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Jim Markey
Vice President, Chief Counsel -
Securities and International

August 12, 2002

VIA FACSIMILE (202) 942-9651
AND FEDERAL EXPRESS

RECEIVED
OFFICE OF THE SECRETARY

AUG 13 2002

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

RE: Kellogg Company Sworn Statements

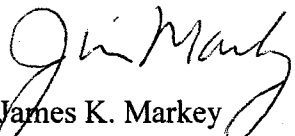
Dear Mr. Katz:

Pursuant to the Order of the Securities and Exchange Commission requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 (File No. 4-460), enclosed please find a sworn statement from each of Carlos M. Gutierrez, Principal Executive Officer, and John A. Bryant, Principal Financial Officer, of Kellogg Company.

Please acknowledge receipt of this letter and the attached statements by stamping and returning the enclosed copy of this letter in the self-addressed stamped envelope provided.

If you have any questions, please contact me at (616)961-3416.

Very truly yours,


James K. Markey
Vice President and Chief Counsel-
Securities and International

JLM/clw

Enclosures

1052

**STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL
OFFICER OF KELLOGG COMPANY REGARDING FACTS
AND CIRCUMSTANCES RELATING TO EXCHANGE ACT
FILINGS**

I, John A. Bryant, Senior Vice President and Chief Financial Officer of Kellogg Company, state and attest that:

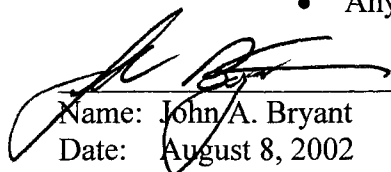
(1) To the best of my knowledge, based upon a review of the covered reports of Kellogg Company and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Kellogg Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- The Annual Report on Form 10-K of Kellogg Company for the fiscal year ended December 31, 2001 filed with the Commission;
- All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Kellogg Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- Any amendments to any of the foregoing.


Name: John A. Bryant
Date: August 8, 2002

Subscribed and sworn to
before me this 8th day of
August, 2002.

1st Cornie L. Wart
Notary Public

My Commission Expires: 9-18-06

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