

---

Item 1 – Cover Page

**Kellogg Asset Management, LLC**  
**200 North Adams Street**  
**Green Bay, WI 54301**  
**800-270-7719**

**Web Site Address: [www.kelloggasset.com](http://www.kelloggasset.com)**  
**October 15, 2012**

This brochure provides information about the qualifications and business practices of Kellogg Asset Management, LLC (“Kellogg”). If you have any questions about the contents of this brochure, please contact us at [800-270-7719 and/[info@kelloggasset.com](mailto:info@kelloggasset.com)]. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Kellogg Asset Management, LLC is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Kellogg Asset Management, LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

---

## Item 2 – Material Changes

This brochure is being amended to reflect the following material change that occurred since the last annual update. As of September 30, 2012 Kellogg decided to discontinue the Focused Value Strategy. There have been no other material changes to Kellogg since the last annual update of March 27, 2012.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business' fiscal year along with an offer to deliver our new brochure. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new brochure as necessary based on changes or new information, at any time, without charge.

Currently, our brochure may be requested by contacting John P. Thayer, Chief Investment Officer at 800-270-7719 or [John.Thayer@kelloggasset.com](mailto:John.Thayer@kelloggasset.com).

Additional information about Kellogg Asset Management, LLC is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with Kellogg who are registered, or are required to be registered, as investment adviser representatives of Kellogg.

---

### Item 3 -Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes .....	ii
Item 3 -Table of Contents.....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation .....	1
Item 6 – Performance-Based Fees and Side-By-Side Management .....	2
Item 7 – Types of Clients .....	2
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	3
Item 9 – Disciplinary Information .....	5
Item 10 – Other Financial Industry Activities and Affiliations.....	6
Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading.....	7
Item 12 – Brokerage Practices .....	7
Item 13 – Review of Accounts .....	10
Item 14 – Client Referrals and Other Compensation.....	11
Item 15 – Custody .....	11
Item 16 – Investment Discretion.....	11
Item 17 – Voting Client Securities.....	12
Item 18 – Financial Information.....	12

---

#### **Item 4 – Advisory Business**

Kellogg Asset Management, LLC ("Kellogg") has been an investment adviser registered with the Securities and Exchange Commission since 2009. Kellogg is a wholly owned subsidiary of Associated Banc-Corp.

Kellogg provides individualized management of investment portfolios utilizing an investment discipline for fixed income and equity portfolios based on fixed income and equity models that Kellogg manages. Kellogg provides investment analysis, security selection and trade execution for each portfolio it manages. Regular meetings are held with client or client advisors to review prior period investment changes and results.

Kellogg uses the following types of investments in carrying out its various investment strategies; equity securities (exchange-listed securities and securities traded over-the-counter), covered call options contracts on equity securities, purchase of protective put option contracts, corporate debt securities (other than commercial paper), United States government securities and municipal securities. Clients are responsible for informing Kellogg, in advance and in writing, of any restrictions on investing in certain securities or types of securities. Kellogg does not participate in wrap fee programs.

As of December 31, 2011 Kellogg had discretionary assets under management of \$1,108,778,000. As of December 31, 2011 Kellogg did not have any non-discretionary assets under management.

#### **Item 5 – Fees and Compensation**

The fees for these services are invoiced and payable following each calendar quarter based upon the market value of assets under management as of the last day of such calendar quarter; provided, however, that additions to or withdrawals from the account during a calendar quarter shall be prorated for purposes of determining the management fee. In computing the market value of any investment of the Portfolio, each security listed on any national securities exchange or quoted on NASDAQ shall be valued at the last quoted sale price on the valuation date on the principal exchange on which such security is traded or on NASDAQ, as the case may be. Any security or assets shall be valued in a manner determined in good faith by the Custodian to reflect its fair market value.

A client may terminate their relationship with Kellogg with 30 days written notice and as provided in the applicable investment management agreement.

---

Below are the investment strategies and fee structure offered by Kellogg to its clients. Aside from the published schedule, fees may be negotiable based on the amount of assets managed and nature of the account.

Intermediate duration taxable fixed income		Large-cap equity	
Under \$5,000,000	.50%	Under \$5,000,000	1.00%
\$5,000,001 to \$15,000,000	.45%	\$5,000,001 to \$15,000,000	.90%
\$15,000,001 to \$25,000,000	.40%	\$15,000,001 to \$25,000,000	.80%
\$25,000,001 to \$50,000,000	.35%	\$25,000,001 to \$50,000,000	.70%
\$50,000,001 to \$100,000,000	.25%	\$50,000,001 to \$100,000,000	.60%
\$100,000,001 to \$150,000,000	.20%	\$100,000,001 to \$150,000,000	.50%
\$150,000,001 to \$250,000,000	.15%	\$150,000,001 to \$250,000,000	.40%
Greater than \$250,000,000	.10%	Greater than \$250,000,000	.30%

Kellogg also provides investment advisory services to Associated Trust Company, N. A. (“ATC”), an affiliated banking institution with trust powers, for ATC’s clients, pursuant to an agreement with ATC containing terms and fee levels which may be different than those stated above.

Kellogg’s fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Such charges, fees and commissions are exclusive of and in addition to Kellogg’s fee, and Kellogg shall not receive any portion of these commissions, fees, and costs. See Item 12 for additional information related to Brokerage Practices.

## Item 6 – Performance-Based Fees and Side-By-Side Management

Kellogg does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

## Item 7 – Types of Clients

Kellogg is initially providing investment management services to Associated Trust Company, N. A. (“ATC”), an affiliated banking institution with trust powers, for ATC’s clients. Kellogg expects that going forward its clients will include individuals, banks or thrift institutions, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations, insurance companies and municipalities. The required minimum for opening an account is \$5,000,000. The required minimum is subject to waiver at our sole discretion.

---

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

### **Overall Investment Management Philosophy**

Kellogg's overall goal is to deliver competitive investment performance in a risk-controlled framework. We are bottom-up style managers with a consistent, well-defined process to maintain style integrity.

### **Fixed Income Research Philosophy**

Kellogg's research team conducts an in-depth analysis of client fixed income holdings. Our analyst team monitors credit and economic trends to protect our clients from loss of principal. We believe that the inefficiencies in the fixed income markets provide opportunities to add value through active research, analysis and management. There is a risk of loss if actual credit and economic trends differ from our analysis.

### **Fixed Income Philosophy**

Our philosophy in managing bonds is simple-protect principal. Safety, liquidity and yield are our primary considerations when making an investment in bonds. Yield curve positioning, duration management, and sector rotation are tools we utilize to minimize risk while seeking to maximize return. The relative attractiveness of various sectors and a bottom-up analysis of specific securities are key factors in portfolio construction. There is a risk of loss if actual results differ from our expectations.

### **Core Fixed Income Bond Strategy**

The objective for the Core Bond strategy is to generate returns that are greater than the Barclays Capital U.S. Government/Credit Bond Index while maintaining similar risk characteristics. This strategy focuses on diversification and primarily invests in US treasury notes, US government agencies, investment grade corporate bonds, and mortgage backed securities. There is a risk of loss if actual credit and economic trends differ from our analysis.

### **Intermediate-term Bond Strategy**

The objective for the Intermediate-term Bond strategy is to generate returns that are greater than the Barclays Capital U.S. Intermediate Government/Credit Bond Index while maintaining similar risk characteristics. This strategy focuses on diversification and primarily invests in US Treasury Notes, US government agencies, investment grade

---

corporate bonds, and mortgage backed securities. There is a risk of loss if actual credit and economic trends differ from our analysis.

### **Short-term Bond Strategy**

The objective for the Short-term Bond strategy is to generate returns that are greater than the Barclays Capital 1-3 Government index while maintaining similar risk characteristics. This strategy focuses on diversification and primarily invests in US Treasury Notes, US government agencies, investment grade corporate bonds, and mortgage backed securities. There is a risk of loss if actual credit and economic trends differ from our analysis.

### **Equity Research Philosophy**

At Kellogg we apply an expectations based approach to research. We endeavor to identify the key drivers of a corporation's success and discover how consensus expectations for these variables are reflected in the price of the stock. We seek to add value through understanding where our work differs with consensus and how we might profit from the market's eventual recognition and confirmation of the operable investment thesis of each company in the portfolio. There is a risk of loss if our expectations for a company are not fulfilled or if our investment thesis is proven wrong.

Our methods of analysis includes fundamental research, charting and technical analysis. The main sources of information we use include: annual reports and filings with the Securities and Exchange Commission, company press releases, financial newspapers and magazines, corporate rating services and research materials prepared by others.

### **Large-Cap Growth Strategy**

Our investment style is based on a bottom-up, repeatable, earnings revision strategy. We contend that stock prices reflect the average of the optimistic and pessimistic financial forecasts of a company and that subsequent events validate one of those opinions. Stock prices are highly correlated with earnings revision trends, positive and negative revisions to earnings expectations are usually not one-time events. Using our fundamental research, our goal is to make more accurate forecasts than consensus. There is a risk of loss if actual results differ from our expectations.

### **Large-Cap Core Strategy**

The strategy of the Large Cap Core team is to incorporate the ideas of highest conviction from the research group. This could mean incorporating the upward earnings revisions

---

strategy of the growth team capitalizing on the gap between market price versus our analysis of intrinsic worth, as well as identifying significant cash generating businesses. We look for companies with product or service niches that position them to successfully compete in a global market. An unwavering valuation discipline coupled with our diligent research serves as a guide to identification of superior return opportunities that are often overlooked due to investor misperceptions about a company's fundamental outlook. There is a risk of loss if our expectations for a company are not fulfilled or if our investment thesis is proven wrong.

### **Large-Cap Value Strategy**

Central to the large-cap value investment philosophy is a focus on dividend income. The objective of the philosophy is to pursue growth of capital while providing an above average dividend yield in comparison to the S&P 500 Index. While investment returns will experience volatility due to the investment in common stocks, it is expected to experience less volatility relative to the broad U.S. equity market as represented by the S&P 500 Index. The large-cap value philosophy is carried out by targeting companies with above-peer income generation and with an emphasis on companies capable of consistently growing the annual payout to shareholders. The philosophy also focuses on companies believed to be undervalued based on one or more of the following measures compared to the general market or peers: price/earnings, price/book, price/cash flow and price/sales ratios.

Investing in securities involves risk of loss that clients should be prepared to bear.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Kellogg or the integrity of Kellogg's management. Kellogg has no such legal or disciplinary events.

### **Item 10 – Other Financial Industry Activities and Affiliations**

Kellogg was formed in 2009, with the initial goal of providing investment advisory services to Associated Trust Company, N.A. ("ATC"), an affiliated banking institution with trust powers. ATC is registered with the U.S. Securities and Exchange Commission as a municipal advisor. Kellogg commenced managing client accounts in January 2010 pursuant to ATC's transfer of investment management responsibilities for a significant portion of ATC's institutional client accounts to Kellogg. Such accounts had previously been managed by their affiliate, Associated Investment Management, LLC ("AIM"). Kellogg's reported assets under



---

management are those ATC client assets previously managed by AIM and now managed by Kellogg.

AIM is also a federally registered investment adviser. Certain employees of Kellogg were responsible for AIM's asset management and securities analysis services and were substantially responsible for AIM's historical performance.

The Managers of Kellogg are also officers of the affiliated trust company, ATC but perform no regular, functional duties on behalf of ATC. The Managers of Kellogg each perform investment management services for an affiliated investment adviser, AIM; Managers Thayer, Hilgendorf and Fry spend the majority of their time performing investment management services for Kellogg, while Managers Walker and Hochholzer spend the majority of their time performing investment management services for AIM.

Kellogg and AIM are affiliated entities and are wholly owned subsidiaries of Associated Banc-Corp ("AB-C"). Kellogg and AIM share resources which include but are not limited to employees, physical space, investment research and investment recommendations and compliance oversight. Some employees of Kellogg are also employees of AIM and they generally perform the same duties for each. Kellogg and AIM also share a common order management and order execution platform as well as a common trade desk. Separate trade tickets and records are maintained for Kellogg and AIM. Orders are executed by the trade desk in the order that they are received. Kellogg and AIM have implemented policies and procedures to address potential conflicts resulting from this arrangement including: the dissemination of investment research, changes to investment recommendations, and the allocation and sharing of research services and personnel.

As noted above, Kellogg and AIM are affiliates of ATC, which is also a wholly owned subsidiary of AB-C. Both Kellogg and AIM provide investment management advisory services to ATC. Kellogg receives record keeping, trade processing and operational support services from ATC, pursuant to a service agreement executed between the entities and relies upon units of AB-C for finance, accounting, audit and legal services. ATC currently acts as custodian of its client assets that are managed by Kellogg. If asked, Kellogg may in the future recommend ATC as a custodian. Kellogg also uses an affiliated banking institution, Associated Bank, N.A., for traditional banking services, overhead, equipment and facilities in the conduct of its advisory business.

#### **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Kellogg has adopted a Code of Ethics reasonably designed to ensure compliance of its personnel with applicable law and regulations and adherence to ethical standards appropriate for an investment adviser pursuant to SEC rule 204A-1. A copy of the Code of Ethics will be provided to any client or prospective client upon request. Kellogg's clients or

---

prospective clients may request a copy of the firm's Code of Ethics by contacting John P. Thayer, Chief Investment Officer at 800-270-7719 or [John.Thayer@kelloggasset.com](mailto:John.Thayer@kelloggasset.com).

Kellogg does not trade for its own account. Personnel under Kellogg's supervision who have access to nonpublic information regarding any client's purchase or sale of securities, or who are involved in making securities recommendations to clients or have access to such recommendations that are not public may acquire securities recommended to or acquired for clients of Kellogg, subject to the Kellogg Code of Ethics. The Code of Ethics in summary, requires the following of Kellogg and its Access Persons (including employees): Annual reporting of securities holdings; quarterly reporting of securities transactions; disclosure of brokerage accounts; restrictions on trading and pre-clearance of trades in initial public offerings and limited offerings (such as private placements); prohibitions against trading on material non-public information or other "insider" trading; prohibitions against trading in securities on Kellogg's list of "currently restricted securities"; prohibitions against short-term trading; reviews of activity; certifications of compliance; and the requirement to report any violations of the Code of Ethics to senior management.

It is Kellogg's policy that Kellogg will not affect any principal or agency cross securities transactions for client accounts. Kellogg will also not cross trades between client accounts.

As noted under Item 10 above Kellogg shares investment research and a trading desk, amongst other items with its affiliated registered investment adviser, AIM. Kellogg and AIM have adopted policies and procedures to address areas of potential conflict that may arise from these arrangements. For instance, in order to maintain fairness of access to investment opportunities for Kellogg and AIM clients, a blackout or trading halt is instituted when new in-house equity research is published or when a stock recommendation is changed. Trades are executed by the trade desk in the order that they are received.

## **Item 12 – Brokerage Practices**

**Research and Other Soft Dollar Benefits:** Kellogg receives research and other research and investment related products and services other than trade execution from various broker-dealers and third parties in connection with client securities transactions ("soft dollar benefits"). This is beneficial to Kellogg because we do not have to produce or pay for the investment research or other research and investment related products or services. We may have an incentive to select or recommend a broker-dealer based on our receiving research or other soft dollar benefits, rather than our clients' interest in receiving most favorable order execution. Soft dollar benefits received include both proprietary research (created or developed by the broker-dealer) as well as research created by third parties. Kellogg has commission sharing arrangements (CSA's) with certain broker-dealers that Kellogg uses in order to pay for certain soft dollar benefits. Kellogg uses soft dollar benefits to service all of our clients' accounts. Kellogg does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate. All such soft

---

dollar benefits are used in the investment decision making process and are beneficial to all clients. Kellogg also receives other soft dollar benefits such as market data, stock quotes, market and economic news, analytical services and a computer based information delivery platform. Kellogg's soft dollar benefits do not include the payment of overhead or hardware. Kellogg has determined that the soft dollar benefits that it receives fall under the safe harbor of Section 28(e) of the Securities Exchange Act of 1934. Kellogg has adopted policies and procedures, which are discussed below, which are designed to address these potential conflicts of interest. Kellogg has separate Soft Dollar and Best Execution committees to oversee these policies and procedures and to monitor the use of client commissions and the selection of brokers.

**Use of Client Commissions:** Brokerage is allocated on the basis of prompt and accurate execution; commission rates; whether the brokerage firm is a market maker in the security; and quality of the investment research and assistance that can be obtained. While commission rates may vary slightly, every effort is made to obtain a competitive institutional rate. Research products obtained from brokers include economic, market, and earnings forecasts; asset allocation and portfolio strategies; financial databases; electronic quotation and historical pricing information; industry statistics; and investment information on individual companies. All such research and information is used in the investment decision making process and is beneficial to all clients.

It is Kellogg's policy to use commissions in a manner that is most efficient and produces the greatest value for customers. The use of soft dollars to pay for research services will be based on the value and usefulness of services rendered. Directed brokerage will be based on the usefulness and value added of research services provided by the broker.

Soft Dollar allocations are exclusively for the purchase of research and informational services and include no physical assets or other benefits. All commissions shall be paid at competitive rates, with industry survey data considered. The types of research products/services received include historical financial information, research reports, quotation services, earnings estimates, and technical analysis. Kellogg believes that its entire client base benefits from Kellogg's broad-based access to investment research acquired through the judicious allocation of our brokerage commissions.

Relationships with soft dollar brokers will be reviewed annually based on a number of factors including: trade execution; timeliness of payments; quality, usefulness and timeliness of soft dollar commission reports; and soft dollar ratio or commission credit given.

The potential for conflicts of interest between soft dollar brokers and Kellogg employees is reviewed periodically. Annually Kellogg employees will be required to report any conflicts of interest with brokers or third-party providers of research services used or intended to be used in the coming year by Kellogg.

---

**Broker Selection:** Brokerage selections and determinations as to reasonableness of commissions are based upon Kellogg's policies as to brokerage placement, best execution and use of commissions to acquire research and information.

**Trading Practices:** Trading securities should be oriented toward achieving the best possible price for our client and at a competitive brokerage cost. Where these criteria can be met, trading securities should be done with those firms providing investment research information that is beneficial to our clients. Over-the-counter trading should be done principally with primary market makers, whenever possible, in order to achieve the best available price. Kellogg's policy for allocating stock brokerage commissions centers around trade execution and the receipt of investment research and information.

It is Kellogg's policy to seek best execution when it places orders for client trades with broker-dealers. Kellogg will attempt to achieve best execution for a given client so that the client's total cost or proceeds in a transaction are the most favorable under the circumstances. Where multiple competing markets exist for listed stocks, Kellogg should take reasonable steps to ensure that the security is executed on at the best price given the circumstances of a particular trade. Circumstances would include but are not limited to the size of the order, the liquidity of the stock/security and timeliness of the trade.

**Other Trading Related Policies:**

**Trade Allocation:** Kellogg will utilize an established formula for allocating securities, including Initial Public Offerings (IPOs), Private Placements, and/or recommendations among clients. Prior to the allocation of securities by Kellogg, Kellogg will determine if a client's investment objective and suitability requirements qualify the client for participation in purchasing a specific security, IPO or Private Placement and whether the allocation is of sufficient size for liquidity purposes. Kellogg will allocate a certain percentage of the total allocation to each eligible client based upon the following formula:

The formula is based on dividing the total shares allocated to Kellogg on a pro-rata basis based on the orders placed. For example, if Kellogg has ten clients with each client placing an order for 500 shares or 5,000 in total, and the total allocation to Kellogg is 1,000 shares, each client would receive an allocation of 100 shares.

**Block Trading:** (aggregation of transactions) is permitted where the following conditions are met:

1. Orders of two or more clients may be bunched only if Kellogg has determined, on an individual basis, that the security order is:
  - a. In the best interest of each client participating in the order;
  - b. Consistent with Kellogg's duty to obtain best execution; and,

- 
- c. Consistent with the terms of the investment advisory agreement with each participating client, if applicable.
  2. Any investment by one client shall not be dependent or contingent upon the willingness or ability of another client to participate in such transaction.
  3. Separate documentation relating to the transaction shall be generated and maintained for each client participating in the bunched trade.
  4. The terms negotiated for the bunched transaction should apply equally to each participating client.
  5. The allocation of securities obtained or sold in a bunched trade must be made in accordance with Kellogg's allocation procedures.
  6. The price of the security purchased or sold in a bunched transaction shall be at the average share price for all transactions of the clients in that security on a given day, with all transaction costs shared on a pro-rata basis.
  7. The books and records of Kellogg will separately reflect, for each client for whom an order is bunched, the securities held by, bought and sold for that client.

**Trade Errors:** Kellogg will absorb any loss incurred as a result of a trade error, while any gains received as a result of a trade error will be paid to the client.

### **Item 13 – Review of Accounts**

Accounts are monitored on a continuing basis by a senior portfolio manager. At least annually, the Chief Investment Officer or a senior portfolio manager reviews all accounts for which Kellogg provides investment supervisory or management services. The review includes but is not limited to a review of current holdings, asset allocation with respect to investment objective, transactions, cash flows and investment performance.

Investment management reports will be sent by the custodian on a frequency as specified by the client, but not less frequently than quarterly. The investment management report will include account assets and activities during the preceding quarter, including transactions, positions, income, gains/losses and expenses.

### **Item 14 – Client Referrals and Other Compensation**

Under a written incentive compensation plan, employees of Kellogg, its parent company or its affiliates, receive a cash referral fee as a percentage of the first year's fees when a new

---

account is funded. Such employees are required to disclose employee and affiliate relationships to the prospective client. However, Kellogg and affiliated entities do not pay referral or other fees to any third parties.

#### **Item 15 – Custody**

Kellogg is a registered investment adviser whose sole client at present is Associated Trust Company, N.A. (“ATC”). While Kellogg does not have direct custody of client funds or securities, ATC, a related person does maintain custody of client funds or securities. Kellogg has adopted policies and procedures to comply with the amendments to the custody and recordkeeping rules under Section 275.206(4)-2 “Custody of funds or securities of clients by investment advisers” of the Investment Advisers Act of 1940 effective March 12, 2010 (“Custody Rule”). Clients will receive statements from ATC as Kellogg does not send out statements. Clients should carefully review statements they receive from ATC. To the extent that clients receive custody from a third party they should carefully review statements received those custodians also.

#### **Item 16 – Investment Discretion**

Kellogg is generally authorized in the investment agreement that it signs with the client to make the following determinations, consistent with each client's investment goals and policies, without consultation or consent before a transaction is effected:

1. Which securities to be bought or sold;
2. The amount of securities to be bought or sold;
3. The broker or dealer to be used;
4. The commission rates paid; and
5. The price at which securities or other investments are to be bought or sold, which may include dealer spreads or mark-ups and transaction costs; and
6. The voting of proxies.

Investment guidelines and restrictions must be provided to Kellogg in writing.

#### **Item 17 – Voting Client Securities**

Kellogg has adopted policies and procedures concerning its role as a fiduciary pursuant to SEC rule 206(4)-6 in the voting or non-voting of proxies on behalf of Kellogg’s clients when authorized to do so. Kellogg will vote proxies when authorized, and will do so in the best interests of the clients. Kellogg has established a Proxy Committee to take reasonable steps to implement that broad policy, including the following: use of Glass Lewis and Co. or its successors’ proxy research as its guide; procedures to review proposals and generally to

---

follow pre-established guidelines as to various categories of proposals; maintenance of records related to voting and non-voting; and, procedures to identify and address potential conflicts of interest related to proxy voting. Where potential conflicts are identified Kellogg will defer to Glass Lewis as its guide in voting.

If a client wishes to direct our vote is a particular solicitation they should contact us in writing at the following address. Clients may obtain Kellogg's complete Proxy Voting Policies and Procedures and/or information as to how Kellogg voted proxies with respect to their securities by requesting such information in writing, addressed to Kellogg Asset Management, LLC, 200 North Adams Street, Green Bay, WI 54301.

#### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Kellogg's financial condition. Kellogg has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

**END OF BROCHURE**