh Circuit has stated that an unjust enrichment claim rests upon some improper conduct by the defendant, not simply the defendant's retention of a benefit. Cleary v. Philip Morris Inc., 656 F.3d 511, 517 (7th Cir. 2011). Moreover, a party who performs services gratuitously, with no expectation of payment for services rendered, cannot claim that another party has been unjustly enriched. Midcoast Aviation, Inc. v. Gen. Elec. Credit Corp., 907 F.2d 732, 740 (7th Cir. 1990). Here, the County fails to state a claim because it does not (and cannot) allege that Kellogg acted improperly or that the surrounding circumstances indicate that the service was not intended to be gratuitous.

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A. The County's Unjust Enrichment Claim Should be Dismissed Because the County Fails to Allege Facts Showing that Kellogg's Retention of the Benefit was Improper or Unjust.

The County fails to plead facts showing that Kellogg's retention of the alleged benefit was improper or unjust. Count II should consequently be dismissed. Unjust enrichment claims require factual allegations showing that the defendant engaged in some form of improper or unjust conduct. Pennington v. Travelex Currency Services, Inc., 114 F. Supp. 3d 697,706 (N.D. 111. 2015) (citing Cleary 656 F. 3d at 517, and Siegel v. Shell Oil Co., 612 F. 3d 932, 937 (7th Cir.2010)). The mere fact that one party benefits another is not itself sufficient to require restitution under a theory of quasi-contract. Hayes Mechanical, Inc. v. First Industrial, L.P., 351 Ill.App.3d 1, 9 (1st Dist. 2004).

In Murad v. Banks, the court dismissed plaintiffs quantum meruit claim because the plaintiff failed to allege facts showing that defendant's retention of the alleged benefit was unjust. 2015 WL 2455127, at *7 (N.D. 111. May 22, 2015).[2] The plaintiff in Murad sought compensation for construction services undertaken to repair a property owned by defendant. Id. at * 1. Although no contract for the services existed between the plaintiff and defendant, the plaintiff alleged that the defendant, as the owner of the property, owed plaintiff $78,000 for plaintiffs provision of these construction services. Id. The court rejected plaintiffs quasi-contract claim based on these allegations. Id. at *7.

[2] Illinois state and federal courts treat the quasi-contract theories of quantum meruit and unjust enrichment essentially the same, and courts often apply the theories interchangeably. See, e.g., Stark Excavating, Inc. v. Carter Const. Services, Inc., 2012 IL App (4th) 110357, % 37 (citing Hayes Mechanical, Inc. v. First Industrial, LP., 351 Ill.App.3d 1, 9 (1st Dist. 2004)) (stating that proof of the same elements is required for quantum meruit and unjust enrichment); see also, Spitz v. Proven Winners ff. Am., LLC, 969 F. Supp. 2d 994, 1007 (N.D. 111. 2013) affd, 759 F.3d 724 (7th Cir. 2014) (same); CoveMgmt. v. AFLAC. Inc., 2013 IL App (1st) 120884, ffij 34-35 (referring to quantum meruit and unjust enrichment interchangeably). The only difference between the two claims is the measure of recovery. For a quantum meruit claim, it is the reasonable value of the work and material provided; whereas in an unjust enrichment action, the measure of recovery focuses on the value of the benefit received and retained. Stark Excavating, Inc , 2012 IL App (4th) 110357, \ 37.

The court reasoned that Illinois law required more than merely alleging that one party benefitted another. Id. Rather, "Illinois law requires a plaintiff seeking recovery in quantum meruit or unjust enrichment to allege facts demonstrating that the defendant's retention of the conferred benefit would be unjust, such as the defendant having requested the work and then refused to pay for it, somehow enticed the work or suggested that it would pay for it, or demanded other work that rendered necessary the additional work sued over." Id (citing C. Szabo Contracting, Inc., 2014 IL App (2d) 131328, $ 42, and Stark Excavating, Inc. v. Carter Const. Services, Inc., 2012 IL App (4th) 110357,1f 39). Because the plaintiff failed to allege any facts demonstrating that defendant's retention of the benefit was unjust, the court dismissed plaintiffs quasi-contract claim. Id.

Here, as in Murad, the County fails to allege any facts showing that Kellogg's retention of the alleged benefit was unjust or improper. The County does not allege that Kellogg requested or enticed it to provide steam heat by suggesting or implying that Kellogg would pay for the steam. The County does not even allege that it put Kellogg on notice that it expected payment until February 2015-ten years after Kellogg purchased the property. Under the facts alleged, Kellogg's retention of the purported benefit was not improper or unjust. See Pennington, Inc., 114 F. Supp. 3d at 706 (dismissing plaintiffs unjust enrichment claim where plaintiff failed to allege improper conduct by the defendant). Consequently, Count II should be dismissed for failure to sufficiently plead a claim.

B. The County's Unjust Enrichment Claim Should be Dismissed With Prejudice Because the County Fails to Allege that It Expected Payment for the Steam Provided, and the County^ Allegations Show that Kellogg Reasonably Could Not Have Believed the County Expected Payment.

Additionally, quasi-contractual relief, such as unjust enrichment, "is not available where the benefit is conferred officiously or gratuitously,. .. the plaintiff did not contemplate a fee at the

time the services were rendered, or the defendant could not have reasonably believed that plaintiff expected a fee." Plastics & Equip. Sales Co., Inc. v. DeSoto, Inc., 91 111. App. 3d 1011, 1017 (1st Dist. 1980) (citing Bloomgarden v.

Coyer, 479 F.2d 201 (D.C.Cir.1973)); Knaus v. Dennler, 170 111. App. 3d 746, 750-51 (5th Dist. 1988). The County fails to allege, and cannot allege, that prior to February 2015 it expected payment for the steam provided to the Facility. Moreover, having never received any indication that the County expected payment, Kellogg could not have reasonably believed that the County expected to be paid for steam.

1. **The County Never Expected Payment Prior to February 2015.**

Count II of the County's Complaint should be dismissed because it does not allege that the County expected payment for the steam at any time prior to February 2015. Plastics & Equip. Sales Co., Inc.,9\ 111. App. 3d at 1017. The County alleges that it has provided steam to the Facility since 1973 (Doc. No. 1, Exhibit A at H 11), but it does not allege that it has ever sought payment from any occupant until February 2015. It fails to allege that it charged Kellogg or any previous owner of the Facility for steam heat. Nothing in the County's factual pleadings indicates that it expected payment for steam provided to the Facility at the time the steam was allegedly provided. See Euramca Ecosystems, Inc. v. Roediger Pittsburgh, Inc., 581 F. Supp. 415, 422-23 (N.D. 111. 1984) (citing Plastics & Equip. Sales Co., Inc., 91 III. App. 3d at 1017) (stating that quantum meruit relief may not be obtained where plaintiffs do not expect payment for the services at the time the services were performed.)

The County's failure to allege facts demonstrating that it expected payment for the steam when it was provided is fatal to its claim. See Owen Wagener & Co. v. U.S. Bank, 297 111. App. 3d 1045, 1054 (1st Dist. 1998) (affirming dismissal of the plaintiffs quantum meruit claim where the plaintiff failed to allege any expectation of payment for its services from defendant); see also

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Motorola, Inc. v. Lemko Corp., Case No. 08 C 5427, 2010 WL 960348, at *5 (N.D. 111. Mar. 15, 2010) (dismissing unjust enrichment claim because the counter-plaintiff failed to allege that he expected to benefit from the services he provided to the counter-defendant).

2. Kellogg Could Not Have Believed Payment was Expected. Moreover, based on the County's alleged course of

conduct, Kellogg could not have reasonably believed that the County expected payment for the steam. Plastics & Equip. Sales Co., Inc., 91 111. App. 3d at 1017. Though the County conclusorily asserts that Kellogg "knew that the provision of steam heat would not ordinarily be free of charge" (Doc. No. 1, Exhibit A at \ 24), it also alleges that it demanded payment from Kellogg for the first time in February 2015 (Id. at ^ 26)-even though Kellogg has owned the Facility since 2005 (Id. at ^ 10). Kellogg had no reason to know that the County expected payment because the County never charged Kellogg during Kellogg's entire tenure as owner of the Facility up to that point. The County alleges no facts showing that it had given Kellogg any notice whatsoever that it expected payment. See Berry Law PLLC v. Kraft Foods Group, Inc., Ill F.3d 505, 508 (D.C. Cir. 2015) (affirming dismissal of plaintiffs quasi-contract claim where defendant could not reasonably have known that the plaintiff contemplated payment) (citing Bloomgarden, 479 F.2d at 212). Indeed, as soon as Kellogg discovered that the County expected payment for the steam, Kellogg rejected the proposed service agreement with the County and chose to go without steam. (Doc. No. 1, Exhibit A at 13-16, Exhibits 3-5.)

The facts alleged belie the County's conclusory claim for unjust enrichment. The County's pleadings demonstrate that it knowingly provided steam services to the Facility without the expectation of payment for over forty years, and, having never been notified or billed, Kellogg reasonably did not expect to pay for the steam. The County's allegations show that it is not entitled

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to relief for unjust enrichment. See Tamayo v. Blagojevich, 526 F. 3d 1074, 1086 (7th Cir. 2008) (stating that a plaintiff may plead itself out of court by alleging facts that show it is not entitled to relief). Therefore Count II should be dismissed with prejudice.

CONCLUSION

For the foregoing reasons, and those stated in Kellogg's Partial Motion to Dismiss the County of Cook's Complaint, Kellogg respectfully requests that this Court dismiss with prejudice Count II of Cook County's complaint for failure to state a claim and grant any and all other such relief as this Court may deem just.

Dated: March 24, 2016

Respectfully submitted,

KELLOGG COMPANY

By: Isl Robert S. Markin One of Its Attorneys

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Counsel for Kellogg Company

CERTIFICATE OF SERVICE I, Robert S. Markin, an attorney, hereby certify that on this 24th day of March 2016, a copy of the foregoing was filed electronically. Notice of this filing will be sent to the following parties by operation of the Court's electronic filing system. Parties may access this filing through the court's system.

(

Sisavanh Baker
Michael Lapinski
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michael.lapinski@cookcountyil.gov <mailto:michael.lapinski@cookcountyil.gov>
Attorney for Plaintiff County of Cook

/si Robert S. Markin

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Keebler Foods Company

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant

OR

2. **[X] a legal entity currently holding, or anticipated to hold within six months after City action on**
2. **the contract, transaction or other undertaking to which this EDS pertains (referred to below as the**
2. **"Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal**
2. **name: Keebler Company**

OR

3. [ ] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: One Kellogg Square

Battle Creek, MI 49016-3599

C. Telephone: (269) 961-2000 Fax: (269) 660-4178 Email:

kevin.kilpatrick@kellogg.com <mailto:kevin.kilpatrick@kellogg.com>

D. Name of contact person: Kevin Kilpatrick

E. Federal Employer Identification No. (if you have one): l~ ._ |

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Amendment to existing TIF RDA agreement and resolution in support of renewal of Class 6B at 750 East 110th Street

G. Which City agency or department is requesting this EDS? Department of Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # ' and Contract # _

Vcr.20l7-l Paaelol'14

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

] Person
] Publicly registered business corporation
] Privately held business corporation
] Sole proprietorship
] General partnership
] Limited partnership
] Trust

[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501 (c)(3))?
[ ] Yes [ ] No
[x] Other (please specify)
Disclosing Party is a 100% wholly owned, indirect subsidiary of Kellogg Company, which is a publicly registered business corporation

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity? •

[x] Yes [ ] No [ ] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title See attached officer/director listing

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
Keebler Holding Corp	One Kellogg Square 100% Battle Creek, MI 49016-3599	

SECTION III » INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [ ] Yes [x| No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [ ] Yes [x| No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

[ ] Yes [x| No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner (s) and describe the financial interest(s).

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[1 Yes [ ] No [xj No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

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3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

See related comment per page 7

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

See related comment per page 7

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:
   - the Disclosing Party;
   - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
   - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
   - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720

ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

With respect to Section V(B)(3)(b) and (c), please see the "Memorandum of law in support of Defendant Kelloqq Company's Partial Motion to Dismiss the County of Cook's complaint" attached at the end of this Economic Disclosure Statement and Affidavit.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[ ] is [x] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):
Not applicable

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own

name or in the name of any other person or entity in the Matter?

[ ] Yes [x]No

NOTE: If you checked "Yes" to Item D(l), proceed to Items D(2) and D(3). If you checked "No" to Item D(l), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Not applicable Does the Matter involve a City Property Sale?

[ ] Yes [ ] No

3. If you checked "Yes" to Item D(l), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Not applicable

Name	Business Address	Nature of Financial Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS Not applicable

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(l) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

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of a member of Congress, in connection with the award of any federally funded contract,, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(l) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will'not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations. Matter not federal|y funded. Not app|jcaD|e

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No [ ] Reports not required

3. Flave you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [ ] No

If you checked "No" to question (1) or (2) above, please provide an explanation:

- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <http://www.cityofchicago.org/Ethics>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and Appendices A and B (if applicable), on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and Appendices A and B (if applicable), are true, accurate and complete as of the date furnished to the City.

(Sign here) '"

Keebler Foods Company (Print or type exact legal name of Disclosing Party)

(Print or type name of person signing)

Wf,6 Pfo5idtnf

(Print or type title of person signing)

(date) March S} 2~of?,

V1CWEL. VAN HORN
Notary Public
Calhoun County, Michigan
My Commission Expires
January 18,2021

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CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.l.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [x]No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT
APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ] Yes [x|No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ] Yes [x] No [ ] The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Not applicable

City of Chicago
Economic Disclosure Statement and Affidavit Section 11(B)(1) - Officer and director list

Name	Officer title	Director
Hirst, Alistair D.	Executive Vice President	
Libbing, Michael J.	Vice President	
Pilnick, Gary H.	Executive Vice President and Secretary	X
RenwicklV, John P.	Vice President/CFO, Finance	
Schell, Richard W.	Vice President and Assistant Treasurer	
VanderKooi, Joel A.	Vice President and Treasurer	X
Haigh, Todd W.	Vice President and Assistant Secretary	X
Kilpatrick, Kevin S.	Assistant Treasurer	

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IN THE UNITED STATES DISTRICT COURT FOR THE NORTHERN
DISTRICT OF ILLINOIS EASTERN DIVISION

COUNTY OF COOK, a body politic and) corporate of the state of Illinois,)
) Case No. 16-cv-3399
Plaintiff,) i
) Judge John Z. Lee v.)
) Magistrate Judge Maria Valdez KELLOGG COMPANY, a Delaware corporation,)

Defendant.)

MEMORANDUM OF LAW IN SUPPORT OF DEFENDANT KELLOGG COMPANY'S PARTIAL MOTION TO DISMISS THE COUNTY OF COOK'S COMPLAINT

Defendant Kellogg Company ("Kellogg") submits this Memorandum in support of its Partial Motion to Dismiss Count II of the County of Cook's ("the County") Complaint pursuant to Federal Rule of Civil Procedure 12(b)(6).

INTRODUCTION

This case is about the County's belated demand that Kellogg pay more than $2 million for past steam heat services that the County had gratuitously provided to Kellogg for nearly ten years, and to previous occupants for over thirty years. From June 2005 until February 2015, the County provided steam heat to a facility owned by Kellogg located at 3124 South Sacramento, Chicago, Illinois ("Facility"). The County never gave Kellogg any notice that it expected payment for this steam, and never charged Kellogg. Instead, in February 2015, after nearly a decade, the County sent Kellogg a bill out of the blue for over $2 million based on a seemingly arbitrary per month charge. The County demanded immediate payment and that Kellogg enter into a service agreement for steam going forward. Kellogg rejected both demands and informed the County that Kellogg did not require steam at the Facility. This suit followed.

The County's Complaint sets forth two counts, but only Count II is the subject of this Motion.[1] In Count II, the County seeks payment for the provision of steam services based on a theory of quasi-contract. Count II should be dismissed for two reasons. First, Count II should be dismissed because the County does not plead any facts showing that Kellogg's retention of the alleged benefit was in any way unjust or improper. Second, Count II should be dismissed with prejudice because the County's own allegations show that the alleged benefit was provided gratuitously, without any contemporaneous expectation of payment for ten years, and as a result, Kellogg could not have reasonably believed that the County expected payment. Based on the County's insufficient pleadings, Count II should be dismissed with prejudice pursuant to Rule 12(b)(6).

)

FACTS ALLEGED

In June 2005, Keebler Co., a subsidiary of Kellogg (Keebler Co. and Kellogg will be referred to collectively as "Kellogg"), acquired the Facility at 3124 South Sacramento, and Kellogg has occupied the Facility continuously ever since. (Doc. No. 1, Exhibit A at \ 10.) The County has provided steam heat to the Facility since 1973. (Id. at 11.) The County does not allege that it has ever charged any occupant of the Facility for steam. Nearly ten years after Kellogg purchased the Facility, in February 2015, the County informed Kellogg--for the first time-that it owed the County over $2 million for steam heat that the County provided to the Facility from the date Kellogg acquired the Facility. (Id. at f 13.) At the same time, the County sought to enter into a service agreement with Kellogg for the provision of steam heat in the future. (Id. at ^ 13, Exhibit 3.) Kellogg did not pay the over $2 million demanded by the County and did not agree to the proposed service agreement for steam heat going forward. (Id. at 14-17, Exhibits 4-5.) The

[1] In Count I, the County seeks a declaratory judgment regarding the interpretation of a covenant running with the land located within the 1973 sales contract for the Facility.

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County discontinued steam heat service at the Facility at some point after October 9, 2015. (Id. at H 16, Exhibit 5.)

The County's meagre factual allegations are not only insufficient to state an unjust enrichment claim, but they also belie its claim. The County does not allege that prior to February 2015 it ever notified Kellogg that it expected payment for the steam provided. The County does not allege that, prior to February 2015, it ever attempted to enter into a service agreement for Kellogg to pay the County for steam heat. Rather, the County conclusorily asserts that Kellogg "knew that the provision of steam heat would not ordinarily be free of charge"-despite the fact that the.County never gave any indication to that the steam was anything but gratuitous. (Id. at \ 24.) The County then baldly states that Kellogg has been unjustly enriched by its provision of steam services. (Id. at ^ 28.) The County's insufficient and ultimately contradictory allegations show that it is not entitled to relief. This Court should therefore dismiss Count II with prejudice.

ARGUMENT

A motion to dismiss pursuant to Rule 12(b)(6) "tests the sufficiency of the complaint, not the merits of the case." McReynolds v. Merrill Lynch & Co., 694 F.3d 873, 878 (7th Cir. 2012). The allegations must set forth a "short and plain statement of the claim showing that the pleader is entitled to relief." Fed. R. Civ. P. 8(a)(2). A plaintiff need not provide detailed factual allegations but must provide enough factual support to raise his right to relief above a speculative level. Bell All. Corp. v. Twombly, 550 U.S. 544, 555 (2007). A complaint must be facially plausible, which means that the pleadings must "allow [ ] the court to draw the reasonable inference that the defendant is liable for the misconduct alleged." Ashcroft v. Iqbal, 556 U.S. 662, 678 (2009).

The claim must be asserted "in sufficient detail to give the defendant 'fair notice of what the...claim is and the grounds upon which it rests.'" E.E.O.C. v. Concentra Health Servs., Inc., 496

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F.3d 773, 776 (7th Cir. 2007) (quoting Twombly,550 U.S. at 555). "A pleading that offers 'labels and conclusions' or a 'formulaic recitation of the elements of a cause of action will not do.'" Iqbal, 556 U.S. at 678. (quoting Twombly,550 U.S. at 555) "Threadbare recitals of the elements of a cause of action, supported by mere conclusory statements," are insufficient to withstand a Rule 12(b)(6) motion to dismiss under Iqbal. Id.

I. The County's Conclusory Unjust Enrichment Claim (Count II) Should Be Dismissed With Prejudice Pursuant to Rule 12(b)(6).

Under Illinois law, a quasi-contract claim for unjust enrichment may be asserted when one party performs a service for the benefit of another, the other party accepts the benefit, and the surrounding circumstances indicate that the service was not intended to be gratuitous. Midwest Emerg. Assocs.-Elgin Ltd. v. Harmony Health Plan of III., Inc., 382 III. App. 3d 973,982 (1 st Dist. 2008). "It is not enough that a defendant has received a benefit; rather, circumstances must exist such that the defendant's retention of the benefit would violate the fundamental principles of j ustice, equity, and good conscience." C. Szabo Contracting, Inc. v. Lorig Const. Co., 2014 IL App (2d) 131328, If 24 (internal citation omitted).

The Seventh Circuit has stated that an unjust enrichment claim rests upon some improper conduct by the defendant, not simply the defendant's retention of a benefit. Cleary v. Philip Morris Inc., 656 F.3d 511, 517 (7th Cir. 2011). Moreover, a party who performs services gratuitously, with no expectation of payment for services rendered, cannot claim that another party has been unjustly enriched. Midcoast Aviation, Inc. v. Gen. Elec. Credit Corp., 907 F.2d 732, 740 (7th Cir. 1990). Here, the County fails to state a claim because it does not (and cannot) allege that Kellogg acted improperly or that the surrounding circumstances indicate that the service was not intended to be gratuitous.

A. The County's Unjust Enrichment Claim Should be Dismissed Because the County Fails to Allege Facts Showing that Kellogg's Retention of the Benefit was Improper or Unjust.

The County fails to plead facts showing that Kellogg's retention of the alleged benefit was improper or unjust. Count II should consequently be dismissed. Unjust enrichment claims require factual allegations showing that the defendant engaged in some form of improper or unjust conduct. Pennington v. Travelex Currency Services, Inc., 114 F. Supp. 3d 697,706 (N.D. 111. 2015) (citing Cleary 656 F. 3d at 517, and Siegel v. Shell Oil Co., 612 F. 3d 932, 937 (7th Cir.2010)). The mere fact that one party benefits another is not itself sufficient to require restitution under a theory of quasi-contract. Hayes Mechanical, Inc. v. First Industrial, L.P., 351 Ill.App.3d 1, 9 (1st Dist. 2004).

In Murad v. Banks, the court dismissed plaintiffs quantum meruit claim because the plaintiff failed to allege facts showing that defendant's retention of the aiieged benefit was unjust. 2015 WL 2455127, at *7 (N.D. III. May 22, 2015).[2] The plaintiff in Murad sought compensation for construction services undertaken to repair a property owned by defendant. Id. at * 1. Although no contract for the services existed between the plaintiff and defendant, the plaintiff alleged that the defendant, as the owner of the property, owed plaintiff $78,000 for plaintiffs provision of these construction services. Id. The court rejected plaintiffs quasi-contract claim based on these allegations. Id. at *7.

[2] Illinois state and federal courts treat the quasi-contract theories of quantum meruit and unjust enrichment essentially the same, and courts often apply the theories interchangeably. See, e.g, Stark Excavating, Inc. v. Carter Const. Services, Inc., 2012 IL App (4th) 110357,1J37 (citing Hayes Mechanical, Inc. v. First Industrial, L.P., 351 Ill.App.3d 1, 9 (1st Dist. 2004)) (stating that proof of the same elements is required for quantum meruit and unjust enrichment); see also, Spitz v. Proven Winners N. Am., LLC, 969 F. Supp. 2d 994, 1007 (N.D. III. 2013) affd, 759 F.3d 724 (7th Cir. 2014) (same); Cove Mgmt. v. AFLAC, Inc., 2013 IL App (1st) 120884,^34-35 (referring to quantum meruit and unjust enrichment interchangeably). The only difference between the two claims is the measure of recovery. For a quantum meruit claim, it is the reasonable value of the work and material provided; whereas in an unjust enrichment action, the measure of recovery focuses on the value of the benefit received and retained. Stark Excavating, Inc ,2012 IL App (4th) 110357, \ 37.

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The court reasoned that Illinois law required more than merely alleging that one party benefitted another. Id.

Rather, "Illinois law requires a plaintiff seeking recovery in quantum meruit or unjust enrichment to allege facts demonstrating that the defendant's retention of the conferred benefit would be unjust, such as the defendant having requested the work and then refused to pay for it, somehow enticed the work or suggested that it would pay for it, or demanded other work that rendered necessary the additional work sued over." Id. (citing C. Szabo Contracting, Inc., 2014 IL App (2d) 131328, \ 42, and Stark Excavating, Inc. v. Carter Const. Services, Inc., 2012 IL App (4th) 110357, f 39). Because the plaintiff failed to allege any facts demonstrating that defendant's retention of the benefit was unjust, the court dismissed plaintiffs quasi-contract claim. Id.

Here, as in Murad, the County fails to allege any facts showing that Kellogg's retention of the alleged benefit was unjust or improper. The County does not aiiege that Keliogg requested or enticed it to provide steam heat by suggesting or implying that Kellogg would pay for the steam. The County does not even allege that it put Kellogg on notice that it expected payment until February 2015-ten years after Kellogg purchased the property. Under the facts alleged, Kellogg's retention of the purported benefit was not improper or unjust. See Pennington, Inc., 114 F. Supp. 3d at 706 (dismissing plaintiffs unjust enrichment claim where plaintiff failed to allege improper conduct by the defendant). Consequently, Count II should be dismissed for failure to sufficiently plead a claim.

B. The County's Unjust Enrichment Claim Should be Dismissed With Prejudice Because the County Fails to Allege that It Expected Payment for the Steam Provided, and the County's Allegations Show that Kellogg Reasonably Could Not Have Believed the County Expected Payment.

Additionally, quasi-contractual relief, such as unjust enrichment, "is not available where the benefit is conferred officiously or gratuitously,. .. the plaintiff did not contemplate a fee at the

time the services were rendered, or the defendant could not have reasonably believed that plaintiff expected a fee." Plastics & Equip. Sales Co., Inc. v. DeSoto, Inc., 91 111. App. 3d 1011, 1017 (1st Dist. 1980) (citing Bloomgarden v. Coyer, 479 F.2d 201 (D.C.Cir.1973)); Knaus v. Dennler, 170 111. App. 3d 746, 750-51 (5th Dist. 1988). The County fails to allege, and cannot allege, that prior to February 2015 it expected payment for the steam provided to the Facility.

Moreover, having never received any indication that the County expected payment, Kellogg could not have reasonably believed that the County expected to be paid for steam.

1. The County Never Expected Payment Prior to February 2015.

Count II of the County's Complaint should be dismissed because it does not allege that the County expected payment for the steam at any time prior to February 2015. Plastics & Equip. Sales Co., Inc., 91 111. App. 3d at 1017. The County alleges that it has provided steam to the Facility since 1973 (Doc. No. 1, Exhibit A at | 11), but it does not allege that it has ever sought payment from any occupant until February 2015. It fails to allege that it charged Kellogg or any previous owner of the Facility for steam heat. Nothing in the County's factual pleadings indicates that it expected payment for steam provided to the Facility at the time the steam was allegedly provided. See Euramca Ecosystems, Inc. v. Roediger Pittsburgh, Inc., 581 F. Supp. 415, 422-23 (N.D. 111. 1984) (citing Plasties^ Equip. Sales Co., Inc., 91 III. App. 3d at 1017) (stating that quantum meruit relief may not be obtained where plaintiffs do not expect payment for the services at the time the services were performed.)

The County's failure to allege facts demonstrating that it expected payment for the steam when it was provided is fatal to its claim.'See Owen Wagener & Co. v. U.S. Bank, 297 111. App. 3d 1045, 1054 (1st Dist. 1998) (affirming dismissal of the plaintiffs quantum meruit claim where the plaintiff failed to allege any expectation of payment for its services from defendant); see also

Motorola, Inc. v. Lemko Corp., Case No. 08 C 5427, 2010 WL 960348, at *5 (N.D. 111. Mar. 15, 2010) (dismissing unjust enrichment claim because the counter-plaintiff failed to allege that he expected to benefit from the services he provided to the counter-defendant).

2. Kellogg Could Not Have Believed Payment was Expected. Moreover, based on the County's alleged course of conduct, Kellogg could not have reasonably believed that the County expected payment for the steam. Plastics & Equip. Sales Co., Inc., 91 111. App. 3d at 1017. Though the County conclusorily asserts that Kellogg "knew that the provision of

steam heat would not ordinarily be free of charge" (Doc. No. 1, Exhibit A at ^ 24), it also alleges that it demanded payment from Kellogg for the first time in February 2015 (Id. at 26)-even though Kellogg has owned the Facility since 2005 (Id. at ^10). Kellogg had no reason to know that the County expected payment because the County never charged Kellogg during Kellogg's entire tenure as owner of the Facility up to thai point. The County alleges no facts showing that it had given Kellogg any notice whatsoever that it expected payment. See Berry Law PLLC v. Kraft Foods Group, Inc., 777 F.3d 505, 508 (D.C. Cir. 2015) (affirming dismissal of plaintiffs quasi-contract claim where defendant could not reasonably have known that the plaintiff contemplated payment) (citing Bloomgarden, 479 F.2d at 212). Indeed, as soon as Kellogg discovered that the County expected payment for the steam, Kellogg rejected the proposed service agreement with the County and chose to go without steam. (Doc. No. 1, Exhibit A at fflf 13-16, Exhibits 3-5.)

The facts alleged belie the County's conclusory claim for unjust enrichment. The County's pleadings demonstrate that it knowingly provided steam services to the Facility without the expectation of payment for over forty years, and, having never been notified or billed, Kellogg reasonably did not expect to pay for the steam. The County's allegations show that it is not entitled

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to relief for unjust enrichment. See Tamayo v. Blagojevich, 526 F. 3d 1074, 1086 (7th Cir. 2008) (stating that a plaintiff may plead itself out of court by alleging facts that show it is not entitled to relief). Therefore Count II should be dismissed with prejudice.

CONCLUSION

For the foregoing reasons, and those stated in Kellogg's Partial Motion to Dismiss the County of Cook's Complaint, Kellogg respectfully requests that this Court dismiss with prejudice Count II of Cook County's complaint for failure to state a claim and grant any and all other such relief as this Court may deem just.

Dated: March 24,2016 Respectfully submitted,

KELLOGG COMPANY

By: isl Robert S. Markin One of Its Attorneys

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Counsel for Kellogg Company

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CERTIFICATE OF SERVICE

I, Robert S. Markin, an attorney, hereby certify that on this 24th day of March 2016, a copy of the foregoing was filed electronically. Notice of this filing will be sent to the following parties by operation of the Court's electronic filing system. Parties may access this filing through the court's system.

Sisavanh Baker
Michael Lapinski
Assistant State's Attorney
500 Richard J. Daley Center
Chicago, Illinois 60602
michael.lapinski@cookcountyil.gov <mailto:michael.lapinski@cookcountyil.gov>
Attorney for Plaintiff County of Cook

I si Robert S. Markin

CITY OF CHICAGO ECONOMIC
DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: Keebler

Holding Corp.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:
1. [ ] the Applicant
OR
2. *[x] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Keebler Company ,*
~OR
3. [ ] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: One Kellogg Square
Battle Creek, MI 49016-3599

C. Telephone: (269) 961-2000 Fax: (269) 660-4178 Email: kevin.kilpatrick@kellogg.com

<mailto:kevin.kilpatrick@kellogg.com>

D. Name of contact person: Kevin Kilpatrick

E. Federal Employer Identification No. (if you have one'i |

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Amendment to existing TIF RDA agreement and resolution in support of renewal of Class 6B at 750 East 110th Street

G. Which City agency or department is requesting this EDS? Department of Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

Ver.2017-1 Page 1 of 14

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

] Person
] Publicly registered business corporation] Privately held business corporation] Sole proprietorship] General partnership] Limited partnership] Trust

[ ] Limited liability company [ ] Limited liability partnership [ ] Joint venture [ ] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))?

[ ]Yes [ ]No |x] Other (please specify) Disclosing Party is a 100% wholly owned, indirect subsidiary of Kellogg

Georgia

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes [x] No [ ] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title See attached officer/director listing

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 of 14

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
Kellogg USA Inc	One Kellogg Square 100% Battle Creek, MI 49016-3599	

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [ ] Yes [x| No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [ ] Yes [x| No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? []Yes [x|No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner (s) and describe the financial interest(s).

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [ ] No [x] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water

and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

See related comment per page 7

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

See related comment per page 7

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the

ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Parly, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Parly, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications .equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

With respect to Section V(B)(3)(b) and (c). please see the "Memorandum of law in support of Defendant Kellogg Company's Partial Motion to Dismiss the County of Cook's complaint" attached at the end of this Economic Disclosure Statement and Affidavit.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[ ] is [x] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is. and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the. loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):
Not applicable

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x]No

NOTE: If you checked "Yes" to Item D(l), proceed to Items D(2) and D(3). If you checked "No" to Item D(l), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Not applicable Does the Matter involve a City

Property Sale?

[ ] Yes [ ] No

3. If you checked "Yes" to Item D(l), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Not applicable

Name	Business Address	Nature of Financial Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

Not applicable

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(l) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract; making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations. Matter not federally funded - Not applicable

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No [ ] Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [ ] No

If you checked "No" to question (1) or (2) above, please provide an explanation:

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SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <http://www.cityofchicago.org/Ethics>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and Appendices A and B (if applicable), on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and Appendices A and B (if applicable), are true, accurate and complete as of the date furnished to the City.

(Sign here;)

Keebler Holding Corp (Print or type exact legaljiarae

of Disclosing Party)

(Print or type name of person signing)

$55istaai' ~fred$arxc

(Print or type title of person signing)

(date) March S?f ^o/^

VICKIE L. VAN HORN Notary Puttie Calhoun County, Michigan My Commission Expires

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City of Chicago

Economic Disclosure Statement and Affidavit Section 11(B)(1) - Officer and director list

Name	**Officer title**	Director
Hirst, Alistair D.	Executive Vice President	
Libbing, Michael J.	Vice President	
Pilnick, Gary H.	Executive Vice President and Secretary	X
Renwick IV, John P.	Vice President/CFO, Finance	
Schell, Richard W.	Vice President and Assistant Treasurer	
VanderKooi, Joel A.	Vice President and Treasurer	X
Haigh, Todd W.	Vice President and Assistant Secretary	X
Kilpatrick, Kevin S.	Assistant Treasurer	

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IN THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

Case No. 16-cv-3399

Judge John Z. Lee

Magistrate Judge Maria Valdez

COUNTY OF COOK, a body politic and corporate of the state of Illinois,

Plaintiff,

v.

KELLOGG COMPANY, a Delaware corporation, Defendant.

MEMORANDUM OF LAW IN SUPPORT OF DEFENDANT KELLOGG COMPANY'S PARTIAL MOTION TO DISMISS THE COUNTY OF COOK'S COMPLAINT

Defendant Kellogg Company ("Kellogg") submits this Memorandum in support of its Partial Motion to Dismiss Count II of the County of Cook's ("the County") Complaint pursuant to Federal Rule of Civil Procedure 12(b)(6).

INTRODUCTION

This case is about the County's belated demand that Kellogg pay more than $2 million for past steam heat services that the County had gratuitously provided to Kellogg for nearly ten years, and to previous occupants for over thirty years. From June 2005 until February 2015, the County provided steam heat to a facility owned by Kellogg located at 3124 South Sacramento, Chicago, Illinois ("Facility"). The County never gave Kellogg any notice that it expected payment for this steam, and never charged Kellogg. Instead, in February 2015, after nearly a decade, the County sent Kellogg a bill out of the blue for over $2 million based on a seemingly arbitrary per month charge. The County demanded immediate payment and that Kellogg enter into a service agreement for steam going forward. Kellogg rejected both demands and informed the County that Kellogg did not require steam at the Facility. This suit followed.

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The County's Complaint sets forth two counts, but only Count II is the subject of this Motion.[1] In Count II, the County seeks payment for the provision of steam services based on a theory of quasi-contract. Count II should be dismissed for two reasons. First, Count II should be dismissed because the County does not plead any facts showing that Kellogg's retention of the alleged benefit was in any way unjust or improper. Second, Count II should be dismissed with prejudice because the County's own allegations show that the alleged benefit was provided gratuitously, without any contemporaneous expectation of payment for ten years, and as a result, Kellogg could not have reasonably believed that the County expected payment. Based on the County's insufficient pleadings, Count II should be dismissed with prejudice pursuant to Rule 12(b)(6).

FACTS ALLEGED

In June 2005, Keebler Co., a subsidiary of Kellogg (Keebler Co. and Kellogg will be referred to collectively as "Kellogg"), acquired the Facility at 3124 South Sacramento, and Kellogg has occupied the Facility continuously ever since. (Doc. No. 1, Exhibit A at^J 10.) The County has provided steam heat to the Facility since 1973. (Id. at 11.) The County does not allege that it has ever charged any occupant of the Facility for steam. Nearly ten years after Kellogg purchased the Facility, in February 2015, the County informed Kellogg-for the first time-that it owed the County over $2 million for steam heat that the County provided to the Facility from the date Kellogg acquired the Facility. (Id. at ^\ 13.) At the same time, the County sought to enter into a service agreement with Kellogg for the provision of steam heat in the future. (Id. at 13, Exhibit 3.) Kellogg did not pay the over $2 million demanded by the County and did not agree to the proposed service agreement for steam heat going forward. (Id. at fflj 14-17, Exhibits 4-5.) The

[1] In Count I, the County seeks a declaratory judgment regarding the interpretation of a covenant running with the land located within the 1973 sales contract for the Facility.

County discontinued steam heat service at the Facility at some point after October 9, 2015. (Id. at U 16, Exhibit 5.)

The County's meagre factual allegations are not only insufficient to state an unjust enrichment claim, but they also belie its claim. The County does not allege that prior to February 2015 it ever notified Kellogg that it expected payment for the steam provided. The County does not allege that, prior to February 2015, it ever attempted to enter into a service agreement for Kellogg to pay the County for steam heat. Rather, the County conclusorily asserts that Kellogg "knew that the provision of steam heat would not ordinarily be free of charge"-despite the fact that the County never gave any indication to that the steam was anything but gratuitous. (Id. at 1 24.) The County then baldly states that Kellogg has been unjustly enriched by its provision of steam services. (Id. at U 28.) The County's insufficient and ultimately contradictory allegations show that it is not entitled to relief. This Court should therefore dismiss Count II with prejudice.

ARGUMENT

A motion to dismiss pursuant to Rule 12(b)(6) "tests the sufficiency of the complaint, not the merits of the case." McReynolds v. Merrill Lynch & Co., 694 F.3d 873, 878 (7th Cir. 2012). The allegations must set forth a "short and plain statement of the claim showing that the pleader is entitled to relief." Fed. R. Civ. P. 8(a)(2). A plaintiff need not provide detailed factual allegations but must provide enough factual support to raise his right to relief above a speculative level. Bell Ad. Corp. v. Twombly, 550 U.S. 544, 555 (2007). A complaint must be facially plausible, which means that the pleadings must "allow [ ] the court to draw the reasonable inference that the defendant is liable for the misconduct alleged." Ashcroft v. Iqbal, 556 U.S. 662, 678 (2009).

The claim must be asserted "in sufficient detail to give the defendant 'fair notice of what the...claim is and the grounds upon which it rests.'" E.E.O.C. v. Concenlra HealthServs., Inc., 496

F.3d 773,776 (7th Cir. 2007) (quoting Twombly,550 U.S. at 555).'" A pleading that offers 'labels and conclusions' or a 'formulaic recitation of the elements of a cause of action will not do.'" Iqbal, 556 U.S. at 678. (quoting Twombly,550 U.S. at 555) "Threadbare recitals of the elements of a cause of action, supported by mere conclusory statements," are insufficient to withstand a Rule 12(b)(6) motion to dismiss under Iqbal. Id.

I. The County's Conclusory Unjust Enrichment Claim (Count II) Should Be Dismissed With Prejudice Pursuant to Rule 12(b)(6).

Under Illinois law, a quasi-contract claim for unjust enrichment may be asserted when one party performs a service for the benefit of another, the other party accepts the benefit, and the surrounding circumstances indicate that the service was not intended to be gratuitous. Midwest Emerg. Assocs.-Elgin Ltd. v. Harmony Health Plan of III., Inc., 382 111. App. 3d 973,982 (1st Dist. 2008). "It is not enough that a defendant has received a benefit; rather, circumstances must exist such that the defendant's retention of the benefit would violate the fundamental principles of justice, equity, and good conscience." C. Szabo Contracting, Inc. v. Lorig Const. Co., 2014 IL App (2d) 131328,1124 (internal citation omitted).

The Seventh Circuit has stated that an unjust enrichment claim rests upon some improper conduct by the defendant, not simply the defendant's retention of a benefit. Cleary v. Philip Morris Inc., 656 F.3d 511, 517 (7th Cir. 2011). Moreover, a party who performs services gratuitously, with no expectation of payment for services rendered, cannot claim that another party has been unjustly enriched. Midcoast Aviation, Inc. v. Gen. Elec. Credit Corp., 907 F.2d 732, 740 (7th Cir. 1990). Here, the County fails to state a claim because it does not (and cannot) allege that Kellogg acted improperly or that the surrounding circumstances indicate that the service was not intended to be gratuitous.

A. The County's Unjust Enrichment Claim Should be Dismissed Because the County Fails to Allege Facts Showing that Kellogg's Retention of the Benefit was Improper or Unjust

The County fails to plead facts showing that Kellogg's retention of the alleged benefit was improper or unjust. Count II should consequently be dismissed. Unjust enrichment claims require factual allegations showing that the defendant engaged in some form of improper or unjust conduct. Pennington v. Travelex Currency Services, Inc., 114 F. Supp. 3d 697,706 (N.D. 111. 2015) (citing Cleary 656 F. 3d at 517, and Siegel v. Shell Oil Co., 612 F. 3d 932, 937 (7th Cir.2010)). The mere fact that one party benefits another is not itself sufficient to require restitution under a theory of quasi-contract. Hayes Mechanical, Inc. v. First Industrial, L.P., 351 Ill.App.3d 1, 9 (1st Dist. 2004).

In Murad v. Banks, the court dismissed plaintiffs quantum meruit claim because the plaintiff failed to allege facts showing that defendant's retention of the alleged benefit was unjust. 2015 WL 2455127, at *7 (N.D. 111. May 22, 2015).[2] The plaintiff in Murad sought compensation for construction services undertaken to repair a property owned by defendant. Id. at * 1. Although no contract for the services existed between the plaintiff and defendant, the plaintiff alleged that the defendant, as the owner of the property, owed plaintiff $78,000 for plaintiffs provision of these construction services. Id. The court rejected plaintiffs quasi-contract claim based on these allegations. Id. at *7.

[z] Illinois state and federal courts treat the quasi-contract theories of quantum meruit and unjust enrichment essentially the same, and courts often apply the theories interchangeably. See, e.g., Stark Excavating, Inc. v. Carter Const. Services, Inc , 2012 IL App (4th) 110357, If 37 (citing Hayes Mechanical, Inc. v First Industrial, L.P., 351 Ill.App.3d <http://Ill.App.3d>1, 9 (1st Dist. 2004)) (stating that proof of the same elements is required for quantum meruit and unjust enrichment); see also. Spitz v. Proven Winners N. Am., LLC, 969 F. Supp. 2d 994, 1007 (N.D. 111. 2013) affd> 759 F.3d 724 (7th Cir. 2014) (same); CoveMgmt. v AFLAC, Inc., 2013 ILApp(lst) 120884, 34-35 (referring to quantum meruit and unjust enrichment interchangeably). The only difference between the two claims is the measure of recovery. For a quantum meruit claim, it is the reasonable value of the work and material provided; whereas in an unjust enrichment action, the measure of recovery focuses on the value of the benefit received and retained. Stark Excavating, Inc , 2012 IL App (4th) 110357,1137.

The court reasoned that Illinois law required more than merely alleging that one party benefitted another. Id. Rather, "Illinois law requires a plaintiff seeking recovery in quantum meruit or unjust enrichment to allege facts demonstrating that the defendant's retention of the conferred benefit would be unjust, such as the defendant having requested the work and then refused to pay for it, somehow enticed the work or suggested that it would pay for it, or demanded other work that rendered necessary the additional work sued over." Id. (citing C. Szabo Contracting, Inc., 2014 IL App (2d) 131328, U 42, and Stark Excavating, Inc. v. Carter Const. Services, Inc., 2012 IL App (4th) 110357, % 39). Because the plaintiff failed to allege any facts demonstrating that defendant's retention of the benefit was unjust, the court dismissed plaintiffs quasi-contract claim. Id.

Here, as in Murad, the County fails to allege any facts showing that Kellogg's retention of the alleged benefit was unjust or improper. The County does not allege that Kellogg requested or enticed it to provide steam heat by suggesting or implying that Kellogg would pay for the steam. The County does not even allege that it put Kellogg on notice that it expected payment until February 2015-ten years after Kellogg purchased the property. Under the facts alleged, Kellogg's retention of the purported benefit was not improper or unjust. See Pennington, Inc., 114 F. Supp. 3d at 706 (dismissing plaintiffs unjust enrichment claim where plaintiff failed to allege improper conduct by the defendant). Consequently, Count II should be dismissed for failure to sufficiently plead a claim.

B. The County's Unjust Enrichment Claim Should be Dismissed With Prejudice Because the County Fails to Allege that It Expected Payment for the Steam Provided, and the County's Allegations Show that Kellogg Reasonably Could Not Have Believed the County Expected Payment.

Additionally, quasi-contractual relief, such as unjust enrichment, "is not available where the benefit is conferred officiously or gratuitously,. .. the plaintiff did not contemplate a fee at the

time the services were rendered, or the defendant could not have reasonably believed that plaintiff ' expected a fee." Plastics & Equip. Sales Co., Inc. v. DeSoto, Inc., 91 111. App. 3d 1011, 1017 (1st Dist. 1980) (citing Bloomgarden v. Coyer, 479 F.2d 201 (D.C.Cir.1973)); Knaus v. Dennler, 170 III. App. 3d 746, 750-51 (5th Dist. 1988). The County fails to allege, and cannot allege, that prior to February 2015 it expected payment for the steam provided to the Facility. Moreover, having never received any indication that the County expected payment, Kellogg could not have reasonably believed that the County expected to be paid for steam.

1. The County Never Expected Payment Prior to February 2015. Count II of the County's Complaint should be dismissed because it does not allege that the County expected payment for the steam at any time prior to February 2015. Plastics & Equip. Sales Co., Inc., 91 111. App. 3d at 1017. The County alleges that it has provided steam to the Facility since 1973 (Doc. No. 1, Exhibit A at ^ 11), but it does not allege that it has ever sought payment from any occupant until February 2015. It fails to allege that it charged Kellogg or any previous owner of the Facility for steam heat. Nothing in the County's factual pleadings indicates that it expected payment for steam provided to the Facility at the time the steam was allegedly provided. See Euramca Ecosystems, Inc. v. Roediger Pittsburgh, Inc., 581 F. Supp. 415, 422-23 (N.D. III. 1984) (citing Plastics & Equip. Sales Co., Inc., 91 III. App. 3d at 1017) (stating that quantum meruit relief may not be obtained where plaintiffs do not expect payment for the services at the time the services were performed.)

The County's failure to allege facts demonstrating that it expected payment for the steam when it was provided is fatal to its claim. See Owen Wagener & Co. v. U.S. Bank, 297 111. App. 3d 1045, 1054 (1st Dist. 1998) (affirming dismissal of the plaintiffs quantum meruit claim where the plaintiff failed to allege any expectation of payment for its *services from defendant); see also*

Motorola, Inc. v. Lemko Corp., Case No. 08 C 5427, 2010 WL 960348, at *5 (N.D. 111. Mar. 15, 2010) (dismissing unjust enrichment claim because the counter-plaintiff failed to allege that he expected to benefit from the services he provided to the counter-defendant).

2. Kellogg Could Not Have Believed Payment was Expected. Moreover, based on the County's alleged course of conduct, Kellogg could not have reasonably believed that the County expected payment for the steam. Plastics & Equip. Sales Co., Inc., 91 111. App. 3d at 1017. Though the County conclusorily asserts that Kellogg "knew that the provision of steam heat would not ordinarily be free of charge" (Doc. No. 1, Exhibit A at ^ 24), it also alleges that it demanded payment from Kellogg for the first time in February 2015 (Id. at ^ 26)-even though Kellogg has owned the Facility since 2005 (Id. at ^ 10). Kellogg had no reason to know that the County expected payment because the County never charged Kellogg during Kellogg's entire tenure as owner of the Facility up to that point. The County alleges no facts showing that it had given Kellogg any notice whatsoever that it expected payment. See Berry Law PLLC v. Kraft Foods Group, Inc., 777 F.3d 505, 508 (D.C. Cir. 2015) (affirming dismissal of plaintiffs quasi-contract claim where defendant could not reasonably have known that the plaintiff contemplated payment) (citing Bloomgarden, 479 F.2d at 212). Indeed, as soon as Kellogg discovered that the County expected payment for the steam, Kellogg rejected the proposed service agreement with the County and chose to go without steam. (Doc. No. I, Exhibit A at ffif 13-16, Exhibits 3-5.)

The facts alleged belie the County's conclusory claim for unjust enrichment. The County's pleadings demonstrate that it knowingly provided steam services to the Facility without the expectation of payment for over forty years, and, having never been notified or billed, Kellogg reasonably did not expect to pay for the steam. The County's allegations show that it is not entitled to relief for unjust enrichment. See Tamayo v. Blagojevich, 526 F. 3d 1074, 1086 (7th Cir. 2008) (stating that a plaintiff may plead itself out of court by alleging facts that show it is not entitled to relief). Therefore Count II should be dismissed with prejudice.

CONCLUSION

For the foregoing reasons, and those stated in Kellogg's Partial Motion to Dismiss the County of Cook's Complaint, Kellogg respectfully requests that this Court dismiss with prejudice Count II of Cook County's complaint for failure to state a claim and grant any and all other such relief as this Court may deem just.

Dated: March 24,2016

Respectfully submitted,

KELLOGG COMPANY

By: Isl Robert S. Markin One of Its Attorneys

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mwal 1 in@chiconunes .com

Counsel for Kellogg Company

CERTIFICATE OF SERVICE

I, Robert S. Markin, an attorney, hereby certify that on this 24th day of March 2016, a copy of the foregoing was filed electronically. Notice of this filing will be sent to the following parties by operation of the Court's electronic filing system. Parties may access this filing through the court's system.

Sisavanh Baker
Michael Lapinski
Assistant State's Attorney
500 Richard J. Daley Center
Chicago, Illinois 60602
michael.lapinski@cookcountyiI.gov <mailto:michael.lapinski@cookcountyiI.gov>
Attorney for Plaintiff County of Cook

Isl Robert S. Markin

CITY OF CHICAGO ECONOMIC
DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Kellogg USA Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR
2. [x] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Keebler Company
   —
3. [ ] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1))

- State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: One Kellogg Square
Battle Creek, Ml 49016-3599

C. Telephone: (269) 961-2000 Fax: (269) 660-4178 Email: kevin.kilpatrick@kellogg.com

<mailto:kevin.kilpatrick@kellogg.com>

D. Name of contact person: Kevin Kilpatrick

E. Federal Employer Identification No. (if you have one): (______] ■

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Amendment to existing TIF RDA agreement and resolution in support of renewal of Class 6B at 750 East 110th Street

G. Which City agency or department is requesting this EDS? Department of Planning and Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

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SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

] Person
] Publicly registered business corporation] Privately held business corporation] Sole proprietorship] General partnership] Limited partnership] Trust

[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No [x] Other (please specify) Disclosing Party is a 100% wholly owned, direct subsidiary of Kellogg

Michigan

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[x] Yes [ ] No [ ] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title See attached officer/director listing

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

Page 2 oft4

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
Kellogg Company	One Kellogg Square 100% Battle Creek, Ml 49016-3599	

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [ ] Yes [x|No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [ ] Yes [x| No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

[ ] Yes [x] No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner (s) and describe the financial interest(s).

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether Business retained or anticipated Address to be retained)
Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)
Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

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If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

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3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

See related comment per page 7

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

See related comment per page 7

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section I V, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

With respect to Section V(B)(3)(b) and (c), please see the "Memorandum of law in support of Defendant

Kellogg Company's Partial Motion to Dismiss the County of Cook's complaint" attached at the end of this Economic Disclosure Statement and Affidavit.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during

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UIV^ I ^.-IllUlllll pV^llUu pi ^V^villg, UIV^ OAWV/UllUli Uail> Ul U113 L-ilSU, IU Ull \slll)Jl\jy \JL Cllsl/lVsU ui appUiiiiv^vi

official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having .a retail value of less than $25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[ ] is [x] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is. and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

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If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in

MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):
Not applicable

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x]No

NOTE: If you checked "Yes" to Item D(l), proceed to Items D(2) and D(3). If you checked "No" to Item D(l), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.
Not applicable Does the Matter involve a City Property Sale?

[ ] Yes [ ] No

3. If you checked "Yes" to Item D(l), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:
Not applicable
Name , Business Address . Nature of Financial Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

Not applicable

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(l) above for his or her lobbying activities or to pay any

person or entity to influence or attempt to influence an officer or employee of any agency, as defined

by applicable federal law. a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations. Matter not federally funded - Not applicable

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No [ ] Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [1 No

If you checked "No" to question (1) or (2) above, please provide an explanation:

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.citvofchicago.org/Ethics <http://www.citvofchicago.org/Ethics>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

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CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and Appendices A and B (if applicable), on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and Appendices A and B (if applicable), are true, accurate and complete as of the date furnished to the City.

Kellogg USA Inc.

(Sign here)

(Print or type name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on (date) fflftCOh ^ J^O/$,

VICKIE L VAN HORN
Notary Public
Calhoun County, Michigan
My Commission Ercires
^anuarytar202t-
Notary Public
. Commission expires:

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City of Chicago
Economic Disclosure Statement and Affidavit Section 11(B)(1) - Officer and director list

Name	Officer title	Director
Hirst, Alistair D.	Executive Vice President	
Libbing, Michael J.	Vice President	
Pilnick, Gary H.	Executive Vice President and Secretary	X
Renwick IV, John P.	Vice President/CFO, Finance	
Schell, Richard W.	Vice President and Assistant Treasurer	
VanderKooi, Joel A.	Vice President and Treasurer	X
Haigh, Todd W.	Vice President and Assistant Secretary	X
Kilpatrick, Kevin S.	Assistant Treasurer	

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IN THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

COUNTY OF COOK, a body politic and) corporate of the state of Illinois,)
) Case No. 16-cv-3399 Plaintiff,)
) Judge John Z. Lee v.)
) Magistrate Judge Maria Valdez KELLOGG COMPANY, a Delaware corporation,)

Defendant.)

MEMORANDUM OF LAW IN SUPPORT OF DEFENDANT KELLOGG COMPANY'S PARTIAL MOTION TO DISMISS THE COUNTY OF COOK'S COMPLAINT

Defendant Kellogg Company ("Kellogg") submits this Memorandum in support of its Partial Motion to Dismiss Count II of the County of Cook's ("the County") Complaint pursuant to

Federal Rule of Civil Procedure 12(b)(6).

INTRODUCTION

This case is about the County's belated demand that Kellogg pay more than $2 million for past steam heat services that the County had gratuitously provided to Kellogg for nearly ten years, and to previous occupants for over thirty years. From June 2005 until February 2015, the County provided steam heat to a facility owned by Kellogg located at 3124 South Sacramento, Chicago, Illinois ("Facility"). The County never gave Kellogg any notice that it expected payment for this steam, and never charged Kellogg. Instead, in February 2015, after nearly a decade, the County sent Kellogg a bill out of the blue for over $2 million based on a seemingly arbitrary per month charge. The County demanded immediate payment and that Kellogg enter into a service agreement for steam going forward. Kellogg rejected both demands and informed the County that Kellogg did not require steam at the Facility. This suit followed.

The County's Complaint sets forth two counts, but only Count II is the subject of this Motion.[1] In Count II, the County seeks payment for the provision of steam services based on a theory of quasi-contract. Count II should be dismissed for two reasons. First, Count II should be dismissed because the County does not plead any facts showing that Kellogg's retention of the alleged benefit was in any way unjust or improper. Second, Count II should be dismissed with prejudice because the County's own allegations show that the alleged benefit was provided gratuitously, without any contemporaneous expectation of payment for ten years, and as a result, Kellogg could not have reasonably believed that the County expected payment. Based on the County's insufficient pleadings, Count II should be dismissed with prejudice pursuant to Rule 12(b)(6).

FACTS ALLEGED

In June 2005, Keebler Co., a subsidiary of Kellogg (Keebler Co. and Kellogg will be referred to collectively as "Kellogg"), acquired the Facility at 3124 South Sacramento, and Kellogg has occupied the Facility continuously ever since. (Doc. No. 1, Exhibit A at H 10.) The County has provided steam heat to the Facility since 1973. (Id. at 11.) The

County does not allege that it has ever charged any occupant of the Facility for steam. Nearly ten years after Kellogg purchased the Facility, in February 2015, the County informed Kellogg-for the first time-that it owed the County over $2 million for steam heat that the County provided to the Facility from the date Kellogg acquired the Facility. (Id. at \ 13.) At the same time, the County sought to enter into a service agreement with Kellogg for the provision of steam heat in the future. (Id. at % 13, Exhibit 3.) Kellogg did not pay the over $2 million demanded by the County and did not agree to the proposed service agreement for steam heat going forward. (Id. at Iff 14-17, Exhibits 4-5.) The

[1] In Count'I, the County seeks a declaratory judgment regarding the interpretation of a covenant running with the land located within the 1973 sales contract for the Facility.

County discontinued steam heat service at the Facility at some point after October 9, 2015. (Id. at If 16, Exhibit 5.)

The County's meagre factual allegations are not only insufficient to state an unjust enrichment claim, but they also belie its claim. The County does not allege that prior to February 2015 it ever notified Kellogg that it expected payment for the steam provided. The County does not allege that, prior to February 2015, it ever attempted to enter into a service agreement for Kellogg to pay the County for steam heat. Rather, the County conclusorily asserts that Kellogg "knew that the provision of steam heat would not ordinarily be free of charge"-despite the fact that the County never gave any indication to that the steam was anything but gratuitous. (Id. at 24.) The County then baldly states that Kellogg has been unjustly enriched by its provision of steam services. (Id. at K 28.) The County's insufficient and ultimately contradictory allegations show that it is not entitled to relief. This Court should therefore dismiss Count II with prejudice.

ARGUMENT

A motion to dismiss pursuant to Rule 12(b)(6) "tests the sufficiency of the complaint, not the merits of the case." McReynolds v. Merrill Lynch & Co., 694 F.3d 873, 878 (7th Cir. 2012). The allegations must set forth a "short and plain statement of the claim showing that the pleader is entitled to relief." Fed. R. Civ. P. 8(a)(2). A plaintiff need not provide detailed factual allegations but must provide enough factual support to raise his right to relief above a speculative level. Bell All. Corp. v. Twombly, 550 U.S. 544, 555 (2007). A complaint must be facially plausible, which means that the pleadings must "allow [ ] the court to draw the reasonable inference that the defendant is liable for the misconduct alleged." Ashcroft v. Iqbal, 556 U.S. 662, 678 (2009).

The claim must be asserted "in sufficient detail to give the defendant 'fair notice of what the...claim is and the grounds upon which it rests.'" E.E.O.C. v. Concentra HealthServs., Inc., 496

F.3d 773, 776 (7th Cir. 2007) (quoting Twombly,550 U.S. at 555). "A pleading that offers 'labels and conclusions' or a 'formulaic recitation of the elements of a cause of action will not do.'" Iqbal, 556 U.S. at 678. (quoting Twombly,550 U.S. at 555) "Threadbare recitals of the elements of a cause of action, supported by mere conclusory statements," are insufficient to withstand a Rule 12(b)(6) motion to dismiss under Iqbal. Id.

I. The County's Conclusory Unjust Enrichment Claim (Count II) Should Be Dismissed With Prejudice Pursuant to Rule 12(b)(6).

Under Illinois law, a quasi-contract claim for unjust enrichment may be asserted when one party performs a service for the benefit of another, the other party accepts the benefit, and the surrounding circumstances indicate that the service was not intended to be gratuitous. Midwest Emerg. Assocs.-Elgin Ltd. v. Harmony Health Plan of III., Inc., 382 III. App. 3d 973, 982 (1st Dist. 2008). "It is not enough that a defendant has received a benefit; rather, circumstances must exist such that the defendant's retention of the benefit would violate the fundamental principles of justice, equity, and good conscience." C. Szabo Contracting, Inc. v. Lorig Const. Co., 2014 IL App (2d) 131328,124 (internal citation omitted).

The Seventh Circuit has stated that an unjust enrichment claim rests upon some improper conduct by the defendant, not simply the defendant's retention of a benefit. Cleary v. Philip Morris Inc., 656 F.3d 511, 517 (7th Cir. 2011). Moreover, a party who performs services gratuitously, with no expectation of payment for services rendered, cannot claim that another party has been unjustly enriched. Midcoast Aviation, Inc. v. Gen. Elec. Credit Corp., 907 F.2d 732, 740 (7th Cir. 1990). Here, the County fails to state a claim because it does not (and cannot) allege that Kellogg acted improperly or that the surrounding circumstances indicate that the service was not intended to be gratuitous.

A. The County's Unjust Enrichment Claim Should be Dismissed Because the County Fails to Allege Facts Showing that Kellogg's Retention of the Benefit was Improper or Unjust.

The County fails to plead facts showing that Kellogg's retention of the alleged benefit was improper or unjust. Count II should consequently be dismissed. Unjust enrichment claims require factual allegations showing that the defendant engaged in some form of improper or unjust conduct. Pennington v. Travelex Currency Services, Inc., 114 F. Supp. 3d 697,706 (N.D. 111. 2015) (citing Cleary 656 F. 3d at 517, and Siegel v. Shell Oil Co., 612 F. 3d 932, 937 (7th Cir.2010)). The mere fact that one party benefits another is not itself sufficient to require restitution under a theory of quasi-contract. Hayes Mechanical, Inc. v. First Industrial, L.P., 351 IH.App.3d 1, 9 (1st Dist. 2004).

In Murad v. Banks, the court dismissed plaintiffs quantum meruit claim because the plaintiff failed to allege facts showing that defendant's retention of the alleged benefit was unjust. 2015 WL 2455127, at *7 (N.D. 111. May 22,2015).[2] The plaintiff in Murad sought compensation for construction services undertaken to repair a property owned by defendant. Id. at * 1. Although no contract for the services existed[1] between the plaintiff and defendant, the plaintiff alleged that the defendant, as the owner of the property, owed plaintiff $78,000 for plaintiffs provision of these construction services. Id. The court rejected plaintiffs quasi-contract claim based on these allegations. Id. at *7.

[2] Illinois state and federal courts treat the quasi-contract theories of quantum meruit and unjust enrichment essentially the same, and courts often apply the theories interchangeably. See, e.g., Stark Excavating, Inc. v. Carter Const. Services, Inc., 2012 IL App (4th) 110357, U 37 (citing Hayes Mechanical, Inc. v. First Industrial, L.P., 351 Ill.App.3d 1, 9 (1st Dist. 2004)) (stating that proof of the same elements is required for quantum meruit and unjust enrichment); see also. Spitz v. Proven Winners N. Am., LLC, 969 F. Supp. 2d 994, 1007 flsTD. 111. 2013) affa\ 759 F.3d 724 (7th Cir. 2014) (same); Cove Mgmt. v AFLAC. Inc, 2013 ILApp(lst) 120884,^34-35 (referring to quantum meruit and unjust enrichment interchangeably). The only difference between the two claims,is the measure of recovery. For a quantum meruit claim, it is the reasonable value of the work and material provided; whereas in an unjust enrichment action, the measure of recovery focuses on the value of the benefit received and retained. Stark Excavating, Inc., 2012 IL App (4th) 110357,1)37.

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The court reasoned that Illinois law required more than merely alleging that one party benefitted another. Id. Rather, "Illinois law requires a plaintiff seeking recovery in quantum meruit or unjust enrichment to allege facts demonstrating that the defendant's retention of the conferred benefit would be unjust, such as the defendant having requested the work and then refused to pay for it, somehow enticed the work or suggested that it would pay for it, or demanded other work that rendered necessary the additional work sued over." Id. (citing C. Szabo Contracting, Inc., 2014 IL App (2d) 131328, K 42, and Stark Excavating, Inc. v. Carter Const. Services, Inc., 2012 IL App (4th) 110357, If 39). Because the plaintiff failed to allege any facts demonstrating that defendant's retention of the benefit was unjust, the court dismissed plaintiffs quasi-contract claim. Id.

Here, as in Murad, the County fails to allege any facts showing that Kellogg's retention of the alleged benefit was unjust or improper. The County does not allege that Kellogg requested or enticed it to provide steam heat by suggesting or implying that Kellogg would pay for the steam. The County does not even allege that it put Kellogg on notice that it expected payment until February 2015-ten years after Kellogg purchased the property. Underthe facts alleged, Kellogg's retention of the purported benefit was not improper or unjust. See Pennington, Inc., 114 F. Supp. 3d at 706 (dismissing plaintiffs unjust enrichment claim where plaintiff failed to allege improper conduct by the defendant). Consequently, Count II should be dismissed for failure to sufficiently plead a claim.

B. The County's Unjust Enrichment Claim Should be Dismissed With Prejudice Because the County Fails to Allege that It Expected Payment for the Steam Provided, and the County's Allegations Show that Kellogg Reasonably Could Not Have Believed the County Expected Payment.

Additionally, quasi-contractual relief, such as unjust enrichment, "is not available where the benefit is conferred officiously or gratuitously,. .. the plaintiff did not contemplate a fee at the

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time the services were rendered, or the defendant could not have reasonably believed that plaintiff expected a fee." Plastics & Equip. Sales Co., Inc. v. DeSoto, Inc., 91 111. App. 3d 1011, 1017 (1st Dist. 1980) (citing Bloomgarden v. Coyer, 479 F.2d 201 (D.C.Cir.1973)); Knaus v. Dennler, 170 111. App. 3d 746, 750-51 (5th Dist. 1988). The County fails to allege, and cannot allege, that prior to February 2015 it expected payment for the steam provided to the Facility. Moreover, having never received any indication that the County expected payment, Kellogg could not have reasonably believed that the County expected to be paid for steam.

1. The County Never Expected Payment Prior to February 2015.

Count II of the County's Complaint should be dismissed because it does not allege that the County expected payment for the steam at any time prior to February 2015. Plastics & Equip. Sales Co., Inc., 91 III. App. 3d at 1017. The County alleges that it has provided steam to the Facility since 1973 (Doc. No. 1. Exhibit A at 1j 11), but it does not allege that it has ever sought payment from any occupant until February 2015. It fails to allege that it charged Kellogg or any previous owner of the Facility for steam heat. Nothing in the County's factual pleadings indicates that it expected payment for steam provided to the Facility at the time the steam was allegedly provided. See'Euramca Ecosystems, Inc. v. Roediger Pittsburgh, Inc., 581 F. Supp. 415, 422-23 (N.D. 111. 1984) (citing Plastics & Equip. Sales Co., Inc., 91 III. App. 3d at 1017) (stating that quantum meruit relief may not be obtained where plaintiffs do not expect payment for the services at the time the services were performed.)

The County's failure to allege facts demonstrating that it expected payment for the steam when it was provided is fatal to its claim. See Owen Wagener & Co. v. U.S. Bank, 297 111. App. 3d 1045, 1054 (1st Dist. 1998) (affirming dismissal of the plaintiffs quantum meruit claim where the plaintiff failed to allege any expectation of payment for its services from defendant); see also

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Motorola, Inc. v. Lemko Corp., Case No. 08 C 5427, 2010 WL 960348, at *5 (N.D. 111. Mar. 15, 2010) (dismissing unjust enrichment claim because the counter-plaintiff failed to allege that he expected to benefit from the services he provided to the counter-defendant).

2. Kellogg Could Not Have Believed Payment was Expected. Moreover, based on the County's alleged course of conduct, Kellogg could not have reasonably believed that the County expected payment for the steam. Plastics & Equip. Sales Co., Inc., 91 111. App. 3d at 1017. Though the County conclusorily asserts that Kellogg "knew that the provision of steam heat would not ordinarily be free of charge" (Doc. No. 1, Exhibit A at ^ 24), it also alleges that it demanded payment from Kellogg for the first time in February 2015 (Id. at H 26)-even though Kellogg has owned the Facility since 2005 (Id. at ^10). Kellogg had no reason to know that the County expected payment because the County never charged Kellogg during Kellogg's entire tenure as owner of the Facility up to that point. The County alleges no facts showing that it had given Kellogg any notice whatsoever that it expected payment. See Berry Law PLLC v. Kraft Foods Group, Inc., Ill F.3d 505, 508 (D.C. Cir. 2015) (affirming dismissal of plaintiff s quasi-contract claim where defendant could not reasonably have known that the plaintiff contemplated payment) (citing Bloomgarden, 479 F.2d at 212). Indeed, as soon as Kellogg discovered that the County expected payment for the steam, Kellogg rejected the proposed service agreement with the County and chose to go without steam. (Doc. No. 1, Exhibit A at Yh 13-16, Exhibits 3-5.)

The facts alleged belie the County's conclusory claim for unjust enrichment. The County's pleadings demonstrate that it knowingly provided steam services to the Facility without the expectation of payment for over forty years, and, having never been notified or billed, Kellogg reasonably did not expect to pay for the steam. The County's allegations show that it is not entitled

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to relief for unjust enrichment. See Tamayo v. Blagojevich, 526 F. 3d 1074, 1086 (7th Cir. 2008) (stating that a plaintiff may plead itself out of court by alleging facts that show it is not entitled to relief). Therefore Count II should be dismissed with prejudice.

CONCLUSION

For the foregoing reasons, and those stated in Kellogg's Partial Motion to Dismiss the County of Cook's Complaint, Kellogg respectfully requests that this Court dismiss with prejudice Count II of Cook County's complaint for failure to state a claim and grant any and all other such relief as this Court may deem just.

Dated: March 24,2016 ' Respectfully submitted,

KELLOGG COMPANY

By: /s/Robert S. Markin One of Its Attorneys

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CERTIFICATE OF SERVICE

I, Robert S. Markin, an attorney, hereby certify that on this 24th day of March 2016, a copy of the foregoing was filed electronically. Notice of this filing will be sent to the following parties

by operation of the Court's electronic filing system. Parties may access this filing through the

court's system.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM10-K

3 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 30, 2017

3 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For The Transition Period From To Commission

file number 1-4171

Kellogg Company

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of Incorporation or organization)

(I.R.S. Employer Identification No.)

One Kellogg Square
Battle Creek, Michigan 49016-3599

(Address of Principal Executive Offices)

Registrant's telephone number: (269) 961-2000

Securities registered pursuant to Section 12(b) of the Securities Act:

Title of each class:	Name of each exchange on which registered:
Common Stock, $.25 par value per share	New York Stock Exchange
1.750% Senior Notes due 2021	New York Stock Exchange
0.800% Senior Notes due 2022	New York Stock Exchange
1.000% Senior Notes due 2024	New York Stock Exchange
1.250% Senior Notes due 2025	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Securities Act: None Indicate by a check mark if the registrant is a

well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes 0 No □ Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes O No 0

Note - Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 0 No □

Indicate by check mark whether the registrant has submitted electronically and posted on its website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes 0 No □

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. 0

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer 0

Non-accelerated filer □ (Do not check if a smaller reporting company)

Accelerated filer □

Smaller reporting company □
Emerging growth company □

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. □
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes D No 0

The aggregate market value of the common stock held by non-affiliates of the registrant (assuming for purposes of this computation only that the W. K. Kellogg Foundation Trust, directors and executive officers may be affiliates) as of the close of business on July 1, 2017 was approximately $18.9 billion based on the closing price of $68.34 for one share of common stock, as reported for the New York Stock Exchange on that date.

As of January 27, 2018, 345,748,749 shares of the common stock of the registrant were issued and outstanding.

Parts of the registrant's Proxy Statement for the Annual Meeting of Shareowners to be held on April 27, 2018 are incorporated by reference into Part III of this Report.

3ART I

TEM 1. BUSINESS

fhe Company. Kellogg Company, founded in 1906 and incorporated in Delaware in 1922, and its subsidiaries are engaged in the manufacture and narketing of ready-to-eat cereal and convenience foods.

The address of the principal business office of Kellogg Company is One Kellogg Square, P.O. Box 3599, Battle Creek, Michigan 49016-3599. Unless) therwise specified or indicated by the context, "Kellogg," "we," "us" and "our" refer to Kellogg Company, its divisions and subsidiaries.

zinancial Information About Segments. Information on segments is located in Note 18 within Notes to the Consolidated Financial Statements.

Principal Products. Our principal products are snacks, such as cookies, crackers, savory snacks, toaster pastries, cereal bars, granola bars and bites, ruit-flavored snacks; and convenience foods, such as, ready-to-eat cereals, frozen waffles and veggie foods. These products were, as of February 20, 2018 , manufactured by us in 21 countries and marketed in more than 180 countries. They are sold to retailers through direct sales forces for resale to xmsumers. We use broker and distributor arrangements for certain products and channels, as well as less-developed market areas or in those market areas outside of our focus.

Dur snacks brands are marketed under brands such as Kellogg's, Keebler, Cheez-lt, Pringles, Murray, Austin, Famous Amos, Parati, and RXBAR Our cereals and cereal bars are generally marketed under the Kellogg's name, with some under the Kashi and Bear Naked brands. Our frozen Foods are marketed under the Eggo and Morningstar Farms brands.

Ale also market cookies, crackers, crisps, and other convenience foods, under brands such as Kellogg's, Keebler, Cheez-lt, Pringles, Murray, Austin and Famous Amos, to supermarkets in the United States through a variety of distribution methods.

Additional information pertaining to the relative sales of our products for the years 2015 through 2017 is located in Note 18 within Notes to the Consolidated Financial Statements, which are included herein under Part II, Item 8.

Corporate responsibility and sustainability. Climate change and food security are core business issues for Kellogg to ensure the long-term health and viability of the ingredients we use in our products. The Social Responsibility & Public Policy Committee of our Board of Directors oversees the company's sustainability efforts and climate policy. All four committee members are independent. At the executive level, environmental and social issues in our supply chain are overseen by our Chief Sustainability Officer and are aligned and included in parallel work streams within internal audit and audit committee. Policies and strategies regarding these topics are aligned in the organization's lobbying, advocacy, and membership efforts. In multi-stakeholder initiatives, Kellogg partners with suppliers, customers, governments and non-governmental organizations, including the World Business Council for Sustainable Development and the Consumer Goods Forum.

Kellogg Company relies on natural capital including energy for product manufacturing and distribution, water as an ingredient, for facility cleaning arid steam power, and food crops and commodities as an ingredient. These natural capital dependencies are at risk of shortage, price volatility, regulation, and quality impacts due to climate change which is assessed as part of Kellogg's overall enterprise risk management approach. Specific risks including water stress and social accountability are specifically identified and assessed on a regular basis, especially in emerging market expansion that fuels company growth. Due to these risks, Kellogg has implemented major short- and long-term initiatives to mitigate and adapt to these environmental pressures, as well as the resulting challenge of food security.

Global sustainability commitments. Kellogg has committed to improving efficiency in its owned manufacturing footprint by reducing water use, total waste, energy use, and greenhouse gas (GHG) emissions by 15% per metric tonne of food produced by 2020 from a 2015 baseline. We will report 2017 energy, GHG, and water use reductions in our 2017/2018 Corporate Responsibility Report. The goal is to reduce the risk of disruptions from unexpected constraints in natural resource availability or impacts on raw material pricing. Additionally, Kellogg is committed to implement water reuse projects in at least 25% of our plants by 2020 from a 2015 baseline, with a specific focus on plants located in water stressed areas. Kellogg has committed to responsibly sourcing our ten priority ingredients as determined by environmental, social, and business risk by 2020 by partnering with suppliers and farmers to

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measure continuous improvement. In addition, Kellogg established third-party approved science-based targets to reduce absolute Scope 1 and 2 greenhouse emissions by 65% and Scope 3 greenhouse emissions by 50% by 2050 from a 2015 baseline. Through these commitments, Kellogg supports the United Nations Sustainable Development Goal #13 to take urgent action to combat climate change and its impacts.

In 2016, the manufacturing organization led sustainability efforts that resulted in a reduction in water use by 2.7%, energy use by 0.1%, an increase in GHG emissions by 1.8% per metric tonne of food produce compared to a 2015 baseline. In the first year of our science-based targets, we've reduced absolute Scope 1 and 2 emissions by 0.2%. Numerous factors contributed to our increased GHG emissions, including 1) in several countries where we operate, drought conditions have decreased the generation of clean energy from hydropower; 2) the decreasing prices of fossil fuels has encouraged some countries to generate more electricity from these non-renewable sources; and 3) our growing Pringles® business requires more energy (and water) to produce than other Kellogg foods. In September 2017, Kellogg joined RE100, an industry platform working together towards 100% renewable electricity, increasing our use of renewable electricity will lower business risk and reduce GHG emissions.

Food Loss and Waste: As a global food company, Kellogg is committed to addressing the critical issues of climate and food security, and we're committed to address food loss and waste. Kellogg supports the United Nations Sustainable Development Goal (SDG) 12.3, to halve per capita global food waste at the retail and consumer levels and reduce food losses along production and supply chains, including post-harvest losses, by 2030. These goals are aligned with Kellogg commitments to reduce waste, with a focus on food waste across our end-to-end supply chain. And through our global signature cause platform, Breakfasts for Better Days™ we're donating food for hunger relief that may otherwise go to waste.

Breakfasts for BetterDays: In 2016, this global social purpose platform expanded with the intent to contribute to food security - aiigned to United Nations Sustainable Development Goal #2 SDG 2: End hunger, achieve food security and improved nutrition, and promote sustainable agriculture. The goal of the program is to create 3 billion Better Days by 2025 to address food security risks that can impact the Company as well as create opportunity to engage consumers. The Company's five key commitments include food donations, expansion of breakfast clubs, supporting 500,000 farmers, committing to 45,000 employee volunteer days, and engaging 300 million people to join Kellogg in its hunger relief efforts. Through Breakfasts for Better Days, Kellogg has helped make billions of days better for people in need, providing 1.9 billion servings of food since 2013.

As a grain-based food company, the success of Kellogg Company is dependent on having timely access to high quality, low cost ingredients, water and energy for manufacturing globally. Risks are identified annually through annual reporting and evaluated in the short (<3 years), medium (3-6 years) and long terms (>6 years). The Company has incorporated the risks and opportunities of climate change and food security as part of the Global 2020 Growth Strategy and global Heart and Soul Strategy by continuing to identify risk, incorporate sustainability indicators into strategic priorities, and report regularly to leadership, the Board, and publicly. While these risks are not currently impacting business growth, they must be monitored, evaluated, and mitigated.

Flaw Materials. Agricultural commodities, including corn, wheat, potato flakes, vegetable oils, sugar and cocoa, are the principal raw materials used in our products. Cartonboard, corrugate, and plastic are the principal packaging materials used by us. We continually monitor world supplies and prices of such commodities (which include such packaging materials), as well as government trade policies. The cost of such commodities may fluctuate widely due to government policy and regulation, weather conditions, climate change or other unforeseen circumstances. Continuous efforts are made to maintain and improve the quality and supply of such commodities for purposes of our short-term and long-term requirements.

The principal ingredients in the products produced by us in the United States include corn grits, wheat and wheat derivatives, potato flakes, oats, rice, cocoa and chocolate, soybeans and soybean derivatives, various fruits, sweeteners, vegetable oils, dairy products, eggs, and other ingredients, which are obtained from various sources. While most of these ingredients are purchased from sources in the United States, some materials are imported due to regional availability and specification requirements.

We enter into long-term contracts for the materials described in this section and purchase these items on the open market, depending on our view of possible price fluctuations, supply levels, and our relative negotiating power. While the cost of some of these materials has, and may continue to increase over time, we believe that we will be able to purchase an adequate supply of these items as needed. As further discussed herein under Part II, Item 7A, we also use commodity futures and options to hedge some of our costs.

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!aw materials and packaging needed for internationally based operations are available in adequate supply and are sourced both locally and imported "om countries other than those where used in manufacturing.

Jatural gas and propane are the primary sources of energy used to power processing ovens at major domestic and international facilities, although :ertain locations may use electricity, oil, propane or solar cells on a back-up or alternative basis. In addition, considerable amounts of diesel fuel are ised in connection with the distribution of our products.

ʳrademarks and Technology. Generally, our products are marketed under trademarks we own. Our principal trademarks are our housemarks, brand tames, slogans, and designs related to cereals, snacks and various other foods manufactured and marketed by us, and we also grant licenses to third >arties to use these marks on various goods. These trademarks include Kellogg's for cereals, convenience foods and our other products, and the >rand names of certain ready-to-eat cereals, including All-Bran, Apple Jacks, Choco Zucaritas, Cocoa Krispies, Kellogg's Corn Flakes, Corn ³ops, Cracklin' Oat Bran, Crispix, Eggo, Froot Loops, Kellogg's Frosted Flakes, Krave, Frosted Krispies, Frosted Mini-Wheats, Mueslix, Pops, Kellogg's Raisin Bran, Raisin Bran Crunch , Rice Krispies, Rice Krispies Treats, Smacks/Honey Smacks, Special K, Special K Nourish, Special K Red Berries and Zucaritas in the United States and elsewhere; Sucrilhos, Krunchy Granola, Kellogg's Extra, Kellness, Miisli, and Choco Krispis for cereals in Latin America; Vector in Canada; Ancient Legends, Coco Pops, Choco Krispies, Frosties, Fruit 'N Fibre, Kellogg's Orunchy Nut, Krave, Honey Loops, Kellogg's Extra, Country Store, Smacks, Pops, Honey Bsss, Croco Copters, W.K. Kellogg, Toppas and Tresor for cereals in Europe; and Froot Ring, Guardian, Just Right, Sultana Bran, Frosties, Rice Bubbles, Nutri-Grain, and Sustain for cereals in ^sia and Australia. Additional trademarks are the names of certain combinations of ready-to-eat Kellogg's cereals, including Fun Pak and Variety.

Other brand names include Kellogg's Corn Flake Crumbs; All-Bran, Choco Krispis, Crunchy Nut, Frutela, Special K, Squares, Zucaritas and Sucrilhos for cereal bars; Pop-Tarts for toaster pastries; Eggo and Nutri-Grain for frozen waffles and pancakes; Eggo, Special K and MorningStar Farms for breakfast sandwiches; Rice Krispies Treats for convenience foods; Special K protein shakes; Nutri-Grain cereal bars for convenience foods in the United States and elsewhere; K-Time, Split Stix, Be Natural, Sunibrite and LCMs for convenience foods in Australia; Choco Krispies, Coco Pops, and Rice Krispies Squares for convenience foods in Europe; Kashi for certain cereals, convenience foods, frozen foods, powders and pilaf; GoLean for cereals and nutrition bars; Special K and Vector for meal bars; Bear Naked for granola cereal and snack bites, Pringles for potato crisps, corn crisps, grain and vegetable crisps and potato sticks; and Morningstar Farms and Gardenburger for certain meat alternatives.

We also market convenience foods under trademarks and tradenames which include Keebler, Austin, Cheez-lt, Chips Deluxe, Club, E. L. Fudge, Famous Amos, Fudge Shoppe, Gripz, Krispy, Mlnueto, Mother's, Murray, Murray Sugar Free, Parati, Ready Crust, RXBAR, Sandies, Special K, Soft Batch, Simply Made, Stretch Island, Sunshine, Toasteds, Town House, Trink, Vienna Fingers, Zesta and Zoo Cartoon. One of our subsidiaries is also the exclusive licensee of the Carr's cracker line in the United States.

Our trademarks also include logos and depictions of certain animated characters in conjunction with our products, including Snapl Crackle! Pop! for Cocoa Krispies and Rice Krispies cereals and Rice Krispies Treats convenience foods; Tony the Tiger for Kellogg's Frosted Flakes, Zucaritas, Sucrilhos and Frosties cereals and convenience foods; Ernie Keebler for cookies, convenience foods and other products; the Hollow Tree logo for certain convenience foods; Toucan Sam for Froot Loops cereal; Dig 'Em for Smacks/Honey Smacks cereal; Sunny for Kellogg's Raisin Bran and Raisin Bran Crunch cereals; Coco the Monkey for Coco Pops and Chocos cereal; Cornelius (aka Comelio) for Kellogg's Corn Flakes ; Melvin the Elephant for certain cereal and convenience foods; Chocovore and Sammy the Seal (aka Smaxey the Seal) for certain cereal products; and Mr. P or Julius Pringles for Pringles potato crisps, corn crisps, grain and vegetable crisps and potato sticks.

The slogans The Original & Best, They're Gr-r-reat!, Show Your Stripes and Follow Your Nose, are used in connection with our ready-to-eat cereals, along with L' Eggo my Eggo , used in connection with our frozen waffles, pancakes, French toast sticks and breakfast sandwiches, Uncommonly Good and It Takes Heart To Make a Good Cookie used in connection with convenience food products, Taste.lt <http://Taste.lt> To Believe It used in connection with meat alternatives and Pop Play Eat used in connection with potato crisps are also important Kellogg trademarks.

The trademarks listed above, among others, when taken as a whole, are important to our business. Certain individual trademarks are also important to our business. Depending on the jurisdiction, trademarks are generally valid as long as they are in use and/or their registrations are properly maintained and they have not been found to

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have become generic. Registrations of trademarks can also generally be renewed indefinitely as long as the trademarks are in use.

We consider that, taken as a whole, the rights under our various patents, which expire from time to time, are a valuable asset, but we do not believe that our businesses are materially dependent on any single patent or group of related patents. Our activities under licenses or other franchises or concessions which we hold are similarly a valuable asset, but are not believed to be material.

Seasonality. Demand for our products has generally been approximately level throughout the year, although some of our convenience foods have a bias for stronger demand in the second half of the year due to events and holidays. We also custom-bake cookies for the Girl Scouts of the U.S.A., which are principally sold in the first quarter of the year.

Working Capital. A description of our working capital is included in the Liquidity section of MD&A within Item 7 of this report.

Customers. Our largest customer, Wal-Mart Stores, Inc. and its affiliates, accounted for approximately 20% of consolidated net sales during 2017 , comprised principally of sales within the United States. At December 30, 2017 , approximately 17% of our consolidated receivables balance and 26% of our U.S. receivables balance was comprised of amounts owed by Wal-Mart Stores, Inc. and its affiliates. No other customer accounted for greater than 10% of net sales in 2017 . During 2017 , our top five customers, collectively, including Wal-Mart, accounted for approximately 35% of our consolidated net sales and approximately 49% of U.S. net sales. There has been significant worldwide consolidation in the grocery industry and we believe that this trend is likely to continue. Although the loss of any large customer for an extended length of time could negatively impact our sales and profits, we do not anticipate that this will occur to a significant extent due to the consumer demand for our products and our relationships with our customers. Our products have been generally sold through our own sales forces and through broker and distributor arrangements, and have been generally resold to consumers in retail stores, restaurants, and other food service establishments.

Backlog. For the most part, orders are filled within a few days of receipt and are subject to cancellation at any time prior to shipment. The backlog of any unfilled orders at December 30, 2017 and December 31, 2016 was not material to us.

Competition. We have experienced, and expect to continue to experience, intense competition for sales of all of our principal products in our major product categories, both domestically and internationally. Our products compete with advertised and branded products of a similar nature as well as unadvertised and private label products, which are typically distributed at lower prices, and generally with other food products. Principal methods and factors of competition include new product introductions, product quality, taste, convenience, nutritional value, price, advertising and promotion.

Research and Development. Research to support and expand the use of our existing products and to develop new food products is carried on at the W. K. Kellogg Institute for Food and Nutrition Research in Battle Creek, Michigan, and at other locations around the world. Our expenditures for research and development were approximately (in millions): 2017 -$148; 2016 -$182; 2015-$193.

Regulation. Our activities in the United States are subject to regulation by various government agencies, including the Food and Drug Administration, Federal Trade Commission and the Departments of Agriculture, Commerce and Labor, as well as voluntary regulation by other bodies. Various state and local agencies also regulate our activities. Other agencies and bodies outside of the United States, including those of the European Union and various countries, states and municipalities, also regulate our activities.

Environmental Matters. Our facilities are subject to various U.S. and foreign, federal, state, and local laws and regulations regarding the release of material into the environment and the protection of the environment in other ways. We are not a party to any material proceedings arising under these regulations. We believe that compliance with existing environmental laws and regulations will not materially affect our consolidated financial condition or our competitive position.

Employees. At December 30, 2017 , we had approximately 33,000 employees.

Financial Information About Geographic Areas. Information on geographic areas is located in Note 18 within Notes to the Consolidated Financial Statements, which are included herein under Part II, Item 8.

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xecutive Officers. The names, ages, and positions of our executive officers (as of February 20, 2018) are listed below, together with their business xperience. Executive officers are elected annually by the Board of Directors.

1/77/7 Banati 49 ienior Vice President, Kellogg Company 'resident, Asia Pacific

1r. Banati assumed his current position in March 2012. Prior to joining Kellogg Company, he served in a variety of board and leadership roles at Kraft oods, Cadbury Schweppes and Procter & Gamble. Mr. Banati has worked extensively across the Asia Pacific region, particularly in Australia, India, Jhina, Japan, Korea, Southeast Asia and Singapore. At Kraft Foods, he was President, North Asia and Asia Pacific strategy, leading the company's 'perations in Japan, Korea, Taiwan, Hong Kong and Singapore. Prior to that, Mr. Banati served as President, Pacific, for Cadbury Schweppes, leading s Australia, New Zealand, Japan and Singapore operations. He was also Chairman of Cadbury Schweppes Australia Limited.

lohn A. Bryant 52 Chairman

M. Bryant has been Chairman of the Board of Kellogg Company since July 2014. Mr. Bryant retired from his role as President and Chief Executive Officer on October 1, 2017, having served in that role since January 2011-. He has been a member of Kellogg Company's Board of Directors since July !010. From December 2006 through January 2011, Mr. Bryant held various operating roles, including President, Kellogg International; President, (ellogg North America; and Chief Operating Officer. He was also the Chief Financial Officer of Kellogg Company from February 2002 until June 2004 and again from December 2006 through December 2009. Mr. Bryant joined Kellogg Company in 1998 and was promoted during the next four years to i number of key financial and executive leadership roles. He has also been a trustee of the W. K. Kellogg Foundation Trust since 2015, and is a lirector of Macy's Inc.

Steven A. Cahillane 52 Resident and Chief Executive Officer

vlr. Cahillane became President and Chief Executive Officer on October 2, 2017, and has served as a Kellogg Director since October 201/. Prior to oining Kellogg, Mr. Cahillane served as Chief Executive Officer and President, and as member of the board of directors, of Alphabet Holding Company, nc, and its wholly-owned operating subsidiary, The Nature's Bounty Co., since September 8, 2014. Prior to that, Mr. Cahillane served as Executive /ice President of The Coca-Cola Company from February 2013 to February 2014 and President of Coca-Cola Americas, the global beverage maker's argest business, with $25 billion in annual sales at that time, from January 2013 to February 2014. Mr. Cahillane served as President of various Coca-Cola operating groups from 2007 to 2012.

Alistair D. Hirst 58 Senior Vice President, Global Supply Chain

Mr. Hirst assumed his current position in April 2012. He joined the company in 1984 as a Food Technologist at the Springs, South Africa, plant. While at the facility, he was promoted to Quality Assurance Manager and Production Manager. From 1993 to 2001, Mr. Hirst held numerous positions in South Africa and Australia, including Production Manager, Plant Manager, and Director, Supply Chain. In 2001, Mr. Hirst was promoted to Director,. Procurement at the Manchester, England, facility and was later named European Logistics Director. In 2005, he transferred to the U.S. when promoted to Vice President, Global Procurement. In 2008, he was promoted to Senior Vice President, Snacks Supply Chain and to Senior Vice President, North America Supply Chain, in October 2011.

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Christopher M. Hood

Senior Vice President, Kellogg Company
President, Kellogg Europe

Mr. Hood assumed his current position in October 2013. He joined The Procter and Gamble Company in 1993, and had a distinguished 19-year career in Marketing and General Management, based in Cincinnati, Ohio. Mr. Hood joined Kellogg Company in 2012 as the Vice President of European Snacks. He has held a number of Board roles across the Food and Beverage Industry. Mr. Hood is currently serving on the Board of Food Drink Europe and the European Brands Association.

Melissa A. Howell 51 Senior Vice President, Global Human Services

Ms. Howell assumed her current position in June 2016. Prior to joining Kellogg, she was Chief Human Resource Officer for Rockford, Michigan-based Wolverine since 2014. Prior to Wolverine, Ms. Howell spent 24 years with General Motors where she led a team of 2,800 Human Resource professionals worldwide, supporting a global business at one of the top automotive companies in the world, and also among the largest public corporations. Ms. Howell joined General Motors as a Labor Relations Representative at its Ypsilanti, Michigan, assembly plant in 1990. Over the following years, she served in a series of key human resource leadership roles in Europe, Asia and U.S. leading teams on six continents across an array of functional areas. Ms. Howell was promoted to Executive Director of North American Human Resources in 2011 and subsequently promoted to Senior Vice President of Global Human Resources.

Fareed Khan 52 Senior Vice President and Chief Financial Officer

Mr. Khan has been Senior Vice President, Chief Financial Officer and Principal Financial Officer, Kellogg Company since February 22, 2017. Mr. Khan joined Kellogg in February 2017. Before joining the Company, he served as Chief Financial Officer of US Foods Holding Corp. since 2013. Prior to that; Mr. Khan had been Senior Vice President and Chief Financial Officer of United Stationers Inc. since July 2011. Prior to United Stationers Inc., he spent twelve years with USG Corporation, where he most recently served as Executive Vice President, Finance and Strategy. Before joining USG Corporation in 1999, Mr. Khan was a consultant with McKinsey & Company, where he served global clients on a variety of projects.

Maria Fernanda Mejia 54 Senior Vice President, Kellogg Company President, Kellogg Latin America

Ms. Mejia assumed her current position in November 2011. She previously held a variety of global marketing and management roles at the Colgate-Palmolive Company, including Corporate Vice President and General Manager, Global Personal Care and Corporate Fragrance Development, Corporate Vice President of Marketing and Innovation for Europe/South Pacific, and President and CEO of Colgate-Palmolive Spain. She joined Colgate in 1989.

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'ona/d O. Mondano

ice President and Corporate Controller

Ir. Mondano assumed his current position in March 2016. Prior to joining Kellogg Company, Mr. Mondano was Vice President, Finance and Corporate ontroller at The Manitowoc Company, a Wisconsin-based manufacturer specializing in products for global foodservice and construction industries, mce 2012. In this role, he was not only responsible for the enterprise reporting and accounting function, but he was also responsible for overseeing nterprise financial planning and analysis, management reporting and the overall finance function of one of the two business segments, the Cranes usiness unit. Prior to that role, he worked in various roles of increasing responsibility at PricewaterhouseCoopers at various international and domestic ffices from March 2000 to June 2012. Mr. Mondano previously held positions in Phillip Semiconductors and The Bank of the Philippine Islands, as a ost accountant and commercial lender, respectively.

³au/ T. Norman 53 Senior Vice President, Kellogg Company 'resident, Kellogg North America

ylr. Norman was appointed President, Kellogg North America in May 2015. He was appointed Senior Vice President, Kellogg Company in December ! 005. Mr. Norman was appointed Chief Growth Officer in October 2013 and also held the role of interim U.S. Morning Foods President from June 2014 o May 2015. Mr. Norman joined Kellogg's U.K. sales organization in 1987. From 1989 to 1996, Mr. Norman was promoted to several marketing roles in -"ranee and Canada. He was promoted to director, marketing, Kellogg de Mexico in January 1997; to Vice President, Marketing, Kellogg USA in February 1999; to President, Kellogg Canada Inc. in December 2000; and to Managing Director, United Kingdom/Republic of Ireland in February 2002. n September 2004, Mr. Norman was appointed to Vice President, Kellogg Company, and President, U.S. Morning Foods. In August 2008, Mr. Norman /vas promoted to President, Kellogg International.

Gary H. Pilnick 53 Vice Chairman, Corporate Development and Chief Legal Officer

Mr. Pilnick was appointed Vice Chairman, Corporate Development and Chief Legal Officer in January 2016. In August 2003, he was appointed Senior Vice President, General Counsel and Secretary and assumed responsibility for Corporate Development in June 2004. He joined Kellogg as Vice President - Deputy General Counsel and Assistant Secretary in September 2000 and served in that position until August 2003. Before joining Kellogg, he served as Vice President and Chief Counsel of Sara Lee Branded Apparel and as Vice President and Chief Counsel, Corporate Development and Finance at Sara Lee Corporation.

Clive M. Sirkin 54 Senior Vice President, Kellogg Company Chief Growth Officer

Mr. Sirkin assumed his current position in December 2015. Prior to joining Kellogg Company, he served as Kimberly-Clark's Chief Marketing Officer (CMO) since 2012. Prior to joining Kimberly-Clark, Mr. Sirkin served as Principal, Plunger Group, a consulting firm focused on working with CMOs to transform brand building from an analog advertising and communication model to a digitally driven commercial model focused on driving growth. Prior to founding Plunger Group, he served as Group Managing Director Leo Burnett Worldwide. During his 15-year tenure with Leo Burnett, Mr. Sirkin also served as Executive Vice President - Global Director, and Vice President, Leo Burnett Canada.

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Availability of Reports; Website Access; Other Information. Our internet address is <http://www.kelloggcompany.com>. Through "Investor Relations" - "Financial Reports" - "SEC Filings" on our home page, we make available free of charge our proxy statements, our annual report on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K, SEC Forms 3, 4 and 5 and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission. Our reports filed with the Securities and Exchange Commission are also made available to read and copy at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information about the Public Reference Room by contacting the SEC at 1-800-SEC-0330. Reports filed with the SEC are also made available on its website at www.sec.gov <http://www.sec.gov>.

Copies of the Corporate Governance Guidelines, the Charters of the Audit, Compensation and Talent Management, and Nominating and Governance Committees of the Board of Directors, the Code of Conduct for Kellogg Company directors and Global Code of Ethics for Kellogg Company employees (including the chief executive officer, chief financial officer and corporate controller) can also be found on the Kellogg Company website. Any amendments or waivers to the Global Code of Ethics applicable to the chief executive officer, chief financial officer and corporate controller can also be found in the "Investor Relations" section of the Kellogg Company website. Shareowners may also request a free copy of these documents from: Kellogg Company, P.O. Box CAMB, Battle Creek, Michigan 49016-9935 (phone: (800) 961-1413), Investor Relations Department at that same address (phone: (269) 961-2800) or investor.relations@kellogg.com <mailto:investor.relations@kellogg.com>.

Forward-Looking Statements. This Report contains "forward-looking statements" with projections concerning, among other things, the Company's global growth and efficiency program (Project K), the integration of acquired businesses, our strategy, zero-based budgeting, financial principles, and plans; initiatives, improvements and growth; sales, margins, advertising, promotion, merchandising, brand building, operating profit, and earnings per share; innovation; investments; capital expenditures; asset write-offs and expenditures and costs related to productivity or efficiency initiatives; the impact of accounting changes and significant accounting estimates; our ability to meet interest and debt principal repayment obligations; minimum contractual obligations; future common stock repurchases or debt reduction; effective income tax rate; cash flow and core working capital improvements; interest expense; commodity and energy prices; and employee benefit plan costs and funding. Forward-looking statements include predictions of future results or activities and may contain the words "expect," "believe," "will," "can," "anticipate," "estimate," "project," "should," or words or phrases of similar meaning. For example, forward-looking statements are found in this Item 1 and in several sections of Management's Discussion and Analysis. Our actual results or activities may differ materially from these predictions. Our future results could be affected by a variety of factors, including the ability to implement Project K, including exiting our Direct-Store-Door distribution system, whether the expected amount of costs associated with Project K will exceed forecasts, whether the Company will be able to realize the anticipated benefits from Project K in the amounts and times expected, the ability to realize the benefits we expect from the adoption of zero-based budgeting in the amounts and at the times expected, the ability to realize anticipated benefits from revenue growth management, the ability to realize the anticipated benefits and synergies from acquired businesses in the amounts and at the times expected, the impact of competitive conditions; the effectiveness of pricing, advertising, and promotional programs; the success of innovation, renovation and new product introductions; the recoverability of the carrying value of goodwill and other intangibles; the success of productivity improvements and business transitions; commodity and energy prices; labor costs; disruptions or inefficiencies in supply chain; the availability of and interest rates on short-term and long-term financing; actual market performance of benefit plan trust investments; the levels of spending on systems initiatives, properties, business opportunities, integration of acquired businesses, and other general and administrative costs; changes in consumer behavior and preferences; the effect of U.S. and foreign economic conditions on items such as interest rates, statutory tax rates, currency conversion and availability; legal and regulatory factors including changes in food safety, advertising and labeling laws and regulations; the ultimate impact of product recalls; adverse changes in global climate or extreme weather conditions; business disruption or other losses from natural disasters, war, terrorist acts, or political unrest; and the risks and uncertainties described in Item 1A below. Forward-looking statements speak only as of the date they were made, and we undertake no obligation to publicly update them.

ITEM 1A. RISK FACTORS

In addition to the factors discussed elsewhere in this Report, the following risks and uncertainties could materially adversely affect our business, financial condition and results of operations. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations and financial condition.

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Ve may not realize the benefits that we expect from our global efficiency and effectiveness program (Project K).

n November 2013, the Company announced a global efficiency and effectiveness program (Project K). The successful implementation of Project K iresents significant organizational design and infrastructure challenges and in many cases will require successful negotiations with third parties, ncluding labor organizations, suppliers, business partners, and other stakeholders. In addition, the project may not advance our business strategy as :xpected. While we are four years into the implementation of Project K and many of the initiatives under the program have been successfully mplemented or are nearing completion, we may not be able to implement Project K as planned, including the successful exit of our Direct Store Delivery letwork and transitioning that business to a warehouse model. Events and circumstances, such as financial or strategic difficulties, delays and jnexpected costs may occur that could result in our not realizing rail or any of the anticipated benefits or our not realizing the anticipated benefits on our jxpected timetable. If we are unable to realize the anticipated savings of the program, our ability to fund other initiatives may be adversely affected. Any ailure to implement Project K in accordance with our expectations could adversely affect our financial condition, results of operations and cash flows.

n addition, the complexity of Project K has required, and will continue to require a substantial amount of management and operational resources. Our ■nanagement team must successfully implement administrative and operational changes necessary to achieve the anticipated benefits of Project K. These and related demands on our resources may divert the organization's attention from existing core businesses, integrating or separating personnel and financial or other systems, have adverse effects on existing business relationships with suppliers and customers, and impact employee morale. As a result our financial condition, results of operations or cash flows may be adversely affected.

IrVe may not realize the benefits we expect from the adoption of zero-based budgeting.

We adopted zero-based budgeting which presents significant organizational challenges. As a result, we may not realize all or part of the anticipated cost savings or other benefits from the initiative. Other events and circumstances, such as financial or strategic difficulties, delays or unexpected costs, may also adversely impact our ability to realize all or part of the anticipated cost savings or other benefits, or cause us not to realize the anticipated cost savings or other benefits on the expected timetable. If we are unable to realize the anticipated cost savings, our ability to fund other initiatives may be adversely affected. In addition, the initiatives may not advance our strategy as expected. Finally, the complexity of the implementation will require a substantial amount of management and operational resources. Our management team must successfully execute the administrative and operational changes necessary to achieve the anticipated benefits of the initiatives. These and related demands on our resources may divert the organization's attention from other business issues, have adverse effects on existing business relationships with suppliers and customers, and impact employee morale.

Any failure to implement our cost reduction, organizational design or other initiatives in accordance with our plans could adversely affect our business or financial results.

We may not realize the benefits we expect from revenue growth management.

We are establishing a more formal revenue growth management discipline to help us realize price in a more effective way. This approach addresses price strategy, price-pack architecture, promotion strategy, mix management, and trade strategies. Revenue growth management will involve changes to the way we do business and may not always be accepted by our customers or consumers causing us not to realize the anticipated benefits. In addition, the complexity of the implementation will require a substantial amount of management and operational resources. Our management team must successfully execute the administrative and operational changes necessary to achieve the anticipated benefits of the initiative. These and related demands on our resources may divert the organization's attention from other business issues and have adverse effects on existing business relationships with suppliers and customers. Any failure to implement revenue growth management in accordance with our plans could adversely affect our business or financial condition.

Our results may be materially and adversely impacted as a result of increases in the price of raw materials, including agricultural commodities, fuel and labor.

Agricultural commodities, including com, wheat, potato flakes, vegetable oils, sugar and cocoa, are the principal raw materials used in our products. Cartonboard, corrugated, and plastic are the principal packaging materials used by us. The cost of such commodities may fluctuate widely due to government policy and regulation, drought and other weather conditions (including the potential effects of climate change) or other unforeseen circumstances. To the extent that any of the foregoing factors affect the prices of such commodities and we are unable to increase our

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prices or adequately hedge against such changes in prices in a manner that offsets such changes, the results of our operations could be materially and adversely affected. In addition, we use derivatives to hedge price risk associated with forecasted purchases of raw materials. Our hedged price could exceed the spot price on the date of purchase, resulting in an unfavorable impact on both gross margin and net earnings.

Cereal processing ovens at major domestic and international facilities are regularly fueled by electricity, natural gas or propane, which are obtained from local utilities or other local suppliers. Short-term stand-by propane storage exists at several plants for use in case of interruption in natural gas supplies. Oil may also be used to fuel certain operations at various plants. In addition, considerable amounts of diesel fuel are used in connection with the distribution of our products. The cost of fuel may fluctuate widely due to economic and political conditions, government policy and regulation, war, or other unforeseen circumstances which could have a material adverse effect on our consolidated operating results or financial condition.

A shortage in the labor pool, failure to successfully negotiate collectively bargained agreements, or other general inflationary pressures or changes in applicable laws and regulations could increase labor cost, which could have a material adverse effect on our consolidated operating results or financial condition.

Our labor costs include the cost of providing benefits for employees. We sponsor a number of benefit plans for employees in the United States and various foreign locations, including pension, retiree health and welfare, active health care, severance and other postemployment benefits. We also participate in a number of multiemployer pension plans for certain of our manufacturing locations. Our major pension plans and U.S. retiree health and welfare plans are funded with trust assets invested in a globally diversified portfolio of equity securities with smaller holdings of bonds, real estate and other investments. The annual cost of benefits can vary significantly from year to year and is materially affected by such factors as changes in the assumed or actual rate of return on major plan assets, a change in the weighted-average discount rate used to measure obligations, the rate or trend of health care cost inflation, and the outcome of collectively-bargained wage and benefit agreements. Many of our employees are covered by collectively-bargained agreements and other employees may seek to be covered by collectively-bargained agreements. Strikes or work stoppages and interruptions could occur if we are unable to renew these agreements on satisfactory terms or enter into new agreements on satisfactory terms, which could adversely impact our operating results. The terms and conditions of existing, renegotiated or new agreements could also increase our costs or otherwise affect our ability to fully implement future operational changes to enhance our efficiency.

Multiemployer pension plans could adversely affect our business.

We participate in various "multiemployer" pension plans administered by labor unions representing some of our employees. We make periodic contributions to these plans to allow them to meet their pension benefit obligations to their participants. Our required contributions to these funds could increase because of a shrinking contribution base as a result of the insolvency or withdrawal of other companies that currently contribute to these funds, inability or failure of withdrawing companies to pay their withdrawal liability, lower than expected returns on pension fund assets or other funding deficiencies. In the event that we withdraw from participation in one of these plans,
then applicable law could require us to make an additional lump-sum contribution to the plan, and we would have to reflect that as an expense in our consolidated statement of operations and as a liability on our consolidated balance sheet. Our withdrawal liability for any multiemployer plan would depend on the extent of the plan's funding of vested benefits. In the ordinary course of our renegotiation of collective bargaining agreements with labor unions that maintain these plans, we may decide to discontinue participation in a plan, and in that event, we could face a withdrawal liability. Some multiemployer pians in which we participate are reported to have significant underfunded liabilities. Such underfunding could increase the size of our potential withdrawal liability.

We operate in the highly competitive food industry.

We face competition across our product lines, including ready-to-eat cereals and convenience foods, from other companies which have varying abilities to withstand changes in market conditions. Most of our competitors have substantial financial, marketing and other resources, and competition with them in our various markets and product lines could cause us to reduce prices, increase capital, marketing or other expenditures, or lose category share, any of which could have a material adverse effect on our business and financial results. In some cases, our competitors may be able to respond to changing business and economic conditions more quickly than us. Category share and growth could also be adversely impacted if we are not successful in introducing new products, anticipating changes in consumer preferences with respect to dietary trends or purchasing behaviors or in effectively assessing, changing and setting proper pricing.

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he changing retail environment could negatively impact our sales and profits.

)ur businesses are largely concentrated in the traditional retail grocery trade. Our largest customer, Wal-Mart Stores, Inc. and its affiliates, accounted sr approximately 20% of consolidated net sales during 2017 , comprised principally of sales within the United States. At December 30, 2017 , pproximately 17% of our consolidated receivables balance and 26% of our U.S. receivables balance was comprised of amounts owed by Wal-Mart Jtores, Inc. and its affiliates. No other customer accounted for greater than 10% of net sales in 2017 . During 2017 , our top five customers, collectively, lduding Wal-Mart, accounted for approximately 35% of our consolidated net sales and approximately 49% of U.S. net sales. There can be no issurances that our largest customers will continue to purchase our products in the same mix or quantities or on the same terms as in the past. As the atail grocery trade continues to consolidate and retailers become larger, our large retail customers have sought, and may continue to seek in the future, d use their position to improve their profitability through improved efficiency, lower pricing, increased promotional programs funded by their suppliers md more favorable terms. If we are unable to use our scale, marketing expertise, product innovation and category leadership positions to respond, our irofitability or volume growth could be negatively affected. The loss of any large customer or severe adverse impact on the business operations of any arge customer for an extended length of time could negatively impact our sales and profits.

Additionally, alternative retail channels, such as internet-based retailers, mobile applications, subscription services, discount and dollar stores, drug stores and club stores, have become more prevalent. If we are not successful in expanding sales in alternative retail channels, our business or financial esults may be negatively impacted. In addition, these alternative retail channels may create consumer price deflation, affecting our retail customer elationships and presenting additional challenges to increasing prices in response to commodity or other cost increases. Also, if these alternative retail channels, such as internet-based retailers were to take significant share away from traditional retailers that could have a flow over effect on our business ind our financial results could be negatively impacted.

Dur results may be negatively impacted if consumers do not maintain their favorable perception of our brands.

Ate have a number of iconic brands with significant value. Maintaining and continually enhancing the value of these brands is critical to the success of jur business. Brand value is based in large part on consumer perceptions. Success in promoting and enhancing brand value depends in large part on jur ability to provide high-quality products. Brand value could diminish significantly due to a number of factors, including consumer perception that we nave acted in an irresponsible manner, adverse publicity about our products (whether or not valid), our failure to maintain the quality of our products, the %ilure of our products to deliver consistently positive consumer experiences, the products becoming unavailable to consumers, or the failure to meet the nutrition expectations of our products or particular ingredients in our products (whether or not valid), including whether certain of our products are Derceived to contribute to obesity. In addition, we might fail to anticipate consumer preferences with respect to dietary trends or purchasing behaviors, nvest sufficiently in maintaining, extending and expanding our brand image or achieve the desired efforts of our marketing efforts. The growing use of social and digital media by consumers, Kellogg and third parties increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about Kellogg, our brands or our products on social or digital media could seriously damage our brands, reputation and brand loyalty, regardless of the information's accuracy. The harm may be immediate without affording us an opportunity for redress or correction. Brand recognition and loyalty can also be impacted by the effectiveness of our advertising campaigns, marketing programs and sponsorships, as well as our use of social media. If we do not maintain the favorable perception of our brands, our results could be negatively impacted.

The impact of recently enacted tax refonri legislation in the U. S. on our business is uncertain.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act makes broad and complex changes to the U.S. tax code which impact our year ended 12/30/17, including but not limited to, reducing the corporate tax rate from 35% to 21 %, requiring a one-time transition tax on certain unrepatriated earnings of foreign subsidiaries that may be electively paid over eight years, and accelerating first year expensing of certain capital expenditures.

The Tax Act also introduces new tax laws that may impact our taxable income beginning in 2018 which will include, but not limited to the repeal of the domestic production activity deduction, generally eliminating U.S. federal income taxes on foreign earnings (subject to certain important exceptions), a new provision designed to tax currently global intangible low taxed income (GILTI), a provision that could limit the amount of deductible interest expense,

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limitations on the deductibility of certain executive compensation, creating a base erosion anti-abuse tax (BEAT), and modifying or repealing many deductions and credits.

The impact of many provisions of the Tax Act lack clarity and is subject to interpretation until additional Internal Revenue Service guidance is issued. The ultimate impact of the act may differ from the Company's estimates due to changes in the interpretations and assumptions made as well as any forthcoming regulatory guidance.

Tax matters, including changes in tax rates, disagreements with iaxing authorities and imposition of new taxes could impact our results of operations and financial condition.

The Company is subject to taxes in the U.S. and numerous foreign jurisdictions where the Company's subsidiaries are organized. Due to economic and political conditions (including shifts in the geopolitical landscape), tax rates in the U.S. and various foreign jurisdictions have been and may be subject to significant change. The future effective tax rate could be effected by changes in mix of earnings in countries with differing statutory tax rates, changes in valuation of deferred tax asset and liabilities, or changes in tax laws or their interpretation which includes recently enacted U.S. tax reform and contemplated changes in other countries of long-standing tax principles if finalized and adopted could have a material impact on our income tax expense and deferred tax balances.

We are also subject to regular reviews, examinations and audits by the Internal Revenue Service and other taxing authorities with respect to taxes inside and outside of the U.S. Although we believe our tax estimates are reasonable, if a taxing authority disagrees with the positions we have taken, we could face additional tax liability, including interest and penalties. There can be no assurance that payment of such additional amounts upon final adjudication of any disputes will not have a material impact on our results of operations and financial position.

The cash we generate outside the U.S. is principally to be used to fund our international development. If the funds generated by our U.S. business are not sufficient to meet our need for cash in the U.S., we may need to repatriate a portion of our future international earnings to the U.S. Such international earnings would be subject to U.S. tax which could cause our worldwide effective tax rate to increase.

We also need to comply with new, evolving or revised tax laws and regulations. The enactment of or increases in tariffs, including value added tax, or other changes in the application of existing taxes, in markets in which we are currently active, or may be active in the future, or on specific products that we sell or with which our products compete, may have an adverse effect on our business or on our results of operations.

If our food products become adulterated, misbranded or mislabeled, we might need to recall those items and may experience product liability if consumers are injured as a result.

Selling food products involves a number of legal and other risks, including product contamination, spoilage, product tampering, allergens, or other adulteration. We may need to recall some of our products if they become adulterated or misbranded. We may also be liable if the consumption of any of our products causes injury, illness or death. A widespread product recall or market withdrawal could result in significant losses due to their costs, the destruction of product inventory, and lost sales due to the unavailability of product for a period of time. We could also suffer losses from a significant product liability judgment against us. A significant product recall or product liability case could also result in adverse publicity, damage to our reputation, and a loss of consumer confidence in our food products, which could have a material adverse effect on our business results and the value of our brands. Moreover, even if a product liability or consumer fraud claim is meritless, does not prevail or is not pursued, the negative publicity surrounding assertions against our company and our products or processes could adversely affect our reputation or brands.

We could also be adversely affected if consumers lose confidence in the safety and quality of certain food products or ingredients, or the food safety system generally. If another company recalls or experiences negative publicity related to a product in a category in which we compete, consumers might reduce their overall consumption of products in this category. Adverse publicity about these types of concerns, whether or not valid, may discourage consumers from buying our products or cause production and delivery disruptions.

Unanticipated business disruptions could have an adverse effect on our business, financial condition and results of operations.

We manufacture and source products and materials on a global scale. We have a complex network of suppliers, owned manufacturing locations, contract manufacturer locations, distribution networks and information systems that support our ability to provide our products to our customers consistently. Our ability to make, move and sell

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roducts globally is critical to our success. Factors that are hard to predict or beyond our control, such as product or raw material scarcity, weather ncluding any potential effects of climate change), natural disasters, fires or explosions, terrorism, political unrest, health pandemics or strikes, could amage or disrupt our operations or our suppliers' or contract manufacturers' operations. If we do not effectively respond to disruptions in our perations, for example, by finding alternative suppliers or replacing capacity at key manufacturing or distribution locations, or cannot quickly repair amage to our information, production or supply systems, we may be late in delivering or unable to deliver products to our customers. If that occurs, we lay lose our customers' confidence, and long-term consumer demand for our products could decline. These events could adversely affect our usiness, financial condition and results of operations.

Waiving tax, environmental, food quality and safety or other regulations or failure to comply with existing licensing, labeling, trade, food quality and afety and other regulations and laws could have a material adverse effect on our consolidated financial condition.

)ur activities or products, both in and outside of the United States, are subject to regulation by various federal, state, provincial and local laws, egulations and government agencies, including the U.S. Food and Drug Administration, U.S. Federal Trade Commission, the U.S. Departments of Agriculture, Commerce and Labor, as well as similar and other authorities outside of the United States, International Accords and Treaties and others, ncluding voluntary regulation by other bodies. In addition, legal and regulatory systems in emerging and developing markets may be less developed, ind less certain. These laws and regulations and interpretations thereof may change, sometimes dramatically, as a result of a variety of factors, ncluding political, economic or social events. In addition, the enforcement of remedies in certain foreign jurisdictions may be less certain, resulting in 'arying abilities to enforce intellectual property and contractual rights.

The manufacturing, marketing and distribution of food products are subject to governmental regulation that impose additional regulatory requirements. Those regulations control such matters as food quality and safety, ingredients, advertising, product or production requirements, labeling, import or jxport of our products or ingredients, relations with distributors and retailers, health and safety, the environment, and restrictions on the use of jovemment programs, such as Supplemental Nutritional Assistance Program, to purchase certain of our products.

The marketing of food products has come under increased regulatory scrutiny in recent years, and the food industry has been subject to an increasing number of proceedings and claims relating to alleged false or deceptive marketing under federal, state and foreign laws or regulations. We are also ■egulated with respect to matters such as licensing requirements, trade and pricing practices, tax, anticorruption standards, advertising and claims, and snvironmental matters. The need to comply with new, evolving or revised tax, environmental, food quality and safety, labeling or other laws or regulations, or new, evolving or changed interpretations or enforcement of existing laws or regulations, may have a material adverse effect on our business and results of operations. Governmental and administrative bodies within the U.S. are considering a variety of trade and other regulatory forms. Changes in legal or regulatory requirements (such as new food safety requirements and revised nutrition facts labeling and serving size regulations), or evolving interpretations of existing legal or regulatory requirements, may result in increased compliance costs, capital expenditures and other financial obligations that could adversely affect our business or financial results. If we are found to be out of compliance with applicable laws and regulations in these areas, we could be subject to civil remedies, including fines, injunctions, termination of necessary licenses or permits, or recalls, as well as potential criminal sanctions, any of which could have a material adverse effect on our business. Even if regulatory review does not result in these types of determinations, it could potentially create negative publicity or perceptions which could harm our business or reputation. Further, modifications to international trade policy, including changes to or repeal of the North American Free Trade Agreement or the imposition of increased or new tariffs, quotas or trade barriers on key commodities, could have a negative impact on us or the industries we serve, including as a result of related uncertainty, and could materially and adversely impact our business, financial condition, results of operations and cash flows.

Our operations face significant foreign currency exchange rate exposure and currency restrictions which could negatively impact our operating results.

We hold assets and incur liabilities, earn revenue and pay expenses in a variety of currencies other than the U.S. dollar, including the euro, British pound, Australian dollar, Canadian dollar, Mexican peso, Brazilian Real, Nigerian Naira, and Russian ruble. Because our consolidated financial statements are presented in U.S. dollars, we must translate our assets, liabilities, revenue and expenses into U.S. dollars at then-applicable exchange rates and face exposure to adverse movements in foreign currency exchange rates. For example, the announcement of Brexit has caused, and may continue to cause, significant volatility in currency exchange rate fluctuations. Consequently, changes in the value of the U.S. dollar may unpredictably and negatively affect the value of these items in our consolidated financial statements, even if their value has not changed in their original currency.

If we pursue strategic acquisitions, alliances, divestitures or joint ventures, we may not be able to successfully consummate favorable transactions or successfully integrate acquired businesses.

From time to time, we may evaluate potential acquisitions, alliances, divestitures or joint ventures that would further our strategic objectives. With respect to acquisitions, we may not be able to identify suitable candidates, consummate a transaction on terms that are favorable to us, or achieve expected returns, expected synergies and other benefits as a result of integration challenges, or may not achieve those objectives on a timely basis. Future acquisitions of foreign companies or new foreign ventures would subject us to local regulations and could potentially lead to risks related to, among other things, increased exposure to foreign exchange rate changes, government price control, repatriation of profits and liabilities relating to the U.S. Foreign Corrupt Practices Act.

With respect to proposed divestitures of assets or businesses, we may encounter difficulty in finding acquirers or alternative exit strategies on terms that are favorable to us, which could delay the accomplishment of our strategic objectives, or our divestiture activities may require us to recognize impairment charges. Companies or operations acquired or joint ventures created may not be profitable or may not achieve sales levels and profitability that justify the investments made. Our corporate development activities may present financial and operational risks, including diversion of management attention from existing core businesses, integrating or separating personnel and financial and other systems, and adverse effects on existing business relationships with suppliers and customers. Future acquisitions could also result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to certain intangible assets and increased operating expenses, which could adversely affect our results of operations and financial condition.

Potential liabilities and costs from litigation could adversely affect our business.

There is no guarantee that we will be successful in defending our self in civil, criminal or regulatory actions, including under general, commercial, employment, environmental, food quality and safety, anti-trust and trade, advertising and claims, and environmental laws and regulations, or in asserting our rights under various laws. For example, our marketing or claims could face allegations of false or deceptive advertising or other criticisms which could end up in litigation and result in potential liabilities or costs. In addition, we could incur substantial costs and fees in defending our self or in asserting our rights in these actions or meeting new legal requirements. The costs and other effects of potential and pending litigation and administrative actions against us, and new legal requirements, cannot be determined with certainty and may differ from expectations.

Our consolidated financial results and demand for our products are dependent on the successful development of new products and processes.

There are a number of trends in consumer preferences which may impact us and the industry as a whole. These include changing consumer dietary trends and the availability of substitute products.

Our success is dependent on anticipating changes in consumer preferences and on successful new product and process development and product relaunches in response to such changes. Trends within the food industry change often, and failure to identify and react to changes in these trends could lead to, among other things, reduced loyalty demand and price reductions for our brands and products. We aim to introduce products or new or improved production processes on a timely basis in order to counteract obsolescence and decreases in sales of existing products. While we devote significant focus to the development of new products and to the research, development and technology process functions of our business, we may not be successful in developing new products or our new products may not be commercially successful. In addition, if sales generated by new products cause a decline in sales of the Company's existing products, the Company's financial condition and results of operations could be materially adversely affected. Our future results and our ability to maintain or improve our competitive position will

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epend on our capacity to gauge the direction of our key markets and upon our ability to successfully identify, develop, manufacture, market and sell ew or improved products in these changing markets.

)ur postretirement benefit-related costs and funding requirements could increase as a result of volatility in the financial markets, changes in interest 3tes and actuarial assumptions.

icreases in the costs of postretirement medical and pension benefits may continue and negatively affect iur business as a result of increased usage of medical benefits by retired employees and medical cost inflation, the effect of potential declines in the .tock and bond markets on the performance of our pension and post-retirement plan assets, potential reductions in the discount rate used to determine he present value of our benefit obligations, and changes to our investment strategy that may impact our expected return on pension and post-retirement)lan assets assumptions. U.S. generally accepted accounting principles require that we calculate income or expense for the plans using actuarial 'aluations. These valuations reflect assumptions about financial markets and interest rates, which may change based on economic conditions. The Company's accounting policy for defined benefit plans may subject earnings to volatility due to the recognition of actuarial,gains and losses, particularly hose due to the change in the fair value of pension and post-retirement plan assets and interest rates. In addition, funding requirements for our plans nay become more significant. However, the ultimate amounts to be contributed are dependent upon, among other things, interest rates, underlying asset returns, and the impact of legislative or regulatory changes related to pension and post-retirement funding obligations.

We use available borrowings under the credit facilities and other available debt financing for cash to operate our business, which subjects us to market and counter-party risk, some of which is beyond our control.

In addition to cash we generate from our business, our principal existing sources of cash are borrowings available under our credit facilities and other available debt financing. If our access to such financing was unavailable or reduced, or if such financing were to become significantly more expensive for any reason, we may not be able to fund daily operations, which would cause material harm to our business or could affect our ability to operate our business as a going concern. In addition, if certain of our lenders experience difficulties that render them unable to fund future draws on the facilities, we may not be able to access all or a portion of these funds, which could have similar adverse consequences.

We have a substantial amount of indebtedness.

We have indebtedness that is substantial in relation to our shareholders' equity, and we may incur additional indebtedness in the future, or enter into off-balance sheet financing, which would increase our leverage risks. As of December 30, 2017 , we had total debt of approximately $8.6 billion and total Kellogg Company equity of $2.2 billion.

Our substantial indebtedness could have important consequences, including:

- impairing the ability to access global capital markets to obtain additional financing for working capital, capital expenditures or general corporate purposes, particularly if the ratings assigned to our debt securities by rating organizations were revised downward or if a rating organization announces that our ratings are under review for a potential downgrade;
- a downgrade in our credit ratings, particulariy our short-term credit rating, would likely reduce the amount of commercial paper we could issue, increase our commercial paper borrowing costs, or both;
- restricting our flexibility in responding to changing market conditions or making us more vulnerable in the event of a general downturn in economic conditions or our business;
- requiring a substantial portion of the cash flow from operations to be dedicated to the payment of principal and interest on our debt, reducing the funds available to us for other purposes such as expansion through acquisitions, paying dividends, repurchasing shares, marketing and other spending and expansion of our product offerings; and

causing us to be more leveraged than some of our competitors, which may place us at a competitive disadvantage.

Our ability to make scheduled payments or to refinance our obligations with respect to indebtedness or incur new indebtedness will depend on our financial and operating performance, which in turn, is subject to prevailing economic conditions, the availability of, and interest rates on, short-term financing, and financial, business and other factors beyond our control.

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Our performance is affected by general economic and political conditions and taxation policies.

Customer and consumer demand for our products may be impacted by recession, financial and credit market disruptions, or other economic downturns in the United States or other nations. Our results in the past have been, and in the future may continue to be, materially affected by changes in general economic and political conditions in the United States and other countries, including the interest rate environment in which we conduct business, the financial markets through which we access capital and currency, political unrest and terrorist acts in the United States or other countries in which we carry on business.

Current economic conditions globally may delay or reduce purchases by our customers and consumers. This could result in reductions in sales of our products, reduced acceptance of innovations, and increased price competition. Deterioration in economic conditions in any of the countries in which we do business could also cause slower collections on accounts receivable which may adversely impact our liquidity and financial condition. Financial institutions may be negatively impacted by economic conditions and may consolidate or cease to do business which could result in a tightening in the credit markets, a low level of liquidity in many financial markets, and increased volatility in fixed income, credit, currency and equity markets. There could be a number of effects from a financial institution credit crisis on our business, which could include impaired credit availability and financial stability of our customers, including our suppliers, co-manufacturers and distributors. A disruption in financial markets may also have an effect on our derivative counterparties and could also impair our banking partners on which we rely for operating cash management. Any of these events would likely harm our business, results of operations and financial condition.

We may nor oe able to attract and retain the highly skilled people we need to support our business

We depend on the skills and continued service of key personnel, including our experienced management team. In addition, our ability to achieve our strategic and operating goals depends on our ability to identify, recruit, hire, train and retain qualified individuals. We compete with other companies both within and outside of our industry for talented personnel, and we may lose key personnel or fail to attract, recruit, train and retain other talented personnel. Any such loss or failure may adversely affect our business or financial results. In addition, activities related to identifying, recruiting, hiring and integrating qualified individuals may require significant time and expense. We may not be able to locate suitable replacements for any key employees who leave, or offer employment to potential replacements on reasonable terms, each of which may adversely affect our business and financial results

An impairment of the carrying value of goodwill or other acquired intangibles could negatively affect our consolidated operating results and net worth.

The carrying value of goodwill represents the fair value of acquired businesses in excess of identifiable assets and liabilities as of the acquisition date. The carrying value of other intangibles represents the fair value of trademarks, trade names, and other acquired intangibles as of the acquisition date. Goodwill and other acquired intangibles expected to contribute indefinitely to our cash flows are not amortized, but must be evaluated by management at least annually for impairment. If carrying value exceeds current fair value, the intangible is considered impaired and is reduced to fair value via a charge to earnings. Factors which could result in an impairment include, but are not limited to: (i) reduced demand for our products; (ii) higher commodity prices; (iii) lower prices for our products or increased marketing as a result of increased competition; and (iv) significant disruptions to our operations as a result of both internal and external events. Should the value of one or more of the acquired intangibles become impaired, our consolidated earnings and net worth may be materially adversely affected.

As of December 30, 2017 , the carrying value of intangible assets totaled approximately $8.1 billion, of which $5.5 billion was goodwill and $2.6 billion represented trademarks, tradenames, and other acquired intangibles compared to total assets of $16.4 billion and total Kellogg Company equity of $2.2 billion.

Competition against retailer brands could negatively impact our business.

In nearly all of our product categories, we face branded and price-based competition. Our products must provide higher value and/or quality to our consumers than alternatives, particularly during periods of economic uncertainty. Cqnsumers may not buy our products if relative differences in value and/or quality between our products and retailer brands change in favor of competitors' products or if consumers perceive this type of change. If consumers prefer retailer brands, then we could lose category share or sales volumes or shift our product mix to lower margin offerings, which could have a material effect on our business and consolidated financial position and on the consolidated results of our operations and profitability.

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3 may not achieve our targeted cost savings and efficiencies from cost reduction initiatives.

jr success depends in part on our ability to be an efficient producer in a highly competitive industry. We have invested a significant amount in capital penditures to improve our operational facilities. Ongoing operational issues are likely to occur when carrying out major production, procurement, or jistical changes and these, as well as any failure by us to achieve our planned cost savings and efficiencies, could have a material adverse effect on ir business and consolidated financial position and on the consolidated results of our operations and profitability.

ichnology failures could disrupt our operations and negatively impact our business.

[f]e increasingly rely on information technology systems to process, transmit, and store electronic information. For example, our production and stribution facilities and inventory management utilize information technology to increase efficiencies and limit costs.

Information technology systems e also integral to the reporting of our results of operations. Furthermore, a significant portion of the communications between, and storage of personal ata of, our personnel, customers, consumers and suppliers depends on information technology. Our information technology systems, and the systems Fthe parties we communicate and collaborate with, may be vulnerable to a variety of interruptions, as a result of updating our enterprise platform or ue to events beyond our or their control, including, but not limited to, network or hardware failures, malicious or disruptive software, unintentional or lalicious actions of employees or contractors, cyberattacks by common hackers, criminal groups or nation-state organizations or social-activist lacktivist) organizations, geopolitical events, natural disasters, failures or impairments of telecommunications networks, or other catastrophic events, loreover, our computer systems have been, and will likely continue to be subjected to computer viruses, malware, ransonware or other malicious odes, unauthorized access attempts, and cyber- or phishing-attacks. Cyber threats are constantly evolving and this increases the difficulty of detecting nd successfully defending against them. These events could compromise our confidential information, impede or interrupt our business operations, and lay result in other negative consequences, including remediation costs, loss of revenue, litigation and reputational damage. Furthermore, if a breach or >ther breakdown results in disclosure of confidential or personal information, we may suffer reputational, competitive and/or business harm. To date, we lave not experienced a material breach of cyber security. While we have implemented administrative and technical controls and taken other preventive ictions to reduce the risk of cyber incidents and protect our information technology, they may be insufficient to prevent physical and electronic break-ins, :yber-attacks or other security breaches to our computer systems.

The Company offers promotions, rebates, customer loyalty and other programs through which it may receive personal information, and it or its vendors ;ould experience cyber-attacks, privacy breaches, data breaches or other incidents that result in unauthorized disclosure of consumer, customer, ;mployee or Company information. If the Company suffers a loss as a result of a breach or other breakdown in its technology, including such cyber-3ttack, privacy breaches, data breaches or other incident involving one of the Company's vendors, that result in unauthorized disclosure or significant jnavailability of business, financial, personal or stakeholder information, the Company may suffer reputational, competitive and/or business harm and may be exposed to legal liability, which may adversely affect the Company's results of operations and/or financial condition. The misuse, leakage or falsification of information could result in violations of data privacy laws, the Company may become subject to legal action and increased regulatory oversight, the Company could also be required to spend significant financial and other resources to remedy the damage caused by a security breach or to repair or replace networks and information systems. In addition, if the Company's suppliers or customers experience such a breach or unauthorized disclosure or system failure, their businesses could be disrupted or otherwise negatively affected, which may result in a disruption in the Company's supply chain or reduced customer orders, which would adversely affect the Company's business operations.

Our intellectual property rights are valuable, and any inability to protect them could reduce the value of our products and brands.

We consider our intellectual property rights, particularly and most notably our trademarks, but also including patents, trade secrets, copyrights and licensing agreements, to be a significant and valuable aspect of our business. We attempt to protect our intellectual property rights through a combination of patent, trademark, copyright and trade secret laws, as well as licensing agreements, third party nondisclosure and assignment agreements and policing of third party misuses of our intellectual property. Our failure to obtain or adequately protect our trademarks, products, new features of our products, or our technology, or any change in law or other changes that serve to lessen or remove the current legal protections of our intellectual property, may diminish our competitiveness and could materially harm our business.

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We may be unaware of intellectual property rights of others that may cover some of our technology, brands or products. In addition, if, in the course of developing new products or improving the quality of existing products, we are found to have infringed the intellectual property rights of others, directly or indirectly, such finding could have an adverse impact on our business, financial condition or results of operations and may limit our ability to introduce new products or improve the quality of existing products. Any litigation regarding patents or other intellectual property could be costly and time-consuming and could divert the attention of our management and key personnel from our business operations. Third party claims of intellectual property infringement might also require us to enter into costly license agreements. We also may be subject to significant damages or injunctions against development and sale of certain products.

We are subject to risks generally associated with companies that operate globally.

We are a global company and generated 37% of our 2017 net sales, 35% of 2016 and 37% of our 2015 net sales outside the United States. We manufacture our products in 21 countries and have operations in more than 180 countries, so we are subject to risks inherent in multinational operations. Those risks include:

compliance with U.S. laws affecting operations outside of the United States, such as OFAC trade sanction regulations and Anti-Boycott regulations, compliance with anti-corruption laws, including U.S. Foreign Corrupt Practices Act (FCPA) and U.K. Bribery Act (UKBA),
compliance with antitrust and competition laws, data privacy laws, and a variety of other local, national and multi-national regulations and laws in multiple regimes,
changes in tax laws, interpretation of tax laws and tax audit outcomes,
fluctuations or devaluations in currency values, especially in emerging markets,
changes in capital controls, including currency exchange controls, government currency policies or other limits on our ability to import raw materials or finished product or repatriate cash from outside the United States,
changes in local regulations and laws, the uncertainty of enforcement of remedies in foreign jurisdictions, and foreign ownership restrictions and the potential for nationalization or expropriation of property or other resources; discriminatory or conflicting fiscal policies,
increased sovereign risk, such as default by or deterioration in the economies and credit worthiness of local governments,

- varying abilities to enforce intellectual property and contractual

rights, greater risk of uncollectible accounts and longer collection cycles,
- loss of ability to manage our operations in certain markets which could result in the deconsolidation of such businesses,
- design and implementation of effective control environment processes across our diverse operations and employee base,
- imposition of more or new tariffs, quotas, trade barriers, and similar restrictions on our sales or regulations, taxes or policies that might negatively affect our sales, and
- changes in trade policies and trade relations.

Please refer to Note 16 for more information regarding our operations in Venezuela, including the impact on our operations from currency restrictions and our decision to deconsolidate our Venezuelan operations effective December 31, 2016.

In addition, political and economic changes or volatility, geopolitical regional conflicts, terrorist activity, political unrest, civil strife, acts of war, public corruption, expropriation and other economic or political uncertainties could interrupt and negatively affect our business operations or customer demand. The slowdown in economic growth or high unemployment in some emerging markets could constrain consumer spending, and declining consumer purchasing power could adversely impact our profitability. Continued instability in the banking and governmental sectors of certain countries in the European Union or the dynamics associated with the federal and state debt and budget challenges in the United States could adversely affect us. All of these factors could result in increased costs or decreased revenues, and could materially and adversely affect our product sales, financial condition and results of operations.

There may be uncertainty as a result of key global events during 2018. For example, the continuing uncertainty arising from the Brexit referendum in the United Kingdom as well as ongoing terrorist activity, may adversely impact global stock markets (including The New York Stock Exchange on which our common shares are traded) and general global economic conditions. All of these factors are outside of our control, but may nonetheless cause us to

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djust our strategy in order to compete effectively in global markets.

'he results of the United Kingdom's referendum on withdrawal from the European Union may have a negative effect on global economic conditions, 'nancial markets and our business.

n June 2016, a majority of voters in the United Kingdom elected to withdraw from the European Union in a national referendum. In February 2017, the British Parliament voted in favor of allowing the British government to begin negotiating the terms of the United Kingdom's withdrawal from the European Jnion, and, in March 2017, the British government invoked Article 50 of the Treaty on European Union, which, per the terms of the treaty, formally riggered a two-year negotiation process and puts the United Kingdom on a course to withdraw from the European Union by the end of March 2019. The erms of withdrawal have not been established and the United Kingdom will remain a member of the European Union until conclusion of the withdrawal igreement. If no agreement is concluded within two years of formal notification of withdrawal, however, then the United Kingdom may leave the European Union at such time. Accordingly, the referendum has created significant uncertainty about the future relationship between the United Kingdom ind the European Union, including with respect to the laws and regulations that will apply as the United Kingdom determines which European Union aws to replace or replicate in the event of a withdrawal. The referendum has also given rise to calls for the governments of other European Union nember states to consider withdrawal.

The economic conditions and outlook in the United Kingdom, the European Union and elsewhere could be further adversely affected by (i) the jncertainty concerning the timing and terms of the exit, (ii) new or modified trading arrangements between the United Kingdom and other countries, iii) the risk that one or more other European Union countries could come under increasing pressure to leave the European Union, or (iv) the risk that the juro as the single currency of the Eurozone could cease to exist. Any of these developments, or the perception that any of these developments are ikely to occur, could affect economic growth or business activity in the United Kingdom or the European Union, and could result in the relocation of jusinesses, cause business interruptions, lead to economic recession or depression, and impact the stability of the financial markets, availability of ;redit, currency exchange rates, interest rates, financial institutions, and political, financial and monetary systems. Any of these developments, or the perception that any of them could occur, could depress economic activity and restrict our access to capital, which could materially and adversely affect our product sales, financial condition and results of operations.

Our operations in certain emerging markets expose us to political, economic and regulatory risks.

Our growth strategy depends in part on our ability to expand our operations in emerging markets. However, some emerging markets have greater political, economic and currency volatility and greater vulnerability to infrastructure and labor disruptions than more established markets. In many countries outside of the United States, particularly those with emerging economies, it may be common for others to engage in business practices prohibited by laws and regulations with extraterritorial reach, such as the FCPA and the UKBA, or local anti-bribery laws. These laws generally prohibit companies and their employees, contractors or agents from making improper payments to government officials, including in connection with obtaining permits or engaging in other actions necessary to do business. Failure to comply with these laws could subject us to civil and criminal penalties that could materially and adversely affect our reputation, financial condition and results of operations.

In addition, competition in emerging markets is increasing as our competitors grow their global operations and low cost local manufacturers expand and improve their production capacities. Our success in emerging markets is critical to our growth strategy. If we cannot successfully increase our business in emerging markets and manage associated political, economic and regulatory risks, our product sales, financial condition and results of operations could be materially and adversely affected.

Adverse changes in the global climate or extreme weather conditions could adversely affect our business or operations

Climate change is a core business issue for Kellogg to ensure the long-term health and viability of the ingredients we use in our products. As set forth in the Intergovernmental Panel on Climate Change Fifth Assessment Report, there is continuing scientific evidence, as well as concern from members of the general public, that emissions of greenhouse gases and contributing human activities have caused and will continue to cause significant changes in global temperatures and weather patterns and increase the frequency or severity of weather events, wildfires and flooding. As the pressures from climate change and global population growth lead to increased demand, the food

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system and global supply chain is becoming increasingly vulnerable to acute shocks, leading to increased prices and volatility, especially in the energy and commodity markets. Adverse changes such as these could:

- unfavorably impact the cost or availability of raw or packaging materials, especially if such events have a negative impact on agricultural productivity or on the supply of water;
- disrupt our ability, or the ability of our suppliers or contract manufacturers, to manufacture or distribute our products;
- disrupt the retail operations of our customers; or
- unfavorably impact the demand for, or the consumer's ability to purchase, our products.

Foreign, federal, state and local regulatory and legislative bodies have proposed various legislative and regulatory measures relating to climate change, regulating greenhouse gas emissions and energy policies. In the event that such regulation is enacted, we may experience significant increases in our costs of operation and delivery. In particular, increasing regulation of fuel emissions could substantially increase the distribution and supply chain costs associated with our products. Lastly, consumers and customers may put an increased priority on purchasing products that are sustainably grown and made, requiring us to incur increased costs for additional transparency, due diligence and reporting. As a result, climate change could negatively affect our business and operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters and principal research and development facilities are located in Battle Creek, Michigan.

We operated, as of February 20, 20i8 , offices, manufacturing plants and distribution and warehousing facilities totaling more than 39 million square feet of building area in the United States and other countries. Our plants have been designed and constructed to meet our specific production requirements, and we periodically invest money for capital and technological improvements. At the time of its selection, each location was considered to be favorable, based on the location of markets, sources of raw materials, availability of suitable labor, transportation facilities, location of our other plants producing similar products, and other factors. Our manufacturing facilities in the United States include four cereal plants and warehouses located in Battle Creek, Michigan; Lancaster, Pennsylvania; Memphis, Tennessee; and Omaha, Nebraska and other plants or facilities in San Jose, California; Atlanta, Augusta, and Rome, Georgia; Chicago, Illinois; Seelyville, Indiana; Kansas City, Kansas; Florence, Louisville and Pikeville, Kentucky; Grand Rapids and Wyoming, Michigan; Blue Anchor, New Jersey; Cary, North Carolina; Cincinnati and Zanesville, Ohio; Muncy, Pennsylvania; Jackson and Rossville, Tennessee; and Allyn, Washington.

Outside the United States, we had, as of February 20, 2018 , additional manufacturing locations, some with warehousing facilities, in Australia, Austria, Belgium, Brazil, Canada, Colombia, Ecuador, Egypt, Germany, Great Britain, India, Japan, Malaysia, Mexico, Poland, Russia, South Africa, South Korea, Spain, Thailand, and Venezuela. We also have joint ventures in China, Nigeria, Ghana and Turkey which own or operate manufacturing or warehouse facilities.

We generally Own our principal properties, including our major office facilities, although some manufacturing facilities are leased, and no owned property is subject to any major lien or other encumbrance. Distribution facilities (including related warehousing facilities) and offices of non-plant locations typically are leased. In general, we consider our facilities, taken as a whole, to be suitable, adequate, and of sufficient capacity for our current operations.

ITEM 3. LEGAL PROCEEDINGS

We are subject to various legal proceedings, claims, and governmental inspections, audits or investigations arising out of our business which cover matters such as general commercial, governmental regulations, antitrust and trade regulations, product liability, environmental, intellectual property, employment and other actions. In the opinion of management, the ultimate resolution of these matters will not have a material adverse effect on our financial position or results of operations.

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"EM 4. MINE SAFETY

DISCLOSURE ot

applicable.

'ART II

TEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY ECURITIES lformation on the market for our common stock, number of shareowners and dividends is located in Note 17 within Notes to Consolidated Financial itatements.

i December 2015, the board of directors approved a new authorization to repurchase of up to $1.5 billion of our common stock beginning in 2016 irough December 2017. In December 2017, a new authorization by the board of directors approved the repurchase of up to $1.5 billion of our common tock beginning in January 2018 through December 2019.

'he following table provides information with respect to purchases of common shares under programs authorized by our board of directors during the luarter ended December 30, 2017 .

millions, except per share data)

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	<d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
Month #2: 10/29/17-11/25/17	-	-	-	$ 558

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ITEM 6. SELECTED FINANCIAL DATA Kellogg Company and Subsidiaries

Selected Financial Data

(millions, except per share data and number of employees)

Depreciation norBzatioKS
Advertising expense (a)
2,837
ing expense (,a) 731 735 898 1,094
1,131

in nrnflt . «... . nnr . . nm n
235
256 406 22,
Operating profit
209
Diluted

Cash flow trends Be]

Capital expenditures

Total assets

Short-term debt and current maturities of long-term debt Total Kellogg Company equity
SrTare^^cOTrjreTias^ffi^jMS

Stock price range

16'35o(!.$ .. ^'.IJ V * ^< 5.251^^$ 15,139 $ 15,456

				779	1,069	2,470	1.435	1,028
2,212	1,910	2,128	2,789	3,545				
S59-76	$70-87	$61-74	$57-69	$55-68				

Number of employees

a) Advertising declined in both 2016 and 2015 as a result of foreign currency translation, implementation of efficiency and effectiveness programs including zero-based budgeting, the change in media landscape migrating investment to digital, and shifting investment to food innovation and renovation. Research and development declined due to changes intended to create a more efficient organizational design. We remain committed to invest in our brands at an industry-leading level to maintain the strength of our many recognizable brands in the marketplace.
b) We use this non-GAAP financial measure, which is reconciled above, to focus management and investors on the amount of cash available for debt repayment, dividend distnbution, acquisition opportunities, and share repurchase.
c) Interest coverage ratio is calculated based on net income attributable to Kellogg Company before interest expense, income taxes, depreciation and amortization, divided by interest expense

TEN! 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ellogg Company and Subsidiaries IESULTS OF OPERATIONS lusiness overview
he following Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to help the reader inderstand Kellogg Company, our operations and our present business environment. MD&A is provided as a supplement to, and should be read in injunction with, our Consolidated Financial Statements and the accompanying notes thereto contained in Item 8 of this report.

:ormore than 100 years, consumers have counted on Kellogg for great-tasting, high-quality and nutritious foods. These foods include snacks, such as :ookies, crackers, savory snacks, toaster pastries, cereal bars and bites, fruit-flavored snacks; and convenience foods, such as, ready-to-eat cereals, rozen waffles and veggie foods.

(ellogg products are manufactured and marketed

globally. Segments
Ne manage our operations through ten operating segments that are based on product category or geographic location. These operating segments are evaluated for similarity with regards to economic characteristics, products, production processes, types or classes of customers, distribution methods and regulatory environments to determine if they can be aggregated into reportable segments. We report results of operations in the following reportable segments: U.S. Morning Foods; U.S. Snacks; U.S. Specialty; North America Other; Europe; Latin America; and Asia Pacific. The reportable segments are discussed in greater detail in Note 18 within Notes to Consolidated Financial Statements.

Operating Margin Expansion Through 2018
In 2016, we announced a plan to increase our currency-neutral comparable operating margin by 350 basis points from 2015 through 2018, excluding the impact of pending accounting changes beginning'in the first quarter of 2018. In 2017, currency-neutral comparable operating margin increased 160 basis points as a result of COGS and SG&A savings realized from Project K and ZBB initiatives. Currency-neutral comparable operating margin was 16.9% for the full year 2017, which is 250 basis points higher than the level recorded for 2015.

During 2018, we expect to realize more than half of the remaining Project K savings, including savings from our DSD exit, and all remaining planned ZBB savings. These savings are expected to more than offset increased reinvestment in brand building, modest input cost inflation and higher transportation costs. As a result, we are currently on pace to deliver our targeted 3-year goal of margin expansion in 2018, excluding the impact of accounting changes.

Non-GAAP Financial Measures

This filing includes non-GAAP financial measures that we provide to management and investors that exclude certain items that we do not consider part of on-going operations. Items excluded from our non-GAAP financial measures are discussed in the "Significant items impacting comparability" section of this filing. Our management team consistently utilizes a combination of GAAP and non-GAAP financial measures to evaluate business results, to make decisions regarding the future direction of our business, and for resource allocation decisions, including incentive compensation. As a result, we believe the presentation of both GAAP and non-GAAP financial measures provides investors with increased transparency into financial measures used by our management team and improves investors' understanding of our underlying operating performance and in their analysis of ongoing operating trends. All historic non-GAAP financial measures have been reconciled with the most directly comparable GAAP financial measures.

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2017. 2016. and 2015 Non-GAAP Financial Measures

Non-GAAP financial measures used for evaluation of 2017, 2016 and 2015 performance include comparable net sales, comparable gross margin, comparable SGA, comparable operating profit, comparable operating profit margin, comparable effective tax rate, comparable net income attributable to Kellogg Company, comparable diluted EPS, and cash flow. These non-GAAP financial measures are also evaluated for year-over-year growth and on a currency-neutral basis to evaluate the underlying growth of the business and to exclude the effect of foreign currency. We determine currency-neutral operating results by dividing or multiplying, as appropriate, the current-period local currency operating results by the currency exchange rates used to translate our financial statements in the comparable prior-year period to determine what the current period U.S. dollar operating results would have been if the currency exchange rate had not changed from the comparable prior-year period. These non-GAAP financial measures may not be comparable to similar measures used by other companies.

Comparable net sales : We adjust the GAAP financial measures to exclude the pre-tax effect of acquisitions, divestitures, shipping day differences, and impacts of the Venezuela deconsolidation . We excluded the items which we believe may obscure trends in our underlying net sales performance. By providing this non-GAAP net sales measure, management intends to provide investors with a meaningful, consistent comparison of net sales performance for the Company and each of our reportable segments for the periods presented. Management uses this non-GAAP measure to evaluate the effectiveness of initiatives behind net sales growth, pricing realization, and the impact of mix on our business results. This non-GAAP measure is also used to make decisions regarding the future direction of bur business, and for resource allocation decisions. Currency-neutral comparable net sales represents comparable net sales excluding the impact of foreign currency.

Comparable gross profit, comparable gross margin, comparable SGA. comparable SGA%. oomparable operating profit, comparable operating profit margin, comparable net income attributable to Kellogg Company, and comparable diluted EPS: We adjust the GAAP .financial measures to exclude the effect of Project K and cost reduction activities, acquisitions, divestitures, integration costs, mark-to-market adjustments for •- pension -plans, commodities and certain foreign currency contracts, shipping day differences, impacts of the Venezuela remeasurement and deconsolidation, costs associated with the VIE deconsolidation, and costs associated with the early redemption of debt outstanding. We excluded the items which we believe may obscure trends in our underlying profitability. The impact of acquisitions and divestitures are not excluded from comparable diluted EPS. By providing these non-GAAP profitability measures, management intends to provide investors with a meaningful, consistent comparison of the Company's profitability measures for the periods presented. Management uses these non-GAAP financial measures to evaluate the effectiveness of initiatives intended to improve profitability, such as Project K, ZBB and Revenue Growth Management, as well as to evaluate the impacts of inflationary pressures and decisions to invest in new initiatives within each of our segments. Currency-neutral comparable represents comparable excluding foreign currency impact.

Comparable effective tax rate: We adjust the GAAP financial measure to exclude tax effect of Project K and cost reduction activities, integration costs, mark-to-market adjustments for pension plans, commodities and certain foreign currency contracts, shipping day differences, impacts of the Venezuela remeasurement and deconsolidation, costs associated with the VIE deconsolidation, and costs associated with the eariy redemption of debt outstanding. In addition, we have excluded the impact of adopting U.S. Tax Reform. We excluded the items which we believe may obscure trends in our underlying tax rate. By providing this non-GAAP measure, management intends to provide investors with a meaningful, consistent comparison of the Company's effective tax rate for the periods presented. Management uses this non-GAAP measure to monitor the effectiveness of initiatives in place to optimize our global tax rate.

Cash flow: Defined as net cash provided by operating activities reduced by expenditures for property additions. Cash flow does not represent the residual cash flow available for discretionary expenditures. We use this non-GAAP financial measure of cash flow to focus management and investors on the amount of cash available for debt repayment, dividend distributions, acquisition opportunities, and share repurchases once all of the Company's business needs and obligations are met. Additionally, certain performance-based compensation includes a component of this non-GAAP measure.

These measures have not been calculated in accordance with GAAP and should not be viewed as a substitute for GAAP reporting measures.

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ignificant items impacting comparability

1ark-to-market accounting for pension plans, commodities, and certain foreign currency contracts

Ve recognized mark-to-market adjustments for pension plans, commodity contracts, and certain foreign currency contracts as incurred. Actuarial ains/losses for pension plans are recognized in the year they occur. Changes between contract and market prices for commodities contracts and ertain foreign currency contracts result in gains/losses that are recognized in the quarter they occur. We recorded a total pre-tax mark-to-market benefit 'f $45 million for 2017 and pre-tax mark-to-market charges of $261 million and $446 million for 2016, and 2015, respectively. Within this total, the pre-ax mark -to-market benefit for pension plans was $86 million for 2017 and pre-tax mark-to-market charges of $314 million and $471 million for 2016 and :015, respectively.

'roiect K and cost reduction activities

n February 2017, the Company announced an expansion and an extension to its previously-announced global efficiency and effectiveness program "Project K"). Project K continued generating a significant amount of savings used to invest in key strategic areas of focus for the business. We recorded >re-tax charges of $260 million in 2017, $300 million in 2016, and $311 million in 2015.

n support of the ZBB initiative, we incurred pre-tax charges of $3 million in 2017, $25 million in 2016, and $12 million in 2015.

See the Restructuring and cost reduction activities section for more information. Debt redemption
during the quarter ended April 2, 2016, we redeemed $475 million of our 7.45% U.S. Dollar Debentures due 2031. In connection with the debt 'edemption, we incurred $153 million of interest expense, consisting primarily of a premium on the tender offer and also including accelerated losses on Dre-issuance interest rate hedges, acceleration of fees and debt discount on the redeemed debt and fees related to the tender offer.

Variable interest entity (VIE) deconsolidation
During the quarter ended July 4, 2015, a series of previously executed agreements between Kellogg's and a third party VIE were terminated resulting in our determination that we were no longer the primary beneficiary of the VIE. Accordingly, we deconsolidated the financial statements of the VIE as of the end of the quarter. As a result of the agreement terminations and related settlements, we recognized a gain of $6 million in Other income (expense), net during the quarter. This gain, in combination with a related $25 million charge that was recorded during the quarter ended April 4, 2015, resulted in a net loss of $19 million in Other income (expense), net for the year-to-date period ended July 4, 2015.

In connection with the deconsolidation that occurred during the quarter, we derecognized all assets and liabilities of the VIE, including an allocation of a portion of goodwill from the U.S. Snacks operating segment, resulting in a $67 million non-cash gain, which was recorded within operating profit.

Integration and transaction costs
We incurred integration costs related to the integration of various acquisitions in the years presented. We recorded pre-tax integration costs of $5 million, $12 million, and $30 million for 2017, 2016, and 2015, respectively.

Acquisitions
In January 2015, we completed the acquisition of a majority interest in Bisco Misr, the number one packaged biscuits company in Egypt for $125 million, or $117 million net of cash and cash equivalents acquired. In our European reportable segment, the acquisition added $9 million in net sales and less than $1 million of operating profit (before integration costs) in 2016 that impacted the comparability to 2015 reported results.

In September 2015, we completed the acquisition of Mass Foods, Egypt's leading cereal company for $46 million, or $44 million net of cash and cash equivalents acquired. In our European reportable segment, the acquisition added $16 million in net sales and approximately $2 million in operating profit (before integration costs) in 2016 that impacted comparability to 2015 reported results.

In December 2016, the Company acquired Ritmo Investimentos, controlling shareholder of Parati S/A, Aficai Ltda and Padua Ltda ("Parati Group"), a leading Brazilian food group. In our Latin America reportable segment for the year-to-date period ended December 30, 2017, the acquisition added $203 million in net sales and $25 million of operating profit (before integration costs) that impacted the comparability to 2016 reported results.

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In October of 2017, the Company acquired Chicago Bar Company LLC manufacturer of RXBAR, a high protein snack bar made of simple ingredients. In our North America Other reportable segment for year-to-date period ended December 30, 2017, the acquisition added $27 million in net sales and $3 million of operating profit (before integration costs) that impacted the comparability of 2016 reported results.

Shipping day differences
In December 2017, we eliminated a one-month timing difference in reporting of financial results for the Parati Group. This update resulted in an additional month of financial results being reported in the quarter and year-to-date period ended December 30, 2017, which included $14 million of net sales that impacted the comparability of our reported results.

Venezuela
There was a material change in the business environment, including a worsening of our access to key raw materials subject to restrictions, and a related significant drop in production volume in the fourth quarter. These supply chain disruptions, along with other factors such as the worsening economic environment in Venezuela and the limited access to dollars to import goods through the use of any of the available currency mechanisms, have impaired our ability to effectively operate and fully control our Venezuelan subsidiary.

As of December 31, 2016, we deconsolidated and changed to the cost method of accounting for our Venezuelan subsidiary. We recorded a $72 million pre-tax charge in Other income (expense), net as we fully impaired the value of our cost method investment in Venezuela. The deconsolidation charge included the historical cumulative translation losses of approximately $63 million related to our Venezuelan operations that had previously been recorded in accumulated other comprehensive losses within equity. Additionally, the deconsolidation reduced net sales by $31 million and operating profit by $9 million for the year-to-date period ended December 30, 2016 which impacted the comparability of 2017 to 2016 reported results.

In 2015 we concluded that we were no longer able to obtain sufficient U.S. dollars on a timely basis through the DIPRO exchange resulting in a decision to remeasure our Venezuela subsidiary's financial statements using the DICOM (formerly SIMADI) rate. In connection with the change in rates, we recorded pre-tax charges totaling $152 miiiion, including $112 million in the Latin America operating segment and $40 million in the Corporate operating segment. Of the total charges, $100 million was recorded in COGS, $3 million was recorded in SGA, and $49 million was recorded in Other income (expense), net. These charges consisted of $47 million related to the remeasurement of net monetary assets denominated in Venezuelan bolivar at the SIMADI exchange rate (recorded in Other income (expense), net), $56 million related to reducing inventory to the lower of cost or market (recorded in COGS) and $49 million related to the impairment of long-lived assets in Venezuela (recorded primarily in COGS).

Following the change to the DICOM (formerly SIMADI) rate in 2015, certain non-monetary assets related to our Venezuelan subsidiary continued to be remeasured at historical exchange rates. As these assets were utilized by our Venezuelan subsidiary during 2016 and 2015 they were recognized in the income statement at historical exchange rates resulting in an unfavorable impact. We experienced an unfavorable pre-tax impact of approximately $11 million in 2016 and $17 million in 2015 related to the utilization of these remaining non-monetary assets, primarily impacting COGS.

Foreign currency translation

We evaluate the operating results of our business on a currency-neutral basis. We determine currency-neutral operating results by dividing or multiplying, as appropriate, the current-period local currency operating results by the currency exchange rates used to translate our financial statements in the comparable prior-year period to determine what the current period U.S. dollar operating results would have been if the currency exchange rate had not changed from the comparable prior-year period.

Financial results

For the full year 2017, our reported net sales decreased by 0.7% due primarily to the list-price adjustments and other impacts in U.S. Snacks related to its transition from DSD and lower volume in U.S. Morning Foods. These impacts were partially offset by the Parati and RXBAR acquisitions, solid performance in U.S. Specialty and Asia-Pacific, and favorable foreign currency. Currency-neutral comparable net sales decreased by 2.6%, within our full year guidance, after eliminating the impact of acquisitions, shipping day differences, foreign currency and prior year Venezuela results.

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:eported operating profit increased by 39.5% as a result of productivity savings from Project K restructuring, which includes this year's exit from its U.S. ■nacks segment's Direct Store Delivery sales and delivery system. Reported operating profit also benefited from the year-over-year impact of mark-to-larket, restructuring, integration costs, acquisitions, and Venezuela remeasurement, partially mitigated by prior year Venezuela results and foreign urrency. Currency-neutral comparable operating profit increased by 7.6%, within our full-year guidance range, after excluding the impact of mark-to-larket, restructuring, acquisitions, integration costs, prior year Venezuela results, Venezuela remeasurement, and foreign currency.

Reported operating margin for the year was favorable 440 basis points due primarily to COGS and SG&A savings realized from Project K and ZBB litiatives, the impact of mark-to-market accounting for pension, and lower restructuring charges. Currency-neutral comparable operating margin was avorable 160 basis points after excluding the year-over-year impact of mark-to-market, restructuring, integration costs, acquisitions, Venezuela emeasurement, and foreign currency.

Reported diluted EPS of $3.62 was up 84.7% compared to the prior year of $1.96 due primarily to higher operating profit, favorable mark-to-market adjustments, lower restructuring charges, and prior year debt redemption expense. Currency-neutral comparable diluted EPS of $4.06 was up 9.1% :ompared to prior year of $3.72, within our full-year guidance range, after excluding the impact of mark-to-market, restructuring, and debt redemption jxpense.

Reconciliation of certain non-GAAP Financial Measures

Consolidated results (dollars in millions, except per share data)

Marx-lo-market (pre-tax) 45

Debt redemption (pre-tax) ,.

t1aJ)

mar

Venezuela deconsolidation (pre-tax)
Comparable net income attributable to Kellogg Company
Currency neutral comparable net income attributable to Kellogg Company

Shipping day differences (pre-tax)

Mark-to-market (pre-tax)

Debt redemption (pre-tax) Integration and uansaeli w'co'stji (jj£f|j^{§i{?$t Venezuela operations impact (pre-tax) Venezuela deconsolidation (pre-tax).7!■• . Venezuela remeasurement (pre-tax) Income tax impact applicable (o adjustments, net' U.S Tax Reform adoption impact

Comparable diluted EPS Foreign currency impact

Currency neutral comparable diluted EPS Currency neutral comparable diluted EPS growth

(0.01)

0.22 (0.01)

4.04

(002)

4.06 9.1%

(0.43) ■ ••(0.03) 0.02 (0.20) (0.03) 0.57

3.72

For more information on reconciling items in the table above, please refer to (he Significant items impacting comparability section.

* Represents the estimaled income tax effect on the reconciling items, using weighted-average statutory tax rates, depending upon the applicable jurisdiction

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Consolidated results (dollars in millions, except per share data)

^cBffe'tfTJeti^

Mark-tc-market (pre-tax) } (446)

Debt redemption (pre-tax)

Income tax impact applicable to adjustments, net*

Currency neutral comparable diluted EPS growth

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

* Represents the estimated income tax effect on the reconciling Items, using weighted-average statutory tax rates, depending upon the applicable jurisdiction.

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let sales and operating

profit 017 compared to

2016

he following tables provide an analysis of net sales and operating profit performance for 2017 versus 2016:

fear ended December 30, 2017

U.S. North Morning Foods	U.S. Snacks	U.S. America Specialty Other	Latin America	Asia Pacific	Kellogg Consolidated

28 11 203 - - 242

$^ 1,249 $ 1,588 $ 2,280 $^ 738^ ^ $ 9CT^ $■ ^ - $ 12,667 ^

Currency-neutral comparable net sales $ 2,778

Year ended December 31, 2016

Comparable net sales % change - 2017 vs. 2016:

^Acquisitions/divestitures Venezuela operations impact

0.8% (0.6)% 0.4% 2.8%

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

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Year ended December 30, 2017
U.S. Morning Foods
U.S. Snacks
U.S. Specialty
North America Other
Latin America
Asia Pacific
Kellogg Consolidated

Mark-to-market - - - - - - - _45 45

Integration and transaction costs -
Foreign currency impact

Shipping day differences

Year ended December 31, 2016
U.S. Morning Foods
U.S. Snacks
U.S. Specialty
North America Other
Latin America
Asia Pacific
Kellogg Consolidated
Integration and transaction costs

Venezuela operations impact
efelremeaBurjeii

Mark-to-market

Comparable operating profit	$ 616	$ 400	$ 287	$ 219	$ 334	$	98	$ 80	$ (39) $

% change - 2017 vs. 2016:
Mis
Mark-to-market
0.3 %
1.0 %
- %

-% (0.8)%

-% - % - % (0.2)% - % - % - %

- % - % 14.7% - %- % 0.6%

v.!rvv*-,:;-;;;-}>-t^.
ii^^r^,;^^i;^^.

^S^W^^^^'^la^^'v-. W^f^i£?^ iY^jx;--:■: -171^%^ ^fe7^i

-% 0.8% (1.3)% (2.0)% 3.6%(1.6)% (0.1)%

-%
17.5 %
Currency-neutral'clwnSaSCiei^
growth ...■.?.&&;«&«■.*••« ^sMt^.M&tta^j^f-W

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

U.S. Morning Foods

This segment consists of primarily cereal and toaster pastries. As reported and currency-neutral comparable net sales declined 5.2% as a result of decreased volume partially offset by favorable pricing/mix.

Cereal category consumption declined for the year, particularly in the health and wellness segment. Our kid-oriented brands have performed well. Frosted Flakes grew consumption and share during the year behind effective media and innovation, including new Cinnamon Frosted Flakes. Special K returned to share growth in the fourth quarter as a result of an effective media campaign and in-store activation.

Toaster pastries grew share during the year, despite lower consumption in the category.

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.s Reported operating profit increased 1.3% due to productivity initiatives and lower restructuring charges partially offset by lower net sales. Currency-eutral comparable operating profit increased 0.5% after eliminating the impact of restructuring charges.

I.S. Snacks
his segment consists of crackers, cookies, savory snacks, wholesome snacks and fruit-flavored snacks.

vs reported and currency-neutral comparable net sales declined 4.1% primarily due to impacts related to our conversion from DSD to warehouse listnbution; specifically, reduced merchandising during the transition, reduction of SKUs, and a list-price adjustment to eliminate the premium charged or DSD services.

trackers, Cookies and Wholesome Snacks declined in consumption and share for the year due to the reduction of promotion activity related to our ifforts to smoothly transition out of DSD during the second and third quarters. Savory snacks consumption was pulled down, in part, by the elimination) f a promotion-sized can. Focused marketing investment behind key brands resulted in improved consumption in the second half for Cheez-it and Club :rackers, Keebler Fudge Shoppe cookies, and Rice Krispies Treats wholesome snacks.

\s reported operating profit declined 64.5% due to increased Project K restructuring charges in the current year associated with our DSD transition. Currency-neutral comparable operating profit increased 6.0% after excluding the impact of restructuring charges; this was driven by DSD-related overhead reductions partially offset by increased brand investment.

J.S. Specialty
fhis segment sells the full line of Kellogg products to channels such as food service, vending, convenience stores, and Girl Scouts.

As reported and currency-neutral comparable net sales improved 2.9% as a result of higher volume and improved pricing/mix aided by innovation and expansion in core and emerging growth channels. In addition, the back half of the year benefited from hurricane-related shipments.

As reported operating profit increased 12.0% due to the higher net sales, savings from Project K and ZBB initiatives, and lower restructuring charges. Currency-neutral comparable operating profit increased 9.4% after excluding the impact of restructuring charges.

North America Other
This segment is composed of our U.S. Frozen Foods, Kashi Company, Canada, and RXBAR businesses.

As reported net sales increased 1.1% due primarily to the RXBAR acquisition, U.S. Frozen growth, and foreign currency. Currency-neutral comparable net sales declined 1.4% after excluding the impact of acquisitions and foreign currency.

In U.S. Frozen, Eggo "grew share and consumption during the year, benefiting from the removal of artificial ingredients and the success of Disney-shaped waffles, as well as the exit of a competitor. Our frozen veggie business, under the Morningstar Farms® and Gardenburger® brands, returned to consumption and share growth during the second half of the year, driven by marketing and in-store support focused on core grilling items.

In Canada, consumption and share performance continued to improve in both cereal and in snacks during the back half of the year. Recent share gains in cereal were the result of effective innovation and commercial programs.

Kashi Company reported net sales and operating profit were lower versus the prior year, as we continue to stabilize the Kashi brand outside of the natural channel. The business benefited from the continued success of our Bear Naked brand, which has become the #1 granola brand in the U.S. behind on-trend innovation and expanded distribution. Bear Naked grew both consumption and share for the year.

Reported operating profit increased 27.3% due to lower restructuring charges and by Project K and ZBB savings. Currency-neutral comparable operating profit increased 12.4% after excluding the impact of restructuring charges and foreign currency.

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Europe
Reported net sales declined 3.6% due to lower volume partially offset by the favorable impact of foreign currency, pricing/mix and

acquisitions. Currency-neutral comparable net sales declined 3.5% after excluding the impact of foreign currency and acquisitions.

Pringles volume was lower due primarily to prolonged negotiations with our customers as we sought to price behind our food and packaging upgrades. These negotiations were resolved by April but caused us to miss out on several first and second quarter merchandising programs. Promotional activity resumed in the third quarter and the brand returned to growth during the back half of the year with a particularly strong fourth quarter.

Cereal sales declined versus the prior year across the region but improved during the second half of the year. In the U.K., our largest market in the region, consumption and share turned positive in the second half of the year as a result of increased advertising behind our core brands, most notably Special K.

As reported operating profit increased 35.6% due to lower restructuring charges and incremental Project K savings, partially offset by lower sales and unfavorable foreign currency. Currency-neutral comparable operating profit declined 3.4% after excluding the impact of restructuring charges, prior year integration costs, acquisitions and foreign currency.

Latin America
Reported net sales improved 22.3% due to increased volume as a result of the Parati acquisition, favorable pricing/mix, and foreign currency. This was partially offset by lower volume in the Caribbean/Central America business and prior year Venezuela results. Currency-neutral comparable net sales declined 1.9% after excluding the impact of acquisitions, prior year Venezuela results, and foreign currency.

This decline was due primarily to the Caribbean/Central America sub-region, where first half distributor transitions and economic softness were followed during the back half of the year by shipment disruptions due to hurricanes Maria and Irma.

We did post soiid growth for the year in Mexico and the Mercosur region. Our Mexico business continued to perform well with consumption and sales increasing versus the prior year in both cereal and snacks. Mercosur posted particularly strong growth in Pringles.

The integration of Parati, our acquisition in Brazil, continues to progress well, and the business posted double digit growth for the year.

As Reported operating profit increased 28.2%, primarily due to the impact of the Parati acquisition partially offset by lower sales in the Caribbean/Central America business. Currency-neutral comparable operating profit decreased 1.7% after excluding the impact of restructuring costs, integration costs, acquisitions, prior year Venezuela operations, Venezuela remeasurement, and foreign currency.

Asia Pacific
Reported net sales improved 5.6% due to favorable foreign currency and pricing/mix as well as higher volume. Currency-neutral comparable net sales increased 2.8%, after excluding the impact of foreign currency.

Growth in cereal was led by India and Korea. Australia, our largest market in the region, gained share during the second half of the year, reflecting continued stabilization. We are experiencing growth in consumption and share through food news and media behind our health and wellness brands, as well as innovation and brand building behind our taste-oriented brands.

Our Pringles business posted solid growth for the year across the region, driven by emerging markets as well as Australia and Korea. We are also seeing the benefits from the expansion of our wholesome snacks business in the region.

As reported operating profit increased 23.1% due to higher net sales and brand-building efficiencies. Currency-neutral comparable operating profit improved 17.5% after excluding the impact of restructuring, prior year integration costs and foreign currency.

32

>utside of our reported results, our joint ventures in West Africa and China continued to perform extremely well. Double-digit growth was driven by trong noodles volume in West Africa and e-commerce sales in China.

•orporate
.s reported operating expense improved $556 million year on year due primarily to the year over year benefit from pension mark-to-market as well as ension curtailment gains in conjunction with Project K restructuring. Currency-neutral comparable operating profit improved $68 million year on year, rimarily due to lower pension costs, after excluding the impact of mark-to-market, restructuring, integration costs, and foreign currency.

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2016 compared to 2015

The following tables provide an analysis of net sales and operating profit performance for 2016 versus 2015:

Year ended December 31, 2016

(millions)

U.S. Morning Foods

U.S. Snacks

U.S. Specialty

North America Other

Latin America

Asia Pacific

Kellogg Consolidated

«tefr^^

Project K and cost reduction activities - -■ - - - - - - -

Currency-neutral comparable net sales excluding Venezuela

Year ended January 2, 2016

U.S. Morning Foods

U.S. Snacks

U.S. Specialty

North America Other

Latin America

Asia Pacific

Kellogg Consolidated

Project K and cost reduction activities

. Irrtegca^n Wd!t«l

Acquisitions/divestitures

% change-2016 vs. 2015:

jlp^g^aryfl^H

Project K and cost reduction

activities - %

Integration andil^s^sg!j9^{|jg^g^ig|

Acquisitions/divestitures Shipping day differences- i ':£;£^,;!^'ls

-%

0.1% 0.1% - %

-% 0.2% 1.1% - %

- %

(1.6)%

-% ±%: -% -%

- %

0.1 %

Comparable growth (2.0)% (1.1)%

Comparable growth' oxtfiStH^;?^;: :i

Foreign currency impact - % - %

2.8% (5.6)% (6.1)% (23.1)% 1.0%

-% (0.9)% (5.3)% (90.8)% (0.6)%

(4.0)%

(8.0)%

C

growth

Currency-neutral comparable growth excluding Venezuela

67.7%; 0.7 %

*urrency-neutral comparable K: V!^^^>*ᵖ*f<^til(^^r^^f&§*ᴺ

rowth ::. •> (2!djte^V-::*. 7&^!iW-t •• -. " (4.7)% , (0.8)%

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

4.0% (1.1)%

34

U.S. Morning Foods
Year ended December 31, 2016

(millions)

Reported .operating '^rofitj^ji^^;^» $ 3;i>r£W#& Mark-to-market
' Project K'arid^st're^ activ|Ues;:>

VIE£ deconsolidation M?g^^
Latin America
Asia Pacific
U.S. Snacks
U.S. Specialty
Corporate

Kellogg Consolidated

dnacKS specially uiner Europe Mmcnca racinc uorpuraie \-on:>uiiu<iit:u

- - - - - - (261) (261)

Year ended January 2, 2016
Cpmifara¥Hri&lii!»^jB(^flff Comparable operating profit excluding . Venezuela

% change - 2016 vs. 2015: Reported growth

Mark-to-market
Project K and cost reduction activities

VIE deconsolidation Integration and transactibri;.costs" Acquisitions/divestitures Shipping day differences Venezuela remeasurement

25:o%: i;-;fl5:8}%^7%7:4#;
-% - % - %

9i3%): ■ W ^(7^)%^;:-^ˡi^(1^j%.;

-% (16.6)% - %

" -¥%:: ""7 ■

-% - % - %

-% - % -V - %

-% - % - %

. 1.9%

- %

11.0%

- % /.:» (0.1)%

(0.6)%

- %
- %

(16.9)%

- %

(20.3)%

- % 2.5% 0.8 % 0.2 %

- %

855.2 %

- %

8 %

- % 95.2%
- %
- %

9 %

28.9 %

- %

14.9 %

- % .15.1 % (6.8)%
- %
- %

33.8;%

48.9 %

188.5 %

- % 46.1 %
- %
- % 31.6 %

;'z7'8:W 20.1 %

•1.2%-(4.0)% 1:3% (0.3)% 0.1 % 6.1 %

Comparable growth

Comparable growth excluding Venezuela

Foreign currency impact

(20.7)%:

(5.9)% (185.6)%

3) %

4) % 13.2 %
3.3 %'

4.3 % (14.4)%

Currency-neutral comparable growth

Currency-neutral comparable growth excluding Venezuela

164.9% 2.5 %

(294.5)% (429.9)%

17.7 % 6.7 %
For more information on reconciling items in (lie table above, please refer to the Significant items impacting comparability section

35

U.S. Morning Foods
This segment consists primarily of cereal and toaster pastries. As reported and currency-neutral comparable net sales declined 2.0% as a result of unfavorable volume and pricing/mix. Most of the decline was related to drinks and non-core products.

The cereal category and Kellogg share are both down approximately 1% for the year. However, our core six cereal brands collectively gained 20 basis points of share, including Special K®.

Toaster pastries reported an increase in net sales and share gains, with good contribution from innovation.

As reported operating profit increased 25.0% due to Project K savings, brand-building efficiencies resulting from ZBB, net deflation of input costs and reduced restructuring charges. This was partially offset by unfavorable sales performance. Currency-neutral comparable operating profit increased 15.7%, excluding the benefit of reduced restructuring charges.

U.S. Snacks
This segment consists of crackers, cereal bars, cookies, savory snacks, and fruit-flavored snacks. As reported and currency-neutral comparable net sales declined 1.1% as a result of unfavorable pricing/mix and a slight decrease in volume.

Crackers posted increased sales and share led by the Big 3 brands in combination (Cheez-lt *, Town House [e], and Club [e]).

The bars business declined due to weakness in the Special K "brand as the change in weight-management trends away from counting calories. The brand's declines are moderating with the success of on-trend offerings like Protein Trail Mix bars and Fruit & Nut bars. Rice Krispies Treats • and Nutri-Grain ® gained share during the year.

The cookies business consumption declined for the year resulting in lost share, although share losses moderated in the last half of the year as we benefited from turning on advertising behind our Keebler[6]Elves.

Savory snacks reported low-single-digit growth as a result of consumption growth due to core Pringles ® products driven, in part, by accelerated growth in on-the-go pack formats. This growth was partially offset by the lapping of SKU discontinuations during the year. !

As reported operating profit declined 15.8% due to the prior year benefit of the VIE deconsolidation, increased restructuring charges in the current year, and unfavorable sales performance. This was partially offset by Project K savings and brand-building efficiencies from ZBB. Currency-neutral comparable operating profit increased 8.5% after excluding the impact of the prior year VIE deconsolidation and the impact of restructuring charges.

U.S. Specialty
This segment sells the full line of Kellogg products to channels such as food service, vending, convenience stores, and Girt Scouts.

As reported and currency-neutral comparable net sales increased 2.8% as a result of favorable pricing/mix and a slight increase in volume. Reported net sales growth was led by growth in the Foodservice, Convenience and Vending channels. We held or gained share in cereal, crackers, wholesome snacks, and veggie in the Foodservice channel, and in cereal, crackers, and frozen breakfast in the Convenience channel.

As reported operating profit increased 7.4% due to favorable sales performance and ZBB savings. Currency-neutral comparable operating profit increased 8.8% after excluding the minor impact of restructuring charges.

North America Other
This segment is composed of our U.S. Frozen Foods, Kashi Company, and Canada businesses.

As reported net sales decreased 5.3% due to lower volume, unfavorable impact of foreign currency and slightly unfavorable pricing/mix. Currency-neutral comparable net sales declined 4.7% after excluding the impact of foreign currency.

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e U.S. Frozen business reported a net sales decline as we reshaped the portfolio for Eggo [8] and transitioned packaging for Morningstar Farms ° :spite the impact of these significant changes, the business posted improvement in operating profit and profit margins, driven by Project K and ZBB.

Canada, net sales were down as a result of volume declines and unfavorable currency impact, partially offset by improved pricing/mix. Beginning in i second quarter, we increased prices to help offset higher input costs due to significant transactional foreign exchange pressure. The price increases suited in lower volume. However, consumption and share declines moderated in the fourth quarter. Special K[e]gained share during 2016.

ashi posted lower sales during the year as the business continues to transition its portfolio. We have exited several non-core product lines, including) zen pizza, hot cereal, and trail mix. While these exits negatively impacted sales, they provide tighter focus and better economics going forward. We e investing heavily in our food. During the year, we completed an overhaul of our cereal portfolio, making every product Non-GMO Project Verified, 'e also launched several new cereal and wholesome snacks products. Finally, we have redesigned our packaging across our Kashi portfolio.

3 reported operating profit increased 1.9% due to lower restructuring charges as well as Project K savings and brand-building efficiencies resulting am ZBB in the U.S. Frozen and Canada businesses. These impacts were mitigated somewhat by investments in food and packaging in the Kashi jsiness. Currency-neutral comparable operating profit declined 7.5% after excluding the impact of restructuring and foreign currency.

urope
s reported net sales declined 4.8% due to unfavorable foreign currency and pricing/mix offset by a slight increase in volume. Currency-neutral Dmparable net sales declined 0.8% after excluding the impact of foreign currency and the impact of acquisitions.

he Pringles "business posted mid-single-digit net sales growth due to sustained momentum in key markets and expansion of Pringles ® Tortilla into ew markets.

he wholesome snacks business posted net sales growth for the year led by emerging markets. In addition, we increased share in the UK and France, /here growth in kids' brands accelerated.

"he cereal business in Europe posted a net sales decline mostly attributable to the UK, where consumption is down and a deflationary environment iersists in our categories. We continue working to reposition and renovate Special K •.

Overall, we continue to see strong growth in emerging markets as currency-neutral comparable net sales increased at a double-digit rate in Jlediterranean, Middle East, and Russia.

\s reported operating profit declined 16.9% due to increased restructuring charges and unfavorable foreign currency impact partially offset by Project K savings and productivity initiatives. Currency-neutral comparable operating profit improved 8.9%, excluding the impact of restructuring charges and oreign currency.

Latin America
As reported net sales declined 23.1% due to unfavorable foreign currency and lower volume. This was partially offset by the favorable impact of pricing/mix, primarily due to Venezuela. Currency-neutral comparable net sales improved 67.7% primarily due to the impact of Venezuela. Excluding Venezuela, currency-neutral comparable net sales would have grown 0.7%.

Our sales performance was driven by price realization, as we cover the adverse impact of currency, as well as the focus on kids-oriented RTEC brands, the expansion of affordable formats in high-frequency stores, and the benefit of some distributor changes for Pringles[0].

Cereal consumption and share grew in the back half of the year for Mexico led by our focus on kids' RTEC brands. The snacks business posted mid-single-digit net sales growth driven by strong Pringles ® results, with notable growth in the Mexico and Andean markets. We've accelerated consumption growth in wholesome snacks in Mexico, led by new Special K • offerings.

As reported operating profit increased 855.2% due to the year-over-year change in Venezuela remeasurement impact, the favorable impact of pricing actions in Venezuela, and the favorable impact of brand-building efficiencies. Currency-neutral comparable operating profit improved by 164.9%, excluding the impact of Venezuela remeasurement and foreiqn currency. Excludina Venezuela, currency neutral comparable operating profit increased 2.5%.

Asia Pacific
As reported net sales declined 0.4% due to unfavorable foreign currency, disposition of a small business and unfavorable pricing/mix. Currency-neutral comparable net sales increased 1.6% after excluding the impact of foreign currency and disposition of a small business.

Our Australia business stabilized in 2016. The business is focusing media behind our priority brands, executing big "tent-pole" promotions during key shopper weeks, and launching consumer-driven innovation and renovation. Our largest cereal brand in Australia, Nutri-Grain ®, returned to consumption and share growth as a result of these efforts.

In Asia, modest growth was led by Southeast Asia and Korea. The Sub-Saharan Africa business continued to perform well. Pringles [8] grew at a mid-single-digit rate on the strength of effective promotions as well as renovations like the re-stage of sweet flavors in Korea and the roll-out of Tortilla in Australia and South Africa. Pringles ® posted share gains for the year in Korea, Japan, South Africa, Indonesia, and the Philippines.

As reported operating profit increased 28.9% due to reduced restructuring charges, Project K savings and productivity initiatives. Currency-neutral comparable operating profit increased 1.9% excluding the impact of restructuring charges, integration costs and foreign currency.

Corporate
As reported operating expense improved 33.8% due to lower year-over-year mark-to-market cost impacts, and lower restructuring costs partially offset by higher pension and benefit costs. Currency-neutral comparable operating profit declined after excluding the impact of mark-to-market pension and postretiremen! benefit and restructuring costs.

flargin performance
!017 versus 2016 margin performance was as follows:

2016				Chan
Vlark-to-market 1.4	(COGS)	0.1	%	(1.3)%
Integration and transaction costs (COGS)			*%*	*%*
A^tion^				

Venezuela remeasurement (COGS) % (0.1)%
0.1

Foreign currency impact

Reported SGA% Mark-tc^market (?pA)^^j|^^^^| Project K and cost reduction activities (SGA) fntegrauoiV^haVtra Acquisitions/divestitures (SGA) VenezueTa-rOT

(23.8)% (25.8)% 2.0

(0.2)% - % (0.2)
Comparable SGA%

Reported 6peratihg;marain«S$^^^^S Mark-to-market

Integration and transactions costs Venezuela remeasurement
Currency-neutral comparable SGA%

Comparable. operatihgimai^fp^l^^S^^ Foreign currency impact

Currency-neutral coippa°rebli^^ir^r^ir^^p^|(^^g

For information on the reconciling items in the table above, please refer to the Significant items impacting comparability section, (a) Reported gross margin as a percentage of net sales. Gross margin is equal to net sales less cost of goods sold.

Reported gross margin for the year was favorable 240 basis points due primarily to productivity and cost savings under our Project K restructuring program, the year over year impact of mark-to-market accounting for pension, and lower restructuring charges, largely due to the curtailment benefit resulting from the amendment of certain pension plans in the U.S. and Canada. These impacts were mitigated somewhat by our U.S. Snacks transition out of DSD distribution, namely the list price adjustment and increased resources in warehouse logistics due to the DSD transition. Currency-neutral comparable gross margin was 20 basis points lower compared to the prior year after eliminating the impact of mark-to-market, restructuring, acquisitions, Venezuela remeasurement, and foreign currency; this was due to the reset of list prices for U.S. Snacks' transition out of DSD.

Reported SG&A% for the year was favorable 200 basis points due primarily to overhead savings realized from Project K, including the transition out of DSD, and ZBB, and the year over year impact of mark-to-market pension accounting. These impacts were partially offset by higher year-over-year Project K restructuring charges and acquisitions. Currency-neutral comparable SG&A% was favorable 180 basis points after excluding the impact of restructuring, mark-to-market, integration costs and acquisitions.

Reported operating margin for the year was favorable 440 basis points due primarily to COGS and SG&A savings realized from Project K and ZBB initiatives, the impact of mark-to-market accounting for pension, and lower restructuring charges. Currency-neutral comparable operating margin was favorable 160 basis points after excluding the year-over-year impact of mark-to-market, restructuring, integration costs, acquisitions, Venezuela remeasurement, and foreign currency.

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Our 2017 and 2016 comparable gross profit, comparable SGA, and comparable operating profit measures are reconciled to the directly comparable U.S. GAAP measures as follows:

(dollars in millions)

Mark-to-market (COGS) 8 (15g)

Integration and transaction costs (COGS) (2) .«5SB^a»sl&i^
Shipping day differences (COGS) 6

Venezuela remeasurement (COGS)

14

Reported SGA

Venezuela operations impact (SGA)

Integration and transaction costs Shipping day differences
Verrezuela operations •impaq^i-:'^ Venezuela remeasurement
■ ': . ..-V:ivdKi'.:/,;i'

Comparable operating profit' ' Foreign currency impact
Currency-neutral coinwialfeop^^?ffig^^|g<^||^^^PB^
For more information on the reconciling items in the table above, please refer to the Significant items impacting comparability section, (a) Gross profit is equal to net sales less cost of goods sold.

40

'016 versus 2015 margin performance was as follows:

			Chan
2015			
Reported-gross margiri (a);;: :. :^			
Vlark-to-market (COGS)	(1 3)%	(2 2)% 0.9	
J\E deconsolidation (COGS)	<y0	o/0	
^ra^f,^nd:fensa^			
Venezuela remeasurement (COGS)	(0.1)%	(0.9)% 0.8	
Comparable gross margin excluding Venezuela rro'r.eigtf^rrency inip'afeiii^^j^*^*'^^			
Currency-neutral comparable gross margin			
Reported SGA%	(25 8)%	(26 5)% 0.7	
Comparable SGA% Foreign currency impact			
7Reffii$fy p^e'r&Jri'g'm affl'j^j Mark-to-market			
VIE deconsolidation			
Integration and tre'raacliorisx&S^^^^^P			
Venezuela remeasurement			
(0.1)% (0.8)%			
Project K and cost reduction activities.(SGA)	(1.2)%	(1.0)% (0.2)	

14.4 %
1.0

15.4 % (0.8)% .

*Comparable operating margin '.'^-/-Vi^ip^^^^jijsi^|^*

Comparable operating margin excluding Venezuela

Foreign currency impact ■-• s; ■"■

Currency-neutral comparable operating margin

*Currency-neutral comparable operating 'mahjin.excludin'gWehe^*

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

Reported gross margin for the year was favorable 190 basis points due to savings realized from Project K and ZBB, Venezuela remeasurement,

restructuring costs, mark-to-market and integration costs. This was partially offset by the impact of investments we are making in our food and packaging, unfavorable transactional foreign currency impact, and unfavorable mix. Currency-neutral comparable gross margin declined 30 basis points, after excluding the impact of market-to-market, restructuring, integration costs, Venezuela remeasurement, and foreign currency. Currency-neutral comparable gross margin excluding Venezuela declined 20 basis points.
Reported SGA% for the year was favorable 70 basis points primarily due to the favorable year-over-year impact to brand-building investment from ZBB efficiencies, overhead savings realized from Project K and ZBB, and lower mark-to-market expense. These impacts were partially mitigated by the unfavorable year-over-year impact of a VIE deconsolidation, continued reinvestment of Project K savings into sales capabilities and re-establishing the Kashi business, and foreign currency. Currency-neutral comparable SGA% was favorable 220 basis points, after excluding the impact of mark-to-market, VIE deconsolidation, and foreign currency.

Reported operating margin for the year was favorable 260 basis points due to the favorable year-over-year impact to brand-building investment from ZBB efficiencies and overhead savings realized from Project K and ZBB, Venezuela remeasurement, mark-to-market, and integration costs. This was partially offset by the impact of investments we are making in our food and packaging, general inflationary trends in wages and logistics,

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unfavorable transactional foreign currency impact, the continued reinvestment of Project K savings into sales capabilities, re-establishing the Kashi business, the unfavorable year-over-year impact of foreign currency, and VIE deconsolidation. Currency-neutral comparable operating margin was favorable 190 basis points, after excluding the year-over-year impact of restructuring, integration costs, Venezuela remeasurement, VIE deconsolidation, and foreign currency.

Our 2016 and 2015 comparable gross profit, comparable SGA, and comparable operating profit measures are reconciled to the directly comparable U.S. GAAP measures as follows:

(dollars in millions)

mm

Acquisitions/divestitures (COGS)

5,092 $ 5,294

Foreign currency impact

Currency-neuiral comparable gross profit excluding Venezuela

(102)

Currency-neutral comparable SGA excluding Venezuela

Comparable operating profit

Comparable operating profit excluding Venezuela

Foreign currency impact

3,132

2,003 $ i;994 $. (278)

1,939 1.912

Currency-neutral comparable operatingVrpfit;] ':'^'^j^^}^

2,040

Currency-neutral comparable operating profit excluding Venezuela

For more information on reconciling items in the table above, please refer to the Significant items impacting comparability

section. Restructuring and cost reduction activities

We view our restructuring and cost reduction activities as part of our operating principles to provide greater visibility in achieving our long-term profit growth targets. Initiatives undertaken are currently expected to recover cash implementation costs within a five-year period of completion. Upon completion (or as each major stage is completed in the case of multi-year programs), the project begins to deliver cash savings and/or reduced depreciation

Project K

In February 2017. the Company announced an expansion and an extension to its previously-announced global efficiency and effectiveness program ("Project K"), to reflect additional and changed initiatives. Project K is expected to continue generating a significant amount of savings that may be invested in key strategic areas of focus for the business to drive future growth or utilized to achieve our 2018 Margin Expansion target

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i addition to the original program's focus on strengthening existing businesses in core markets, increasing growth in developing and emerging markets, nd driving an increased level of value-added innovation, the extended program also focuses on implementing a more efficient go-to-market model for ertain businesses and creating a more efficient organizational design in several markets. Since inception, Project K has provided significant benefits ind is expected to continue to provide a number of benefits in the future, including an optimized supply chain infrastructure, the implementation of global pusiness services, a new global focus on categories, increased agility from a more efficient organization design, and improved effectiveness in go-to-narket models.

Ve currently anticipate that Project K will result in total pre-tax charges, once all phases are approved and implemented, of $1.5 to $1.6 billion, with lfter -tax cash costs, including incremental capital investments, estimated to be approximately $1.1 billion. Cash expenditures of approximately $950 nillion have been incurred through the end of fiscal year 2017. Total cash expenditures, as defined, are expected to be approximately $175 million for !018. Total charges for Project K in 2018 are expected to be approximately $75 to $125 million.

rVe expect annual cost savings generated from Project K will be approximately $600 to $700 million in 2019. The savings will be realized primarily in selling, general and administrative expense with additional benefit realized in gross profit as cost of goods sold savings are partially offset by negative /olume and price impacts resulting from go-to-market business model changes. The overall savings profile of the project reflects our go-to-market nitiatives that will impact both selling, general and administrative expense and gross profit. We have realized approximately $480 million of annual savings through the end of 2017. Cost savings have been utilized to increase margins and be strategically invested in areas such as in-store execution, sales capabilities, including adding sales representatives, re-establishing the Kashi business unit, and in the design and quality of our products. We nave also invested in production capacity in developing and emerging markets, and in globai category teams.

Me funded much of the initial cash requirements for Project K through our supplier financing initiative. We are now able to fund much of the cash costs for the project through cash on hand as we have started to realize cash savings from the project.

i/Ve also expect that the project will have an impact on our consolidated effective income tax rate during the execution of the project due to the timing of charges being taken in different tax jurisdictions. The impact of this project on our consolidated effective income tax rate will be excluded from the comparable income tax rate that will be disclosed on a quarterly basis.

We will complete implementation of Project K in 2018, with annual savings expected to increase through 2019. Project charges, after-tax cash costs and annual savings remain in line with expectations.

Refer to Note 5 within Notes to Consolidated Financial Statements for further information related to Project K and other restructuring

activities. Other Projects

In 2015 we implemented a zero-based budgeting (ZBB) program in our North America business and during the first half of 2016 the program was expanded into our international businesses. We have realized annual savings from the ZBB program of $397 million through 2017 and expect cumulative savings to be approximately $450 to $500 million by the end of 2018, realized largely in selling, general and administrative expense.

In support of the ZBB initiative, we incurred pre-tax charges of approximately $3 million, $25 million and $12 million during 2017, 2016 and 2015, respectively. Total charges of $40 million have been recognized since the inception of the ZBB program which consists primarily of the design and implementation of business capabilities.

We completed implementation of the ZBB program in 2017, with annual savings expected to increase through 2018. Project charges, after-tax cash costs and annual savings remain in line with expectations.

Foreign currency translation

The reporting currency for our financial statements is the U.S. dollar. Certain of our assets, liabilities, expenses and revenues are denominated in currencies other than the U.S. dollar, primarily in the euro, British pound, Mexican peso, Australian dollar, Canadian dollar, Brazilian Real, Nigerian Naira, and Russian ruble. To prepare our consolidated financial statements, we must translate those assets, liabilities, expenses and revenues into U.S. dollars at the applicable exchange rates. As a result, increases and decreases in the value of the U.S. dollar against these other currencies will affect the amount of these items in our consolidated financial statements, even if their value has not changed in their original currency. This could have significant impact on our results if such increase or decrease in the value of the U.S. dollar is substantial.

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Interest expense

Interest expense was lower in 2017 due to a $153 million pre-tax charge in 2016 to redeem $475 million of 7.45% U.S. Dollar Debentures due 2031. The charge consisted primarily of a premium on the tender offer and also included accelerated losses on pre-issuance interest rate hedges, acceleration of fees and debt discount on the redeemed debt and fees. Also contributing to the increase from 2015 to 2016 was increased weighting of fixed rate debt and higher average debt levels.

Interest income (recorded in other income (expense), net) was (in millions), 2017 -$9; 2016 -$5; 2015 -$4. We currently expect that our 2018 gross interest expense will increase from 2017 due to the $600 million, ten-year, 3.4% Senior Notes issued in November 2017 in conjunction with our acquisition of Chicago Bar Co., LLC, the manufacturer of RXBAR, and higher expected interest rates on floating rate debt.

(dollars in millions)	2017	2016	2015	2017
2016				

Income taxes

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (Tax Act). The Tax Act makes broad and complex changes to the U.S. fax code Which impact our year ended December 30, 2017 including but not limited to, reducing the corporate tax rate from 35% to 21%, requiring a one-time transition tax on certain unrepatriated earnings of foreign subsidiaries that may be electively paid over eight years, and accelerating first year expensing of certain capital expenditures.

The Tax Act also introduces new tax laws that may impact our taxable income beginning in 2018 which will include, but not limited to, the repeal of the domestic production activity deduction, generally eliminating U.S. federal income taxes on foreign earnings (subject to certain important exceptions), a new provision designed to tax currently global intangible low taxed income (GILTI), a provision that could limit the amount of deductible interest expense, limitations on the deductibility of certain executive compensation, creating a base erosion anti-abuse tax (BEAT), and modifying or repealing many deductions and credits.

Shortly after the Tax Act was enacted, the SEC staff issued Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (SAB 118) which provides guidance on accounting for the Tax Act's impact. SAB 118 provides a measurement period, which in no case should extend beyond one year from the Tax Act enactment date, during which a company acting in good faith may complete the accounting for the impacts of the Tax Act under ASC Topic 740. Per SAB 118, we must reflect the income tax effects of the Tax Act in the reporting period in which the accounting under ASC Topic 740 is complete. To the extent our accounting for certain income tax effects of the Tax Act is incomplete, we can determine a reasonable estimate for those effects and record a provisional estimate in. the financial statements in the first reporting period in which a reasonable estimate can be determined. If we cannot determine a provisional estimate to be included in the financial statements, we should continue to apply ASC 740 based on the provisions of the tax laws that were in effect immediately prior to the Tax Act being enacted. If we are unable to provide a reasonable estimate of the impacts of the Tax Act in a reporting period, a provisional amount must be recorded in the first reporting period in which a reasonable estimate can be determined.

Our year end income tax provision includes $4 million of net additional income tax expense during the quarter ended December 30, 2017, driven by the reduction in the U.S. corporate tax rate and the transition tax on foreign earnings.

Reduction in U.S. Corporate Tax Rate: The tax provision includes a tax benefit of $153 million for the remeasurement of certain deferred tax assets and liabilities to reflect the corporate tax rate reduction impact to our net deferred tax balances. This adjustment is considered complete.

Transition tax on foreign earnings: The transition tax is a tax on the previously untaxed accumulated and current earnings and profits of certain of our foreign subsidiaries. In order to determine the amount of the Transition Tax, we must determine, in addition to other factors, the amount of post-1986 earnings and profits (E&P) of the relevant

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subsidiaries, as well as the amount of non-U.S. income taxes paid on such earnings. E&P is similar to retained earnings of the subsidiary, but requires rther adjustments to conform to U.S. tax rules. As of December 30, 2017, based on accumulated foreign earnings and profits of approximately $2.6 million, which are primarily in Europe, we are able to make a reasonable estimate of the transition tax and recorded a transition tax obligation of $157 ■pillion which the Company expects to elect to pay over eight years. The current portion of $17 million is included in Other current liabilities and the 'emainder is included within Other liabilities on the balance sheet. However, we are awaiting further interpretative guidance, continuing to assess available tax methods and elections, and continuing to gather additional information in order to finalize our calculations and complete the accounting for tie transition tax liability.

In addition to the transition tax, the Tax Act introduced a territorial tax system, which will be effective beginning in 2018. The territorial tax system will mpact our overall global capital and legal entity structure, working capital, and repatriation plan on a go-forward basis. In light of the territorial tax system, and other new international provisions within the Tax Act that are effective beginning in 2018, we are continuing to keep the $2.6 billion of accumulated foreign earnings and profits in Europe and other non-US jurisdictions and we can continue to support our assertion to indefinitely reinvest these foreign earnings and profits. As a result, as a reasonable provisional estimate, we are not recording any new deferred tax liabilities associated with the territorial tax system or for any changes to our indefinite reinvestment assertion. Further, it is impracticable for us to estimate any future tax cost for any unrecognized future tax liabilities associated with our indefinite reinvestment assertion as of December 30, 2017, because the actual tax liability, if any, would be dependent on complex analysis and calculations considering various tax laws, exchange rates, circumstances existing when a repatriation, sale, or liquidation occurs, and other factors.

If there are any changes to our indefinite reinvestment assertion as a result of finalizing our assessment of the new Tax Act, we will adjust our provisional estimates, record, and disclose any tax impacts in the appropriate period, pursuant to SAB 118.

For the year ended December 30, 2017, we did not identify any items from the Tax Act for which a provisional estimate could not be determined. In addition, other provisions of the Tax Act for which we have finalized or are continuing to finalize its accounting are not material (or expected to be material) to the financial statements as of and for the year ended December 30, 2017.

Our reported effective tax rates for 2017 , 2016 and 2015 were 24.6%, 25.2%, and 20.6%, respectively. Comparable effective tax rates for 2017 , 2016 and 2015 were 25.8%, 24.7%, and 25.6%, respectively.

For the year ended December 30, 2017, the effective tax rate benefited from a deferred tax benefit of $39 million resulting from the intercompany transfer of intellectual property. The 2016 effective income tax rate benefited from excess tax benefits from share-based compensation totaling $36 million. The 2015 effective income tax rates benefited from the mark-to-market loss recorded for our pension plans. Refer to Note 13 within Notes to Consolidated Financial Statements for further information.

Fluctuations in foreign currency exchange rates could impact the expected effective income tax rate as it is dependent upon U.S. dollar earnings of foreign subsidiaries doing business in various countries with differing statutory tax rates. Additionally, the rate could be impacted if pending uncertain tax matters, including tax positions that could be affected by planning initiatives, are resolved more or less favorably than we currently expect.

The following table provides a reconciliation of as reported to currency-neutral comparable income taxes and effective income tax rate for 2017 and 2016.

(3)
(2)

Integration and transaction costs

Venezuela

deconsolidation U S.

Tax Reform adoption

impact

Venezuela deconsolidation

U.S. Tax Reform adoption impact

1
For more information on reconciling items in the table above, please refer to the Significant items impacting comparability section.

The following table provides a reconciliation of as reported to currency-neutral comparable income taxes and effective income tax rate for 2016 and 2015.

'■•If

VIE deconsolidation barj^^driend transection costs Venezuela deconsolidation Venezuela remeasurement

Comparable income taxes

Reported effective income tax rate Mark-to-market

Project K and cost reduction activities Debt redemption VIE deconsolidation Integration and transaction costs Venezuela deconsolidation Venezuela remeasurement

25.2 %

0.5 (0:3) (0.9)

1.0

0 2

432

20.6%

(4.6)

(0.8)

(0.9) (0.2)

24.7 V.

25.6 V.

Comparable effective Income tax rate

For more information on reconciling items in the table above, please refer to the Significant items impacting

comparability section. Investments in unconsolidated entities

After-tax earnings from unconsolidated entities for the year ended December 30, 2017 increased to $7 million compared to the prior year of $1 million. The change was driven by increased sales and favorable tax benefits in Multipro Singapore Pte Ltd ('Multipro'), partially offset by inflation on input costs for both Multipro and our Other unconsolidated entities. Net sales attributed to our share of the unconsolidated entities were approximately $377 million for Multipro and approximately $28 million for all other unconsolidated entities.

"he components of our unconsolidated entities' net sales growth for 2017 versus 2016 are shown in the following

table: ZOI^ygfsu^^

Contributions from volume growth (a)	10.8	20.9 11.0
^Ipdc^iza^		
Currency-neutral comparable sales growth	37.9	27.8 37.2

13.9
14.3
20.0

(roreigncurrencyexi

Reported net sales growth

\fter-tax <file:///fter-tax> earnings from unconsolidated entities for the year ended December 31, 2016 increased to $1 million compared to the prior year of less than $1 nillion. The change was driven by increased sales in Multipro partially offset by the other unconsolidated entities. Net sales attributed to our share of she unconsolidated entities were approximately $331 million for Multipro and approximately $23 million for all other unconsolidated entities.

The components of our unconsolidated entities' net sales growth for 2016 versus 2015 are shown in the following table:

20.1,6 Versus.20:15 (pts):

Contributions from volume growth (b) Currency-neutral comparable sales growth

LIQUIDITY AND CAPITAL RESOURCES

Our principal source of liquidity is operating cash flows supplemented by borrowings for major acquisitions and other significant transactions. Our cash -generating capability is one of our fundamental strengths and provides us with substantial financial flexibility in meeting operating and investing needs.

We have historically reported negative working capital primarily as the result of our focus to improve core working capital by reducing our levels of trade receivables and inventory while extending the timing of payment of our trade payables. In addition, we have a substantial amount of indebtedness which results in current maturities of long-term debt and notes payable which can have a significant impact on working capital as a result of the timing of these required payments. Working capital is also impacted by the use of our ongoing cash flows from operations to service our debt obligations, pay dividends, fund acquisition opportunities, and repurchase our common stock. We had negative working capital of $1.4 billion and $1.5 billion as of December 30, 2017 and December 31, 2016 , respectively.

We believe that our operating cash flows,, together with our credit facilities and other available debt financing, will be adequate to meet our operating, investing and financing needs in the foreseeable future. However, there can be no assurance that volatility and/or disruption in the global capital and credit markets will not impair our ability to access these markets on terms acceptable to us, or at all.

As of December 30, 2017 and December 31, 2016 , we had $204 million and $240 million, respectively, of cash and cash equivalents held in international jurisdictions. The cash we generate outside the U.S. is principally to be used to fund our international development. If the funds generated by our U.S. business are not sufficient to meet our need for cash in the U.S., we may need to repatriate a portion of our international earnings to the U.S. which may be subject to additional taxes. The Tax Act required a one-time transition tax on certain unrepatriated earnings of

foreign subsidiaries. The impact of the Tax Act provision on repatriation lacks clarity and is subject to interpretation and may ultimately vary from the provision amount reported.

The following table sets forth a summary of our cash flows:

Operating activities

The principal source of our operating cash flows is net earnings, meaning cash receipts from the sale of our products, net of costs to manufacture and market our products.

Our net cash provided by operating activities for 2017 totaled $1,646 million, an increase of $18 million as compared to 2016. Pre-tax cash costs totaling $144 million in the year ended December 31, 2016 related to the $475 million redemption of our 7.45% U.S. Dollar Debentures due 2031 and $59 million cash settlement of forward starting swaps were offset by an increase in tax cash payments during the current year as well as a lower year-over-year cash flow impact from the supplier financing initiative.

After-tax cash payments related to Project K were $230 million in 2017, $117 million in 2016, and $191 million in 2015.

Our cash conversion cycle (defined as days of inventory and trade receivables outstanding less days of trade payables outstanding, based on a trailing 12 month average), is approximately negative 7 days and 3 days for 2017 and 2016, respectively. Core working capital in 2017 averaged 3.0% of net sales, compared to 4.0% in 2016 and 6.2% in 2015. In 2017, both our cash conversion cycle and core working capital showed improvements in days of trade payables outstanding which includes the positive impact of a supplier financing initiative. Days of trade receivables and inventory on hand were flat in 2017 compared to 2016.

Our total pension and postretirement benefit plan funding amounted to $44 million, $33 million and $53 million, in 2017 , 2016 and 2015, respectively.

The Pension Protection Act (PPA), and subsequent regulations, determines defined benefit plan minimum funding requirements in the United States. We believe that we will not be required to make any contributions under PPA requirements until 2022 or beyond. Our projections concerning timing of PPA funding requirements are subject to change primarily based on general market conditions affecting trust asset performance, future discount rates based on average yields of high quality corporate bonds and our decisions regarding certain elective provisions of the PPA.

We currently project that we will make total U.S. and foreign benefit plan contributions in 2018 of approximately $37 million. Actual 2018 contributions could be different from our current projections, as influenced by our decision to undertake discretionary funding of our benefit trusts versus other competing investment priorities, future changes in government requirements, trust asset performance, renewals of union contracts, or higher-than-expected health care claims cost experience.

We measure cash flow as net cash provided by operating activities reduced by expenditures for property additions. We use this non-GAAP financial measure of cash flow to focus management and investors on the amount of cash available for debt repayment, dividend distributions, acquisition opportunities, and share repurchases. Our cash flow metric is reconciled to the most comparable GAAP measure, as follows:

fJ»rt--.-»>r!»>t^}MR:i:-.-l

Net cash provided by operating activities ^|6ns ;to properties

Cash flow

year-over-year Changs

1,628 $ 1,691 $M&.lJ££.:,^^k-,^53)

1,138

1,121 $ (15)% ,

ivesting activities

)ur net cash used in investing activities for 2017 amounted to $1,094 million, an increase of $201 million compared with 2016 . In 2017, we acquired Chicago Bar Co., LLC, the manufacturer of RXBAR, for $596 million. In 2016, we acquired Parati, a manufacturer of biscuit, powdered beverage and >asta brands in Brazil for $381 million.

n 2015, we acquired, for $445 million, a 50% interest in Multipro Singapore Pte. Ltd., a leading distributor of a variety of food products in Nigeria and Shana, and an option to purchase a minority interest in an affiliated food manufacturer. In addition to our joint venture investment in 2015, we also icquired Mass Foods and a majority interest in Bisco Misr.

Capital spending in 2017 included investments in our supply chain infrastructure and network optimization initiatives in global manufacturing and listribution.

Cash paid for additions to properties as a percentage of net sales was 3.9% in 2017, 3.9% in 2016, and 4.1% in

2015. Financing activities

Our net cash used by financing activities was $604 million, $642 million and $706 million for 2017 , 2016 and 2015, respectively.

Total debt was $8.6 billion and $7.8 billion at year-end 2017 and 2016, respectively.

In November 2017, we issued $600 million of ten-year 3.4% Senior Notes to pay down commercial paper issued in conjunction with the purchase of Chicago Bar Co., LLC, manufacturer of RXBAR.

In May 2017, we issued €600 million of five-year 0.80% Euro Notes due 2022 and repaid our 1.75% fixed rate $400 million U.S. Dollar Notes due 2017 at maturity. Additionally, we repaid our 2.05% fixed rate Cdn. $300 million Canadian Dollar Notes at maturity.

In November 2016, we issued $600 million of seven-year 2.65% U.S. Dollar Notes and repaid our 1.875% $500 million U.S. Dollar Notes due 2016 at maturity.

In May 2016, we issued €600 million of eight-year 1.00% Euro Notes due 2024 and repaid our 4.45% fixed rate $750 million U.S. Dollar Notes due 2016 at maturity.

In March 2016, we issued $750 million of ten-year 3.25% U.S. Dollar Notes and $650 million of thirty-year 4.50% U.S. Dollar Notes. Also in March 2016, we redeemed $475 million of our 7.45% U.S. Dollar Debentures due 2031.

In May 2015, we repaid our $350 million 1.125% U.S. Dollar Notes due 2015 at maturity.

In February 2015, we repaid our floating-rate $250 million U.S. Dollar Notes due 2015 at maturity and in March 2015, we issued €600 million of ten-year 1.25% Euro Notes due 2025.

In December 2015, the board of directors approved a share repurchase program authorizing us to repurchase shares of our common stock amounting to $1.5 billion beginning in 2016 through December 2017. In December 2017, the board of directors approved the repurchase of up to $1.5 billion of our common stock beginning in January 2018 through December 2019.

During 2017, we purchased 7 million shares totaling $516 million. During 2016, we purchased 6 million shares totaling $426 million. During 2015, we purchased 11 million shares totaling $731 million.

We paid quarterly dividends to shareholders totaling $2.12 per share in 2017, $2.04 per share in 2016, and $1.98 per share in 2015. Total cash paid for dividends increased by 4.0% in 2017 and 3.0% in 2016. On February 16, 2018, the board of directors declared a dividend of $.54 per common share, payable on March 15, 2018 to shareholders of record at the close of business on March 5, 2018.

We entered into an unsecured Five-Year Credit Agreement in February 2014, allowing us to borrow, on a revolving credit basis, up to $2.0 billion and expiring in 2019. In January 2018, we entered into an unsecured Five-Year Credit Agreement to replace the existing agreement allowing us to borrow up to $1.5 billion, on a revolving basis.

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In January 2018, we entered into an unsecured 364-Day Credit Agreement to borrow, on a revolving credit basis, up to $1.0 billion at any time outstanding, to replace the $800 million 364-day facility that expired in January 2018. The new credit facilities contains customary covenants and warranties, including specified restrictions on indebtedness, liens and a specified interest expense coverage ratio. If an event of default occurs, then, to the extent permitted, the administrative agent may terminate the commitments under the credit facility, accelerate any outstanding loans under the agreement, and demand the deposit of cash collateral equal to the lender's letter of credit exposure plus interest. There are no borrowings outstanding under the new credit facilities.

Our long-term debt agreements contain customary covenants that limit Kellogg Company and some of its subsidiaries from incurring certain liens or from entering into certain sale and lease-back transactions. Some agreements also contain change in control provisions. However, they do not contain acceleration of maturity clauses that are dependent on credit ratings. A change in our credit ratings could limit our access to the U.S. short-term debt market and/or increase the cost of refinancing long-term debt in the future. However, even under these circumstances, we would continue to have access to Our 364-Day Credit Facility, which expires in January 2019, as well as our Five-Year Credit Agreement, which expires in January 2023. This source of liquidity is unused and available on an unsecured basis, although we do not currently plan to use it.

We monitor the financial strength of our third-party financial institutions, including those that hold our cash and cash equivalents as well as those who serve as counterparties to our credit facilities, our derivative financial instruments, and other arrangements.

We are in compliance with all covenants as of December 30, 2017 . We continue to believe that we will be able to meet our interest and principal repayment obligations and maintain our debt covenants for the foreseeable future, while still meeting our operational needs, including the pursuii of selected bolt-on acquisitions. This will be accomplished through our strong cash flow, our short-term borrowings, and our maintenance of credit facilities on a global basis.

During 2016, we initiated a program in which customers could extend their payment terms in exchange for the elimination of early payment discounts (Extended Terms Program).

During the first half of 2016, in order to mitigate the net working capital impact of the Extended Terms Program for a discrete customer, we entered into an agreement to sell, on a revolving basis, certain trade accounts receivable balances to third party financial institutions (Monetization Program). Transfers under the Monetization Program are accounted for as sales of receivables resulting in the receivables being de-recognized from our Consolidated Balance Sheet. The Monetization Program provides for the continuing sale of certain receivables on a revolving basis until terminated by either party; however the maximum funding from receivables that may be sold at any time is currently $800 million, but may be increased as additional financial institutions are added to the Monetization Program. Accounts receivable sold of $601 million and $562 million remained outstanding under this arrangement as of December 30, 2017 and December 31, 2016, respectively. Approximately $2.2 billion and $1.5 billion of accounts receivable have been sold via the Monetization Program during the years ended December 30, 2017 and December 31, 2016, respectively.

In addition to the Monetization Program, during 2016, in order to mitigate the networking capital impact of the Extended Terms Program for other customers, we entered into agreements with financial institutions (Securitization Program) to sell these receivables resulting in the receivables being de-recognized from our consolidated balance sheet. The maximum funding from receivables that may be sold at any time is currently $600 million, but may be increased as additional financial institutions are added io the agreement. As of December 30, 2017, approximately $433 million of accounts receivable sold under the Securitization Program remained outstanding, for which we received cash of approximately $412 million and a deferred purchase price asset of approximately $21 million. As of December 31, 2016, approximately $292 million of accounts receivable sold under the securitization program remained outstanding, for which we received cash of approximately $255 million and a deferred purchase price asset of approximately $37 million. During the years ended December 30, 2017 and December 31, 2016, $2.6 billion and $839 million of accounts receivable were sold through the Securitization Program, respectively. In December 2017, we terminated the Securitization Program, such that no receivables will be sold after December 28, 2017. We terminated the Securitization Program as a result of declining customer interest in an extended-terms program, and recent changes to accounting guidelines that (i) no longer treat the advances from the securitization in a way that preserves Cash Flow, defined as Cash From Operations less Capital Expenditure, and (ii) require burdensome administration, including daily reconciliations of receivables sold and collected under the program. Terminating the Securitization Program will have no impact on our Cash Flow.

Refer to Note 2 within Notes to Consolidated Financial Statements for further information related to the sale of accounts receivable.

OFF-BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS Off-balance sheet arrangements
M December 30, 2017 , we did not have any material off-balance sheet arrangements. Refer to Note 2 within Notes to Consolidated Financial Statements for information on our accounts receivable securitization and factoring programs.

Contractual obligations
The following table summarizes our contractual obligations at December 30, 2017 :

Contractual obligations
2023 and beyond
'^g^eVm oe&7.: "
-':Sia!»;.':.:i;i,y.\.'..:,,.- ..■ . Principal

Capital leases (b) ^^Bnb<'l3aWs<>(c):;:l.?; -•.« , Purchase obligations (d) O^ertain impositions (e) Other long-term obligations (f)

$ 8,319 407 $ 507 $ 850 $ 600 $ 1,079 $ 4,876

1,341 924 306 86 21 3 1

794 166 68 83 96 100

Includes interest payments on our long-term debt and payments on our interest rate swaps. Interest calculated on our variable rate debt was forecasted using the LIBOR forward rate curve as of December 30, 2017 .
b) The total expected cash payments on our capital leases include interest expense totaling less than $1 million over the periods presented above.
c) Operating leases represent the minimum rental commitments under non-cancelable operating leases.
d) Purchase obligations consist primarily of fixed commitments for raw materials to be utilized in the normal course of business and for marketing, advertising and other services. The amounts presented in the table do not include items already recorded in accounts payable or other current liabilities at year-end 2017, nor does the table reflect cash flows we are likely to incur based on our plans, but are not obligated to incur. Therefore, it should be noted that the exclusion of these items from the table could be a limitation in assessing our total future cash flows under contracts.
e) As of December 30, 2017 , our total liability for uncertain tax positions was $60 million, of which $8 million is expected to be paid in the next twelve months. We are not able to reasonably estimate the timing of future cash flows related to the remaining $52 million.
(0 Other long-term obligations are those associated with noncurrent liabilities recorded within the Consolidated Balance Sheet at year-end 2017 and consist principally of projected commitments under deferred compensation arrangements, multiemployer plans, and supplemental employee retirement benefits. The table also includes our current estimate of minimum contributions to defined benefit pension and postretirement benefit plans through 2023 as follows: 2018-$56; 2019-$47; 2020-$65; 2021-S77; 2022-$76; 2023-$ 117.
In addition, the total tax repatriation payable of $157 million which expected to be paid over the next 8 years is included in the total above.

CRITICAL ACCOUNTING ESTIMATES

Promotional expenditures

Our promotional activities are conducted either through the retail trade or directly with consumers and include activities such as in-store displays and events, feature price discounts, consumer coupons, contests and loyalty programs. The costs of these activities are generally recognized at the time the related revenue is recorded, which normally precedes the actual cash expenditure. The recognition of these costs therefore requires management judgment regarding the volume of promotional offers that will be redeemed by either the retail trade or consumer. These estimates are made using various techniques including historical data on performance of similar promotional programs. Differences between estimated expense and actual redemptions are normally insignificant and recognized as a change in management estimate in a subsequent period. On a full-year basis, these subsequent period adjustments represent approximately 0.3% of our company's net sales. However, our company's total promotional expenditures (including amounts classified as a revenue reduction) are significant, so it is likely our results would be materially different if different assumptions or conditions were to prevail.

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Property
Long-lived assets such as property, plant and equipment are tested for impairment when conditions indicate that the carrying value may not be recoverable. Management evaluates several conditions, including, but not limited to, the following: a significant decrease in the market price of an asset or an asset group; a significant adverse change in the extent or manner in which a long-lived asset is being used, including an extended period of idleness; and a current expectation that, more likeiy than not, a long-lived asset or asset group will be sold or otherwise disposed of significantly before the end of its previously estimated useful life. For assets to be held and used, we project the expected future undiscounted cash flows generated by the long-lived asset or asset group over the remaining useful life of the primary asset. If the cash flow analysis yields an amount less than the carrying amount we determine the fair value of the asset or asset group by using comparable market data. There are inherent uncertainties associated with the judgments and estimates we use in these analyses.

At December 30, 2017 , we have property, plant and equipment of $3.7 billion, net of accumulated depreciation, on our balance sheet. Included in this amount are approximately $22 million of idle assets.

Goodwill and other intangible assets
We perform an impairment evaluation of goodwill and intangible assets with indefinite useful lives at least annually during the fourth quarter of each year in conjunction with our annual budgeting process.

Goodwill impairment testing first requires a comparison between the carrying value and fair value of a reporting unit with associated goodwill. Carrying value is based on the assets and liabilities associated with the operations of that reporting unit, which often requires allocation of shared or corporate items among reporting units. For the 2017 goodwill impairment test, the fair value of the reporting units was estimated based on market multiples. Our approach employs market multiples based on sales, if applicable, and/or earnings before interest, taxes, depreciation and amortization (EBITDA) and earnings for companies comparable to our reporting units. In the event the fair value determined using the market multiples approach is close to the carrying value, we may also supplement our fair value determination using discounted cash flows. Management believes the assumptions used for the impairment test are consistent with those utilized by a market participant performing similar valuations for our reporting units.

Similarly, impairment testing of indefinite-lived intangible assets requires a comparison of carrying value to fair value of that particular asset. Fair values of non-goodwill intangible assets are based primarily on projections of future cash flows to be generated from that asset. For instance, cash flows related to a particular trademark would be based on a projected royalty stream attributable to branded product sales discounted at rates consistent with rates used by market participants. These estimates are made using various inputs including historical data, current and anticipated market conditions, management plans, and market comparables.

We also evaluate the useful life over which a non-goodwill intangible asset with a finite life is expected to contribute directly or indirectly to our cash flows. Reaching a determination on useful life requires significant judgments and assumptions regarding the future effects of obsolescence, demand, competition, other economic factors (such as the stability of the industry, known technological advances, legislative action that results in an uncertain or changing regulatory environment, and expected changes in distribution channels), the level of required maintenance expenditures, and the expected lives of other related groups of assets.

At December 30, 2017 , goodwill and other intangible assets amounted to $8.1 billion, consisting primarily of goodwill and brands associated with the 2001 acquisition of Keebler Foods Company and the 2012 acquisition of Pringles. Within this total, approximately $2.5 billion of non-goodwill intangible assets were classified as indefinite-lived, comprised principally of Keebler and Pringles trademarks. The majority of these intangible assets are recorded in our U.S. Snacks reporting unit. We currently believe that the fair value of our goodwill and other intangible assets exceeds their carrying value and that those intangibles so classified will contribute indefinitely to our cash flows. The percentage of excess fair value over carrying value of the U.S. Snacks reporting unit was approximately 57% and 41% in 2017 and 2016, respectively. However, if we had used materially different assumptions, which we do not believe are reasonably possible, regarding the future performance of our business or a different market multiple in the valuation, this could have resulted in significant impairment losses.

Additionally, we have $207 million of goodwill related to our Kashi reporting unit, which was primarily a result of establishing Kashi as a separate operating segment in 2015, which required an allocation of goodwill from our U.S. Snacks operating segment. The 2017 fair value of the Kashi reporting unit was estimated primarily based on a multiple of net sales and discounted cash flows. The percentage of excess over fair value was approximately 30%. The use of modestly different assumptions in the valuation could have resulted in an impairment.

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Retirement benefits
)ur company sponsors a number of U.S. and foreign defined benefit employee pension plans and also provides retiree health care and other welfare lenefits in the United States and Canada. Plan funding strategies are influenced by tax regulations and asset return performance. A substantial majority if plan assets are invested in a globally diversified portfolio of equity securities with smaller holdings of debt securities and other investments. We ecognize the cost of benefits provided during retirement over the employees' active working life to determine the obligations and expense related to our etiree benefit plans. Inherent in this concept is the requirement to
ise various actuarial assumptions to predict and measure costs and obligations many years prior to the settlement date. Major actuarial assumptions hat require significant management judgment and have a material impact on the measurement of our consolidated benefits expense and accumulated ibligation include the long-term rates of return on plan assets, the health care cost trend rates, the mortality table and improvement scale, and the nterest rates used to discount the obligations for our major plans, which cover employees in the United States, United Kingdom and Canada.

3ur expense recognition policy for pension and nonpension postretirement benefits is to immediately recognize actuarial gains and losses in our >perating results in the year in which they occur. Actuarial gains and losses are recognized annually as of our measurement date, which is our fiscal lear-end, or when remeasurement is otherwise required under generally accepted accounting principles.

Xdditionally, for purposes of calculating the expected return on plan assets related to pension and nonpension postretirement benefits we use the fair /alue of plan assets.

fo conduct our annual review of the long-term rate of return on plan assets, we model expected returns over a 20-year investment horizon with respect o the specific investment mix of each of our major plans. The return assumptions used reflect a combination of rigorous historical performance analysis and forward-looking views of the financial markets including consideration of current yields on long-term bonds, price-earnings ratios of the major stock narket indices, and long-term inflation. Our U.S. plan model, corresponding to approximately 71% of our trust assets globally, currently incorporates a ong-term inflation assumption of 2.5% and an active management premium of 1% (net of fees) validated by historical analysis and future return sxpectations. Although we review our expected long-term rates of return annually, our benefit trust investment performance for one particular year does lot, by itself, significantly influence our evaluation. Our expected rates of return have generally not been revised, provided these rates continue to fall within a "more likely than not" corridor of between the 25th and 75th percentile of expected long-term returns, as determined by our modeling process. Dur assumed rate of return for U.S. plans in 2017 of 8.5% equated to approximately the 62nd percentile expectation of our model. Similar methods are jsed for various foreign plans with invested assets, reflecting local economic conditions. Foreign trust investments represent approximately 29% of our global benefit plan assets.

3ased on consolidated benefit plan assets at December 30, 2017 , a 100 basis point increase or decrease in the assumed rate of return would correspondingly increase or decrease 2018 benefits expense by approximately $62 million. For each of the three fiscal years, our actual return on plan assets exceeded (was less than) the recognized assumed return by the following amounts (in millions): 2017-$415; 2016-$84; 2015-$(666).

To conduct our annual review of health care cost trend rates, we model our actual claims cost data over a five-year historical period, including an analysis of pre-65 versus post-65 age groups and other important demographic components in our covered retiree population. This data is adjusted to eliminate the impact of plan changes and other factors that would tend to distort the underlying cost inflation trends. Our initial health care cost trend rate s reviewed annually and adjusted as necessary to remain consistent with recent historical experience and our expectations regarding short-term future trends. In comparison to our actual five-year compound annual claims cost growth rate of approximately 5.19%, our initial trend rate for 2018 of 5.75% ʳeflects the expected future impact of faster-growing claims experience for certain demographic groups within our total employee population. Our initial ʳate is trended downward by 0.25% per year, until the ultimate trend rate of 4.5% is reached. The ultimate trend rate is adjusted annually, as necessary, to approximate the current economic view on the rate of long-term inflation plus an appropriate health care cost premium. Based on consolidated obligations at December 30, 2017 , a 100 basis point increase in the assumed health care cost trend rates would increase 2018 benefits expense by approximately $7 million and generate an immediate loss recognition of $117 million. A one percent increase in 2018 health care claims cost over that projected from the assumed trend rate would result in an experience loss of approximately $7 million and would increase 2018 expense by $0.3 million. *\ny arising health care claims cost-related experience gain or loss is recognized in the year in which they occur. The experience loss arising from recognition of 2017 claims experience was approximately $54 million.

Assumed mortality rates of plan participants are a critical estimate in measuring the expected payments a participant will receive over their lifetime and the amount of expense we recognize. At the end of 2014, we revised our mortality assumption after considering the Society of Actuaries' (SOA) updated mortality tables and improvement scale, as well as other mortality information available from the Social Security Administration to develop assumptions aligned with our expectation of future improvement rates. In determining the appropriate mortality assumptions as of December 30, 2017, we considered the SOA's 2017 updated improvement scale. The SOA's 2017 scale incorporates changes consistent with our view of future mortality improvements established in 2014. Therefore, we adopted the 2017 SOA improvement scale. This change to the mortality assumption decreased the year-end U.S. pension and other postretirement benefit obligations by $21 million and $9 million, respectively.

To conduct our annual review of discount rates, we selected the discount rate based on a cash-flow matching analysis using Willis Towers Watson's proprietary RATE:Link tool and projections of the future benefit payments constituting the projected benefit obligation for the plans. RATE.Link establishes the uniform discount rate that produces the same present value of the estimated future benefit payments, as is generated by discounting each year's benefit payments by a spot rate applicable to that year. The spot rates used in this process are derived from a yield curve created from yields on the 40th to 90th percentile of U.S. high quality bonds. A similar methodology is applied in Canada and Europe, except the smaller bond markets imply that yields between the 10th and 90th percentiles are preferable and in the U.K. the underlying yield curve was derived after further adjustments to the universe of bonds to remove bonds from issuers where it is not clear if they are truly corporate bonds. We use a December 31 measurement date for our defined benefit plans. Accordingly, we select yield curves to measure our benefit obligations that are consistent with market indices during December of each year.

Based on consolidated obligations at December 30, 2017 , a 25 basis point decline in the yield curve used for benefit plan measurement purposes would decrease 2018 benefits expense by approximately $4 million and would result in an immediate loss recognition of $239 million. All obligation -related actuarial gains and losses are recognized immediately in the year in which they occur.

Despite the previously-described rigorous policies for selecting major actuarial assumptions, we periodically experience material actuarial gains or losses due to differences between assumed and actual experience and due to changing economic conditions. During 2017, we recognized a net actuarial gain of approximately $126 million compared to a net actuarial loss of approximately $307 million in 2016. The total net gain recognized in 2017 was driven by a $415 million gain from better than expected asset returns, offset by a loss of approximately $289 million of plan experience and assumption changes, including declines in the discount rate which were partially offset by the change in mortality assumptions. During 2017, we also recognized curtailment gains of $153 million related to benefit changes and certain events affecting our benefit programs.

Of the total net gain recognized in 2016, approximately $393 million was related to assumption changes, primarily declines in the discount rate which were partially offset by the change in mortality assumptions. The loss was offset by an $84 million gain from better than expected asset returns.

During 2017, we made contributions in the amount of $31 million to Kellogg's global tax-qualified pension programs. This amount was mostly non-discretionary. Additionally we contributed $13 million to our retiree medical programs.

Income taxes

Our consolidated effective income tax rate is influenced by tax planning opportunities available to us in the various jurisdictions in which we operate. The calculation of our income tax provision and deferred income tax assets and liabilities is complex and requires the use of estimates and judgment.

We recognize tax benefits associated with uncertain tax positions when, in our judgment, it is more likely than not that the positions will be sustained upon examination by a taxing authority. For tax positions that meet the more likely than not recognition threshold, we initially and subsequently measure the tax benefits as the largest amount that we judge to have a greater than 50% likelihood of being realized upon ultimate settlement. Our liability associated with unrecognized tax benefits is adjusted periodically due to changing circumstances, such as the progress of tax audits, new or emerging legislation and tax planning. The tax position will be derecognized when it is no longer more likely than not of being sustained. Significant adjustments to our liability for unrecognized tax benefits impacting our effective tax rate are separately presented in the rate reconciliation table of Note 13 within Notes to Consolidated Financial Statements.

)n December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (Tax Act). The ax Act makes broad and complex changes to the U.S. tax code including a one-time transition tax on certain current and accumulated earnings and fofits of certain of our foreign subsidiaries. In order to determine the amount of the transition tax, we must determine, in addition to other factors, the .mount of post-1986 earnings and profits (E&P) of the relevant subsidiaries, as well as the amount of non-U.S. income taxes paid on such earnings. !&P is similar to retained earnings of the subsidiary, but requires other adjustments to conform to U.S. tax rules. We are able to make a reasonable istimate of the transition tax and recorded a transition tax obligation of $157 million which we expect to elect to pay over eight years. The current portion if $17 million is included in Other current liabilities and the remainder is included within Other liabilities on the balance sheet. However, we are awaiting urther interpretative guidance, continuing to assess available tax methods and elections, and continuing to gather additional information to more irecisely compute the amount of the transition tax liability.

n addition to the transition tax, the Tax Act introduced a territorial tax system, which will be effective beginning in 2018. As of the year-ended December 50, 2017, we have accumulated foreign earnings and profits of approximately $2.6 billion, which are primarily in Europe. As our accumulated foreign earnings and profits continue to be indefinitely reinvested and the company is still finalizing its assessment of the territorial tax system and the Tax Act an its indefinite reinvestment assertion on a go-forward basis, it is impracticable for us to estimate a future tax cost for any unrecognized deferred tax iabilities because the actual tax liability, if any, would be dependent on complex analysis and calculations considering various tax laws, exchange rates, circumstances existing when a repatriation, sale, or liquidation occurs, and other factors.

Management monitors the Company's ability to utilize certain future tax deductions, operating losses and tax credit carryforwards, prior to expiration. Changes resulting from management's assessment will result in impacts to deferred tax assets and the corresponding impacts on the effective income tax rate. Valuation allowances were recorded to reduce deferred tax assets to an amount that will, more likely than not, be realized in the future.

ACCOUNTING STANDARDS TO BE ADOPTED IN FUTURE PERIODS

Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities. In August 2017, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) intended to simplify hedge accounting by better aligning an entity's financial reporting for hedging relationships with its risk management activities. The ASU also simplifies the application of the hedge accounting guidance. The new guidance is effective on January 1, 2019, with early adoption permitted. For cash flow hedges existing at the adoption date, the standard requires adoption on a modified retrospective basis with a cumulative-effect adjustment to the Consolidated Balance Sheet as of the beginning of the year of adoption. The amendments to presentation guidance and disclosure requirements are required to be adopted prospectively. We will adopt the new ASU in the first quarter of 2018 and are currently evaluating the impact of adoption.

Improving the Presentation of net Periodic Pension Cost and net Periodic Postretirement Benefit Cost. In March 2017, the FASB issued an ASU to improve the presentation of net periodic pension cost and net periodic postretirement benefit cost. The ASU requires that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption is permitted, as of the beginning of an annual reporting period for which.financial statements (interim or annual) have not been issued or made available for issuance. That is, early adoption should be the first interim period if an entity issues interim financial statements. The amendments in this ASU should be applied retrospectively for the presentation of the service cost component and the other components of net periodic pension cost and net periodic postretirement benefit cost in the income statement and prospectively, on and after the effective date, for the capitalization of the service cost component of net periodic pension cost and net periodic postretirement benefit in assets. We will adopt the ASU in the first quarter of 2018. If we had adopted the ASU in the first quarter of 2017, on an as reported basis, the impact to our Corporate segment would have been an increase to COGS and SG&A of $325 million and $217 million, respectively, with an offsetting decrease to other income (expense), net (OIE) of $542 million in the year ended December 30, 2017. For the year ended December 31, 2016, the impact to our Corporate segment would have been a decrease to COGS and SG&A of $54 million and $26 million, respectively, with an offsetting increase to OIE of $80 million. Adoption will have no impact on net

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income or cash flow. The impact to the Consolidated Balance Sheet at December 30, 2017 and December 31, 2016 would have been immaterial.

On a comparable basis, the impact would have been an increase to COGS and SG&A of $169 million and $99 million, respectively, with an offsetting decrease to OIE of $274 million in the year ended December 30, 2017. On a comparable basis for the year ended December 31, 2016, the impact would have been an increase to COGS and SG&A of $143 million and $82 million, respectively, with an offsetting decrease to OIE of $225 million.

Simplifying the test for goodwill impairment. In January 2017, the FASB issued an ASU to simplify how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. The ASU is effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The amendments in this ASU should be applied on a prospective basis. We are currently assessing the impact and timing of adoption of this ASU.

Classification of certain cash receipts and payments. In August 2016, the FASB issued an ASU to provide cash flow statement classification guidance for certain cash receipts and payments including (a) debt prepayment or extinguishment costs; (b) contingent consideration payments made after a business combination; (c) insurance settlement proceeds; (d) distributions from equity method investees; (e) beneficial interests in securitization transactions and (f) application of the predominance principle for cash receipts and payments with aspects of more than one class of cash flows. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption is permitted, including adoption in an interim period, in which case adjustments should be reflected as of the beginning of the fiscal year that includes the interim period. The amendments in this ASU should be applied retrospectively. We will adopt the new ASU in the first quarter of 2018 and are currently evaluating the impact of adoption.

Leases. In February 2016, the FASB issued an ASU which will require the recognition of lease assets and lease liabilities by lessees for all leases with terms greater than 12 months. The distinction between finance leases and operating leases will remain, with similar classification criteria as current GAAP to distinguish between capita! and operating leases. The principal difference from current guidance is that the lease assets and lease liabilities arising from operating leases will be recognized on the Consolidated Balance Sheet. Lessor accounting remains substantially similar to current GAAP. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption is permitted. We will adopt the new ASU in the first quarter of 2019 and are currently evaluating the impact that implementing this ASU will have on our financial statements and disclosures. Please refer to Note 7 for a summary of our undiscounted minimum rental commitments under operating leases as of December 30, 2017.

Recognition and measurement of financial assets and liabilities. In January 2016, the FASB issued an ASU which primarily affects the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption can be elected for all financial statements of fiscal years and interim periods that have not yet been issued or that have not yet been made available for issuance. Entities should apply the update by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. We will adopt the updated standard in the first quarter of 2018 and do not expect the adoption of this guidance to have a material impact on our financial statements.

Revenue from contracts with customers. In May 2014, the FASB issued an ASU which provides guidance for accounting for revenue from contracts with customers across all industries, with final amendments issued in 2016. The core principle of this ASU is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to in exchange for those goods or services. To achieve that core principle, an entity would be required to apply the following five steps: 1) identify the contract (s) with a customer, 2) identify the performance obligations in the contract; 3) determine the transaction price; 4) allocate the transaction price to the performance obligations in the contract and 5) recognize revenue when (or as) the entity satisfies a performance obligation. The standard also calls for additional disclosures around the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers, including significant judgments and changes in judgments. When the ASU was originally

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ssued it was effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, and early adoption was not permitted.)n July 9, 2015, the FASB decided to delay the effective date of the new revenue standard by one year. The updated standard will be effective for fiscal ears, and interim periods within those years, beginning after December 15, 2017. Entities will be permitted to adopt the new revenue standard early, tut not before the original effective date. Entities will have the option to apply the final standard retrospectively or use a modified retrospective method, ecognizing the cumulative effect of the ASU in retained earnings at the date of initial application. We will adopt the guidance in the first quarter of 2018 ising the full retrospective transition method which requires restating each prior reporting period presented. The adoption is not expected to have a naterial impact on our financial statements and is limited to timing and classification differences as well as disaggregated revenue disclosures.

:UTURE OUTLOOK

A/e provide net sales guidance on a currency-neutral basis. On this basis, we expect net sales to be flat in 2018. The October acquisition of RXBAR is jxpected to contribute 1-2% growth offset by a 1% decline related to the negative impact of our exit from Direct Store Delivery (DSD) in U.S. Snacks, ncluding list-price adjustments and rationalization of stock-keeping units, and a flat to 1% decrease for the remainder of our business.

From a profitability standpoint, we expect currency-neutral adjusted operating profit to increase 4-6% during 2018. RXBAR is expected to contribute 1-2% of this growth, while the remaining growth is driven by remaining Project K and ZBB savings, partially offset by an increase in brand building. The resultant operating profit margin reaches our publicly stated margin-expansion target, excluding the impact of pending accounting changes.

Finally, we expect currency-neutral adjusted EPS to grow in the range of 9 to 11% in 2018. This growth incorporates an effective tax rate of 20-21%, 5-6% lower than 2017 as a result of U.S. Tax Reform. The tax benefit is partially offset by the impact of de-leveraging our capital structure and de-risking pension plans by making additional contributions or adjusting target pension asset allocations plans to a more conservative investment mix, which would be accompanied by a reduction in our Expected Return on Assets assumption.

We expect that full-year cash flow will be between $1.2 and $1.3 billion, with year on year growth driven by higher net income, sustained working capital improvement, and the benefits of U.S. Tax Reform. Our guidance includes remaining cash outlays related to Project K and capital expenditures of approximately $500 million.

2018 Non-GAAP Financial Measures

Starting in 2018, the Company is modifying its presentation of non-GAAP measurements. This modification aligns with how the Company assesses its reporting segments, which now includes the delivery of objectives for acquired businesses, and presents performance in a way that is more simple and useful to investors, using nomenclature that is used by peer companies. Non-GAAP financial measures used for 2018 guidance include organic net sales, adjusted operating profit, adjusted diluted EPS, and cash flow. These non-GAAP financial measures are also evaluated for year-over-year growth and on a currency-neutral basis to evaluate the underlying growth of the business and to exclude the effect of foreign currency. We determine currency-neutral operating results by dividing or multiplying, as appropriate, the current-period local currency operating results by the currency exchange rates used to translate our financial statements in the comparable prior-year period to determine what the current period U.S. dollar operating results would have been if the currency exchange rate had not changed from the comparable prior-year period. These non-GAAP financial measures may not be comparable to similar measures used by other companies.

Currency-neutral net sales and organic net sales : We adjust the GAAP financial measure to exclude the impact of foreign currency, resulting in currency-neutral sales. In addition, we exclude the impact of acquisitions, dispositions, related integration costs, shipping day differences, and foreign currency, resulting in organic net sales. We excluded the items which we believe may obscure trends in our underlying net sales performance. By providing these non-GAAP net sales measures, management intends to provide investors with a meaningful, consistent comparison of net sales performance for the Company and each of our reportable segments for the periods presented. Management uses these non-GAAP measures to evaluate the effectiveness of initiatives behind net sales growth, pricing realization, and the impact of mix on our business results. These non-GAAP measures are also used to make decisions regarding the future direction of our business, and for resource allocation decisions.

Currency-neutral adjusted operating profit and adjusted diluted EPS: We' adjust the GAAP financial measures to exclude the effect of Project K and cost reduction activities, mark-to-market adjustments for

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pension plans, commodities and certain foreign currency contracts. We excluded the items which we believe may obscure trends in our underlying profitability. By providing these non-GAAP profitability measures, management intends to provide investors with a meaningful, consistent comparison of the Company's profitability measures for the periods presented. Management uses these non-GAAP financial measures to evaluate the effectiveness of initiatives intended to improve profitability, such as Project K, ZBB and Revenue Growth Management, to assess performance of newly acquired businesses, as well as to evaluate the impacts of inflationary pressures and decisions to invest in new initiatives within each of our segments. Currency-neutral adjusted represents adjusted excluding foreign currency impact. Cash flow: Defined as net cash provided by operating activities reduced by expenditures for property additions. Cash flow does not represent the residual cash flow available for discretionary expenditures. We use this non-GAAP financial measure of cash flow to focus management and investors on the amount of cash available for debt repayment, dividend distributions, acquisition opportunities, and share repurchases once all of the Company's business needs and obligations are met. Additionally, certain performance-based compensation includes a component of this non-GAAP measure.

We are unable to reasonably estimate the potential full-year financial impact of mark-to-market adjustments because these impacts are dependent on future changes in market conditions (interest rates, return on assets, and commodity prices) or future decisions to be made by our management team and Board of Directors, including decisions on future acquisitions or dispositions. Similarly, because of volatility in foreign exchange rates and shifting country mix of our international earnings, we are unable to reasonably estimate the potential full-year financial impact of foreign currency translation.

As a result, these impacts are not included in the guidance provided. Therefore, we are unable to provide a full reconciliation of these non-GAAP measures used in our guidance without unreasonable effort as certain information necessary to calculate such measure on a GAAP basis is unavailable, dependent on future events outside of our control and cannot be predicted without unreasonable efforts by the Company.

The projected impact of certain other items that are excluded from non-GAAP guidance are shown below:

Effective Tax Rate EH

Earnings Per Share

$0.

Income Tax benefit applicable to adjustments, net*

' 2018 lull year guidance lor net sales, operating prom, and earnings per share are provided on a non-GAAP basis only because certain information necessary to calculate such measures on a GAAP basis is unavailable, dependent on future events outside of our control and cannot be predicted without unreasonable efforts by the Company. The Company is providing quantification of known adjustment items where available.

** Represents the estimated income tax effect on the reconciling items, using weighted-average statutory tax rates, depending upon the applicable jurisdiction.

Reconciliation of Non-GAAP amounts - Cash Flow Guidance

(billions)

Ap FulYe 20

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TEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Dur company is exposed to certain market risks, which exist as a part of our ongoing business operations. We use derivative financial and commodity nstruments, where appropriate, to manage these risks. As a matter of policy, we do not engage in trading or speculative transactions. Refer to Note 14 within Notes to Consolidated Financial Statements for further information on our derivative financial and commodity instruments.

Foreign exchange risk

3ur company is exposed to fluctuations in foreign currency cash flows related primarily to third-party purchases, intercompany transactions, and when applicable, nonfunctional currency denominated third-party debt. Our company is also exposed to fluctuations in the value of foreign currency investments in subsidiaries and cash flows related to repatriation of these investments. Additionally, our company is exposed to volatility in the. translation of foreign currency denominated earnings to U.S. dollars. Primary exposures include the U.S. dollar versus the euro, British pound, Mexican peso, Australian dollar, Canadian dollar, Russian ruble, Brazilian Real and Nigerian Naira and in the case of inter-subsidiary transactions, the British pound versus the euro. We assess foreign currency risk based on transactional cash flows and translational volatility and may enter into forward contracts, options, and currency swaps to reduce fluctuations in long or short currency positions. Forward contracts and options are generally less than 18 months duration. Currency swap agreements may be established in conjunction with the term of underlying debt issuances.

The total notional amount of foreign currency derivative instruments at year-end 2017 was $2.2 billion, representing a settlement obligation of $4 million. The total notional amount of foreign currency derivative instruments at year-end 2016 was $1.4 billion, representing a settlement receivable of $16 million. All of these derivatives were hedges of anticipated transactions, translational exposure, or existing assets or liabilities, and mature within 18 months. Assuming an unfavorable 10% change in year-end exchange rates, the settlement obligation would have increased by $71 million at year-end 2017 and the settlement receivable at year-end 2016 would have become a settlement obligation of $46 million. These unfavorable changes would generally have been offset by favorable changes in the values of the underlying exposures.

Interest rate risk

Our company is exposed to interest rate volatility with regard to future issuances of fixed rate debt and existing and future issuances of variable rate debt. Primary exposures include movements in U.S. Treasury rates, London Interbank Offered Rates (LIBOR), and commercial paper rates. We periodically use interest rate swaps and forward interest rate contracts to reduce interest rate volatility and funding costs associated with certain debt issues, and to achieve a desired proportion of variable versus fixed rate debt, based on current and projected market conditions.

During 2017 and 2016 , we entered into interest rate swaps, and in some instances terminated interest rate swaps, in connection with certain U.S. Dollar and Euro Notes. Refer to Note 8 within Notes to Consolidated Financial Statements. The total notional amount of interest rate swaps at year-end 2017 was $2.3 billion, representing a settlement obligation of $54 million. The total notional amount of interest rate swaps at year-end 2016 was $2.2 billion, representing a settlement obligation of $64 million. Assuming average variable rate debt levels during the year, a one percentage point increase in interest rates would have increased interest expense by approximately $27 million and $17 million at year-end 2017 and 2016, respectively.

Price risk

Our company is exposed to price fluctuations primarily as a result of anticipated purchases of raw and packaging materials, fuel, and energy. Primary exposures include corn, wheat, potato flakes, soybean oil, sugar, cocoa, cartonboard, natural gas, and diesel fuel. We have historically used the combination of long-term contracts with suppliers, and exchange-traded futures and option contracts to reduce price fluctuations in a desired percentage of forecasted raw material purchases over a duration of generally less than 18 months.

The total notional amount of commodity derivative instruments at year-end 2017 was $544 million, representing a settlement obligation of approximately $1 million. The total notional amount of commodity derivative instruments at year-end 2016 was $437 million, representing a settlement receivable of approximately $6 million. Assuming a 10% decrease in year-end commodity prices, the settlement obligation would have increased by $41 million at year-end 2017 , and the settlement obligation would have increased by approximately $20 million at year-end 2016 , generally offset by a reduction in the cost of the underlying commodity purchases.

In addition to the commodity derivative instruments discussed above, we use long-term contracts with suppliers to manage a portion of the price exposure associated with future purchases of certain raw materials, including rice,

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sugar, cartonboard, and corrugated boxes. It should be noted the exclusion of these contracts from the analysis above could be a limitation in assessing the net market risk of our company.

Reciprocal collateralization agreements

In some instances we have reciprocal collateralization agreements with counterparties regarding fair value positions in excess of certain thresholds. These agreements call for the posting of collateral in the form of cash, treasury securities or letters of credit if a net liability position to us or our counterparties exceeds a certain amount. As of December 30, 2017 and December 31, 2016 , we had posted collateral of $20 million and $41 million, respectively, in the form of cash, which was reflected as an increase in accounts receivable, net on the Consolidated Balance Sheet. As of December 30, 2017 and December31, 2016 , we posted $17 million and $7 million, respectively, in margin deposits for exchange-traded commodity derivative instruments, which was reflected as an increase in accounts receivable, net on the Consolidated Balance Sheet.

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TEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

<ellogg Company and Subsidiaries

CONSOLIDATED STATEMENT OF INCOME

(millions, except per share data)

Cost of goods sold	7,W\	8,259 8,844
Operating profit		
Other income (expense), net		^gj (52)

(g-|)

Income taxes 412 233

159

Net income $ 1,269 $ 695 $

614

Net income attributable to Kellogg Company j •) 269 $

694 $ 614

Refer to Notes to Consolidated Financial Statements.

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Kellogg Company and Subsidiaries

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

2017

Pre-tax amount (expense) After-lax benefit amount

2016

Tax

Pre-tax amount (expense) After-tax benefit amount

2015

Tax

Pre-tax amount (expense) After-tax benefit amount

Other comprehensive income

Cash flow hedges:

Other comprehensive income (loss) attributable to noncontrolling interests

Refer to notes to Consolidated Financial Statements.

Cellogg Company and Subsidiaries

CONSOLIDATED BALANCE SHEET

Capital in excess of par value Retained earnings Treasury stock, at cost

74,911,865 shares in 2017 and 69,403,567 shares in 2016 Accumulated other comprehensive income (loss)

Total Kellogg Company equity Noncontrolling interests

878

(4,417) (1.457)

2,212 16

(3.997) (1,575)

1,910 16

Total equity
Total liabilities and equity

Refer to Notes to Consolidated Financial Statements.
Kellogg Company and Subsidiaries

CONSOLIDATED STATEMENT OF EQUITY

(700)

10 S 2,138
(1,376) $ 2,128 J
105 $ 878 $ 7,103
75 $ (4,417) $
(1,457) $
Balance, December 3D, 2017

51

51 51

D16 420 $ 105 S 745 t 6.597 70 $

* . . . . - - -

Refer to Notes to Consolidated Financial Statements.

Cellogg Company and Subsidiaries

CONSOLIDATED STATEMENT OF CASH FLOWS

Dpcrating activities

Adjustments to reconcile net income to operating cash flows .'•.Depreaation and-amortization i. . . : . . Postretirement benefit plan expense

Bt'K

Stock compensation :-I^S®f^il8^®|8H<ia8on.:*- .;• -Venezuela remeasurement

Noncurrenl income taxes payable

Postretiremen! benefit plan contributions

^N^^^PMMWS^tsiindiHabHities, net of acquisitibhs:.i';ii<~w^ Trade receivables

Accounts payable

Accrued interest expense :^j^^^^^^^^p^^i^ing,;promotion and trade altowaiSSi^^^^ Accrued salaries and wages

Net cash provided by (used in) operating activities

Additions to properties

Reduction of cash due to Venezuela deconsolidation

Investments.in unconsolidated entities Acquisition of cost method investments Other.

Net cash provided by (used in) investing activities

Financing activities

Net increase (reduction) of notes payable, with maturities less than or equal to 90 days

Issuances of notes payable, with maturities greater than 90 days

Reductions of notes payable, with maturities greater than 90 days

Issuances of long-term debt

Reductions of long-term debt

Net issuances of common stock

Common stock repurchases

Cash dividends

(1,094) $

153 (918)

•iT:'-!^^l?l^"!,tr#' 1,961'-.

(238)(1,831)

-. . 1,251 2,657

. -. •••. <).. : •

(632) (1,737)

97 .: 368

(516) (426)

(736)(716)

(1,127)

443 214

(283) 696

(606) 261

(731)

(700)

Net cash provided by (used in) financing activities

Effect of exchange rate changes on cash and cash equivalents

Increase (decrease) in cash and cash equivalents Cash and cash equivalents at beginning of period

53

1

280

(64)

29 251

(50)

(192) 443

Cash and cash equivalents at end of period

Supplemental cash flow disclosures. Interest paid Income taxes paid

258 S 352 S

405 $

256 S

228 337

Supplemental cash flow disclosures of non-cash investing activities*

Additions to properties'included iriVcipurits''paya6le:v7

Refer to Notes to Consolidated Financial Statements.

Kellogg Company and Subsidiaries

Notes to Consolidated Financial Statements

NOTE 1

ACCOUNTING

POLICIES Basis

of presentation

The consolidated financial statements include the accounts of the Kellogg Company, those of the subsidiaries that it controls due to ownership of a majority voting interest and the accounts of the variable interest entities (VIEs) of which Kellogg Company is the primary beneficiary (Kellogg or the Company). The Company continually evaluates its involvement with VIEs to determine whether it has variable interests and is the primary beneficiary of the VIE. When these criteria are met, the Company is required to consolidate the VIE. The Company's share of earnings or losses of nonconsolidated affiliates is included in its consolidated operating results using the equity method of accounting when it is able to exercise significant influence over the operating and financial decisions of the affiliate. The Company uses the cost method of accounting if it is not able to exercise significant influence over the operating and financial decisions of the affiliate. Intercompany balances and transactions are eliminated.

The Company's fiscal year normally ends on the Saturday closest to December 31 and as a result, a 53rd week is added approximately every sixth year. The Company's 2017, 2016 and 2015 fiscal years each contained 52 weeks and ended on December 30, 2017 , December 31, 2016 , and January 2, 2016, respectively.

Use of estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods reported. Actual results could differ from those estimates.

Cash and cash equivalents
Highly liquid investments with remaining stated maturities of three months or less when purchased are considered cash equivalents and recorded at cost.

Accounts receivable
Accounts receivable consists principally of trade receivables, which are recorded at the invoiced amount, net of allowances for doubtful accounts and prompt payment discounts. Trade receivables do not bear interest. The allowance for doubtful accounts represents management's estimate of the amount of probable credit losses in existing accounts receivable, as determined from a review of past due balances and other specific account data. Account balances are written off against the allowance when management determines the receivable is uncollectible. As of year-end 2017 and 2016 , the Company's off-balance sheet credit exposure related to its customers was immaterial. Please refer to Note 2 for information on sales of accounts receivable.
Inventories

Inventories are valued at the lower of cost or net realizable value. Cost is determined on an average

cost basis. Property
The Company's property consists mainly of plants and equipment used for manufacturing activities. These assets are recorded at cost and depreciated over estimated useful lives using straight-line methods for financial reporting and accelerated methods, where permitted, for tax reporting. Major property categories are depreciated over various periods as follows (in years): manufacturing machinery and equipment 5 - 30 ; office equipment 4 - 5 ; computer equipment and capitalized software 3 - 7 ; building components 15 - 25 ; building structures 30 - 50 . Cost includes interest associated with significant capital projects. Plant and equipment are reviewed for impairment when conditions indicate that the carrying value may not be recoverable. Such conditions include an extended period of idleness or a plan of disposal. Assets to be disposed of at a future date are depreciated over the remaining period of use. Assets to be sold are written down to realizable value at the time the assets are being actively marketed for sale and a sale is expected to occur within one year. As of year-end 2017 and 2016 , the carrying value of assets held for sale was immaterial.

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Goodwill and other intangible assets
Goodwill and indefinite-lived intangibles are not amortized, but are tested at least annually for impairment of value and whenever events or changes in circumstances indicate the carrying amount of the asset may be impaired. An intangible asset with a finite life is amortized on a straight-line basis over the estimated useful life.

For the goodwill impairment test, the fair value of the reporting units are estimated based on market multiples. This approach employs market multiples based on earnings before interest, taxes, depreciation and amortization and earnings for companies that are comparable to the Company's reporting units. In the event the fair value determined using the market multiple approach is close to carrying value, the Company may supplement the fair value determination using discounted cash flows. The assumptions used for the impairment test are consistent with those utilized by a market participant performing similar valuations for the Company's reporting units.

Similarly, impairment testing of other intangible assets requires a comparison of carrying value to fair value of that particular asset. Fair values of non-goodwill intangible assets are based primarily on projections of future cash flows to be generated from that asset. For instance, cash flows related to a particular trademark would be based on a projected royalty stream attributable to branded product sales, discounted at rates consistent with rates used by market participants.

These estimates are made using various inputs including historical data, current and anticipated market conditions, management plans, and market comparables.

Accounts payable
The Company has agreements with third parties to provide accounts payable tracking systems which facilitate participating suppliers' ability to monitor and, if elected, sell payment obligations from the Company to designated third-party financial institutions. Participating suppliers may, at their sole discretion, make offers to sell one or more payment obligations of the Company prior to their scheduled due dates at a discounted price to participating financial institutions. The Company's goal in entering into the agreements is to capture overall supplier savings, in the form of payment terms or vendor funding, created by facilitating suppliers' ability to sell payment obligations, while providing them with greater working capital flexibility. The Company has no economic interest in the sale of these suppliers' receivables and no direct financial relationship with the financial institutions concerning these

services. The Company's obligations to its suppliers, including amounts due and scheduled payment dates, are not impacted by suppliers' decisions to sell amounts under the arrangements. However, the Company's right to offset balances due from suppliers against payment obligations is restricted by the agreements for those payment obligations that have been sold by suppliers. As of December 30, 2017 , $850 million of the Company's outstanding payment obligations had been placed in the accounts payable tracking system, and participating suppliers had sold $674 million of those payment obligations to participating financial institutions. As of December 31, 2016 , $677 million of the Company's outstanding payment obligations had been placed in the accounts payable tracking system, and participating suppliers had sold $507 million of those payment obligations to participating financial institutions.

Revenue recognition

The Company recognizes sales upon delivery of its products to customers. Revenue, which includes shipping and handling charges billed to the . customer, is reported net of applicable provisions for discounts, returns, allowances, and various government withholding taxes. Methodologies for determining these provisions are dependent on local customer pricing and promotional practices, which range from contractually fixed percentage price reductions to reimbursement based on actual occurrence or performance. Where applicable, future reimbursements are estimated based on a combination of historical patterns and future expectations regarding specific in-market product performance.

Advertising and promotion

The Company expenses production costs of advertising the first time the advertising takes place. Advertising expense is classified in selling, general and administrative (SGA) expense.

The Company classifies promotional payments to its customers, the cost of consumer coupons, and other cash redemption offers in net sales. The cost of promotional package inserts is recorded in cost of goods sold (COGS). Other types of consumer promotional expenditures are recorded in SGA expense.

Research and development

The costs of research and development (R&D) are expensed as incurred and are classified in SGA expense. R&D includes expenditures for new product and process innovation, as well as significant technological improvements to existing products and processes. The Company's R&D expenditures primarily consist of internal salaries, wages,

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onsulting, and supplies attributable to time spent on R&D activities. Other costs include depreciation and maintenance of research facilities and :quipment, including assets at manufacturing locations that are temporarily engaged in pilot plant activities.

itock-based compensation

'he Company uses stock-based compensation, including stock options, restricted stock, restricted stock units, and executive performance shares, to) rovide long-term performance incentives for its global workforce.

The Company classifies pre-tax stock compensation expense in SGA and COGS expense within its corporate operations. Expense attributable to iwards of equity instruments is recorded in capital in excess of par value in the Consolidated Balance Sheet.

Certain of the Company's stock-based compensation plans contain provisions that accelerate vesting of awards upon retirement, disability, or death of jligible employees and directors. A stock-based award is considered vested for expense attribution purposes when the employee's retention of the award is no longer contingent on providing subsequent service. Accordingly, the Company recognizes compensation cost immediately for awards jranted to retirement-eligible individuals or over the period from the grant date to the date retirement eligibility is achieved, if less than the stated vesting jeriod.

The Company recognizes compensation cost for stock option awards that have a graded vesting schedule on a straight-line basis over the requisite service period for the entire award.

Income taxes

The Company recognizes uncertain tax positions based on a benefit recognition model. Provided that the tax position is deemed more likely than not of oeing sustained, the Company recognizes the largest amount of tax benefit that is greater than 50 percent likely of being ultimately realized upon settlement. The tax position is derecognized when it is no longer more likely than not of being sustained. The Company classifies income tax-related interest and penalties as interest expense and SGA expense, respectively, on the Consolidated Statement of Income. The current portion of the Company's unrecognized tax benefits is presented in the Consolidated Balance Sheet in other current assets and other current liabilities, and the amounts expected to be settled after one year are recorded in other assets and other liabilities.

As of December 30, 2017 substantially all foreign earnings were considered permanently invested. As the Company's accumulated foreign earnings and profits continue to be indefinitely reinvested and the company is still finalizing its assessment of the territorial tax system and the Tax Act on its indefinite reinvestment assertion on a go-forward basis, it is impracticable for the Company to estimate a future tax cost for any unrecognized deferred tax liabilities because the actual tax liability, if any, would be dependent on complex analyses and calculations considering various tax laws, exchange rates, circumstances existing when a repatriation, sale, or liquidation occurs, and other factors.

Management monitors the Company's ability to utilize certain future tax deductions, operating losses and tax credit carryforwards, prior to expiration. Changes resulting from management's assessment will result in impacts to deferred tax assets and the corresponding impacts on the effective income tax rate. Valuation allowances were recorded to reduce deferred tax assets to an amount that will, more likely than not, be realized in the future.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act includes a provision designed to tax currently global intangible low taxed income (GILTI) starting in 2018. Under the provision, a U.S. shareholder is required to include in gross income the amount of its GILTI, which is 50% of the excess of the shareholder's net tested income of its controlled foreign corporation over the deemed tangible income return. The amount of GILTI included by a U.S. shareholder is computed by aggregating all controlled foreign corporations (CFC). Shareholders are allowed to claim a foreign tax credit for 80 percent of the taxes paid or accrued with respect to the tested income of each CFC, subject to some limitations.

Beginning in 2018, the Company intends to account for the GILTI as a period cost and will include a provisional estimate for GILTI in its Q1 2018 effective tax rate. The FASB staff has indicated that a company should make and disclose a policy election as to whether it will (1) recognize deferred taxes for basis differences expected to reverse as GILTI or (2) account for GILTI as a period cost if and when incurred. The Company is currently applying the SAB 118 guidance to the selection of a GILTI accounting policy election and, therefore, as of December 30, 2017, the

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determination of its GILTI accounting policy is not complete. The Company intends to finalize its GILTI accounting policy in 2018 during the measurement period.

Derivative Instruments

The fair value of derivative instruments is recorded in other current assets, other assets, other current liabilities or other liabilities. Gains and losses representing either hedge ineffectiveness, hedge components excluded from the assessment of effectiveness, or hedges of translational exposure are recorded in the Consolidated Statement of Income in other income (expense), net (OIE). In the Consolidated Statement of Cash Flows, settlements of cash flow and fair value hedges are classified as an operating activity; settlements of all other derivative instruments, including instruments for which hedge accounting has been discontinued, are classified consistent with the nature of the instrument.

Cash flow hedges. Qualifying derivatives are accounted for as cash flow hedges when the hedged item is a forecasted transaction. Gains and losses on these instruments are recorded in other comprehensive income until the underlying transaction is recorded in earnings. When the hedged item is realized, gains or losses are reclassified from accumulated other comprehensive income (loss) (AOCI) to the Consolidated Statement of Income on the same line item as the underlying transaction.

Fair value hedges. Qualifying derivatives are accounted for as fair value hedges when the hedged item is a recognized asset, liability, or firm commitment. Gains and losses on these instruments are recorded in earnings, offsetting gains and losses on the hedged item.

A/ef investment hedges. Qualifying derivative and nonderivative financial instruments are accounted for as net investment hedges when the hedged item is a nonfunctional currency investment in a subsidiary. Gains and losses on these instruments are included in foreign currency translation adjustments in AOCI.

Derivatives not designated for hedge accounting Gains and losses on these instruments are recorded in the Consolidated Statement of Income, on the same line item as the underlying hedged item.

Foreign currency exchange risk. The Company is exposed to fluctuations in foreign currency cash flows related primarily to third-party purchases, intercompany transactions and when applicable, nonfunctional currency denominated third-party debt. The Company is also exposed to fluctuations in the value of foreign currency investments in subsidiaries and cash flows related to repatriation of these investments. Additionally, the Company is exposed to volatility in the translation of foreign currency denominated earnings to U.S. dollars. Management assesses foreign currency risk based on transactional cash flows and translational volatility and may enter into forward contracts, options, and currency swaps to reduce fluctuations in long or short currency positions.
Forward contracts and options are generally less than 18 months duration. Currency swap agreements are established in conjunction with the term of underlying debt issues.

For foreign currency cash flow and fair value hedges, the assessment of effectiveness is generally based on changes in spot rates. Changes in time value are reported in OIE.

Interest rate risk. The Company is exposed to interest rate volatility with regard to future issuances of fixed rate debt and existing and future issuances of variable rate debt. The Company periodically uses interest rate swaps, including forward-starting swaps, to reduce interest rate volatility and funding costs associated with certain debt issues, and to achieve a desired proportion of variable versus fixed rate debt, based on current and projected market conditions.

Fixed-to-variable interest rate swaps are accounted for as fair value hedges and the assessment of effectiveness is based on changes in the fair value of the underlying debt, using incremental borrowing rates currently available on loans with similar terms and maturities.

Price risk. The Company is exposed to price fluctuations primarily as a result of anticipated purchases of raw and packaging materials, fuel, and energy. The Company has historically used the combination of long-term contracts with suppliers, and exchange-traded futures and option contracts to reduce price fluctuations in a desired percentage of forecasted raw material purchases over a duration of generally less than 18 months.

Pension benefits, nonpension postretirement and postemployment benefits

The Company sponsors a number of U.S. and foreign plans to provide pension, health care, and other welfare benefits to retired employees, as well as salary continuance, severance, and long-term disability to former or inactive employees.

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The recognition of benefit expense is based on actuarial assumptions, such as discount rate, long-term rate of compensation increase, long-term rate of eturn on plan assets and health care cost trend rate, and is reported in COGS and SGA expense on the Consolidated Statement of Income.

Postemployment benefits. The Company recognizes an obligation for postemployment benefit plans that vest or accumulate with service. Obligations associated with the Company's postemployment benefit plans, which are unfunded, are included in other current liabilities and other liabilities on the Consolidated Balance Sheet. All gains and losses are recognized over the average remaining service period of active plan participants.

Postemployment benefits that do not vest or accumulate with service or benefits to employees in excess of those specified in the respective plans are expensed as incurred.

Pension and nonpension postretirement benefits. The Company recognizes actuarial gains and losses in operating results in the year in which they occur. Experience gains and losses are recognized annually as of the measurement date, which is the Company's fiscal year-end, or when remeasurement is otherwise required under generally accepted accounting principles. The Company uses the fair value of plan assets to calculate the expected return on plan assets.

Reportable segments are allocated service cost and amortization of prior service cost. All other components of pension and postretirement benefit expense, including interest cost, expected return on assets, and experience gains and losses are considered unallocated corporate costs and are not included in the measure of reportable segment operating results. See Note 18 for more information on reportable segments. Management reviews the Company's expected long-term rates of return annually; however, the benefit trust investment performance for one particular year does not, by itself, significantly influence this evaluation. The expected rates of return are generally not revised provided these rates fall between the 25th and 75th percentile of expected long-term returns, as determined by the Company's modeling process.

For defined benefit pension and postretirement plans, the Company records the net overfunded or underfunded position as a pension asset or pension liability on the Consolidated Balance Sheet.

New accounting standards

Income Taxes. In October 2016, the Financial Accounting Standards Board (FASB), as part of their simplification initiative, issued an Accounting Standards Update (ASU) to improve the accounting for income tax consequences of intra-entity transfers of assets other than inventory. Current Generally Accepted Accounting Principles (GAAP) prohibit recognition of current and deferred income taxes for intra-entity asset transfers until the asset has been sold to an outside party, which is an exception to the principle of comprehensive recognition of current and deferred income taxes in GAAP. The amendments in the ASU eliminate the exception, such that entities should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption is permitted, as of the beginning of an annual reporting period for which financial statements have not been issued or made available for issuance. That is, early adoption should be the first interim period if an entity issues interim financial statements. The amendments in this ASU should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the period of adoption. The Company early adopted the ASU in the first quarter of 2017. As a result of intercompany transfers of intellectual property, the Company recorded a $39 million reduction in income tax expense during the year ended December 30, 2017. Upon adoption, there was no cumulative effect adjustment to retained earnings.

Improvements to employee share-based payment accounting. In March 2016, the FASB issued an ASU as part of its simplification initiative. The Company early adopted the accounting standard update in the first quarter of 2016. The ASU includes multiple provisions intended to simplify various aspects of the accounting for share-based payments. The main provisions of the ASU are as follows:

Excess tax benefits and deficiencies for share-based payments are recorded as an adjustment of income taxes and reflected in operating cash flows after adoption of this ASU. Excess tax benefits and deficiencies were previously recorded in equity and as financing cash flows prior to adoption of this ASU. See Note 13 for information on the impact of this accounting change.

The guidance allows the employer to withhold up to the maximum statutory tax rates in the applicable jurisdictions without triggering liability accounting. The Company's accounting treatment of outstanding equity awards was not impacted by its adoption of this provision of the ASU.

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The guidance allows for a policy election to account for forfeitures as they occur rather than on an estimated basis. The Company is not making this election, and will continue to account for forfeitures on an estimated basis.

Practical expedient for the measurement date of an employer's defined benefit obligation and plan assets. In April 2015, the FASB issued an ASU to provide a practical expedient for the measurement date of an employer's defined benefit obligation and plan assets. For an entity with a fiscal year-end that does not coincide with a month-end, the amendments in this Update provide a practical expedient that permits the entity to measure defined benefit plan assets and obligations using the month-end that is closest to the entity's fiscal year-end and apply that practical expedient consistently to all plans from year to year. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. Early adoption is permitted. Entities should apply the new guidance on a prospective basis. The Company early adopted the updated standard when measuring the fair value of plan assets at the end of its 2015 fiscal year with no impact to the Consolidated Financial Statements.

Simplifying the Measurement of Inventory. In July 2015, the FASB issued an ASU to simplify the measurement of inventory. The ASU requires that inventory be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The Company adopted the updated standard in the first quarter of 2017 with no material impact to the financial statements,

Balance sheet classification of deferred taxes. In November 2015, the FASB issued an ASU to simplify the presentation of deferred income taxes. The ASU requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. Entities should apply the new guidance either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. The Company early adopted the updated standard in the first quarter of 2016, on a prospective basis. The year-end 2015 balance for current deferred tax assets and liabilities was $227 million and $(9) million , respectively. Please see Note 13 for more information on the Company's deferred tax assets and liabilities. Prior period balances have not been adjusted.

Simplifying the accounting for measurement-period adjustments In September 2015, the FASB issued an ASU to simplify the accounting for measurement-period adjustments for items in a business combination. The ASU requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. Entities should apply the new guidance prospectively to adjustments to provisional amounts that occur after the effective date of the ASU with earlier application permitted for financial statements that have not been issued. The Company adopted the updated standard in the first quarter of 2016 with no material impact to the financial statements.

Accounting standards to be adopted in future periods

Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities. In August 2017, the FASB issued an ASU intended to simplify hedge accounting by better aligning an entity's financial reporting for hedging relationships with its risk management activities. The ASU also simplifies the application of the hedge accounting guidance. The new guidance is effective on January 1, 2019, with early adoption permitted. For cash flow hedges existing at the adoption date, the standard requires adoption on a modified retrospective basis with a cumulative-effect adjustment to the Consolidated Balance Sheet as of the beginning of the year of adoption. The amendments to presentation guidance and disclosure requirements are required to be adopted prospectively. The Company will adopt the new ASU in the first quarter of 2018 and is currently assessing the impact and timing of adoption of this ASU.

Improving the Presentation of net Periodic Pension Cost and net Periodic Postretirement Benefit Cost. In March 2017, the FASB issued an ASU to improve the presentation of net periodic pension cost and net periodic postretirement benefit cost. The ASU requires that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption is permitted, as of the beginning of an annual reporting period for which financial statements (interim or annual) have not been issued or made available for issuance. That is, early adoption should be the first interim

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>eriod if an entity issues interim financial statements. The amendments in this ASU should be applied retrospectively for the presentation of the service :ost component and the other components of net periodic pension cost and net periodic postretirement benefit cost in the income statement and)rospectively, on and after the effective date, for the capitalization of the service cost component of net periodic pension cost and net periodic jostretirement benefit in assets. The Company will adopt the ASU in the first quarter of 2018. If the Company had adopted the ASU in the first quarter of >017, the impact to its Consolidated Statement of Income would have been an increase to COGS and SG&A of $325 million and $217 million , espectively, with an offsetting decrease to Other income (expense), net (OIE) of $542 million in the year ended December 30, 2017. For the year ended December 31, 2016, the impact to the Company's Consolidated Statement of Income would have been a decrease to COGS and SG&A of $54 million and $26 million , respectively, with an offsetting increase to OIE of $80 million . Adoption will have no impact on net income or cash flow. The impact to he Consolidated Balance Sheet at December 30, 2017 and December 31, 2016 would have been immaterial.

Simplifying the test for goodwill impairment. In January 2017, the FASB issued an ASU to simplify how an entity is required to test goodwill for mpairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. The ASU is effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The amendments in this ASU should be applied on a prospective basis. The Company is currently assessing the impact and timing of adoption of this ASU.

Statement of Cash Flows. In August 2016, the FASB issued an ASU to provide cash flow statement classification guidance for certain cash receipts and payments including (a) debt prepayment or extinguishment costs; (b) contingent consideration payments made after a business combination; (c) insurance settlement proceeds; (d) distributions from equity method investees; (e) beneficial interests in securitization transactions and (f) application of the predominance principle for cash receipts and payments with aspects of more than one class of cash flows. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption is permitted, including adoption in an interim period, in which case adjustments should be reflected as of the beginning of the fiscal year that includes the interim period. The amendments in this ASU should be applied retrospectively. The Company will adopt the new ASU in the first quarter of 2018 and is currently evaluating the impact of adoption.

Leases. In February 2016, the FASB issued an ASU which will require the recognition of lease assets and lease liabilities by lessees for all leases with terms greater than 12 months. The distinction between finance leases and operating leases will remain, with similar classification criteria as current GAAP to distinguish between capital and operating leases. The principal difference from current guidance is that the lease assets and lease liabilities arising from operating leases will be recognized on the Consolidated Balance Sheet. Lessor accounting remains substantially similar to current GAAP. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption is permitted. The Company will adopt the new ASU in the first quarter of 2019 and is currently evaluating the impact that implementing this ASU will have on its financial statements and disclosures. Please refer to Note 7 for a summary of the Company's undiscounted minimum rental commitments under operating leases as of December 30, 2017.

Recognition and measurement of financial assets and liabilities. In January 2016, the FASB issued an ASU which primarily affects the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Eariy adoption can be elected for all financial statements of fiscal years and interim periods that have not yet been issued or that have not yet been made available for issuance. Entities should apply the update by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The Company will adopt the updated standard in the first quarter of 2018 and does not expect the adoption of this guidance to have a material impact on its financial statements.

Revenue from contracts with customers. In May 2014, the FASB issued an ASU which provides guidance for accounting for revenue from contracts with customers across all industries with final amendments issued in 2016. The core principle of this ASU is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to in exchange for those goods or services. To achieve that core principle, an entity would be required to apply the following five steps: 1) identify the contract(s) with a customer; 2) identify the performance obligations in the contract; 3)

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determine the transaction price; A) allocate the transaction price to the performance obligations in the contract and 5) recognize revenue when (or as) the entity satisfies a performance obligation. The standard also calls for additional disclosures around the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers, including significant judgments and changes in judgments. When the ASU was originally issued it was effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, and early adoption was not permitted. On July 9, 2015, the FASB decided to delay the effective date of the new revenue standard by one year. The updated standard will be effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Entities will be permitted to adopt the new revenue standard early, but not before the original effective date. Entities will have the option to apply the final standard retrospectively or use a modified retrospective method, recognizing the cumulative effect of the ASU in retained earnings at the date of initial application. The Company plans to adopt in the first quarter of 2018 using the full retrospective transition method which requires restating each prior reporting period presented. The adoption is not expected to have a material impact its financial statements and is limited to timing and classification differences as well as disaggregated revenue disclosures.

NOTE 2
SALE OF ACCOUNTS RECEIVABLE
During 2016, The Company initiated a program in which a customer could extend their payment terms in exchange for the elimination of early payment discounts (Extended Terms Program).

In 2016, the Company entered into a Receivable Sales Agreement (Monetization Program) and a separate U.S. accounts receivable securitization program (Securitization Program), both described below, which are intended to directly offset the impact the Extended Terms Program would have on the days-sales-outstanding (DSO) metric that is critical to the effective management of the Company's accounts receivable balance and overall working capital.

The Company has no retained interest in the receivables sold, however the Company does have collection and administrative responsibilities for the sold receivables. The Company has not recorded any servicing assets or liabilities as of December 30, 2017 and December 31, 2016 for these agreements as the fair value of these servicing arrangements as well as the fees earned were not material to the financial statements.

Monetization Program
In March 2016, the Company entered into a Monetization Program to sell, on a revolving basis, certain trade accounts receivable balances to third party financial institutions. Transfers under this agreement are accounted for as sales of receivables resulting in the receivables being de-recognized from the Consolidated Balance Sheet. The Monetization Program provides for the continuing sale of certain receivables on a revolving basis until terminated by either party; however the maximum receivables that may be sold at any time is $800 million . Accounts receivable sold of $601 million and $562 million remained outstanding under this arrangement as of December 30, 2017 and December 31, 2016, respectively. During 2017 and 2016, approximately $2.2 billion and $1.5 billion of accounts receivable have been sold via the Monetization Program, respectively. The proceeds from these sales of receivables are included in cash from operating activities in the Consolidated Statement of Cash Flows. The recorded net loss on sale of receivables is approximately $11 million and $5 million for the years ended December 30, 2017 and December 31, 2016, respectively, and is included in Other income and expense.

Securitization Program
In July 2016, the Company entered into the Securitization Program with a third party financial institution. Under the program, the Company received cash consideration of up to $600 million and a deferred purchase price asset for the remainder of the purchase price. Transfers under the Securitization Program were accounted for as sales of receivables resulting in the receivables being de-recognized from the Consolidated Balance Sheet. This Securitization Program utilized Kellogg Funding Company (Kellogg Funding), a wholly-owned subsidiary of the Company. Kellogg Funding's sole business consisted of the purchase of receivables, from its parent or other subsidiary and subsequent transfer of such receivables and related assets to financial institutions. Although Kellogg Funding is included in the Company's consolidated financial statements, it is a separate legal entity with separate creditors who will be entitled, upon its liquidation, to be satisfied out of Kellogg Funding assets prior to any assets or value in Kellogg Funding becoming available to the Company or its subsidiaries. The assets of Kellogg Funding are not available to pay creditors of the Company or its subsidiaries. The Securitization Program was structured to expire in July 2018, but was terminated at the end of 2017. The Company terminated the accounts receivable securitization program as a result of declining customer interest in an extended-terms program, and recent changes to accounting guidelines that (i) no longer treat the advances from the securitization in a way that preserves Cash Flow; defined as Cash From Operations less Capital Expenditure, and (ii) require burdensome administration,

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ncluding daily reconciliations of receivables sold and collected under the program. Terminating the securitization will have no impact on our Cash Flow.

during the years ended December 30, 2017 and December 31, 2016, $2.6 billion and $839 million of accounts receivable were sold via the Securitization Program, respectively. As of December 30, 2017, approximately $433 million of accounts receivable sold to Kellogg Funding under the Securitization Program remained outstanding, for which the Company received net cash proceeds of approximately $412 million and a deferred >urchase price asset of approximately $21 million . As of December 31, 2016, approximately $292 million of accounts receivable sold to Kellogg unding under the Securitization Program remained outstanding, for which the Company received net cash proceeds of approximately $255 million and i deferred purchase price asset of approximately $37 million . The portion of the purchase price for the receivables which was not paid in cash by the inancial institutions is a deferred purchase price asset, which is paid to Kellogg Funding as payments on the receivables are collected from customers. The deferred purchase price asset represents a beneficial interest in the transferred financial assets and is recognized at fair value as part of the sale ransaction. The deferred purchase price asset is included in Other current assets on the Consolidated Balance Sheet. The proceeds from these sales)f receivables are included in cash from operating activities in the Consolidated Statement of Cash Flows. The recorded net loss on sale of receivables s approximately $7 million for the year end December 30, 2017 and was not material for year ended December 31, 2016. The recorded net loss on sale if receivables is included in Other income and expense.

Dther programs

'Additionally, from time to time certain of the Company's foreign subsidiaries will transfer, without recourse, accounts receivable balances of certain customers to financial institutions. These transactions are accounted for as sales of the receivables resulting in the receivables being de-recognized :rom the Consolidated Balance Sheet. During the years ended December 30, 2017 and December 31, 2016, $237 million and $164 million of accounts 'eceivable were sold via these programs, respectively. Accounts receivable sold of $86 million and $124 million remained outstanding under these srograms as of December 30, 2017 and December 31, 2016, respectively. The proceeds from these sales of receivables are included in cash from aperating activities in the Consolidated Statement of Cash Flows. The recorded net loss on the sale of these receivables is included in Other income and expense and is not material.

NOTE 3

GOODWILL AND OTHER INTANGIBLE

ASSETS RXBAR acquisition

In October 2017, the Company completed its acquisition of Chicago Bar Co., LLC, the manufacturer of RXBAR, for $600 million , or $596 million net of cash and cash equivalents. The purchase price is subject to certain working capital and net debt adjustments based on the actual working capital and net debt existing on the acquisition date compared to targeted amounts. The acquisition was accounted for under the purchase price method and was financed with short-term borrowings.

For the post-acquisition period ended December 30, 2017, the acquisition added $27 million in net sales and less than $1 million of operating profit in the Company's North America Other reporting segment. The pro forma effects of this acquisition were not material.

$ 43 201

The assets and liabilities are included in the Consolidated Balance Sheet as of December 30, 2017 within the North America Other reporting segment. The acquired assets and assumed liabilities include the following:

Current assets

Goodwill ' ; . ' v.

Intangible assets, primarily indefinite-lived brands Current liabilities :,

$ 596

The amounts in the above table represent the preliminary allocation of purchase price and are subject to revision when the working capital and net debt adjustments to the purchase price are agreed between the parties and valuations are finalized for intangible assets. These items will be finalized in 2018. The goodwill from this acquisition

74

is expected to be deductible for income tax purposes and reflects the value of utilizing the Company's resources to increase the number of distribution locations and customers as well as any intangible assets that do not qualify for separate recognition.

Parati acquisition

In December 2016, the Company acquired Ritmo Investimentos, controlling shareholder of Parati S/A, Afical Ltda and Padua-Ltda ("Parati Group"), a leading Brazilian food group for approximately BRL1.38 billion ($381 million) or $379 million , net of cash and cash equivalents. The purchase price was subject to certain working capital and net debt adjustments based on the actual working capital and net debt existing on the acquisition date compared to targeted amounts. These adjustments were finalized during 2017 and resulted in a purchase price reduction of BRL14 million ($4 million). The acquisition was accounted for under the purchase price method and was financed with cash on hand and short-term borrowings.

For the year ended December 30, 2017 the acquisition added $217 million in net sales and $22 million of operating profit in the Company's Latin America reporting segment.

Goodwill 165

The assets and liabilities of the Parati Group are included in the Consolidated Balance Sheet as of December 30, 2017 within the Laiin America segment. The acquired assets and assumed liabilities include the following:

Current liabilities (48)

$ 375

During the year ended December 30, 2017, the value of intangible assets subject to amortization increased $39 million , resulting in an immaterial change to amortization expense, and intangible assets not subject to amortization decreased $11 million with an offsetting $28 million adjustment to goodwill in conjunction with an updated allocation of the purchase price.

A portion of the acquisition price aggregating $67 million was placed in escrow in favor of the seller for general representations and warranties, as well as pending resolution of certain contingencies arising from the business prior to the acquisition. During the year ended December 30, 2017 , the Company recognized $7 million for certain pre-acquisition contingencies which are considered to be probable of being incurred, which increased goodwill.

During 2017, the Company finalized plans to merge the acquired and pre-existing Brazilian legal entities, which resulted in tax basis of the acquired intangible assets. Accordingly, deferred tax liabilities and goodwill were both reduced by $58 million .

The amounts in the above table represent the allocation of purchase price as of December 30, 2017 and represent the finalization of the valuations for intangible assets and the Company's evaluation of pre-acquisition contingencies and finalization of the merger. The goodwill from this acquisition is expected to be deductible for income tax purposes.

Other acquisitions

In September 2016, the Company acquired a majority ownership interest in a natural, bio-organic certified breakfast company for €3 million , which was accounted for under the purchase method and financed with cash on hand. The assets, which primarily consist of indefinite lived intangible assets and goodwill, and liabilities, including non-controlling interests, are included in the Consolidated Balance Sheet as of December 31, 2016 and December 30, 2017 within the Europe segment.

In March 2016, the Company completed the acquisition of an organic and natural snack company for $18 million , which was accounted for under the purchase method and financed with cash on hand. The assets, which primarily consist of indefinite lived brands, and liabilities are included in the Consolidated Balance Sheet as of December 31, 2016 and December 30, 2017 within the North America Other segment.

75

iisco Misr acquisition

i January 2015, the Company completed its acquisition of a majority interest in Bisco Misr, the number one packaged biscuits company in Egypt, for ;125 million , or $117 million net of cash and cash equivalents acquired. The acquisition was accounted for under the purchase method and was ;nanced through cash on hand. The assets and liabilities of Bisco Misr are included in the Consolidated Balance Sheet as of December 30, 2017 and)ecember 31, 2016 and the results of its operations subsequent to the acquisition date, which are immaterial, are included in the Consolidated Statement of Income within the Europe operating segment.

"he acquired assets and assumed liabilities include the following:

,'millions)

	January 18, 2015
Current assets	**$ 11**
Goodwill ~ ^'•"""';N'«'':• "	V, '?!:.':

"59'

Current liabilities (15) Non-controlling interests (20)

Goodwill, which is not expected to be deductible for statutory tax purposes, is calculated as the excess of the purchase price over the fair value of the net assets recognized. The goodwill recorded primarily reflects the value of providing an established platform to leverage the Company's existing brands in the markets served by Bisco Misr as well as any intangible assets that do not qualify for separate recognition. The allocation of purchase price was finalized in the 4th quarter of 2015.

In October 2015, the Company acquired additional ownership in Bisco Misr through payment of $13 million to non-controlling interests, which is reported as financing activity on the consolidated statement of cash flows. As of December 30, 2017 and December 31, 2016 the Company owns greater than 95% of Bisco Misr outstanding shares.

Mass Food acquisition
In September 2015, the Company completed the acquisition of Mass Foods, Egypt's leading cereal company, for $46 million , or $44 million net of cash and cash equivalents acquired. The purchase price was subject to certain working capital and net debt adjustments based on the actual working capital and net debt existing on the acquisition date compared to targeted amounts. During 2016, the purchase price was finalized resulting in a reduction in the purchase price of $3 million . The acquisition was accounted for under the purchase method and financed through cash on hand. The assets and liabilities of Mass Foods are included in the Consolidated Balance Sheet as of December 30, 2017 and December 31, 2016 and the results of its operations subsequent to the acquisition date, which are immaterial, are included in the Consolidated Statement of Income within the Europe reportable segment. The acquired assets and liabilities assumed include the following: Current assets - $8 million , Property, intangible assets and goodwill - $46 million , Current and non-current liabilities - $13 million . Goodwill, which is not expected to be deductible for statutory tax purposes, is calculated as the excess of the purchase price over the fair value of the net assets recognized. The goodwill recorded primarily reflects the value of providing an established platform to leverage the Company's existing brands in the markets served by Mass Foods as well as any intangibles that do not qualify for separate recognition. The allocation of purchase price was finalized during 2016.

Goodwill and Intangible Assets
Changes in the carrying amount of goodwill, intangible assets subject to amortization, consisting primarily of customer lists, and indefinite-lived intangible assets, consisting of brands, are presented in the following tables:

76

Carrying amount of goodwill

Changes in the carrying amount of goodwill the of

U.S. Morning Foods

U S. Snacks

U.S. Specialty

North America Other

Latin America

Asia Pacific

Consolidated
224
4,968
456
431 $
76
131
82
3.568 $
January 2, 2016 j
^^^^^^^^^^^^^^^^

Currency translation adjustment	1	(59)	1 ■]	(47)

131 $ 3,568 $

Intangible assets subject to amortization

Intangible assets subject amortization **to**

(millions)
Gross carrying amount

HP*

U.S. Morning Foods

U.S. Snacks

U.S. Specialty

North America Other

Latin America

Asia Pacific

Consolidated

Accumulated Amortization
8 $
16 $
December 31, 2016
$
:3'iv·". -

8 $ 19 $

Cunency translation adjustment

Decem'£er;30,2017

Intangible assets subject to amortization, net

January 2, 2016

Additions

Amortization

Currency translation adjustment

December 31, 2016

Additions

Amortization

Purchase price allocation adjustment
Currency translation adjustment

December 30, 2017

1

17 (1)

17

(3)

(5)

26

(3)

27

29

30/:

(4) 39 (1)
64

^; !;i69j:: 29
' :" C7) (4)
87 17 (12)

39 3
134

(a) The currently estimated aggregate amortization expense (or each of the next five succeeding fiscal periods is approximately $12 million lor 2018 and 111 million per year thereafter through ?022

77

itangible assets not subject to amortization

^tangible not amortization subject assets o

78 niiirans)	U.S. North Morning Foods	U.S. Snacks	U.S. Specialty	America Other	Europe	Latin America	Asia Pacific	Consoli- dated

NOTE 4
INVESTMENTS IN UNCONSOLIDATED ENTITIES

In January 2016, the Company formed a Joint Venture with Tolaram Africa to develop snacks and breakfast foods for the West African market. In connection with the formation, the Company contributed rights to indefinitely use the Company's brands for this market and these categories, including the Pringles brand. Accordingly, the Company recorded a contribution of $5 million of intangible assets not subject to amortization with a corresponding increase in Investments in unconsolidated entities during 2016, which represents the value attributed to the Pringles brand for this market.

In September 2015, the Company acquired, for a final net purchase price of $418 million , a 50% interest in Multipro Singapore Pte. Ltd. (Multipro), a leading distributor of a variety of food products in Nigeria and Ghana and also obtained a call option to acquire 24.5% of an affiliated food manufacturing entity under common ownership based on a fixed multiple of future earnings as defined in the agreement (Purchase Option).

The acquisition of the 50% interest is accounted for under the equity method of accounting. The Purchase Option, is recorded at cost and has been monitored for impairment through December 30, 2017 with no impairment being required. In July 2017, the Company received notification that the entity, through June 30, 2017, had achieved the level of earnings as defined in the agreement for the purchase option to become exercisable for a 1 year period. During the exercise period, the Company will validate the information provided in the notification and evaluate whether to exercise its rights to acquire the 24.5% interest. While no decision to exercise the option has been made by the Company, if the option is exercised, the Company would acquire 24.5% of the affiliated food manufacturing entity for approximately $400 million .

The difference between the amount paid for Multipro and the underlying equity in net assets is primarily attributable to intangible assets, a portion of which is being amortized over future periods, and goodwill.

Summarized combined financial information for the Company's investments in unconsolidated entities is as follows (on a 100% basis, excluding amortization):

Statement of Operations

Net sales: Others

Others

Income before income taxes (a)
December 30, 2017
.;;:,;::,•' "$r>V: fin;;;?

Balance sheets

Non-current assets

Gujnrent- liabilities. *• -. :^5-*

Non-current liabilities

(a) 2015 includes three months of results for

Multipro. NOTE 5
RESTRUCTURING AND COST REDUCTION ACTIVITIES

The Company views its restructuring and cost reduction activities as part of its operating principles to provide greater visibility in achieving its long-term profit growth targets. Initiatives undertaken are currently expected to recover cash implementation costs within a 5 -year period of completion. Upon completion (or as each major stage is completed in the case of multi-year programs), the project begins to deliver cash savings and/or reduced depreciation.

79

'otal projects
he Company recorded $263 million of costs in 2017 associated with cost reduction initiatives. The charges were comprised of $46 million being ecorded in COGS and $217 million recorded in SGA expense.

During 2016, the Company recorded $325 million of charges associated with all cost reduction initiatives. The charges were comprised of $173 million leing recorded in COGS and $152 million recorded in SGA expense.

)uring 2015, the Company recorded $323 million of charges associated with all cost reduction initiatives. The charges were comprised of $4 million leing recorded as a reduction of revenue, $191 million being recorded in COGS and $128 million recorded in SGA expense.

'roject K
n 2017, the Company announced an expansion and an extension to its previously-announced global efficiency and effectiveness program ("Project K"), o reflect additional and changed initiatives. Project K is expected to continue generating a significant amount of savings that may be invested in key strategic areas of focus for the business or utilized to achieve the Company's 2018 Margin Expansion target.

n addition to the original program's focus on strengthening existing businesses in core markets, increasing growth in developing and emerging markets, and driving an increased level of value-added innovation, the extended program will also focus on implementing a more efficient go-to-market model for :ertain businesses and creating a more efficient organizational design in several markets. Since inception, Project K has provided significant benefits and is expected to continue to provide a number of benefits in the future, including an optimized supply chain infrastructure, the implementation of global Dusiness services, a new global focus on categories, increased agility from a more efficient organization design, and improved effectiveness in go-to-narket strategies.

fhe Company currently anticipates that the program will result in total pre-tax charges, once all phases are approved and implemented, of approximately $1.5 to $1.6 billion , with after-tax cash costs, including incremental capital expenditures, estimated to be approximately $1.1 billion . Based on current estimates and actual charges incurred to date, the Company expects the total project charges will consist of asset-related costs of approximately $500 million which consists primarily of asset impairments, accelerated depreciation and other exit-related costs; employee-related costs of approximately $500 million which includes severance, pension and other termination benefits', and other costs of approximately $600 million which consists primarily of charges related to the design and implementation of global business capabilities and a more efficient go-to-market model.

The Company currently expects that total pre-tax charges related to Project K will impact reportable segments as follows: U.S. Morning Foods (approximately 17%), U.S. Snacks (approximately 34%), U.S. Specialty (approximately 1%), North America Other (approximately 13%), Europe (approximately 22%), Latin America (approximately 2%), Asia-Pacific (approximately 6%), and Corporate (approximately 5%).

Since inception of Project K, the Company has recognized charges of $1,377 million that have been attributed to the program. The charges were comprised of $6 million being recorded as a reduction of revenue, $736 million being recorded in COGS and $635 million recorded in SGA.

The Company will complete its implementation of Project K in 2018, with annual savings expected to increase through 2019. Project charges, after-tax cash costs and annual savings remain in line with expectations.

Other projects

In 2015 the Company implemented a zero-based budgeting (ZBB) program in its North America business that has delivered annual savings. During

2016, ZBB was expanded to include the international segments of the business. In support of the ZBB initiative, the Company incurred pre-tax charges of approximately $3 million , $25 million and $12 million for the years ended December 30, 2017, December 31, 2016 and January 2, 2016, respectively. Total charges of $40 million have been recognized since the inception of the ZBB program.

The Company completed implementation of the ZBB program in 2017, with annual savings expected to increase through 2018. Project charges, aftertax cash costs and annual savings remain in line with expectations.

80

I he tables below provide the details for the charges incurred during 2017, 2016 and 2015 and program costs to date for all programs currently active as of December 30, 2017.

Program costs to date December 30, 2017

Pension curtailment (gain) loss, net (148) 1 ' (1) (137)

Total

North America Other |urope' Latin America

33

Corporate (142) **39** **56 18**

HI

smmmm mm

Employee related costs consisted of severance and pension charges. Pension curtailment (gain) loss consists of curtailment gains or losses that resulted from project initiatives. Asset impairments were recorded for fixed assets that were determined to be impaired and were written down to their estimated fair value. See Note 14 for more information. Asset related costs consist primarily of accelerated depreciation. Other costs incurred consist primarily of lease termination costs as well as third-party incremental costs related to the development and implementation of global business capabilities and a more efficient to-to-market model.

At December 30, 2017 total project reserves were $160 million , related to severance payments and other costs of which a substantial portion will be paid in 2018 and 2019. The following table provides details for exit cost reserves.

(millions)

L»Dlnty;Br6W^

2016 restructuring charges

Gash; payments

Non-cash charges and other

Liability "asof December31, 2016 2017 restructuring charges Cash payments Non-cash charges and other

Liability as'of December 30, 2017

Total

Employee

Related Curtailment Asset Asset Related Other

Costs Gain Loss, net Impairment Costs Costs

108 (62) 1

■ ■■■ *;sr

50

120 325

(50)

(1)

$IIi§»

(82)

- Ф

102 177 (182)

- $ (148)

148

77 (43)

(32)

- $

- $

97

157 263 105

81

\

6

Earnings per share

Basic earnings per share is determined by dividing net income attributable to Kellogg Company by the weighted average number of common shares jutstanding during the period. Diluted earnings per share is similarly determined, except that the denominator is increased to include the number of additional common shares that would have been outstanding if all dilutive potential common shares had been issued. Dilutive potential common shares :onsist principally of employee stock options issued by the Company, restricted stock units, and to a lesser extent, certain contingently issuable jerformance shares. Basic earnings per share is reconciled to diluted earnings per share in the following table:

Net income attributable to Kellogg Company

Average shares outstanding

Earnings per share

350 $

Basic

356 $

The total number of anti-dilutive potential common shares excluded from the reconciliation for each period was (shares in millions): 2017 - 4.9 ; 2016 - 2.8:2015-2.7.

Stock transactions

The Company issues shares to employees and directors under various equity-based compensation and stock purchase programs, as further discussed in Note 9 . The number of shares issued during the periods presented was (shares in millions): 2017 - 7 ; 2016 - 7 ; 2015-5 . The Company issued shares totaling less than one million in each of the years presented under Kellogg Direct ~, a direct stock purchase and dividend reinvestment plan for U.S. shareholders.

In December 2015, the board of directors approved a new authorization to repurchase of up to $1.5 billion of the Company's common stock beginning in 2016 through December 2017. In December 2017, a new authorization by the board of directors approved the repurchase of up to $1.5 billion of our common stock beginning in January 2018 through December 2019.

During 2017 , the Company repurchased 7 million shares of common stock for a total of $516 million . During 2016 , the Company repurchased 6 million shares of common stock for a total of $426 million . During 2015, the Company repurchased 11 million shares of common stock at a total cost of $731 million .

82

Comprehensive income

Comprehensive income includes net income and all other changes in equity during a period except those resulting from investments by or distributions to shareholders. Other comprehensive income for all years presented consists of foreign currency translation adjustments, fair value adjustments associated with cash flow hedges and adjustments for net experience gains (losses) and prior service credit (cost) related to employee benefit plans. For the years ended December 30, 2017 and December 31, 2016, the Company modified assumptions for a U.S. postemployment benefit plan. As a result of the U.S. postemployment benefit plan assumption change, a net experience gain was recognized in other comprehensive income with an offsetting reduction in the accumulated postemployment benefit obligation. During the year ended January 2, 2016, the Company modified assumptions for a U.S. postemployment benefit plan and amended a U.S. defined-benefit pension plan. As a result of the U.S. postemployment benefit plan assumption change, a net experience gain was recognized in other comprehensive income with an offsetting reduction in the accumulated postretirement benefit obligation. The U.S. defined-benefit pension plan amendment increased the Company's pension benefit obligation with an offsetting increase in prior service costs in other comprehensive income. See Note 10 and Note 11 for further details.

Net income

2017

2016

Pre-tax Tax (expense) After-tax Pre-tax Tax (expense) After-tax

amount benefit amount amount benefit amount

$ 1,269 $ 695

$ (34) $ 113 79 S (230) $ (24) $ (254) $ (170)

Reclassification to net income:

(1)

83

declassifications from Accumulated Other Comprehensive Income (AOCI) for the year ended December 30, 2017 and December 31, 2016 , consisted 3f the following:

(millions)	2017	2016	2015	
Foreign currency exchange contracts	5 $	^4) 3	(40) cogs	
Interest rate contracts	10	13	3	,ntoresl expense
	* PI	11 I	(23)	Total before tax
				Ifiretoxfiej^TOrjentl

(20) Net ot tax

12 Total before tax

8 Net of tax

^^-v.^$.T^v-,^V(jr»y^y:;^

Venezuela deconsolidation loss

(a) See Note 10 and Note 11 for further details .

Accumulated other comprehensive income (loss) as of December 30, 2017 and December 31, 2016 consisted of the following:

(millions)

SUBS

Cash flow hedges - unrealized net gain (loss) Net experience gain (loss)

December 31, 2016

Total accumulated other comprehensive income (loss)

Noncontrolling interests

In December 2012, the Company entered into a series of agreements with a third party including a subordinated loan (VIE Loan) of $44 million which was convertible into approximately 85% of the equity of the entity (VIE). Due to this convertible subordinated loan and other agreements, the Company determined that the entity was a variable interest entity, the Company was the primary beneficiary and the Company consolidated the financial statements of the VIE. During 2015, the 2012 Agreements were terminated and the VIE loan, including related accrued interest and other receivables, were settled, resulting in a charge of $19 million which was recorded as Other income (expense) in the year ended January 2, 2016. Upon termination were settled, resulting in a charge of $19 million which was recorded as Other income (expense) in the year ended January 2, 2016. Upon termination of the 2012 Agreements, the Company was no longer considered the primary beneficiary of the VIE, the VIE was deconsolidated, and the Company derecognized all assets and liabilities of the VIE, including an allocation of a portion of goodwill from the U.S. Snacks operating segment, resulting in a $67 million non-cash gain, which was recorded within SGA expense for the year ended January 2, 2016.

NOTE 7
LEASES AND OTHER COMMITMENTS

The Company's leases are generally for equipment and warehouse space. Rent expense on all operating leases was (in millions): 2017- $195 ; 2016- $176 , 2015- $189 . During 2017, 2016 and 2015, the Company entered into less than $1 million in capital lease agreements.

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At December 30, 2017, future minimum annual lease commitments under non-cancelable operating and capital leases were as follows:

Operating leases

Capital leases

2019

ISSb'iSiS

2021

2023 and beyond 89

Amount representing interest

Obligations due within one year

WWW

The Company has provided various standard indemnifications in agreements to sell and purchase business assets and lease facilities over the past several years, related primarily to pre-existing tax, environmental, and employee benefit obligations. Certain of these indemnifications are limited by agreement in either amount and/or term and others are unlimited. The Company has also provided various "hold harmless" provisions within certain service type agreements. Because the Company is not currently aware of any actual .exposures associated with these indemnifications, management is unable to estimate the maximum potential future payments to be made. At December 30, 2017, the Company had not recorded any liability related to these indemnifications.

N

The following table presents the components of notes payable at year end December 30, 2017 and December 31, 2016 :

(millions) 2017 2016

Principal Effective Principal Effective

85

amount interest rate interest rate amount

ne following table presents the components of long-term debt at year end December 30, 2017 and December 31, 2016

ullions)

3) 7.45% U.S. Dollar Debentures due 2031 ^ 62o

620

3;3M%::US*Dc1lanNojes^

d) 3.25% U.S. Dollar Notes due 2026 * " 729

728

0 1.00% Euro Notes due 2024 723

639

a^#j:S4^1a)(No|e^

h) 2.75% U.S. Dollar Notes due 2023 201

201

j)	0.80%	Euro	Notes	due	2022	717

_

II)	4.0%	U.S.	Dollar	Notes	due	2020	847

844

(n)	3.25%	U.S.	Dollar	Notes	due	2018	402

406

(p) 1.75% U.S. Dollar Notes due2017^ ^ ^ ^ _ ^ ,../~7. ^ •"*

8,245

Balance at year end

a) In March 2016, the Company issued $650 million of thirty -year 4.50% U.S. Dollar Notes, using the net proceeds for general corporate purposes, which included repayment of a portion of the Company's 7.45% U.S. Dollar Debentures due 2031 and a portion of its commercial paper borrowings. The effective interest rate on the Debentures, reflecting issuance discount and hedge settlement, was 4.56% .

b) In March 2001, the Company issued long-term debt instruments, primarily to finance the acquisition of Keebler Foods Company, of which $625 million of thirty -year 7.45% Debentures remain outstanding. The effective interest rate on the Debentures, reflecting issuance discount and hedge settlement, was 7.54% . The Debentures contain standard events of default and covenants, and can be redeemed in whole or in part by the Company at any time at prices determined under a formula (but not less than 100% of the principal amount plus unpaid interest to the redemption date). In March 2016, the Company redeemed $475 million of the Debentures. In connection with the debt redemption, the Company incurred $ 153 million of interest expense, consisting primarily of a premium on the tender offer and also including accelerated losses on pre-issuance interest rate hedges, acceleration of fees and debt discount on the redeemed debt and fees related to the tender offer.

c) In November 2017, the Company issued $600 million of ten -year 3.40% U.S. Dollar Notes, using the net proceeds for general corporate purposes, which included repayment of a portion of the Company's commercial paper borrowings used to finance the acquisition of Chicago Bar Company LLC, the maker of RXBAR. The effective interest rate on the Debentures, reflecting issuance discount and hedge settlement, was 3.48% .

d) In March 2016, the Company issued $750 million of ten -year 3.25% U.S. Dollar Notes, using the net proceeds for general corporate purposes, which included repayment of a portion of the Company's 7.45% U.S. Dollar Debentures due 2031 and a portion of its commercial paper borrowings. The effective interest rate on these Notes, reflecting issuance discount, hedge settlement and interest rate swaps was 3.66% at December 30, 2017 . In September 2016, the Company entered into interest rate swaps with notional amounts totaling $300 million , which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The fair value adjustment for the interest rate swaps was $17 million at December 30, 2017 , recorded as a decrease in the hedged debt balance.

e) In March 2015, the Company issued €600 million (approximately $716 million at December 30, 2017 , which reflects the discount, fees and translation adjustments) often -year 1.25% Euro Notes due 2025, using the proceeds from these Notes for general corporate purposes, which included repayment of a portion of the Company's commercial paper borrowings. The effective interest rate on the Notes, reflecting issuance discount and hedge settlement, was 1.28% at December 30, 2017 . The Notes were designated as a net investment hedge of the Company's investment in its Europe subsidiary when issued. In May 2017, the Company entered into interest rate swaps with notional amounts totaling €600 million , which effectively converted these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The fair value adjustment for the interest rate swaps was $4 million at December 30, 2017, recorded as a decrease in the hedged debt balance.

(0 In May 2016, the Company issued €600 million (approximately $714 million USD at December 30, 2017 , which reflects the discount, fees and translation adjustments) of eight -year 1.00% Euro Notes due 2024. The proceeds from these Notes were used for general corporate purposes, including, together with cash on hand and additional commercial paper borrowings, repayment of the Company's $750 million , seven -year 4.45% U.S. Dollar Notes due 2016 at maturity. The Notes were designated as a net investment hedge of the Company's investment in its Europe subsidiary when issued. The effective interest rate on these Notes, reflecting issuance discount, hedge settlement and interest rate swaps was 0 71% at December 30, 2017 . During 2016, the Company entered into interest rate swaps which effectively converted these Notes from a fixed rate to a floating rate obligation. These denvative instruments were designated as fair value hedges of the debt obligation. The Company subsequently terminated the interest rate swaps, and the resulting unamortized gain of $11 million at December 30, 2017 will be amortized to interest expense over the remaining term of the Notes In November 2016, the Company entered into interest rate swaps with notional amounts totaling €300 million , which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt

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obligation. The fair value adjustment for the interest rate swaps was S1 million at December 30, 2017 , recorded as an increase in the hedged debt balance.

g) In November 2016, the Company issued $600 million of seven -year 2.65% U.S. Dollar Notes, using the net proceeds for general corporate purposes, which included repayment of the Company's 1.875% U.S. Dollar Notes due 2016 at maturity and a portion of its commercial paper borrowings. The effective interest rate on these repayment of the Company's 1.875% U.S. Dollar Notes due 2016 at maturity and a portion of its commercial paper borrowings. The effective interest rate on these Notes, reflecting issuance discount, hedge settlement and interest rate swaps was 2.44% at December 30, 2017 . In November 2016, the Company entered into interest rate swaps with notional amounts totaling $300 million , which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The fair value adjustment for the interest rate swaps was $7 million at December 30, 2017 , recorded as a decrease in the hedged debt balance.

h) In February 2013, the Company issued $400 million of ten -year 2.75% U.S. Dollar Notes, using net proceeds from these Notes for general corporate purposes, including, together with cash on hand, to repay a portion of the Company's $750 million 4.25% U.S. Dollar Notes that matured in March 2013. The effective interest rate on these Notes, reflecting issuance discount and hedge settlement, was 2.88% . In March 2014, the Company redeemed $189 million of the Notes. In connection with the debt redemption, the Company reduced interest expense by $10 million , including $1 million of accelerated gains on interest rate swaps previously recorded in accumulated other comprehensive income, and incurred $2 million expense, recorded in Other Income, Expense (net), related to acceleration of fees on the redeemed debt and fees related to the tender offer. In September 2016, the Company entered into interest rate swaps with notional amounts totaling $211 million , which effectively converted ihese Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The fair value adjustment for the interest rate swaps was $9 million at December 30, 2017 , recorded as a decrease in the hedged debt balance.

(i) In May 2012, the Company issued $700 million of ten -year 3.125% U.S. Dollar Notes, using net proceeds from these Notes for general corporate purposes, including financing a portion of the acquisition of Pringles. The effective interest rate on these Notes, reflecting issuance discount and interest rate swaps, was 2.69% at December 30, 2017 . In March 2014, the Company redeemed $342 million of the Notes. In connection with the debt redemption, the Company reduced interest expense by $2 million and incurred $2 million expense, recorded in Other Income, Expense (net), related to acceleration of fees on the redeemed debt and fees related to the tender offer. During 2016, the Company entered into interest rate swaps which effectively converted ihese Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The Company subsequently terminated the interest rate swaps. In November 2016, the Company entered into interest rate swaps with notional amounts totaling $358 million , which effectively converted these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The $13 million gain on termination of the 2016 and prior year interest rate swaps at December 30, 2017 will be amortized to interest expense over the remaining term of the Notes. The fair value adjustment for the outstanding interest rate swaps was $15 million , at December 30, 2017 , recorded as a decrease in the hedged debt balance.

0) In May 2017, the Company issued €600 million (approximately $717 million USD at December 30, 2017 , which reflects the discount and translation adjustments) of five -year 0.80% Euro Notes due 2022, resulting in aggregate net proceeds after debt discount of $656 million . The proceeds from these Notes were used for general corporate purposes, including, together with cash on hand and additional commercial paper borrowings, repayment of the Company's $400 million , five -year 1.75% U.S. Dollar Notes due 2017 at maturity. The effective interest rate on the Notes, reflecting issuance discount and hedge settlement, was 0.88% . The Notes were designated as a net investment hedge' of the Company's investment in its Europe subsidiary when issued.

(k) In May 2014, the Company issued €500 million (approximately $597 million at December 30, 2017 , which reflects the discount and translation adjustments) of seven -year 1.75% Euro Notes due 2021, using the proceeds from these Notes for general corporate purposes, which included repayment of a portion of the Company's commercial paper borrowings. The effective interest rate on the Notes, reflecting issuance discount and hedge settlement, was 2.36% . The Notes were designated as a net investment hedge of the Company's investment in its Europe subsidiary when issued.

(l) In December 2010, the Company issued $1.0 billion of ten -year 4.0% fixed rate U.S. Dollar Notes, using net proceeds from these Notes for incremental pension and postretirement benefit plan contributions and to retire a portion of its commercial paper. The effective interest rate on these Notes, reflecting issuance discount, hedge settlement and interest rate swaps, was 3.41% at December 30, 2017 . In March 2014, the Company redeemed $150 million of the Notes. In connection with the debt, redemption, the Company incurred $12 million of interest expense offset by $7 million of accelerated gains on interest rate swaps previously recorded in accumulated other comprehensive income, and incurred $1 million expense, recorded in Other Income, Expense (net), related to acceleration of fees on the redeemed debt and fees related to the tender offer. During 2016, the Company entered into interest rate swaps with notional amounts of $600 million , which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The Company subsequently terminated the interest rate swaps. In July 2016, the Company entered into interest rate swaps with notional amounts totaling $700 million , which effectively converted a portion of these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. The $1 million gain on termination of the 2016 and prior year interest rate swaps at December 30, 2017 will be amortized to interest expense over the remaining term of the Notes.

(m) In November 2009, the Company issued $500 million of ten -year 4.15% fixed rate U.S. Dollar Notes, using net proceeds from these Notes to retire a portion of its 6.6% U.S. Dollar Notes due 2011. The effective interest rate on these Notes, reflecting issuance discount, hedge settlement and interest rate swaps was 3.50% at December 30, 2017 . In 2012, the Company entered into interest rate swaps which effectively converted these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. During 2015, the Company entered into and terminated a series of interest rate swaps and as of December 30, 2017 had terminated all interest rate swaps. The $7 million gain on termination at December 30, 2017 will be amortized to interest expense over the remaining term of the Notes.

(n) In May 2011, the Company issued $400 million of seven -year 3.25% fixed rate U.S. Dollar Notes, using net proceeds from these Notes for general corporate purposes including repayment of a portion of its commercial paper. The effective interest rate on these Notes, reflecting issuance discount, hedge settlement and interest rate swaps, was 3.41% at December 30, 2017 . In 2011, the Company entered into interest rate swaps which effectively converted these Notes from a fixed rate to a floating rate obligation. These denvative instruments were designated as fair value hedges of the debt obligation. During 2013, the Company terminated all of the interest rate swaps and subsequently entered into interest rate swaps which effectively converted these Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. During 2015, the Company terminated all interest rate swaps, and the resulting unamortized gain of $2 million at December 30, 2017 will be amortized to interest expense over the remaining term of the Notes.

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(o) In May 2014, the Company issued Cdn. $300 million of three -year 2.05% Canadian Dollar Notes due 2017. using the proceeds from these Notes, together with cash on hand, to repay the Company's Cdn. $300 million , 2.10% Notes due 2014 at maturity The Company redeemed these Notes in May 2017.

(p) In May 2012, the Company issued S400 million of five -year 1.75% U.S Dollar Notes, using net proceeds from these Notes for general corporate purposes, including financing a portion of the acquisition of Pringles. In 2013, the Company entered into interest rate swaps with notional amounts totaling $400 million , which effectively converted the Notes from a fixed rate to a floating rate obligation. These derivative instruments were designated as fair value hedges of the debt obligation. During 2015, the Company terminated all interest rate swaps. The Company redeemed these Notes in May 2017.

\H of the Company's Notes contain customary covenants that limit the ability of the Company and its restricted subsidiaries (as defined) to incur certain ens or enter into certain sale and lease-back transactions and also contain a change of control provision.

"he Company and two of its subsidiaries (the Issuers) maintain a program under which the Issuers may issue euro-commercial paper notes up to a naximum aggregate amount outstanding at any time of $750 million or its equivalent in alternative currencies. The notes may have maturities ranging ip to 364 days and will be senior unsecured obligations of the applicable Issuer. Notes issued by subsidiary Issuers will be guaranteed by the Company. The notes may be issued at a discount or may bear fixed or floating rate interest or a coupon calculated by reference to an index or formula. There was 596 million and $306 million outstanding under this program as of December 30, 2017 and December 31, 2016 , respectively.

\t December 30, 2017 , the Company had $3.1 billion of short-term lines of credit, virtually all of which were unused and available for borrowing on an jnsecured basis. These lines were comprised principally of an unsecured Five-Year Credit Agreement, which the Company entered into in February 2014 and expires in 2019, replacing the Company's unsecured Four-year Credit Agreement, which would have expired in March 2015. The Five-Year

2014 and expires in 2019, replacing the Company's unsecured Four-year Credit Agreement, which would have expired in March 2015. The Five-Year Credit Agreement allows the Company to borrow, on a revolving credit basis, up to $2.0 billion , which includes the ability to obtain letters of credit in an aggregate stated amount up to $75 million and to obtain U.S. swingline loans in an aggregate principal amount up to $200 million and European ;wingline loans in an aggregate principal amount up to $400 million . The agreement contains customary covenants and warranties, including specified ■estrictions on indebtedness, liens and a specified interest coverage ratio. If an event of default occurs, then, to the extent permitted, the administrative' agent may terminate the commitments under the credit facility, accelerate any outstanding loans under the agreement, and demand the deposit of cash collateral equal to the lender's letter of credit exposure plus interest.

The Company was in compliance with all covenants as of December 30, 2017 .

In January 2018, the Company entered into an unsecured 364-Day Credit Agreement to borrow, on a revolving credit basis, up to $1.0 billion at any time outstanding, to replace the $800 million 364-day facility that expired in January 2018. The new credit facilities contains customary covenants and warranties, including specified restrictions on indebtedness, liens and a specified interest expense coverage ratio. If an event of default occurs, then, to the extent permitted, the administrative agent may terminate the commitments under the credit facility, accelerate any outstanding loans under the agreement, and demand the deposit of dash collateral equal to the lender's letter of credit exposure plus interest. There are no borrowings outstanding under the new credit facilities.

Scheduled principal repayments on long-term debt are (in millions): 2018 - $407 ; 2019 - $507 ; 2020 - $850 ; 2021 - $600 ; 2022 - $1,079 ; 2023 and beyond- $4,876.

Interest expense capitalized as part of the construction cost of fixed assets was (in millions): 2017 - $4 ; 2016 - $4 ; 2015 - $4 .

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NOTE 9
STOCK COMPENSATION

The Company uses various equity-based compensation programs to provide long-term performance incentives for its global workforce. Currently, these incentives consist principally of stock options, restricted stock units and, to a lesser extent, executive performance shares. The Company also sponsors a discounted stock purchase plan in the United States and matching-grant programs in several international locations. Additionally, the Company awards restricted stock to its outside directors. These awards are administered through several plans, as described within this Note.

The 2017 Long-Term Incentive Plan (2017 Plan), approved by shareholders in 2017, permits awards to employees and officers in the form of incentive and non-qualified stock options, performance units, restricted stock or restricted stock units, and stock appreciation rights. The 2017 Plan, which replaced the 2013 Long-Term Incentive Plan (2013 Plan), authorizes the issuance of a total of (a) 16 million shares; plus (b) the total number of shares remaining available for future grants under the 2013 Plan. The total number of shares remaining available for issuance under the 2017 Plan will be reduced by two shares for each share issued pursuant to an award under the 2017 Plan other than a stock option or stock appreciation right, or potentially issuable pursuant to an outstanding award other than a stock option or stock appreciation right, which will in each case reduce the total number of shares remaining by one share for each share issued. The 2017 Plan includes several limitations on awards or payments to individual participants. Options granted under the 2017 and 2013 Plans generally vest over three years. At December 30, 2017, there were 24 million remaining authorized, but unissued, shares under the 2017 Plan. This amount includes 8 million shares remaining available under the 2013 Plan.

The Non-Employee Director Stock Plan (2009 Director Plan) was approved by shareholders in 2009 and allows each eligible non-employee director to receive shares of the Company's common stock annually. The number of shares granted pursuant to each annual award will be determined by the Nominating and Governance Committee of the Board of Directors. The 2009 Director Plan, which replaced the 2000 Non-Employee Director Stock Plan (2000 Director Plan), reserves 500,000 shares for issuance, plus the total number of shares as to which awards granted under the 2009 Director Plan or the 2000 Director Plans expire or are forfeited, terminated or settled in cash. Under both the 2009 and 2000 Director Plans, shares (other than stock options) are placed in the Kellogg Company Grantor Trust for Non-Employee Directors (the Grantor Trust). Under the terms of the Grantor Trust, shares are available to a director only upon termination of service on the Board. Under the 2009 Director Plan, awards were as follows (number of shares): 2017- 25,209 ; 2016- 24,249 ; 2015- 26,877 .

The 2002 Employee Stock Purchase Plan was approved by shareholders in 2002 and permits eligible employees to purchase Company stock at a discounted price. This plan allows for a maximum of 2.5 million shares of Company stock to be issued at a purchase price equal to 95% of the fair market value of the stock on the last day of the quarterly purchase period. Total purchases through this plan for any employee are limited to a fair market value of $25,000 during any calendar year. At December 30, 2017 , there were approximately 0.2 million remaining authorized, but unissued, shares under this plan. Shares were purchased by employees under this plan as follows (approximate number of shares): 2017- 65,000 ; 2016- 63,000 ; 2015-73,000 . Options granted to employees to purchase discounted stock under this plan are included in the option activity tables within this note.

Additionally, an international subsidiary of the Company maintains a stock purchase plan for its employees. Subject to limitations, employee contributions to this plan are matched 1:1 by the Company. Under this plan, shares were granted by the Company to match an equal number of shares purchased by employees as follows (approximate number of shares): 2017- 60,000 ; 2016- 57,000 ; 2015-48,000 .

Compensation expense for all types of equity-based programs and the related income tax benefit recognized were as follows:

(millions)

Related income tax benefit

As of December 30, 2017 , total stock-based compensation cost related to non-vested awards not yet recognized was $79 million and the weighted-average period over which this amount is expected to be recognized was 2 years.

average period over which this amount is expected to be recognized was 2 years.

Cash flows realized upon exercise or vesting of stock-based awards in the periods presented are included in the following table. Tax benefits realized upon exercise or vesting of stock-based awards generally represent the tax benefit of the difference between the exercise price and the strike price of the option.

Cash used by the Company to settle equity instruments granted under stock-based awards was not material.
Total cash received from option exercises and similar instruments

Tax benefits reililed uplmfexercise or'vestfrig of sTc^fiasefraWdrSs:'- ~ ' ■' ' Windfall benefits classified as cash flow from operating activities

yWndfall^enefits classified, as cash flow from finanqflfyacffiUes,:;. .:;

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4 NA

Shares used to satisfy stock-based awards are normally issued out of treasury stock, although management is authorized to issue new shares to the ;xtent permitted by respective plan provisions. Refer to Note 6 for information on shares issued during the periods presented to employees and lirectors under various long-term incentive plans and share repurchases under the Company's stock repurchase authorizations. The Company does not .urrently have a policy of repurchasing a specified number of shares issued under employee benefit programs during any particular time period.

stock options

During the periods presented, non-qualified stock options were granted to eligible employees under the 2017 and 2013 Plans with exercise prices equal o the fair market value of the Company's stock on the grant date, a contractual term of ten years, and a three -year graded vesting period.

\/!anagement estimates the fair value of each annual stock option award on the date of grant using a lattice-based option valuation model. Composite issumptions are presented in the following table. Weighted-average values are disclosed for certain inputs which incorporate a range of assumptions. Expected volatilities are based principally on historical volatility of the Company's stock, and to a lesser extent, on implied volatilities from traded options jn the Company's stock. Historical volatility corresponds to the contractual term of the options granted. The Company uses historical data to estimate option exercise and employee termination within the valuation models; separate groups of employees that have similar historical exercise behavior are ;onsidered separately for valuation purposes. The expected term of options granted represents the period of time that options granted are expected to De outstanding; the weighted-average expected term for all employee groups is presented in the following table. The risk-free rate for periods within the :ontractual life of the options is based on the U.S. Treasury yield cun.'e in effect at the time of grant.

Stock option valuation model assumptions for grants within the year ended:

Weighted-average expected term (years)	6 60	6 88
6 87		
Dividend yield	2.80%	2.60% 3.00%

A summary of option activity for the year ended December 30, 2017 is presented in the following table;

Employee and director stock options

Shares (millions)

Weighted-average exercise price

Weighted-average remaining contractual term (yrs.)

Aggregate intrinsic value (millions)

Granted
Exercisable, end of year

Forfeitures and expirations

Additionally, option activity for the comparable prior year periods is presented in the following table:

(millions, except per share data)

Granted ' 3 3

Forfeitures and expirations ^-jj

Exercisable, end of year

The total intrinsic value of options exercised during the periods presented was (in millions): 2017- $22 ; 2016- $145 ; 2015- $65 .

Other stock-based awards

During the periods presented, other stock-based awards consisted principally of executive performance shares and restricted stock granted under the 2017 and 2013 Plans.

In the first quarter of 2017, the Company granted performance shares to a limited number of senior executive-level employees, which entitle these employees to receive a specified number of shares of the Company's common stock upon vesting. The number of shares earned could range between 0 and 200% of the target amount depending upon performance achieved over the three year vesting period. The performance conditions of the award include three -year currency-neutral comparable operating margin and total shareholder return (TSR) of the Company's common stock relative to a select group of peer companies.

A Monte Carlo valuation model was used to determine the fair value of the awards. The TSR performance metric is a market condition. Therefore, . compensation cost of the TSR condition is fixed at the measurement date and is not revised based on actual performance. The TSR metric was valued as a multiplier of possible levels of currency-neutral comparable operating margin expansion. Compensation cost related to currency-neutral comparable operating margin performance is revised for changes in the expected outcome. The 2017 target grant currently corresponds to approximately 126,000 shares, with a grant-date fair value of $67 per share.

In 2016, the Company granted performance shares to a limited number of senior executive-level employees, which entitle these employees to receive a specified number of shares of the Company's common stock upon vesting. The number of shares earned .could range between 0 and 200% of the target amount depending upon performance achieved over the three year vesting period. The performance conditions of the award include three -year currency-neutral comparable operating profit growth and total shareholder return (TSR) of the Company's common stock relative to a select group of peer companies. The 2016 target grant currently corresponds to approximately 133,000 shares, with a grant-date fair value of $80 per share.

In 2015, the Company granted performance shares to a limited number of senior executive-level employees, which entitle these employees to receive a specified number of shares of the Company's common stock upon vesting. The number of shares earned could range between 0 and 200% of the target amount depending upon performance achieved over the three year vesting period. The performance conditions of the award include three -year cumulative operating cash flow and TSR of the Company's common stock relative to a select group of peer companies. The 2015 target grant currently corresponds to approximately 145,000 shares, with a grant-date fair value of $58 per share.

Based on the market price of the Company's common stock at year-end 2017, the maximum future value that could be awarded on the vesting date was (in millions): 2017 award- $17 ; 2016 award- $18 ; and 2015 award- $20 . The 2014 performance share award, payable in stock, was settled at 35% of target in February 2017 for a total dollar equivalent of $5 million .

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The Company also grants restricted stock and restricted stock units to eligible employees under the 2017 Plan. Restrictions with respect to sale or ransferability generally lapse after three years and, in the case of restricted stock, the grantee is normally entitled to receive shareholder dividends iuring the vesting period. Management estimates the fair value of restricted stock grants based on the market price of the underlying stock on the date) f grant. A summary of restricted stock and restricted stock unit activity for the year ended December 30, 2017, is presented in the following table:

Shares (thousands)

Employee restricted stock and restricted stock units

Nonlfvem^^

Granted 776 65

v-esi^peglj^^

Forfeited

Additionally, restricted stock and restricted stock unit activity for 2016 and 2015 is presented in the following table:

Non-vested, end of year

Employee restricted stock and restricted stock units

The total fair value of restricted stock and restricted stock units vesting in the periods presented was (in millions): 2017- $5 ; 2016- $7 ;

2015- $7 . NOTE 10
PENSION BENEFITS
The Company sponsors a number of U.S. and foreign pension plans to provide retirement benefits for its employees. The majority of these plans are funded or unfunded defined benefit plans, although the Company does participate in a limited number of multiemployer or other defined contribution plans for certain employee groups. See Note 12 for more information regarding the Company's participation in multiemployer plans. Defined benefits for salaried employees are generally based on salary and years of service, while union employee benefits are generally a negotiated amount for each year of service. The Company uses a December 31 measurement date for these plans and, when necessary, adjusts for plan contributions and significant events between December 31 and its fiscal year-end.

In September 2017, the Company amended certain defined benefit pension plans in the U.S. and Canada for salaried employees. As of December 31, 2018, the amendment will freeze the compensation and service periods used to calculate pension benefits for active salaried employees who participate in the affected pension plans. During the third quarter of 2017, the Company recognized related pension curtailment gains totaling $136 million included within Project K restructuring activity.

Beginning January 1, 2019, impacted employees will not accrue additional benefits for future service and eligible compensation received under these plans. Concurrently, the Company also amended its 401 (k) savings plans effective January 1, 2019, to make previously ineligible salaried U.S. and Canada employees eligible for Company retirement contributions, which range from 3% to 7% of eligible compensation based on the employee's length of employment.

Obligations and funded status
The aggregate change in projected benefit obligation, plan assets, and funded status is presented in the following tables.

(millions)	2017	2016
Change in projected benefit obligation		
Service cosl	gg gg	
Plan participants' contributions	-j 1	
Actuarial (gain)loss	264 404	
Curtailment and special termination benefits		
Foreign currency adjustments		
Actual return on plan assets		
Plan participants' contributions		
Amounts recognized in the Consolidated Balance Sheet consist of 11111111		
Net amount recognized		

48 $ 56

he accumulated benefit obligation for all defined benefit pension plans was $5.4 billion and $5.1 billion at December 30, 2017 and December 31, 016 , respectively. Information for pension plans with accumulated benefit obligations in excess of plan assets were:

millions)	2017	2016
Vccumulated benefit obligation	j 4 05^ $	3 737
'airvalu'e^fWas1s^		

ixpense
"he components of pension expense are presented in the following table. Pension expense for defined contribution plans relates to certain foreign ->ased defined contribution plans and multiemployer plans in the United States in which the Company participates on behalf of certain unionized

-> ased defined contribution plans and multiemployer plans in the United States in which the Company participates on behalf of certain unionized vorkforces.

,ᶠnˡlǃigfls)..jjg

Service cost

Expected return on plan assets	(371)	(352) (399)
Recognized net (gain) loss	(36)	323 303

(255) $
293 $

Curtailment and special termination benefits (151)

The estimated prior service cost for defined-benefit pension plans that will be amortized from accumulated other comprehensive income into pension expense over the next fiscal year is approximately $8 million .

The Company and certain of its subsidiaries sponsor 401 (k) or similar savings plans for active employees. Expense related to these plans was (in millions): 2017 - $41 million ; 2016 - $39 million ; 2015 - $40 million . These amounts are not included in the preceding expense table. Company contributions to these savings plans approximate annual expense. Company contributions to multiemployer and other defined contribution pension plans approximate the amount of annual expense presented in the preceding table.

Assumptions

The worldwide weighted-average actuarial assumptions used to determine benefit obligations were:

2016

Discount rate -.- v, •

Long-term rate of compensation increase

33% 3.9%

The worldwide weighted-average actuarial assumptions used to determine annual net periodic benefit cost were:

3.6% - ^wwfmi^m

3.9% 3.9% 4.0%

8.1% 8.1% . .,;M$^i!:S:-S&8:3%

2017 2016 2015

Discount rate

Long-term rate of compensation increase Long-term rate of return on plan assets

To determine the overall expected long-term rate of return on plan assets, the Company models expected returns over a 20-year investment horizon with respect to the specific investment mix of its major plans. The return assumptions used reflect a combination of rigorous historical performance analysis and forward-looking views of the financial markets including consideration of current yields on long-term bonds, price-earnings ratios of the major stock market indices, and long-term inflation. The U.S. model, which corresponds to approximately 71% of consolidated pension and other postretirement benefit plan assets, incorporates a long-term inflation assumption of 2.5% and an active management premium of 1% (net of fees) validated by historical analysis. Similar methods are used for various foreign plans with invested assets, reflecting local economic conditions. The expected rate of return for 2017 of 8.5% for the U.S. plans equated to approximately the 62nd percentile expectation. Refer to Note 1 .

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At the end of 2014, the Company revised its mortality assumption after considering the Society of Actuaries' (SOA) updated mortality tables and improvement scale, as weli as other mortality information available from the Social Security Administration to develop assumptions aligned with the Company's expectation of future improvement rates. In determining the appropriate mortality assumptions as of December 30, 2017, the Company considered the SOA's 2017 updated improvement scale. The SOA's 2017 scale incorporates changes consistent with the Company's view of future mortality improvements established in 2014. Therefore, the Company adopted the 2017 SOA improvement scales. The change to the mortality assumption decreased the year-end pension liability by $21 million .

To conduct the annual review of discount rates, the Company selected the discount rate based on a cash-flow matching analysis using Towers Watson's proprietary RATE:Link tool and projections of the future benefit payments that constitute the projected benefit obligation for the plans. RATE:Link proprietary RATE:Link tool and projections of the future benefit payments that constitute the projected benefit obligation for the plans. RATE:Link establishes the uniform discount rate that produces the same present value of the estimated future benefit payments, as is generated by discounting each year's benefit payments by a spot rate applicable to that year. The spot rates used in this process are derived from a yield curve created from yields on the 40 th to 90 th percentile of U.S. high quality bonds. A similar methodology is applied in Canada and Europe, except the smaller bond markets imply that yields between the 10 th and 90 th percentiles are preferable and in the U.K. the underlying yield curve was derived after further adjustments to the universe of bonds to remove bonds from issuers where it is not clear if they are truly corporate bonds. The measurement dates for the defined benefit plans are consistent with the Company's fiscal year end. Accordingly, the Company selected discount rates to measure the benefit obligations consistent with market indices at year-end.

Beginning in 2016, the Company changed the method used to estimate the service and interest costs for pension and postretirement benefits. The new method utilized a full yield curve approach to estimate service and interest costs by applying specific spot rates along the yield curve used to determine the benefit obligation of relevant projected cash outflows. Historically, the Company utilized a single weighted-average discount rate applied to projected cash outflows. The Company made the change to provide a more precise measurement of service and interest costs by aligning the timing of the plan's liability cash flows to the corresponding spot rate on the yield curve. The change did not impact the measurement of the plan's obligations. The Company accounted for this change as a change in accounting estimate. As a result of the change, 2016 interest and service cost for pension and postretirement benefit plans were approximately $30 million and $10 million lower, respectively.

Plan assets

The Company categorized Plan assets within a three level fair value hierarchy described as

follows: Investments stated at fair value as determined by quoted market prices (Level 1) include:

Cash and cash equivalents: Value based on cost, which approximates fair value. Corporate stock,

common: Value based on the last sales price on the primary exchange. Investments stated at

estimated fair value using significant observable inputs (Level 2) include: Cash and cash

equivalents: institutional short-term investment vehicles valued daily. Mutual funds: Valued at the

net asset value of shares held by the Plan at year end. Collective trusts : Value based on the net

asset value of units held at year end. Bonds: Value based on matrices or models from pricing

vendors.

Limited partnerships: Value based on the ending net capital account balance at year end.

Investments stated at estimated fair value using significant unobservable inputs (Level 3)

include:

Real estate: Value based on the net asset value of units held at year end. The fair value of real estate holdings is based on market data including earnings capitalization, discounted cash flow analysis, comparable-sales transactions or a combination of these methods.

Buy-in annuity contracts: Value based on the calculated pension benefit obligation covered by the non-participating annuity contracts at year-end.

Bonds: Value based on matrices or models from brokerage firms. A limited number of the investments are in default.

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he preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair alues. Furthermore, although the Company believes its valuation methods are appropriate and consistent with other market participants, the use of ifferent methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at ie reporting date.

he Company's practice regarding the timing of transfers between levels is to measure transfers in at the beginning of the month and transfers out at ie end of the month. For the year ended December 30, 2017 , the Company had no transfers between Levels 1 and 2.

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The fair value of Plan assets as of December 30, 2017 summarized by level within the fair value hierarchy are as follows:

Cash and cash equivalents	5	66	$	21	$	$	$ 87
W»B&l>a^.l"WtVtmC:l»^							
Domestic			50_0		__		_ 500
Domestic debt							

Domestic equity 525 525
1,168
3,292
5,043

- - - 365 365

(a) Certain assets that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy.

The fair value of Plan assets at December 31, 2016 are summarized as follows:

Cash and cash equivalents Domestic
482

5KR3t3Qfi$fe^«tv-*-° t,:J.i.';'..-.".- ;■

Mutual funds:
24

•Uh|^a^^ :/;:• ... ..• •. y::^.^^^^^^^y^r

Domestic debt

epilecUye^tniste; .. . . y. -^-i^^^y■-■■.{
138

Domestic equity

International equity . ".*'-£i?:'\ J

Other international debt

452 158 41

Limited partnerships _

Bonds, corporate

Bonds, government _^
131

Bonds, other ■'

Buy-in annuity contract
96

Real estate

Other

42

653 1,112 310 485

117 57
482

mam

66

653

310

■.t'-'-\-.-. I485r; 452

:158

.·158.:

41
■J...-.- : ʸ131

117

153

1,038 $

(a) Certain assets that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy
There were no unfunded commitments to purchase investments at December 30, 2017 or December 31, 2016 .

The Company's investment strategy for its major defined benefit plans is to maintain a diversified portfolio of asset classes with the primary goal of meeting long-term cash requirements as they become due. Assets are invested in a prudent manner to maintain the security of funds while maximizing returns within the Plan's investment policy. The investment policy specifies the type of investment vehicles appropriate for the Plan, asset allocation guidelines, criteria for the selection of investment managers, procedures to monitor overall investment performance as well as investment manager performance It also provides guidelines enabling Plan fiduciaries io fulfill their responsibilities

he current weighted-average target asset allocation reflected by this strategy is: equity securities- 58% ; debt securities- 20% ; real estate and other -:2% . Investment in Company common stock represented 1.2% and 1.5% of consolidated plan assets at December 30, 2017 and December 31, 2016 , espectively. Plan funding strategies are influenced by tax regulations and funding requirements. The Company currently expects to contribute, before :onsideration of incremental discretionary contributions, approximately $24 million to its defined benefit pension plans during 2018. Additionally, the Company anticipates adjusting targeted asset allocation to a more conservative investment mix that will likely result in a lower Expected Rate of Return issumption for 2018.

.evel 3 gains and losses

Changes in the fair value of the Plan's Level 3 assets are summarized as follows:

January 2,2016	j	135	5	6	$ 141
Purchases					
yTraMete^					
Realized and unrealized gain		^		(7j	
December 31, 2016					

The net change in Level 3 assets includes a gain attributable to the change in unrealized holding gains or losses related to Level 3 assets held at December 30, 2017 was zero and $(7) million at December 31, 2016 .

Benefit payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid (in millions): 2018- $261 ; 2019- $256 ; 2020- $263 ; 2021- $276 ; 2022- $276 ; 2023 to 2027- $1,448 ..

NOTE 11

NONPENSION POSTRETIREMENT AND POSTEMPLOYMENT

BENEFITS Postretirement

The Company sponsors a number of plans to provide health care and other welfare benefits to retired employees in the United States and Canada, who have met certain age and service requirements. The majority of these plans are funded or unfunded defined benefit plans, although the Company does participate in a limited number of multiemployer or other defined contribution plans for certain employee groups. The Company contributes to voluntary employee benefit association (VEBA) trusts to fund certain U.S. retiree health and welfare benefit obligations. The Company uses a December 31 measurement date for these plans and, when necessary, adjusts for plan contributions and significant events between December 31 and its fiscal year-end.

98

Obligations and funded status

The aggregate change in accumulated postretirement benefit obligation, plan assets, and funded status is presented in the following tables.

(millions)

Beginning of year			(
$	1 161	$ 1163	
Interest cost			37

3g

Benefits paid (61) (65)

Amendments

End of year
Amounts recognized in the Consolidated Balance Sheet consist of
pfH
Prior service credit
Other current liabilities

Expense
Components of postretirement benefit expense (income) were:

Service cost
■irftereSf^ .
•.■.n;»-:i■ff-y.yA.jy,; - .• ■:■J.;f.>v:-..:■ ■< ■'- • '-IV. •■
Expected return on plan assets
Amortizationi qf;ufigto^r^ed^rior se^ce credit;
Recognized net (gain) loss

Curtailment
Postretirement benefit expense:, Defined benefit plans

18 $

; :.'V;3p.,;

(98)

(90)

(142);:

3

(139) • -16
(58); ;v^;1f^|?^|i@
84

(58) -17l\
(123) $

The estimated prior service credit that will be amortized from accumulated other comprehensive income into nonpension postretirement benefit expense over the next fiscal year is expected to be approximately $9 million .

Assumptions
The weighted-average actuarial assumptions used to determine benefit obligations were

2016
Discount rate

99

The weighted-average actuarial assumptions used to determine annual net periodic benefit cost were:

2015

Long-term rate of return on plan assets 8 5% 8 §o/o
3 go/0

The Company determines the overall discount rate and expected long-term rate of return on VEBA trust obligations and assets in the same manner as :hat described for pension trusts in Note 10 .

The assumed health care cost trend rate is 5.7% for 2018, decreasing 0.25% annually to 4.5% by the year 2023 and remaining at that level thereafter. These trend rates reflect the Company's historical experience and management's expectations regarding future trends. A one percentage point change m assumed health care cost trend rates would have the following effects:

One percentage point decrease

(millions)

One percentage point increase

Ej^brreafflm

Effect on postretirement benefit obligation 117 (79)

100

Plan assets

The fair value of Plan assets as of December 30, 2017 summarized by level within fair value hierarchy described in Note 10 , are as follows:

Cash and cash equivalents	j	$	13$	$	$ 13
Domestic		141	_	_	141

Mutual funds:

(St,

International equity

Bonds, corporate

Bonds, other

mi

Other

(a) Certain assets that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy.

The fair value of Plan assets at December 31, 2016 are summarized as follows:

International equity ^pomesUcdebt'[1], Collective trusts' Dornj3stic;equity International equity Limited partnerships Bonds, corporate Bonds,- government Bonds, other OthSfff

117 48 10

,2-

272 210 177

210

117 ■■' ■].-:'48K' 10

324 $

(a) Certain assets that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy.

The Company's asset investment strategy for its VEBA trusts is consistent with that described for its pension trusts in Note 10 . The current target asset' allocation is 70% equity securities, 23% debt securities, and 7% real estate. The Company currently expects to contribute approximately $13 million to its VEBA trusts during 2018. Additionally, the Company anticipates adjusting targeted asset allocation to a more conservative investment mix that will likely result in a lower expected rate of return assumption for 2018.

There were no Level 3 assets during 2017 and 2016 .

101

'ostemployment

Jnder certain conditions, the Company provides benefits to former or inactive employees, including salary continuance, severance, and long-term lisability, in the United States and several foreign locations. The Company's postemployment benefit plans are unfunded. Actuarial assumptions used ire generally consistent with those presented for pension benefits in Note 10 . During 2017, the Company reduced its incidence rate assumption based m our review of historical experience, resulting in an actuarial gain of $31 million .

"he aggregate change in accumulated postemployment benefit obligation and the net amount recognized were:

87 $
108

Beginning of year $

Interest cost 3

3

Benefits paid (ꬶj

^

Foreign currency adjustments

Net amount recognized

Funded status

Net prior service cost

Net amount recognized

Components of postemployment benefit expense were:

(millions)		2016	^ 2015
Interest cost	3		3 4
AmortjMtiohof'unrei^nlzedpnorservicecost-/ : .^r^HaHS^^f^^f^^?^"^^^^-^^^-^^^j;:^ ;•,;-■.'			
Recognized net loss	3		
Postemployment benefit expense ■			

The estimated net experience gain and net prior service cost that will be amortized from accumulated other comprehensive income into postemployment benefit expense over the next fiscal year is $5 million and $1 million , respectively.

Benefit payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

(millions)

2018

2019

2020

2021

2022

2023-2027

81

76 73 72 73 367

.4,',

4

4'

·

4

3 18

102

NOTE 12

MULTIEMPLOYER PENSION AND POSTRETIREMENT PLANS

The Company contributes to multiemployer defined contribution pension and postretirement benefit plans under the terms of collective-bargaining agreements that cover certain unionized employee groups in the United States. Contributions to these plans are included in total pension and postretirement benefit expense as reported in Note 10 and Note 11 , respectively.

Pension benefits

The risks of participating in multiemployer pension plans are different from single-employer plans. Assets contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers. If a participating employer stops contributing to the plan, the unfunded obligations of the plan are borne by the remaining participating employers.

The Company's participation in multiemployer pension plans for the year ended December 30, 2017, is outlined in the table below. The "EIN/PN" column provides the Employer Identification Number (EIN) and the three-digit plan number (PN). The most recent Pension Protection Act (PPA) zone status available for 2017 and 2016 is for the plan year-ends as indicated below. The zone status is based on information that the Company received from the plan and is certified by the plan's actuary. Among other factors, plans in the red zone are generally less than 65 percent funded, plans in the yellow zone are between 65 percent and 80 percent funded, and plans in the green zone are at least 80 percent funded. The "FIP/RP Status" column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. In addition to regular plan contributions, the Company may be subject to a surcharge if the plan is in the red zone. The "Surcharge Imposed" column indicates whether a surcharge has been imposed on contributions to the plan. The last column lists the expiration date(s) of the collective-bargaining agreement (s) (CBA) to which the plans are subject.

Contributions (millions)

a) The Company is party to multiple CBAs requiring contnbutions to this fund, each with its own expiration date. Over 80 percent of the Company's participants in this fund are covered by a single C8A that expires on 3/16/2021.
b) During 2017, the Company terminated certain CBAs covered by these funds. Because of the Company's level of continuing involvement in each fund, the Company does not anticipate being subject to a withdrawal liability. The Company does not expect a material change in contributions for 2018.
c) During 2017. the Company terminated certain CBAs covered by this fund. As a result, the Company has partially withdrawn from the fund and recognized expense for its estimated withdrawal liability. The Company does not expect a material change in contributions for 2018.
d) During 2017, the Company terminated the CBAs, and withdrew from the funds. As a result, the Company recognized expense for the estimated withdrawal liability and will make no contributions in 2018.
e) During 2017, the Company terminated the CBAs covered by certain of these funds. As a result, for the impacted funds, the Company recognized expense for the estimated withdrawal liability and will make no contributions in 2018.

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he Company was listed in the Forms 5500 of the following plans as of the following plan year ends as providing more than 5 percent of total ontributions:

'ension trust fund	Contributions to the plan exceeded more than 5% of total contributions (as of the Plan's year end)
lagersto\^;lv16tor earners	
■ocal 734 Pension Plan	4/30/2017, 4/30/2016 and 4/30/2015
rffffCitjeyBa^	
Jpstate New York Bakery Drivers and Industry Pension Fund	6/30/2016, 6/30/2015 and 6/30/2014

\t the date the Company's financial statements were issued, certain Forms 5500 were not available for the plan years ending in 2017.

n addition to regular contributions, the Company could be obligated to pay additional amounts, known as a withdrawal liability, if a multiemployer sension plan has unfunded vested benefits and the Company decreases or ceases participation in that plan. In 2017, the Company recognized expense otaling $26 million related to the exit of several multiemployer plans associated with Project K restructuring activity. This amount represents nanagement's best estimate, actual results could differ. The cash obligation is payable over a maximum 20-year period; management has not determined the actual period over which the payments will be made. Net estimated withdrawal expense related to curtailment and special termination Deriefits associated with the Company's withdrawal from multiemployer plans was not material for the fiscal years ended 2016 and 2015.

Postretirement benefits

Multiemployer postretirement benefit plans provide health care and other welfare benefits to active and retired employees who have met certain age and service requirements. Contributions to multiemployer postretirement benefit plans were (in millions); 2017 - $16 ; 2016 - $17 ; 2015 - $14 .

104

NOT

The components of income before income taxes and ihe provision for income taxes were as follows:

(millions)

United States	j	^ .jog	j	030	$ 551
		1,674		927 773	
Total income taxes	$	412	$	233	$ 159

The difference between the U.S. federal statutory tax rate and the Company's effective income tax rate was:

Cost (benefit) of remitted and unremitted foreign earnings Statutory rate changes, deferred tax impact

Intangible property transfer ^^^^^l^e'con^Uda'tion: ■ Venezuela remeasurement

•r^ijyd^^ijsoKdatiori-Other

EJjte^y^infome;tax rate•,

5.0 (2.3)

As presented in the preceding table, the Company's 2017 consolidated effective tax rate was 24.6% , as compared to 25.2% in 2016 and 20.6% in 2015.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (Tax Act). The Tax Act makes broad and complex changes to the U.S. tax code which impact our year ended December 30, 2017 including but not limited to, reducing the corporate tax rate from 35% to 21% , requiring a one-time transition tax on certain unrepatriated earnings of foreign subsidiaries that may be electively paid over eight years, and accelerating first year expensing of certain capital expenditures.

Shortly after the Tax Act was enacted, the SEC staff issued Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (SAB 118), which provides guidance on accounting for the Tax Act's impact. SAB 118 provides a measurement period, which in no case should extend beyond one year from the Tax Act enactment date, during which a company may complete the accounting for the impacts of the Tax Act under ASC Topic 740. Per SAB 118, the Company must reflect the income tax effects of the Tax Act in the reporting period in which the accounting under ASC Topic 740 is complete. To the extent that a company's accounting for certain income tax effects of the Tax Act is incomplete, the Company can determine a reasonable estimate for those effects and record a provisional estimate in the financial statements in the first reporting period in which a reasonable estimate can be determined. If a Company cannot determine a provisional estimate to be included in the financial statements, the Company should continue to apply ASC 740 based on the provisions of the tax laws that were in

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:ffect immediately prior to the Tax Act being enacted. If a Company is unable to provide a reasonable estimate of the impacts of the Tax Act in a eporting period, a provisional amount must be recorded in the first reporting period in which a reasonable estimate can be determined.

The Company's year end income tax provision includes $4 million of net additional income tax expense during the quarter ended December 30, 2017, iriven by the reduction in the U.S. corporate tax rate and the transition tax on foreign earnings.

deduction in U.S. Corporate Tax Rate: The tax provision includes a tax benefit of $153 million for the remeasurement of certain deferred tax assets and iabilities to reflect the corporate tax rate reduction impact to the Company's net deferred tax balances. This adjustment is considered complete.

Transition tax on foreign earnings: The transition tax is a tax on the previously untaxed accumulated and current earnings and profits of certain of our breign subsidiaries. In order to determine the amount of the transition tax, the Company must determine, in addition to other factors, the amount of jost-1986 earnings and profits (E&P) of the relevant subsidiaries, as well as the amount of non-U.S. income taxes paid on such earnings. E&P is similar o retained earnings of the subsidiary, but requires other adjustments to conform to U.S. tax rules. As of December 30, 2017, based on accumulated breign earnings and profits of approximately $2.6 billion , which are primarily in Europe, the Company was able to make a reasonable estimate of the ransition tax and recorded a transition tax obligation of $157 million , which the Company expects to elect to pay over eight years. The current portion of E17 million is included within Other current liabilities and the remainder is included within Other liabilities on the balance sheet. However, the Company s awaiting further interpretative guidance, continuing to assess available tax methods and elections, and continuing to gather additional information in Drder to finalize calculations and complete the accounting for the transition tax liability.

In addition to the transition tax, the Tax Act introduced a territorial tax system, which will be effective beginning in 2018. The territorial tax system will mpact the Company's overall global capital and legal entity structure, working capital, and repatriation plan on a go-forward basis. In light of the lerritorial tax system, and other new international provisions within the Tax Act that are effective beginning in 2018, the Company is currently analyzing territorial tax system, and other new international provisions within the Tax Act that are effective beginning in 2018, the Company is currently analyzing its global capital and legal entity structure, working capital requirements, and repatriation plans. Based on the Company's analysis of the territorial tax system and other new international tax provisions as of December 30, 2017, the Company continues to support the assertion to indefinitely reinvest $2.6 billion of accumulated foreign earnings and profits in Europe and other non-U.S. jurisdictions. As a result, as a reasonable provisional estimate, the Company did not record any new deferred tax liabilities associated with the territorial tax system or any changes to the indefinite reinvestment assertion. Further, it is impracticable for the Company to estimate any future tax costs for any unrecognized deferred tax liabilities associated with its indefinite reinvestment assertion as of December 30, 2017, because the actual tax liability, if any, would be dependent on complex analysis and calculations considering various tax laws, exchange rates, circumstances existing when a repatriation, sale, or liquidiation occurs, or other factors. If there are any changes to our indefinite reinvestment assertion as a result of finalizing our assessment of the new Tax Act, the Company will adjust its provisional estimates, record, and disclose any tax impacts in the appropriate period, pursuant to SAB 118.

As of December 30, 2017, the Company did not identify any items from the Tax Act for which a provisional estimate could not be determined. In addition, other provisions of the Tax Act for which the Company has finalized or is continuing to finalize its accounting are not material (or expected to be material) to the financial statements as of and for the year ended December 30, 2017.

The 2017 effective income tax rate benefited from a deferred tax benefit of $39 million resulting from intercompany transfers of intellectual property under the application of the newly adopted standard. See discussion regarding the adoption of ASU 2016-16, Intra-Entity Transfers of Assets Other Than Inventory, in Note 1.

The 2016 effective income tax rate benefited from excess tax benefits from share-based compensation totaling $36 million for federal, state, and foreign income taxes. During 2016, as described in Note 16 , the Company deconsolidated its Venezuelan operations resulting in a pre-tax charge of $72 million with no significant associated tax benefit. As of December 31, 2016 substantially all foreign earnings were considered permanently invested. Accumulated foreign earnings of approximately $1.9 billion , primarily in Europe, were considered indefinitely reinvested. Due to the varying tax laws around the world and fluctuation in foreign exchange rates, it is not practicable to determine the unrecognized deferred tax liability on these earnings because the actual tax liability, if any, would be dependent on circumstances existing when a repatriation, sale, or liquidation occurs.

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The 2015 effective income tax rate benefited due to mark-to-market loss adjustments to the Company's pension plans in primarily higher tax jurisdictions. This resulted in a greater percentage of total income being generated in lower tax jurisdictions and permanent tax differences in the U.S. having a higher percentage impact on the tax rate. In addition, the tax rate benefited from a reduction in tax related to current year remitted and unremitted earnings. The VIE deconsolidation, described in Note 6 , included a $67 million non-cash non-taxable gain which positively impacted the tax rate. During 2015, the Company recorded pre-tax charges of $112 million in the Latin America operating segment due to the devaluation of the Venezuelan currency which had no associated tax benefit. As of January 2, 2016 substantially all foreign earnings were considered permanently invested. Accumulated foreign earnings of approximately $2.0 billion , primarily in Europe, were considered indefinitely reinvested. Due to the varying tax laws around the world and fluctuation in foreign exchange rates, it is not practicable to determine the unrecognized deferred tax liability on these earnings because the actual tax liability, if any, would be dependent on circumstances existing when a repatriation, sale, or liquidation occurs.

Management monitors the Company's ability to utilize certain future tax deductions, operating losses and tax credit carryforwards, prior to expiration. Changes resulting from management's assessment will result in impacts to deferred tax assets and the corresponding impacts on the effective income .tax rate. Valuation allowances were recorded to reduce deferred tax assets to an amount that will, more likely than not, be realized in the future. The total tax benefit of carryforwards at year-end 2017 and 2016 were $239 million and $181 million , respectively, with related valuation allowances at year-end 2017 and 2016 of $153 million and $131 million , respectively. Of the total carryforwards at year-end 2017 , substantially all will expire after 2021.

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he following table provides an analysis of the Company's deferred tax assets and liabilities as of year-end 2017 and 2016 . Deferred tax assets on mployee benefits decreased in 2017 due primarily to the impact of the lower U.S. tax rate as a result of the Tax Act, the impact of favorable pension nd postretirement plan asset returns, and a curtailment benefit in conjunction with the amendment of certain defined benefit pension plans in the U.S. nd Canada for salaried employees freezing the compensation and service periods used to calculate pension benefits for active salaried employees /ho participate in the affected pension plans. Deferred tax liabilities related to intangible assets decreased as a result of the lower U.S. tax rate.

millions)

Advertising and promotion-related '13 17

Inventory valuation 20

28

Operating loss, credit and other carryforwards 239 181

Depreciation and asset disposals 208 318

Deferred compensation 25 38

Other 71

Net deferred tax asset (liability)

The change in valuation allowance reducing deferred tax assets was:

Balance at beginning of year

Reductions credited to income tax expense Currency translation adjustments

131 $ 63

ft^^^ff^f*iW^i;i'-'-:· ■• • '. "70'-"

(28) (4)

15 2

Balance at end of year

(a) During 2017, the Company increased deferred tax assets by $15 million related to a foreign loss carryforward related to Ihe acquisition of a majority ownership interest in a natural, bio-organic certified breakfast company The entire adjustment of $15 million was offset by a corresponding valuation allowance because it is not expected to be used in the future. Dunng 2016. the Company increased its deferred tax assets by $34 miflion relating to a revision of 2014 foreign loss carryforwards. The entire adjustment of $34 million was offset by a corresponding adjustment in the valuation allowance because it is not expected to be used in the future These adjustments are not considered matenal to the previously issued or current year financial statements Also during 2016, the Company increased its deferred tax assets by $26 million related to a foreign loss carryforward The entire amount was offset by a corresponding valuation allowance because it is not expected to be used in the future

Uncertain tax positions

The Company is subject to federal income taxes in the U.S. as well as various state, local, and foreign jurisdictions. The Company's 2017 provision for U.S. federal income taxes represents approximately 80% of the Company's consolidated income tax provision. The Company was chosen to participate in the Internal Revenue Service (IRS) Compliance Assurance Program (CAP) beginning with the 2008 tax year. As a result, with limited exceptions, the Company is no longer subject to U.S. federal examinations by the IRS for years prior to 2017. The Company is under examination for income and non-income tax filings in various state and foreign jurisdictions.

As of December 30, 2017 , the Company has classified $8 million of unrecognized tax benefits as a current liability. Management's estimate of reasonably possible changes in unrecognized tax benefits during the next twelve months is comprised of the current liability balance expected to be settled within one year, offset by approximately $5 million of projected additions related primarily to ongoing intercompany transfer pricing activity. Management is currently unaware of any issues under review that could result in significant additional payments, accruals, or other material deviation in this estimate.

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Following is a reconciliation of the Company's total gross unrecognized tax benefits as of the years ended December 30, 2017 , December 31, 2016 and January 2, 2016 . For the 2017 year, approximately $47 million represents the amount that, if recognized, would affect the Company's effective income tax rate in future periods.

(millions)

Tax positions related to current year Tax positions related to prior years:

aditionsE

Lapses in statutes of limitation

For the year ended December 30, 2017, the Company recognized $2 million of tax-related interest resulting in an accrual balance of $21 million at year-end. For the year ended December 31, 2016, the Company recognized $2 million of tax-related interest resulting in an accrual balance of $19 million at year-end. For the year ended January 2, 2016, the Company paid tax-related interest totaling $3 million reducing the accrual balance to $17 million at year end.

NOTE 14

DERIVATIVE INSTRUMENTS AND FAIR VALUE MEASUREMENTS

DERIVATIVE INSTRUMENTS AND FAIR VALUE MEASUREMENTS

The Company is exposed to certain market risks such as changes in interest rates, foreign currency exchange rates, and commodity prices, which exist as a part of its ongoing business operations. Management uses derivative financial and commodity instruments, including futures, options, and swaps, where appropriate, to manage these risks. Instruments used as hedges must be effective at reducing the risk associated with the exposure being hedged and must be designated as a hedge at the inception of the contract.

The Company designates derivatives as cash flow hedges, fair value hedges, net investment hedges, and uses other contracts to reduce volatility in interest rates, foreign currency and commodities. As a matter of policy, the Company does not engage in trading or speculative hedging transactions.

Total notional amounts of the Company's derivative instruments as of December 30, 2017 and December 31, 2016 were as follows:

(millions)	2017	2016

Following is a description of each category in the fair value hierarchy and the financial assets and liabilities of the Company that were included in each category at December 30, 2017 and December 31, 2016 , measured on a recurring basis.

Level 1 - Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market. For the Company, level 1 financial assets and liabilities consist primarily of commodity derivative contracts.

Level 2 - Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability. For the Company, level 2 financial assets and liabilities consist of interest rate swaps and over-the-counter commodity and currency contracts.

The Company's calculation of the fair value of interest rate swaps is derived from a discounted cash flow analysis based on the terms of the contract and the interest rate curve. Over-the-counter commodity derivatives are valued using an income approach based on the commodity index prices less the contract rate multiplied by the notional amount. Foreign currency contracts are valued using an income approach based on forward rates less the contract

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ate multiplied by the notional amount. The Company's calculation of the fair value of level 2 financial assets and liabilities takes into consideration the isk of nonperformance, including counterparty credit risk.

.eve/ 3 - Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the asset or liability. The Company did not have any level 3 financial assets or liabilities as of December 30, 2017 or December 31, >016.

The following table presents assets and liabilities that were measured at fair value in the Consolidated Balance Sheet on a recurring basis as of December 30, 2017 and December 31, 2016 :

Derivatives designated as hedging instruments

2017

(millions)

Foreign currenc exchan contrac

I r (

(a) The fair value of the related hedged portion of the Company's long-term debt, a level 2 liability, was $2.3 billion as of December 30, 2017 . Derivatives not designated as hedging instruments

2017

ir.curreni^sseua-::.<tv . i .; .-»*). . i_ Commodity contracts'

['^HBeriCurrentassets' r:

Total assets

Liabilities:

Foreign currency exchange contracts:

Other current liabilities j Commodity contracts: . Other current liabilities

Total liabilities

16 $

(14) $ (7)
(21) $
38

(11) , (?)
(18)

The Company has designated a portion of its outstanding foreign currency denominated long-term debt as a net investment hedge of a portion of the Company's investment in its subsidiaries foreign currency denominated net assets. The carrying value of this debt was $2.7 billion and $1.8 billion as of December 30, 2017 and December 31, 2016 , respectively.

The Company has elected to not offset the fair values of derivative assets and liabilities executed with the same counterparty that are generally subject to enforceable netting agreements. However, if the Company were to offset and record the asset and liability balances of derivatives on a net basis, the amounts presented in the Consolidated Balance Sheet as of December 30, 2017 and December 31, 2016 would be adjusted as detailed in the following table

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As of December 30. 2017

	Amounts Presented in the Consolidated Balance Sheet			Gross Amounts Not Offset in the Consolidat
Financial Instruments				
Cash Collateral Received/ Posted				
Net Amount				
Total liability derivatives	$	rj$)	5	15 $

As of December 31, 2016

	Amounts Presented in the Consolidated Balance Sheet	Gross Amounts Not Offset in the Consolid
Financial Instruments		
Cash Collateral Received/ Posted		
Net Amount		
Total liability derivatives		

The effect of derivative instruments on the Consolidated Statement of Income for the years ended December 30, 2017 and December 31, 2016 were as follows:

Derivatives in fair value hedging relationships

Location of gain (loss) recognized in income

Gain (loss) recognized in income (a)

(a) Includes the ineffective portion and amount excluded from effectiveness testing.

Derivatives in cash flow hedging relationships

Gain (loss) recognized in AOCI

Location of gain (loss) reclassified from AOCI

Gain (Loss) reclassified from AOCI into income
Location of gain (loss) recognized in income (a)

Gain (loss) recognized in income (a)

Foreign *

coflf^cts'
Foreign currency exchange contracts
Interest rate contracts
Commodity contracts

COGS

1 SGA expense

(65) Interest expense

- COGS

14

(13) (13)

'olEf

OIE

N/A OIE
- S
(a) Includes the ineffective portion and amount excluded from effectiveness testing.

erivatives and non-derivatives in net investment hedging relationships

Gain (loss) recognized in AOCI

oreign currency denominated long-term debt -xjiK-'s' oreign currency exchange contracts

derivatives not designated as hedging instruments

Location of gain
(loss) recognized in income

Gain (loss) recognized in income

2017

ᶠoreign currency exchange contracts	SGA	0) C)

(18) 3

During the next 12 months, the Company expects $8 million of net deferred losses reported in accumulated other comprehensive income (AOCI) at December 30, 2017 to be reclassified to income, assuming market rates remain constant through contract maturities.

Certain of the Company's derivative instruments contain provisions requiring the Company to post collateral on those derivative instruments that are in a liability position if the Company's credit rating falls below BB+ (S&P), or Baal (Moody's). The fair value of all derivative instruments with credit-risk-related contingent features in a liability position on December 30, 2017 was $59 million . If the credit-risk-related contingent features were triggered as of December 30, 2017 , the Company would be required to post additional collateral of $39 million . In addition, certain derivative instruments contain provisions that would be triggered in the event the Company defaults on its debt agreements. There were no collateral posting requirements as of December 30, 2017 triggered by credit-risk-related contingent features.

Other fair value measurements

Fair Value Measurements on a Nonrecurring Basis

As part of Project K, the Company will be consolidating the usage of and disposing certain long-lived assets, including manufacturing facilities and Corporate owned assets over the term of the program. See Note 5 for more information regarding Project K.

During 2017, the were no long-lived asset impairments related to Project K.

During 2016, long-lived assets of $26 million and $57 million , related to manufacturing facilities in the Company's US Snacks and Europe reportable segments, respectively, were written down to estimated fair values of $10 million and $23 million , respectively, due to Project K activities. The Company's calculation of the fair value of these long-lived assets is based on level 3 inputs, including market comparables, market trends and the condition of the assets.

Financial instruments

The carrying values of the Company's short-term items, including cash, cash equivalents, accounts receivable, accounts payable, notes payable and current maturities of long-term debt approximate fair value. The fair value of the Company's long-term debt, which are level 2 liabilities, is calculated based on broker quotes. The fair value and carrying value of the Company's long-term debt was $8.3 billion and $7.8 billion , respectively, as of December 30, 2017 .

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Counterparty credit risk concentration

The Company is exposed to credit loss in the event of nonperformance by counterparties on derivative financial and commodity contracts. Management believes a concentration of credit risk with respect to derivative counterparties is limited due to the credit ratings and use of master netting and reciprocal collateralization agreements with the counterparties and the use of exchange-traded commodity contracts.

Master netting agreements apply in situations where the Company executes multiple contracts with the same counterparty. If these counterparties fail to perform according to the terms of derivative contracts, this could result in a loss to the Company. As of December 30, 2017 , there were no counterparties that represented a significant concentration of credit risk to the Company.

For certain derivative contracts, reciprocal collateralization agreements with counterparties call for the posting of collateral in the form of cash, treasury securities or letters of credit if a fair value loss position to the Company or its counterparties exceeds a certain amount. In addition, the company is required to maintain cash margin accounts in connection with its open positions for exchange-traded commodity derivative instruments executed with the counterparty that are subject to enforceable netting agreements. As of December 30, 2017, the Company posted $20 million related to reciprocal collateralization agreements. As of December 30, 2017 , the Company posted $17 million in margin deposits for exchange-traded commodity derivative instruments, which was reflected as an increase in accounts receivable, net.

Management believes concentrations of credit risk with respect to accounts receivable is limited due to
the generally high credit quality of the Company's major customers, as well as the large number and geographic dispersion of smaller customers. However, the Company conducts a disproportionate amount of business with a small number of large multinational grocery retailers, with the five largest accounts encompassing approximately 26% of consolidated trade receivables at December 30, 2017

largest accounts encompassing approximately 20% of consolidated trade receivables at December 30, 2017.

Refer to Note 1 for disclosures regarding the Company's accounting policies for derivative instruments.

NOTE 15
CONTINGENCIES

The Company is subject to various legal proceedings, claims, and governmental inspections or investigations in the ordinary course of business covering matters such as general commercial, governmental regulations, antitrust and trade regulations, product liability, environmental, intellectual property, workers' compensation, employment and other actions. These matters are subject to uncertainty and the outcome is not predictable with assurance. The Company uses a combination of insurance and self-insurance for a number of risks, including workers' compensation, general liability, automobile liability and product liability.

The Company has established accruals for certain matters where losses are deemed probable and reasonably estimable. There are other claims and legal proceedings pending against the Company for which accruals have not been established. It is reasonably possible that some of these matters could result in an unfavorable judgment against the Company and could require payment of claims in amounts that cannot be estimated at December 30, 2017. Based upon current information, management does not expect any of the claims or legal proceedings pending against the Company to have a material impact on the Company's consolidated financial statements.

NOTE
Venezuela is considered a highly inflationary economy. As such, the functional currency for the Company's operations in Venezuela is the U.S. dollar for all reporting periods in which they were included in the Company's consolidated results. This required bolivar denominated monetary assets and liabilities to be remeasured into U.S. dollars using an exchange rate at which such balances could be settled as of each balance sheet date. In addition, revenues and expenses were recorded in U.S. dollars at an appropriate rate on the date of the transaction and gains and losses resulting from the remeasurement of the bolivar denominated monetary assets and liabilities were recorded in earnings.

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deconsolidation
-Effective as of December 31, 2016, the Company concluded that it no longer met the accounting criteria for consolidation of its Venezuela subsidiary lue to a loss of control over the Venezuelan operations. Historically, the Company took steps to reduce its reliance on imports in order to run its jperations in Venezuela without the need of foreign currency, including the substitution, where possible, of imported ingredients, materials and parts vith locally produced inputs. However, the availability of certain key raw materials, even if locally sourced, was largely controlled by the local jovernment and the Company experienced an increase in government intervention and restrictions on the local supply of these key raw materials, during the fourth quarter of 2016, the Company experienced increased disruptions and restrictions in the procurement of certain locally sourced raw naterials and packaging due to local government actions, which greatly diminished the Venezuelan operation's ability to produce products for sale, :ulminating in record low production volume and capacity utilization during the quarter. These supply chain disruptions, along with other factors such as he worsening economic environment in Venezuela and the limited access to dollars to import goods through the use of any of the available currency nechanisms, impaired the Company's ability to effectively operate and fully control its Venezuelan subsidiary.

^s of December 31, 2016, the Company deconsolidated and changed to the cost method of accounting for its Venezuelan subsidiary. During the fourth quarter of 2016, the Company recorded a $72 million pre-tax charge in Other income (expense), net as it fully impaired the value of its cost method nvestment in Venezuela. The deconsolidation charge included the historical cumulative translation losses of approximately $63 million related to the Company's Venezuelan operations that had previously been recorded in accumulated other comprehensive losses within equity.

Beginning in fiscal year 2017, the Company no longer included the financial statements of its Venezuelan subsidiary within its consolidated financial statements. Under the cost method of accounting, the Company will recognize earnings only to the extent cash is received from its Venezuelan subsidiary. The Company will continually monitor its ability to control its Venezuelan subsidiary as the facts and circumstances surrounding Venezuela nay change over time and lead to consolidation at a future date. In the meantime, the Company will continue to operate its Venezuelan subsidiary in spite of the restrictive economic and operational environment.

Activity prior to deconsolidation
From February 2013 through July 4, 2015, the Company used the CENCOEX, official rate, which was 6.3 bolivars to the U.S. dollar, to remeasure its Venezuelan subsidiary's financial statements to U.S. dollars. The CENCOEX official rate was restricted toward goods and services for industry sectors considered essential, which are primarily food, medicines and a few others. In February 2015, the Venezuelan government announced the addition of a new foreign currency exchange system referred to as the Marginal Currency System, or SIMADI.

During 2015, the Company experienced an increase in the amount of time it took to exchange bolivars for U.S. dollars through the CENCOEX exchange. Due to this reduced availability of U.S. dollars and upon review of U.S. dollar cash needs in the Company's Venezuela operations as of the quarter ended July 4, 2015, the Company concluded that it was no longer able to obtain sufficient U.S. dollars on a timely basis through the CENCOEX exchange resulting in a decision to remeasure its Venezuela subsidiary's financial statements using the SIMADI rate.

In connection with the change in rates, the Company evaluated the carrying value of its non-monetary assets for impairment and lower of cost or market adjustments. As a result of moving from the CENCOEX official rate to the SIMADI rate, the Company recorded pre-tax charges totaling $152 million in the quarter ended July 4, 2015. Of the total charges, $100 million was recorded in COGS, $3 million was recorded in SGA, and $49 million was recorded in Other income (expense), net. These charges consisted of $47 million related to the remeasurement of net monetary assets denominated in Venezuelan bolivar at the SIMADI exchange rate (recorded in Other income (expense), net), $56 million related to reducing inventory to the lower of cost or market (recorded in COGS) and $49 million related to the impairment of long-lived assets in Venezuela (recorded primarily in COGS).

In February 2016, the Venezuelan government announced changes to its foreign currency exchange mechanisms, including a 59% devaluation of the CENCOEX (renamed DIPRO) official rate from 6.3 bolivars to 10.0 bolivars to the U.S. dollar. Additionally the SIMADI exchange rate was replaced by the DICOM exchange rate, a floating exchange rate for non-essential imports. The DICOM exchange rate was introduced at 206 bolivars to the U.S. dollar.

114

For the years ended December 31, 2016 and January 2, 2016, Venezuela represented less than 1% and approximately 2% of total net sales, respectively.

NOTE 17
QUARTERLY FINANCIAL DATA (unaudited)

	Net sales		Gross profit	
(millions)	2017	2016	2017	2016

Net income attributable to Kellogg Company

(millions)

Diluted

0.80

Fourth

The principal market for trading Kellogg shares is the New York Stock Exchange (NYSE). At December 30, 2017 , the closing price (on the NYSE) was $ 67.98 and there were 33,793 shareholders of record.

Dividends paid per share and the quarterly price ranges on the NYSE during the last two years were:

2017 -Quarter

81.65 . />:p;86L98: 77.25

:v: -: ■■■■ | r-:y^:W^ Wm '

0.50

0.52

69.96

74.30 77.13

70.96

fe;v.ft: v.

uring 2017 , the Company recorded the following charges (gains) in operating profit:

	2017				
•nillions)	First	Second	Third	Fourth	Full Year
Gains) / losses on mark-to-market .djustments	21	(7)	104	(163)	(45)^

luring 2016 , the Company recorded the following charges (gains) in operating profit:

2016

Full Year

226 261

iOTE 18
DEPORTABLE SEGMENTS

<ellogg Company is the world's leading producer of cereal, second largest producer of cookies and crackers and a leading producer of savory snacks and frozen foods. Additional product offerings include toaster pastries, cereal bars, fruit-flavored snacks and veggie foods. Kellogg products are nanufactured and marketed globally. Principal markets for these products include the United States and United Kingdom.

The Company has the following reportable segments: U.S. Morning Foods; U.S. Snacks; U.S. Specialty; North America Other; Europe; Latin America; and Asia Pacific. The Company manages its operations through 10 operating segments that are based on product category or geographic location. These operating segments are evaluated for similarity with regards to economic characteristics, products, production processes, types or classes of customers, distribution methods and regulatory environments to determine if they can be aggregated into reportable segments. The reportable segments are discussed in greater detail below.

The U.S. Morning Foods reportable segment includes primarily cereal and toaster

pastries. U.S. Snacks includes cookies, crackers, cereal bars, savory snacks and fruit-

flavored snacks.

U.S." Specialty primarily represents food away from home channels, including food service, convenience, vending, Girl Scouts and food manufacturing. The food service business is mostly non-commercial, serving institutions such as schools and hospitals. The convenience business includes traditional convenience stores as well as alternate retailing outlets.

North America Other includes the U.S. Frozen, Kashi, Canada, and RXBAR operating segments. As these operating segments are not considered economically similar enough to aggregate with other operating segments and are immaterial for separate disclosure, they have been grouped together as a single reportable segment.

The 3 remaining reportable segments are based on geographic location - Europe which consists principally of European countries; Latin America which consists of Central and South America and includes Mexico; and Asia Pacific which consists of Sub-Saharan Africa, Australia and other Asian and Pacific markets.

The measurement of reportable segment results is based on segment operating profit which is generally consistent with the presentation of operating profit in the Consolidated Statement of Income. Intercompany transactions between operating segments were immaterial for all periods presented.

116

(millions)

U.S. Morning Foods	j 2 778	$ 2 931	S 2 992
U S. Specially	1,249	1,214	1,181
Europe	2,291	2,377	2,497
Asia Pacific			

Operating profit

U.S. Morning Foods

(a) Includes asset impairment charges as discussed in Note 14 .

Certain items such as interest expense and income taxes, while not included in the measure of reportable segment operating results, are regularly reviewed by Management for the Company's internationally-based reportable segments as shown below.

(millions)

MSP

North America

Latin America

Corporate

3

16 ': 2

2:" ';

233

5 8 4

:2 387

5 5 5 2

210

Consolidated

Income taxes Europe Latin America Asia Pacific .

Corporate & North America

256

(38) 33 12

405

406

07) 30 14

206

227

10

34

115

Consolidated

Management reviews balance sheet information, including total assets, based on geography For all North American-based operating segments, balance sheet information is reviewed by Management in total and not on an individual operating segment basis.

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The Company's largest customer, Wal-Mart Stores, Inc. and its affiliates, accounted for approximately 20% of consolidated net sales during 2017 , 20% in 2016 , and 21% in 2015, comprised principally of sales within the United States.

Supplemental geographic information is provided below for net sales to external customers and long-lived assets:

12,923 $

2,195 $ 3,716 S

Supplemental product information is provided below for net sales to external customers:

5,440

I.

■ 914/

13,014 $

6.698 5,871 956

13,525

118

IOTE 19

UPPLEMENTAL FINANCIAL STATEMENT DATA

Consolidated Statement of Income millions)

lesearch^ridjde'velopm'ehrexpense,"-^ ! ■■ -: '...i'V' Advertising expense

193; 898

Trade receivables j Refundable income taxes

Accounts receivable, net

Finished goods and materials in process

-if;238;*

Land

111 $

6,018 634

131 : 2,02(3 .' 5,646

686

& ;i(5i28Q),>

3,716 $

252 $

._iH*a;iu.*oiv;V:; .■■ a4sss%^;!a;:.::;..

529

3,569

-170:1 393

Accrued income taxes

jfi^-saai^santl !Wa'ges • • ■• ' Accrued advertising and promotion

31 $

31 r

538 551

47 318" 436 590

Other current liabilities

Inoome,taxes payable Nonpension postretirement benefits

1,431 $

192 $ 40 373

1,391

48

40 376

Other liabilities

Allowance for doubtful accounts (millions)

Balance at beginning of year Additions charged to expense Doubtful accounts charged to reserve

8 14 (12)

8
9

(9)

7 4

(3)
Balance at end of year

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Management's Responsibility for Financial Statements

Management is responsible for the preparation of the Company's consolidated financial statements and related notes. We believe that the consolidated financial statements present the Company's financial position and results of operations in conformity with accounting principles that are generally accepted in the United States, using our best estimates and judgments as required.

The board of directors of the Company has an Audit Committee composed of five non-management Directors. The Committee meets regularly with management, internal auditors, and the independent registered public accounting firm to review accounting, internal control, auditing and financial reporting matters.

Formal policies and procedures, including an active Ethics and Business Conduct program, support the internal controls and are designed to ensure employees adhere to the highest standards of personal and professional integrity. We have a rigorous internal audit program that independently evaluates the adequacy and effectiveness of these internal controls.

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Management's Report on Internal Control over Financial Reporting

vlanagement is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) jnder the Securities Exchange Act of 1934, as amended. Our internal control over financial reporting is designed to provide reasonable assurance egarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles.

A/e conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated ʳramework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

SEC staff guidance discusses the exclusion of an acquired entity from management's assessment of internal control over financial reporting and disclosure controls and procedures. Management excluded from its assessment those disclosure controls and procedures of the Chicago Bar Company LLC, which was acquired in October, 2017 in a purchase business combination, that are subsumed by internal control over financial reporting. Chicago Bar Co., LLC is wholly owned and accounted for less than 0.1% of consolidated total assets and 0.2% of consolidated net sales as of and for the year snded December 30, 2017.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Based on our evaluation under the framework in Internal Control - Integrated Framework (2013), management concluded that our internal control over financial reporting was effective as of December 30, 2017 . The effectiveness of our internal control over financial reporting as of December 30, 2017 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which follows.

Isl Steven A.
Cahillane
Steven A.
Cahillane Chief
Executive
Officer

/s/
Fareed
Senior Vice President and Chief Financial Officer

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Kellogg Company

Opinions on the Financial Statements and Internal Control over Financial Reporting
We have audited the consolidated financial statements, including the related notes, of Kellogg Company and its subsidiaries as listed in the index appearing under Item 15(a)(1), (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 30, 2017, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 30, 2017 and December 31,2016, and the results of their operations and their cash flows for each of the three years in the period ended December 30, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in ail material respects, effective internal control over financial reporting as of December 30, 2017 based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions
The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in Management's Report on Internal Control over Financial Reporting, management has excluded the Chicago Bar Co., LLC, from its assessment of internal control over financial reporting as of December 30, 2017 because it was acquired by the Company in a purchase business combination during 2017. We have also excluded the Chicago Bar Co., LLC from our audit of internal control over financial reporting. The Chicago Bar Co., LLC is a wholly-owned subsidiary whose total assets and total revenues excluded from management's assessment and our audit of internal control over financial reporting represent less than 0.1% and 0.2%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 30, 2017.

Definition and Limitations of Internal Control over Financial Reporting
A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for externa! purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance

recorded as necessary to permit preparation of financial statements in accordance

/ith generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with uthorizations of management and directors of the company; and (in) provide reasonable assurance regarding prevention or timely detection of nauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

tecause of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation ■f effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of •ompliance with the policies or procedures may deteriorate.

5/PricewaterhouseCoopers LLP

)etroit,
Michigan
ebruary
20, 2018

We have served as the Company's auditor since at least 1937. We have not determined the specific year we began serving as auditor of the Company.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

a) Disclosure Controls and Procedures.
We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure. Disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, rather than absolute, assurance of achieving the desired control objectives.

As of December 30, 2017 , management carried out an evaluation under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. SEC staff guidance discusses the exclusion of an acquired entity from management's assessment of internal control over financial reporting and disclosure controls and procedures. Management excluded from its assessment those disclosure controls and procedures of the Chicago Bar Company LLC, which was acquired in October, 2017 in a purchase business combination, that are subsumed by internal control over financial reporting. Chicago Bar Co., LLC is wholly owned and accounted for less than 0.1% of consolidated total assets and 0.2% of consolidated net sales as of and for the year ended December 30, 2017. Based on the foregoing evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

b) Internal Control over Financial Reporting.
Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we have included a report of management's assessment of the design and effectiveness of our internal control over financial reporting as part of this Annual Report on Form 10-K. The independent registered public accounting firm of PricewaterhouseCoopers LLP also audited, and reported on, the effectiveness of our internal control over financial reporting. Management's report and the independent registered public accounting firm's audit report are included in our 2017 financial statements in Item 8 of this Report under the captions entitled "Management's Report on Internal Control over Financial Reporting" and "Report of Independent Registered Public Accounting Firm" and are incorporated herein by reference.

c) Changes in Internal Control over Financial Reporting.
Kellogg's Project K initiative which includes the reorganization and relocation of certain financial, information technology, and logistics and distribution processes; internal to the organization was initiated in 2014. This initiative is expected to continue through 2018 and will continue to impact the design of our control framework. During efforts associated with Project K, we have implemented additional controls to monitor and maintain appropriate internal controls over financial reporting. There were no changes during the quarter ended December 30, 2017, that materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION

Not applicable.

PART 111

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors - Refer to the information in our Proxy Statement to be filed with the Securities and Exchange Commission for the Annual Meeting of Shareowners to be held on April 27, 2018 (the "Proxy Statement"), under the caption "Proposal 1 - Election of Directors," which information is incorporated herein by reference.

incorporated herein by reference.

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ientificatipn and Members of Audit Committee; Audit Committee Financial Expert - Refer to the information in the Proxy Statement under the caption 3oard and Committee Membership," which information is incorporated herein by reference.

xecutive Officers of the Registrant - Refer to "Executive Officers" under Item 1 of this Report.

or information concerning Section 16(a) of the Securities Exchange Act of 1934 - Refer to the information under the caption "Security Ownership - ■ection 16(a) Beneficial Ownership Reporting Compliance" of the Proxy Statement, which information is incorporated herein by reference.

"ode of Ethics for Chief Executive Officer, Chief Financial Officer and Controller - We have adopted a Global Code of Ethics which applies to our chief •xecutive officer, chief financial officer, corporate controller and all our other employees, and which can be found atwww.kelloggcompany.com <http://atwww.kelloggcompany.com>. Any imendments or waivers to the Global Code of Ethics applicable to our chief executive officer, chief financial officer or corporate controller may also be ound atwww.kelloggcompany.com <http://atwww.kelloggcompany.com>.

TEM 11. EXECUTIVE COMPENSATION

Refer to the information under the captions" 2017 Director Compensation and Benefits," "Compensation Discussion and Analysis," "Executive Compensation," "Retirement and Non-Qualified Defined Contribution and Deferred Compensation Plans," and "Potential Post-Employment Payments" of he Proxy Statement, which is incorporated herein by reference. See also the information under the caption "Compensation and Talent Management Committee Report" of the Proxy Statement, which information is incorporated herein by reference; however, such information is only "furnished" Hereunder and not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Refer to the information under the captions "Security Ownership - Five Percent Holders", "Security Ownership - Officer and Director Stock Ownership" of the Proxy Statement, which information is incorporated herein by reference.

EQUITY COMPENSATION PLAN INFORMATION

Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights as of December 30, 2017 (a)

?I6':3:;(2).:~[/'

Weighted-Average
Exercise Price of
Outstanding Options, Warrants and Rights as of December 30, 2017 ($)
(b)

NA

Number of Securities Remaining Available for Future Issuance
Under Equity
Compensation Plans (excluding Securities Reflected in Column (a)) as of December 30,
2017 (c)(1)

19.0 (3) 0.3

Tpitaff v?|;-

125

1) The total number of shares remaining available for issuance under the 2017 Long-Term Incentive Plan will be reduced by two shares for each share issued pursuant to an award other than a stock option or stock appreciation right, or potentially issuable pursuant to an outstanding award other than a stock option or stock appreciation right, which will in each case reduce the total number of shares remaining by one share for each share issued.

2) Includes 14.6 million stock options and 1.7 million restricted share units.
3) The total number of shares available remaining for issuance as of December 30, 2017 for each Equity Compensation Plan approved by shareowners are as follows:
    -The 2017 Long-Term Incentive Plan -18.6 million;
    - The Non-Employee Director Stock Plan (2009 Director Plan) - 0.2 million;
    - The 2002 Employee Stock Purchase Plan - 0.2 million.

Three plans are considered "Equity compensation plans not approved by security holders." The Kellogg Share Incentive Plan, which was adopted in 2002 and is available to most U.K. employees of specified Kellogg Company subsidiaries; a similar plan, which is available to employees in the Republic of Ireland; and the Deferred Compensation Plan for Non-Employee Directors, which was adopted in 1986 and amended in 1993 and 2002.

Under the Kellogg Share Incentive Plan, eligible U.K. employees may contribute up to 1,500 Pounds Sterling annually to the plan through payroll deductions. The trustees of the plan use those contributions to buy shares of our common stock at fair market value on the open market, with Kellogg matching those contributions on a 1:1 basis. Shares must be withdrawn from the plan when employees cease employment. Under current law, eligible employees generally receive certain income and other tax benefits if those shares are held in the plan for a specified number of years. A similar plan is also available to employees in the Republic of Ireland. As these plans are open market plans with no set overall maximum, no amounts for these plans are included in the above table. However, approximately 60,000 shares were purchased by eligible employees under the Kellogg Share Incentive Plan, the plan for the Republic of Ireland and other similar predecessor plans during 2017, with approximately an additional 60,000 shares being provided as matched shares.

The Deferred Compensation Plan for Non-Employee Directors was amended and restated during 2013. Under the Deferred Compensation Plan for Non -Employee Directors, non-employee Directors may elect to defer all or part of their compensation (other than expense reimbursement) into units which are credited to their accounts. The units have a value equal to the fair market value of a share of our common stock on the appropriate date, with dividend equivalents being earned on the whole units in non-employee Directors' accounts. Units must be paid in shares of our common stock, either in a lump sum or in up to ten annual installments, with the installments to begin as soon as practicable after the non-employee Director's service as a Director terminates. No more than 300,000 shares are authorized for use under this plan, of which approximately 22,000 had been issued as of December 30, 2017.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Refer to the information under the captions "Corporate Governance - Director Independence" and "Related Person Transactions" of the Proxy Statement, which information is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Refer to the information under the captions "Proposal 3 - Ratification of PricewaterhouseCoopers LLP - Fees Paid to Independent Registered Public Accounting Firm" and "Proposal 3 - Ratification of PricewaterhouseCoopers LLP - Preapprpval Policies and Procedures" of the Proxy Statement, which information is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The Consolidated Financial Statements and related Notes, together with Management's Report on Internal Control over Financial Reporting, and the Report thereon of PricewaterhouseCoopers LLP dated February 20, 2018 , are included herein in Part II, Item 8.

(a) 1. Consolidated Financial Statements

consolidated Statement of Income for the years ended December 30, 2017 , December 31, 2016 and January 2, 2016 .

:onsolidated Statement of Comprehensive Income for the years ended December 30, 2017 , December 31, 2016 and January 2, 2016 .

Consolidated Balance Sheet at December 30, 2017 and December 31, 2016 .

Consolidated Statement of Equity for the years ended December 30, 2017 , December 31, 2016 and January 2, 2016 .

Consolidated Statement of Cash Flows for the years ended December 30, 2017 , December 31, 2016 and January 2, 2016 .

>lotes to Consolidated Financial Statements.

vlanagement's Report on Internal Control over Financial Reporting.

Report of Independent Registered Public Accounting Finn.

'a) 2. Consolidated Financial Statement Schedule

Ml financial statement schedules are omitted because they are not applicable or the required information is shown in the financial statements or the notes thereto.

(a) 3. Exhibits required to be filed by Item 601 of Regulation S-K

The information called for by this Item is incorporated herein by reference from the Exhibit Index included in this Report. ITEM

16. FORM 10-K SUMMARY Not applicable.

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EXHIBIT INDEX

Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
2.01	Amended and Restated Transaction Agreement between us and The IBRF Procter & Gamble Company, incorporated by reference to Exhibit 1.1 of our Current Report on Form 8-K dated May 31, 2012, Commission file number 1-4171.	
1	Amended Restated Certificate of Incorporation of Kellogg Company, IBRF incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-8, file number 333-56536.	
2	Bylaws of Kellogg Company, as amended, incorporated by reference IBRF to Exhibit 3.1 to our Current Report on Form 8-K dated December 15, 2017, Commission file number 1-4171.	
1	Indenture, dated March 15, 2001, between Kellogg Company and BNY IBRF Midwest Trust Company, including the form of 7.45% Debentures due 2031, incorporated by reference to Exhibit 4.01 to our Quarterly Report on Form 10-Q for the quarter ending March 31, 2001, Commission file number 1-4171.	
2	Supplemental Indenture, dated March 29, 2001, between Kellogg IBRF Company and BNY Midwest Trust Company, including the form of 7.45% Debentures due 2031, incorporated by reference to Exhibit 4.02 to our Quarterly Report on Form 10-Q for the quarter ending March 31, 2001, Commission file number 1-4171.	
3	Indenture, dated as of May 21, 2009, between Kellogg Company and IBRF The Bank of New York Mellon Trust Company, N.A., incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-3, Commission file number 333-209699.	
4	Officers' Certificate of Kellogg Company (with form of Kellogg IBRF Company 4.150% Senior Note Due 2019), incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K dated November 16, 2009, Commission file number 1-4171.	
4.05	Officers' Certificate of Kellogg Company (with form of Kellogg IBRF Company 4.000% Senior Note Due 2020), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated December 8, 2010, Commission file number 1-4171.	

4.05 Officers' Certificate of Kellogg Company (with form of Kellogg IBRF Company 3.25% Senior Note Due 2018), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated May 15, 2011, Commission file number 1-4171. [1]

4.07 Officers'Certificate of Kellogg Company (with form of 1.125% Senior IBRF Note due 2015, 1.750% Senior Note due 2017 and 3.125% Senior Note due 2022), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated May 17, 2012, Commission file number 1-4171.

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Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
8	Officer's Certificate of Kellogg Company (with form of Floating Rate IBRF Senior Notes due 2015 and 2.750% Senior Notes due 2023), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated February 14, 2013, Commission file number 1-4171.	
9	Officer's Certificate of Kellogg Company (with form of 1.250% Senior IBRF Notes due 2025), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated March 9, 2015, Commission file number 1-4171.	
4J0	Officers' Certificate of Kellogg Company (with form of 3.250% Senior IBRF Notes due 2026 and 4.500% Senior Debentures due 2046), incorporated by reference to Exhibit 4.1 to our Current Report on Form . ' 8-K dated March 7, 2016, Commission file number 1-4171.	
4.11	Officers' Certificate of Kellogg Company (with form of 1.000% Senior IBRF Notes due 2024), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated May 19, 2016, Commission file number 1-4171.	
4J2	Officers' Certificate of Kellogg Company (with form of 2.650% Senior IBRF Notes due 2023), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated November 15, 2016, Commission file number 1-4171.	
13	Officers' Certificate of Kellogg Company (with form of 0.800% Senior IBRF Notes due 2022), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated May 17, 2017, Commission file number 1-4171.	
14	Officers' Certificate of Kellogg Company (with form of 3.400% Senior IBRF Notes due 2027), incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated November 13, 2017, Commission file number 1-4171.	
10.01	Kellogg Company Supplemental Savings and Investment Plan, as IBRF amended and restated as of January 1, 2003, incorporated by reference to Exhibit 10.03 to our Annual Report on Form 10-K for the fiscal year ended December 28, 2002, Commission file number 1-4171."	
.10.02	Kellogg Company Key Employee Long Term Incentive Plan, IBRF incorporated by reference to Exhibit 10.07 to our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, Commission file number 1-4171.*	
10.03	Kellogg Company 2000 Non-Employee Director Stock Plan, IBRF incorporated by reference to Exhibit 10.10 to our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, Commission file number 1-4171 .*	

ended December 29, 2007, Commission file number 1-4171.

Exhibit No.

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Employment Letter between us and James M. Jenness, incorporated by reference to Exhibit 10.18 to our Annual Report in Form 10-K for the fiscal year ended January 1, 2005, Commission file number 1-4171.*

Agreement between us and other executives, incorporated by reference to Exhibit 10.05 of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2000, Commission file number 1-4171.*

Stock Option Agreement between us and James Jenness, incorporated by reference to Exhibit 4.4 to our Registration Statement on Form S-8, file number 333-56536.*

Kellogg Company 2002 Employee Stock Purchase Plan, as amended and restated as of January 1, 2008, incorporated by reference to Exhibit 10.22 to our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, Commission file number 1-4171.*

Kellogg Company 1993 Employee Stock Ownership Plan, incorporated by reference to Exhibit 10.23 to our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, Commission file number 1-4171.*

Kellogg Company 2003 Long-Term Incentive Plan, as amended and restated as of December 8, 2006, incorporated by reference to Exhibit 10. to our Annual Report on Form 10-K for the fiscal year ended December 30, 2006, Commission file number 1-4171.*

Kellogg Company Severance Plan, incorporated by reference to Exhibit 10.25 of our Annual Report on. Form 10-K for the fiscal year ended December 28. 2002. Commission file number 1-4171.*

28, 2002, Commission file number 1-4171.*

Form of Non-Qualified Option Agreement for Senior Executives under 2003 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q for the fiscal period ended September 25, 2004, Commission file number 1-4171.*

Form of Restricted Stock Grant Award under 2003 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.5 to our Quarterly Report on Form 10-Q for the fiscal period ended September 25, 2004, Commission file number 1-4171.*

Form of Non-Qualified Option Agreement for Non-Employee Director under 2000 Non-Employee Director Stock Plan, incorporated by reference to Exhibit 10.6 to our Quarterly Report on Form 10-Q for the fiscal period ended September 25, 2004, Commission file number 1-4171.*

First Amendment to the Key Executive Benefits Plan, incorporated by reference to Exhibit 10.39 of our Annual Report in Form 10-K for our fiscal year ended January 1, 2005, Commission file number 1-4171.*

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Exhibit No.	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
15	Restricted Stock Grant/Non-Compete Agreement between us and IBRF John Bryant, incorporated by reference to Exhibit 10.1 of our Quarterly Report on Form 10-Q for the period ended April 2, 2005, Commission file number 1-4171 (the "2005 Q1 Form 10-Q").*	
16	Executive Survivor Income Plan, incorporated by reference to Exhibit IBRF 10.42 of our Annual Report in Form 10-K for bur fiscal year ended December31, 2005, Commission file number 1-4171.*	
17	Agreement between us and James M. Jenness, incorporated by IBRF reference to Exhibit 10.2 to our Current Report on	

17	Agreement between us and James M. Jenness, incorporated by IBRF reference to Exhibit 10.2 to our Current Report on Form 8-K dated October 20, 2006, Commission file number 1-4171.*
18	Letter Agreement between us and John A. Bryant, dated July 23, IBRF 2007, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated July 23, 2007, Commission file number 1-4171.*
10.19	Agreement between us and James M. Jenness, dated February 22, IBRF 2008, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated February 22, 2008, Commission file number 1-4171.*
20	Form of Amendment to Form of Agreement between us and certain IBRF executives, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated December 18, 2008, Commission file number 1-4171.*
21	Amendment to Letter Agreement between us and John A. Bryant, IBRF dated December 18, 2008, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated December 18, 2008, Commission file number 1-4171.*
22	Form of Restricted Stock Grant Award under 2003 Long-Term IBRF Incentive Plan, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated December 18, 2008, Commission file number 1-4171.*
23	Form of Option Terms and Conditions for SVP Executive Officers IBRF under 2003 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated February 20, 2009, Commission file number 1-4171.*
24	Kellogg Company 2009 Long-Term Incentive Plan, incorporated by IBRF reference to Exhibit 10.1 to our Registration Statement on Form S-8 dated April 27, 2009, Commission file number 333-158824.*
25	Kellogg Company 2009 Non-Employee Director Stock Plan, IBRF incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8 dated April 27, 2009, Commission file number 333-158826.*
26	Form of Option Terms and Conditions under 2009 Long-Term IBRF Incentive Plan, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated February 25, 2011, Commission file number 1-4171.

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Exhibit No.	Description	E'ectronic(E), Paper(P) or Incorp. By Ref.(IBRF)
27	Letter Agreement between us and Gary Pilnick, dated May 20, 2008, IBRF incorporated by reference to Exhibit 10.54 to our Annual Report on Form 104<forthe fiscal year ended January 1, 2011, commission file number 1-4171.*	
28	Kellogg Company Senior Executive Annual Incentive Plan, IBRF incorporated by reference to Appendix A of our Board of Directors' proxy statement for the annual meeting of shareholders held on April 23, 2011.*	
29	Form of Option Terms and Conditions, incorporated by reference to IBRF Exhibit 10.2 to our Current Report on Form 8-K dated February 23, 2012, Commission file number 1-4171.*	
30	Form of Restricted Stock Terms and Conditions, incorporated by IBRF reference to Exhibit 10.45 to our Annual Report on Form 10-K for the fiscal vear ended December 31. 2011. Commission file number 1-4171.*	

fiscal year ended December 31, 2011, Commission file number 1-4171.*

31	Form of Restricted Stock Unit Terms and Conditions, incorporated by IBRF reference to Exhibit 10.45 to our Annual Report on Form 10-K for the fiscal year ended December 29, 2012, Commission file number 1-4171.*	
32	Kellogg Company 2013 Long-Term Incentive Plan, incorporated by IBRF reference to Exhibit 10.1 to our Registration Statement on Form S-8, file number 333-188222.*	
33	Kellogg Company Pringles Savings ar\d Investment Plan, incorporated IBRF by reference to Exhibit 4.3 to our Registration Statement on Form S-8, file number 333-189638.*	
34	Amendment Number 1. to the Kellogg Company Pringles Savings and IBRF Investment Plan, incorporated by reference to Exhibit 4.4 to our Registration Statement on Form S-8, file number 333-189638.*	
35	Kellogg Company Deferred Compensation Plan for Non-Employee IBRF Directors, incorporated by reference to Exhibit 10.49 to our Annual Report on Form 10-K dated February 24, 2014, Commission file number 1-4171.*	
36	Kellogg Company Executive Compensation Deferral Plan, IBRF incorporated by reference to Exhibit 10.50 to our Annual Report on Form 10-K dated February 24, 2014, Commission file number 1-4171.*	
37	Kellogg Company Change of Control Severance Policy for Key IBRF Executives, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated December 11, 2014.*	
38	Amendment to Change of Control between the Company and John IBRF Bryant, dated December 5, 2014, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated December 11, 2014.*	
39	2015-2017 Executive Performance Plan, incorporated by reference to IBRF Exhibit 10.1 of our Current Report on Form 8-K dated February 24, 2015, Commission file number 1-4171.*	

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Exhibit No,	Description	Electronic(E), Paper(P) or Incorp. By Ref.(IBRF)
40	Kellogg Company Change of Control Severance Policy for Key IBRF Executives, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated December 11, 2014.*	
41	Amendment to Change of Control between the Company and John IBRF Bryant, dated December 5, 2014, incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated December 11, 2014.*	
42	2015-2017 Executive Performance Plan, incorporated by reference to IBRF Exhibit 10.1 of our Current Report on Form 8-K dated February 24, 2015, Commission file number 1-4171.*	
43	Form of Option Terms and Conditions, incorporated by reference to IBRF Exhibit 10.2 of our Current Report on Form 8-K dated February 24, 2015, Commission file number 1-4171.*	
10.44	2016-2018 Executive Performance Plan, incorporated by reference to IBRF Exhibit 10.1 of our Current Report on Form 8-K dated February 23, 2016, Commission file number 1-4171.*	
45	Form of Option Terms and Conditions, incorporated by reference to IBRF Exhibit 10.2 of our Current Report on Form 8-K dated February 23, 2016, Commission file number 1-4171.*	
46	Receivables Sale Agreement, dated as of July 13, 2016, among IBRF Kellogg Sales Company and Kellogg Funding	

46	Receivables Sale Agreement, dated as of July 13, 2016, among IBRF Kellogg Sales Company and Kellogg Funding Company, LLC, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated July 13, 2016, Commission file number 1-4171.
47	Receivables Purchase Agreement, dated as of July 13, 2016, among IBRF Kellogg Funding Company, LLC, Kellogg Business Services Company and Cooperatieve Rabobank U.A., New York Branch, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated July 13, 2016, Commission file number 1-4171.
48	Performance Undertaking Agreement, dated as of July 13, 2016, IBRF made by Kellogg Company in favor of Cooperatieve Rabobank U.A, New York Branch, incorporated by reference to Exhibit 10.3 of our Current Report on Form 8-K dated July 13, 2016, Commission file number 1-4171.
49	First Amendment to Receivables Purchase Agreement, dated as of IBRF September 29, 2016, among Kellogg Funding Company, LLC, Kellogg Business Services Company and Cooperatieve Rabobank U.A., New York Branch, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated September 29, 2016, Commission file number 1-4171.
50	Joinder Agreement, dated as of September 30, 2016, among Kellogg IBRF Business Services Company, The Bank Of Tokyo-Mitsubishi UFJ, Ltd., New York Branch and Cooperatieve Rabobank U.A., New York Branch, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated September 29, 2016, Commission file number 1-4171.

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Exhibit No.

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Second Amendment to Receivables Purchase Agreement, dated as of November 25, 2016, among Kellogg Funding Company, LLC, Kellogg Business Services Company, Cooperatieve Rabobank U.A., New York Branch, and the other Purchasers party thereto, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated November 25, 2016, Commission file number 1-4171.

Joinder Agreement, dated as of November 25, 2016, among Kellogg Business Services Company, ING Luxembourg S.A., and Cooperatieve Rabobank U.A., New York Branch, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated November 25, 2016, Commission file number 1-4171.

2017-2019 Executive Performance Plan, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated February 24, 2017, Commission file number 1-4171.*

Form of Restricted Stock Unit Terms and Conditions, incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K dated February 24, 2017, Commission file number 1-4171.*

Kellogg Company 2017 Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8, file number 333 -217769.*

Third Amendment to Receivables Purchase Agreement, dated as of July 10, 2017, among Kellogg Funding Company, LLC, Kellogg Business Services Company, Cooperatieve Rabobank U.A., New York Branch, and the other Purchasers party thereto, incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K dated July 12, 2017, Commission file number 1-4171.

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57 Letter agreement with Steve Cahillane, dated September 22, 2017, IBRF incorporated by reference to Exhibit 10.1 of our Current Report on
Form 8-K dated September 28, 2017, Commission file number 1-4171.*

58 Letter agreement with John Bryant, dated September 22, 2017, IBRF incorporated by reference to Exhibit 10.2 of our Current Report on
Form 8-K dated September 28, 2017, Commission file number 1-4171.*

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Exhibit No.	Description	Electronic(E), Papcr(P) or Incorp. By Ref.(IBRF)
0.59	Five-Year Credit Agreement dated as of January 30, 2018 with IBRF JPMorgan Chase Bank, N.A., as Administrative Agent, Barclays Bank PLC, as Syndication Agent, Bank of America, N.A., Citibank, N.A., Cooperatieve Rabobank U.A., New York Branch, Morgan Stanley MUFG Loan Partners, LLC and Wells Fargo Bank, National Association, as Documentation Agents, JPMorgan Chase Bank, N.A., Barclays Bank PLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Cooperatieve Rabobank U.A., New York Branch, Morgan Stanley MUFG Loan Partners, LLC and Wells Fargo Securities, LLC, as Joint Lead Arrangers and Joint Bookrunners and the lenders named therein, incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K dated	

	reference to Exhibit 4.1 of our Current Report on Form 8-K dated February 1, 2018, Commission file number 1-4171.	
10.60	364-Day Credit Agreement dated as of January 30, 2018 with IBRF JPMorgan Chase Bank, N.A., as Administrative Agent, Barclays Bank PLC, as Syndication Agent, JPMorgan Chase Bank, N.A. Barclays Bank PLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Cooperatieve Rabobank U.A., New York Branch, Morgan Stanley MUFG Loan Partners, LLC and Wells Fargo Securities, LLC, as Joint Lead Arrangers and Joint Bookrunners and the lenders named therein, incorporated by reference to Exhibit 4.2 of our Current Report on Form 8-K dated February 1, 2018, Commission file number 1-4171.	
21.01	Domestic and Foreign Subsidiaries of Kellogg.	E
23.01	Consent of Independent Registered Public Accounting Finn.	E
24.01	Powers of Attorney authorizing Gary H. Pilnick to execute our Annual Report on Form 10-K for the fiscal year ended December 30, 2017, on behalf of the Board of Directors, and each of them.	E
1	Rule 13a-14(a)/15d-14(a) Certification by Steven A. Cahillane.	E
2	Rule 13a-14(a)/15d-14(a) Certification by Fareed Khan.	E
1	Section 1350 Certification by Steven A. Cahillane.	E
2	Section 1350 Certification by Fareed Khan.	E
2	101.INS XBRL Instance Document	E
2	101.SCH XBRL Taxonomy Extension Schema Document	E
2	101.CAL XBRL Taxonomy Extension Calculation Linkbase Document	E
2	101.DEF XBRL Taxonomy Extension Definition Linkbase Document	E
2	101.LAB XBRL Taxonomy Extension Label Linkbase Document	E
2	101.PRE XBRL Taxonomy Extension Presentation Linkbase Document	E

A management contract or compensatory plan required to be filed with this Report.

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We agree to furnish to the Securities and Exchange Commission, upon its request, a copy of any instrument defining the rights of holders of long-term debt of Kellogg and our subsidiaries and any of our unconsolidated subsidiaries for which Financial Statements are required to be filed.

We will furnish any of our shareowners a copy of any of the above Exhibits not included herein upon the written request of such shareowner and the payment to Kellogg of the reasonable expenses incurred in furnishing such copy or copies.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, this 20th day of February, 2018.

KELLOGG COMPANY

By: /s/ Steven A. Cahillane

Steven A.
Cahillane Chief
Executive Officer

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Name

/s/ Steven A. Cahillane Steven A. Cahill

/s/ Steven A. Canillane Steven A. Canillane

/s/ Fareed A. Khan Fareed A, Khan

/s/ Donald O. Mondano Donald O. Mondano

John A. Bryant

*

Stephanie A. Burns

*

Carter A. Cast

*

John T. Dillon

*

Richard W. Dreiling

*

Zachary Gund

*

James M. Jenness Donald R. Knauss

*

Mary Laschinger

*

Cynthia H. Milligan

*

La June Montgomery Tabron

*

Carolyn M. Tastad Noel R Wallace

Is/ . Gary H. Pilnick Gary H. Pilnick

of the Date

February 20, 2018 February 20, 2018 February 20, 2018 February 20, 2018 February 20, 2018 February 20, 2018 February 20, 2018 February 20,

2018 February 20, 2018 February 20, 2018 February 20, 2018 February 20, 2018 February 20, 2018 February 20, 2018 February 20, 2018 February

20, 2018

February 20, 2018

Exhibit 21.01

KELLOGG COMPANY SUBSIDIARIES (COMMON STOCK OWNERSHIP)

North America

Kellogg Company Subsidiaries Argkel, Inc. - Delaware CC Real Estate Holdings, LLC - Michigan Eighteen94 Capital, LLC - Delaware Kashi Company - California Keebler USA, Inc. - Delaware Kellogg Asia inc. - Delaware Kellogg Chile Inc. - Delaware Kellogg Feam, Inc. - Michigan Kellogg Holding, LLC - Delaware Kellogg International Holding Company - Delaware Kellogg Italia S.p.A. - Delaware Kellogg (Thailand) Limited - Delaware Kellogg Transition MA&P L.L.C. - Delaware Kellogg Treasury Services Company - Delaware Kellogg USA Inc. - Michigan K-One Inc. - Delaware K-Two Inc. - Delaware McCamly Plaza Hotel Inc. - Delaware The Eggo Company - Delaware Trafford Park Insurance Limited - Bermuda Worthington Foods, Inc. - Ohio

Kashi Company Subsidiaries

Bear Naked, Inc. - Delaware

Kellogg USA Inc. Subsidiaries

- Chicago Bar Company LLC - Illinois (d/b/a RXBAR) Keebler Holding Corp - Georgia

Keebler Holding Corp Subsidiaries

Keebler Foods Company - Delaware

Keebler Foods Company Subsidiaries

Austin Quality Foods, Inc. - Delaware BDH, Inc.- Delaware Keebler Company - Delaware Shaffer, Clarke & Co., Inc. - Delaware

Austin Quality Foods. Inc. Subsidiaries

AQFTM, Inc. - Delaware Cary Land Corporation - North Carolina

Keebler Company Subsidiaries

Godfrey Transport, Inc.- Delaware Illinois Baking Corporation - Delaware Kellogg Business Services Company - Delaware- Kellogg North America Company - Delaware Kellogg Sales Company - Delaware -

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ielloqq Sales Company Subsidiaries

d/b/a Kellogg's Snacks d/b/a Kellogg's Food Away From Home d/b/a Austin Quality Sales Company d/b/a Pure Organic d/b/a Carr's USA, Inc.) • 545
LLC - Delaware

Barbara Dee Cookie Company, L.L.C. - Delaware
Famous Amos Chocolate Chip Cookie Company, L.L.C. - Delaware
Gardenburger, LLC - Delaware
Kashi Sales, L.L.C. - Delaware
Kellogg Funding Company, LLC - Delaware
Little Brownie Bakers, L.L.C. - Delaware
Mother's Cookie Company, L.L.C- Delaware
Murray Biscuit Company, L.L.C. - Delaware
President Baking Company, L.L.C- Delaware
Specialty Foods, L.L.C. - Delaware
Stretch Island Fruit Sales L.L.C. - Delaware
Sunshine Biscuits, L.L.C- Delaware

K-One Inc. Subsidiaries

SIA Kellogg Latvija - Latvia
Kellogg Latvia, Inc. -
Delaware

Kellogg North America Company Subsidiaries

Pringles LLC - Delaware

Asia Pacific/Sub-Saharan

Kellogg Company Subsidiaries

K (China) Limited - Delaware K India Private Limited - Delaware Kellogg (Thailand) Limited - Thailand Kellogg Asia Marketing Inc. - Delaware Kellogg Asia Sdn. Bhd. - Malaysia Kellogg India Private Limited - India Kellogg Asia Pacific Pte. Ltd - Singapore Kellogg Tolaram Pte. Ltd. - Singapore (JV)

Kellogg Latin America Holding Company (One) Limited Subsidiaries Kellogg Company East Africa Limited - Kenya Nhong Shim Kellogg Co. Ltd. - South Korea

Kellogg Asia Marketing Inc. Subsidiaries

Shanghai Trading Co. Ltd. - China

Kellogg Tolaram Pte. Ltd. Subsidiaries (JV)

Kellogg Tolaram Ghana Private Limited - Ghana
Kellogg Tolaram Nigeria Limited - Nigeria

K Europe Holding Company Limited Subsidiaries

Kellogg Tolaram Noodles Singapore Pte. Ltd. - Singapore (JV) Multipro Singapore Pte. Ltd. - Singapore (JV)

Kellogg Tolaram Noodles Singapore Pte. Ltd. Subsidiaries (JV)

Kellogg Tolaram South Africa Proprietary Limited - South Africa Kellogg Tolaram Noodles Egypt L.L.C - Egypt

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Multipro Singapore Pte. Ltd. Subsidiaries (JV) Multipro Private Limited - Ghana Multipro Consumer Products Limited - Nigeria

Kellogg Hong Kong Holding Company Subsidiaries '
Kellogg Hong Kong Private Limited - Hong Kong
Wimble Manufacturing Belgium BVBA - Belgium
Wimble Services Belgium BVBA - Belgium ■. Pringles Hong Kong Limited - Hong Kong
Yihai Kerry Kellogg Foods (Shanghai) Company Limited - China (JV)
Yihai Kerry Kellogg Foods (Kushan) Company Limited - China (JV) • Wilmar Kellogg (Singapore) Pte. Ltd. (JV)

Canada-Australia-New Zealand

Kellogg Company Subsidiaries
Canada Holding LLC - Delaware

Kellogg Australia Holdings Ptv Ltd. Subsidiaries Kellogg (Aust.) Pty. Ltd. - Australia

Kellogg (AusU Ptv. Ltd. Subsidiaries
Kashi Company Pty. Ltd. - Australia
Kellogg Superannuation Pty. Ltd. - Australia
Specialty Cereals Pty Limited - Australia
The Healthy Snack People Pty Limited - Australia
Pringles Australia Pty Ltd - Australia

Canada Holding LLC Subsidiaries
Kellogg Kayco - Cayman Islands
Kellogg Group Limited - England and Wales

Kellogg Kavco Subsidiaries • KBAR SRL - Barbados

Kellooq Group Limited Subsidiaries
• Pringles Manufacturing Company - Delaware Gollek UK Limited - United Kingdom

Gollek UK Limited Subsidiaries
Kellogg Asia Products Sdn. Bhd. - Malaysia
Kellogg Latin America Holding Company (One) Limited - England and Wales KPAR Limited - England and Wales

KPAR Limited Subsidiaries
Parati Industria e Comercio De Alimentos Ltda - Brazil

Mexico-Latin America

Kellogg Company Subsidiaries Gollek Inc. - Delaware Kelarg, Inc. - Delaware Kellogg Argentina S.R.L. - Argentina Kellogg Brasil, Inc. - Delaware Kellogg Caribbean Inc. - Delaware Kellogg Caribbean Services Company, Inc. - Puerto Rico Kellogg Chile Limitada - Chile

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Kellogg de Centro America, S.A. - Guatemala Kellogg de Colombia, S.A. - Colombia

elloqq Latin America Holding Company (One) Limited Subsidiaries Alimentos Kellogg de Panama SRL - Panama Alimentos Kellogg, S.A. - Venezuela Gollek Argentina S.R.L. - Argentina Kellogg Company Mexico, S. de R.L. de CV. - Mexico Kellogg Costa Rica S. de R.L. - Costa Rica Kellogg de Peru, S.A.L. - Peru Kellogg Ecuador C. Ltda. - Ecuador

(elloqq Company Mexico. S. de R.L. de C.V. Subsidiaries Gollek Interamericas, S. de R.L., de C.V. - Mexico Gollek Services, S.A. a/k/a Gollek Servicios, S.C - Mexico Kellman, S. de R.L. de C.V. - Mexico Kellogg de Mexico, S. de R.L. de CV. - Mexico Kellogg Servicios, S.C - Mexico Pronumex, S. de R.L. de C.V. - Mexico Instituto de Nutricion y Salud Kellogg, A.C - Mexico

<elloqq de Mexico. S. de R.L. de C.V. Subsidiaries Servicios Argkel, S.C. - Mexico

Mimentos Kellogg. S.A. Subsidiaries
Alimentos Gollek, S.A. - Venezuela

Gollek. Inc. Subsidiaires
Kellogg Brasil Ltda. - Brasil • Kellogg El Salvador S. de R.L. de CV. - El Salvador

P a rati Industria e Comercio De Alimentos Ltda - Brazil Padua Ltda - Brazil Afical Ltda - Brazil Afical Holding LLC - Delaware

Europe

Kellogg Company Subsidiaries Bisco Misr - Egypt
- Gollek B.V. - Netherlands
Kellogg UK Minor Limited - Manchester, England

Kellogg Latin America Holding Company (One) Limited Subsidiaries Kellogg Company of Great Britain Limited - England Kellogg Hong Kong Holding Company - England and Wales Kellogg Latin America Holding Company (Two) Limited - United Kingdom Kellogg Netherlands Holding B.V. - Netherlands Prime Bond Holdings Limited - Cyprus Pringles Overseas Holding S.a.r.l. - Switzerland

Kellogg International Holding Company Subsidiaries Kellogg Holding Company Limited - Bermuda
- Kellogg Italia S.p.A. - Italy
K Europe Holding Company Limited - England and Wales Klux A S.a.r.l. - Luxembourg
Prime Bond Cyprus Holding Company Limited - Cyprus

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Kellogg Holding Company Limited Subsidiaries Kellogg Europe Company Limited - Bermuda
- KTRY Limited - Bermuda

Klux A S.a.r.l. Subsidiaries
Klux B S.a.r.l. - Luxembourg

Kellogg Europe Company Limited Subsidiaries Kellogg Lux I S.a.r.l. - Luxembourg Pringles S.a.r.l. - Luxembourg
- KECL, LLC - Delaware
KT International Finance SRL - Barbados

Kellogg Lux I S.a.r.l. Subsidiaries
Kellogg Europe Trading Limited - Ireland

Kellogg Europe Trading Limited - Ireland
Kellogg Europe Treasury Services Limited - Ireland
Kellogg Irish Holding Company Limited - Ireland
Kellogg Europe Emerging Markets Services (KEEM) - France
UMA Investments sp. z o.o. - Poland
Kellogg European Logistics Sen/ices Company Limited - Ireland

Kellogg Europe Treasury Services Limited Subsidiaries Vita+ Naturprodukte GmbH - Austria Vita+ Naturprodukte GmbH - Germany

Pringles S.a.r.l. Subsidiaries
PRUX S.a.r.l. - Luxembourg Pringles LP - Canada

Kellogg European Logistics Services Company Limited Subsidiaries
Kellogg Snacks Holding Company Europe Limited - Ireland

Kellogg Snacks Holding Company Europe Limited Subsidiaries Kellogg Lux V S.a.r.l. - Luxembourg

Kellogg Lux V S.a.r.l. Subsidiaries
Kellogg Snacks Financing Limited - Ireland
Pringles International Operations S.a.r.l. - Switzerland

Kellogg Company of Great Britain Limited Subsidiaries Kellogg Canada Inc. - Canada Favorite Food Products Limited - England Kelcone Limited - England Kelcom Limited - England Kelmill Limited - England Kelpac Limited - England Saragusa Frozen Foods Limited - England

Kellogg Canada Inc. Subsidiaries
Kellogg Australia Holdings Pty Ltd. - Australia Keeb Canada, Inc. - Canada

Kellogg Netherlands Holding B.V.
Pringles Japan G.K. - Japan

Prime Bond Holdings Limited Subsidiaries Kellogg Lux VI S.a.r.l. - Luxembourg Kellogg Rus LLC - Russian Federation

;lloqq Lux VI S.a.r.l. Subsidiaries
Kellogg Europe Services Limited - Ireland

■'ingles Overseas Holdings S.a.r.l. Subsidiaries
Pringles (Shanghai) Food Co. Ltd. - China Mass Food SAE - Egypt

ass Food SAE Subsidiaries
Mass Food International SAE - Egypt
Mass Trade for Trade and Distribution SAE - Egypt

ringles Japan G.K. - Japan
Kellogg (Japan) G.K. - Japan

elloqq Europe Trading Limited Subsidiaries
Kellogg Med Gida Ticaret Limited Sirketi - Turkey (JV)

lelloqg Irish Holding Company Limited Subsidiaries Kellogg Lux III S.a.r.l. - Luxembourg

Kellogg Lux III S.a.r.l. Subsidiaries
Kellogg Group S.a.r.l. - Luxembourg Kellogg Europe Finance Limited - Ireland

(elloqq Group S.a.r.l.
Kellogg (Deutschland) GmbH - Germany
Kellogg Company of South Africa (Pty) Limited - South Africa
Kellogg Group, LLC - Delaware
Kelloqq Hellas Single Member Limited Liability Company - Greece

Kellogg Hellas Single Member Limited Liability Company - Greece
Kellogg Services GmbH - Austria
Kellogg Northern Europe GmbH - Germany
Kellogg U.K. Holding Company Limited - England
Kellogg's Produits Alimentaires, S.A.S. - France
Nordisk Kellogg's ApS - Denmark
Portable Foods Manufacturing Company Limited - England

<ellogg (Deutschland) GmbH Subsidiaries Kellogg (Schweiz) GmbH - Switzerland Kellogg (Osterreich) GmbH
- Austria Kellogg Services GmbH - Germany Kellogg Manufacturing GmbH & Co. KG - Germany
Gebrueder Nielsen Reismuehlen und Staerke-Fabrik mit Beschraenkter Haftung - Germany

Kellogg U.K. Holding Company Limited Subsidiaries Kellogg Company of Ireland, Limited - Ireland
Kellogg Espana, S.L. - Spain \ Kellogg Management Services (Europe) Limited - England Kellogg Manchester Limited - England
Kellogg Marketing and Sales Company (UK) Limited - England Kellogg Supply Services (Europe) Limited - England

Kellogg's Produits Alimentaires. S.A.S .
Kellogg Belgium Services Company bvba - Belgium

Kellogg Espana. S.L. Subsidiaries
Kellogg Manufacturing Espana, S.L. - Spain

6

Kellogg Management Services (Europe) Limited Subsidiaries Kellogg European Support Services SRL - Romania

Kellogg Manchester Limited Subsidiaries
KELF Limited - England

KELF Limited Subsidiaries
Kellogg Talbot LLC - Delaware

Exhibit 23.01

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Ate hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-72312, 333-209699 and 333-205616) and he Registration Statements on Form S-8 (Nos. 333-56536, 333-88162, 333-109234, 333-109235, 333-109238, 333-158826, 333-217769, and 333-189638) of Kellogg Company of our report dated February 20, 2018 relating to the financial statements and the effectiveness of internal control over inancial reporting, which appears in this Form 10-K.

'si PricewaterhouseCoopers LLP

Detroit,
Michigan
February 20,
2018

E2

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, That I, the undersigned Director of Kellogg Company, a Delaware corporation, hereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, corporation, hereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, to act on my behalf, with full power of substitution, in executing and filing the Company's Annual Report on Form 10-K for fiscal year ended December 30, 2017 and any exhibits, amendments and other documents related thereto, with the Securities and Exchange Commission.

Whereupon, I grant unto said Gary H. Pilnick full power and authority to perform al! necessary and appropriate acts in connection therewith, and hereby ratify and confirm all that said attorney-in-fact and agent, or his substitute, may lawfully do, or cause to be done, by virtue hereof.

/s/ John A.
Bryant John
A. Bryant

Dated: February 16, 2018

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, That I, the undersigned Director of Kellogg Company, a Delaware corporation, hereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, to act on my behalf, with full power of substitution, in executing and filing the Company's Annual Report on Form 10-K for fiscal year ended December 30, 2017 and any exhibits, amendments and other documents related thereto, with the Securities and Exchange Commission.

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Isl Stephanie A.
Burns Stephanie
A. Burns

Dated: February 16, 2018

POWER OF ATTORNEY

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/s/ Carter A.
Cast Carter
A. Cast

Dated: February 16, 2018

POWER OF ATTORNEY

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/s/John
T. Dillon
John T.
Dillon

Dated: February 16, 2018

POWER OF A i I OkNEY

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/s/ Richard W.
Dreilinq Richard
W. Dreiling

Dated: February 16, 2018

POWER OF ATTORNEY

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/s/
Zachary
Gund
Zachary
Gund

Dated: February 16, 2018

POWER OF ATTORNEY

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Isl James M.
Jenness James
M. Jenness

Dated: February 16, 2018

POWER OF ATTORNEY

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/s/ Donald R.
Knauss
Donald R.
Knauss

Dated: February 16, 2018

POWER OF ATTORNEY

POWER OF ATTORNEY

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/s/ Mary A.
Laschinger Mary
A. Laschinger

Dated: February 16, 2018

POWER OF ATTORNEY

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Whereupon, I grant unto said Gary H. Pilnick full power and authority to perform all necessary and appropriate acts in connection therewith, and hereby ratify and confirm all that said attorney-in-fact and agent, or his substitute, may lawfully do, or cause to be done, by virtue hereof.

fsl Cynthia H.
Milligan Cynthia
H. Milligan

Dated: February 16, 2018

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, That I, the undersigned Director of Kellogg Company, a Delaware corporation, ereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, to act on my iehalf, with full power of substitution, in executing and filing the Company's Annual Report on Form 10-K for fiscal year ;nded December 30, 2017 and any exhibits, amendments and other documents related thereto, with the Securities and Exchange Commission.

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Is/ La June Montgomery
Tabron La June
Montgomery Tabron

Montgomery Tabron

Dated: February 16, 2018

POWER OF ATTORNEY

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Whereupon, I grant unto said Gary H. Pilnick full power and authority to perform all necessary and appropriate acts in connection therewith, and hereby ratify and confirm all that said attorney-in-fact and agent, or his substitute, may lawfully do, or cause to be done, by virtue hereof.

Is/ Carolyn M.
Tastad Carolyn
M. Tastad

Dated: February 16, 2018

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, That I, the undersigned Director of Kellogg Company, a Delaware corporation, hereby appoint Gary H. Pilnick, Vice Chairman of Kellogg Company, as my lawful attorney-in-fact and agent, to act on my behalf, with full power of substitution, in executing and filing the Company's Annual Report on Form 10-K for fiscal year ended December 30, 2017 and any exhibits, amendments and other documents related thereto, with the Securities and Exchange Commission.

Whereupon, I grant unto said Gary H. Pilnick full power and authority to perform all necessary and appropriate acts in connection therewith, and hereby ratify and confirm all that said attorney-in-fact and agent, or his substitute, may lawfully do, or cause to be done, by virtue hereof.

Is/ Noel R.
Wallace Noel
R. Wallace

Dated: February 16, 2018

Ex

CERTIFICATION

, Steven A. Cahillane, certify that:

1.1 have reviewed this annual report on Form 10-K of Kellogg Company;

>. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this eport;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects he financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

1. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) : or the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our , supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report)'that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Isl Steven A.
Cahillane Name:
Steven A. Cahillane
Title: Chief Executive
Officer

Date: February 20, 2018

E3.1

CERTIFICATION

1.Fareed Khan, certify that:

1.1 have reviewed this annual report on Form 10-K of Kellogg Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particulariy during the period in which this report is being prepared;
b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

1st Fareed Khan
Name: Fareed Khan
Title: Senior Vice President and Chief Financial Officer

Date: February 20, 2018

E32

SECTION 1350 CERTIFICATION

I, Steven A. Cahillane, President and Chief Executive Officer, Kellogg Company, hereby certify, on the date hereof, pursuant to 18 II.S.C. ection 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that

1) the Annual Report on Form 10-K of Kellogg Company for the period ended December 30, 2017 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Kellogg Company.

/s/ Steven A. Cahillane
Name: Steven A.
Cahillane Title: Chief
Executive Officer

\ signed copy of this original statement required by Section 906 has been provided to Kellogg Company and will be retained by Kellogg Company and urnished to the Securities and Exchange Commission or its staff on request.

Date: February 20, 2018

E32

SECTION 1350 CERTIFICATION

SECTION 1350 CERTIFICATION

I, Fareed Khan, Senior Vice President and Chief Financial Officer, Kellogg Company, hereby certify, on the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that

1) the Annual Report on Form 10-K of Kellogg Company for the period ended December 30, 2017 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Kellogg Company.

1st Fareed Khan
Name: Fareed Khan
Title: Senior Vice President and Chief Financial Officer

A signed copy of this original statement required by Section 906 has been provided to Kellogg Company and will be retained by Kellogg Company and furnished to the Securities and Exchange Commission or its staff on request. Date: February 20, 2018