KELLOGG COMPANY
BOARD OF DIRECTORS

BOARD OF DIRECTORS CODE OF CONDUCT

It is of major importance to corporations and their leaders to create a "tone at the top" and a corporate culture that promotes ethical conduct on the part of those corporations and their employees. The single most important factor in creating such a culture is the quality of corporate leadership, especially the "tone at the top" set by boards and senior management.

We, the Directors of the Kellogg Company, understand this responsibility and are committed to this responsibility. We believe that each Director, by agreeing to serve as a Director, has agreed to read, understand and adhere to this Code of Conduct for Kellogg Company Directors (the "Code"). We also expect each Director to sign, on request, a written acknowledgement confirming compliance with this obligation.

Accuracy of Business Records

Honest and accurate recording and reporting of information is extremely important. Investors count on Kellogg Company to provide accurate information about its affiliates and to make responsible business decisions based on reliable records. Directors also must properly record information related to their responsibilities.

Appropriate members of management must properly authorize all payments and transactions. All financial books, records and accounts must accurately reflect transactions and events, and conform both to generally accepted accounting principles and to Kellogg Company's system of internal controls. Undisclosed or unrecorded funds or assets are not allowed.

It is unacceptable, for example, to make false claims on an expense report. No entry may be made that intentionally hides or disguises the true nature of any transaction.

Recording Business Information

Almost all business records may become subject to public disclosure in the course of litigation or governmental investigations. Records are also often obtained by outside parties or the media. Directors should therefore attempt to be as clear, concise, truthful and accurate as possible when recording any information. Avoid exaggeration, colorful language, guesswork, legal conclusions, and derogatory characterizations of people and their motives.

Protecting Company Assets

Directors may be entrusted with Kellogg Company assets in connection with their responsibilities as Directors. This includes assets such as equipment, inventory, supplies and intellectual property.

Company resources should be used only to conduct company business or for purposes authorized by management. Examples of prohibited personal use of company assets include removal of Kellogg Company property for personal use, unauthorized use of Kellogg Company vehicles or use of company-paid contractors to perform work at one's home. Unauthorized copying of software, tapes, books, and other legally protected work is also a misuse of assets and creates potential financial and legal liability for the company.

Any act by a Kellogg Company Director that involves theft, fraud, unauthorized disclosure, embezzlement, or misappropriation of any property is prohibited. Each Director is responsible for the assets under their control. Each Director must follow security procedures to protect assets and must be alert to situations that could lead to loss or misuse of assets.

Protecting Confidential Information

One of Kellogg Company's most valuable assets is information. Like all other assets, information that is not generally disclosed and is helpful to the company (or to competitors) must be protected. Some examples of information that offers Kellogg Company a competitive advantage include trade secrets, detailed sales and profit figures, new product or marketing plans, research and development ideas or information, manufacturing processes, salary data, employee lists, and information concerning potential acquisitions, divestitures and investments.

Directors must safeguard confidential information by keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas such as planes, elevators, restaurants and on mobile phones. The obligation to preserve Kellogg Company's confidential information is ongoing, even after service ends.

Conflicts of Interest

Share owners of Kellogg Company expect that business decisions are made in the best interest of the company. Actions must be based on sound business judgment, not motivated by personal interest or gain. Directors cannot compete with Kellogg Company or usurp a corporate opportunity for personal gain. Any situation that creates or appears to create a conflict of interest must be avoided.

Disclosure

As with many issues, the best way to avoid embarrassing conflict of interest situations is to disclose any that have the potential to be misinterpreted by others, including other directors, employees, customers, suppliers and the public. Questions about potential conflict of interest situations and disclosure of these situations as they arise should be directed to the Chairman of the Board, the Chairman of the Nominating and Governance Committee or the General Counsel and Secretary.

Family Members and Close Personal Relationships

A conflict of interest may arise when doing business with or competing with organizations that employ or are partially owned by family members or close personal friends. Family members include, but are not limited to, spouse, children, parents, and siblings. Directors should disclose any such relationships to the Chairman of the Board, the Chairman of the Nominating and Governance Committee or the General Counsel and Secretary to determine the best course of action.

Personal Investments

Directors may not own, either directly or indirectly, a substantial interest in any business entity that does or seeks to do business with or is in competition with Kellogg Company without providing advance notice to the Chairman of the Board, the Chairman of the Nominating and Governance Committee or the General Counsel and Secretary. Investments in publicly traded securities of companies not amounting to more than one-half of one percent of that company's total outstanding shares are permitted without such advance approval.

A conflict of interest may also arise if a Director's outside employment activities are so demanding that they interfere with his or her ability to fulfill his or her responsibilities to Kellogg Company.

'Inside Information' and Securities Trading

Confidential information may not be used for personal benefit. It is prohibited to trade securities or to tip others to trade securities of Kellogg Company or other companies on the basis of material information before it is made publicly available to ordinary investors through appropriate media. Such information includes news about acquisitions, investments, new business relationships, financial results, important management changes, and other information that has the potential to affect the stock price of Kellogg Company or another company.

If doubt exists about whether the information is material or has been released to the public, do not trade until you have consulted with the General Counsel and Secretary or an attorney in the legal department. To avoid the appearance that any Kellogg Company Director is trading on inside information, no Director should engage in "short sales" or trade inputs, calls, or other options on Kellogg Company stock. Directors, may of course, purchase Kellogg securities and exercise options granted to them in accordance with the applicable arrangements, as long as they are not basing decisions on inside information.

Gifts, Favors and Entertainment

In many industries and countries, gifts and entertainment are used to strengthen business relationships. Throughout the world, one principle is common and clear: no gift, favor, or entertainment should be accepted or provided, in your role as a Kellogg Company Director, if it will obligate or appear to obligate you.

Providing Gifts or Entertainment

Gifts or entertainment may not be provided in your role as a Kellogg Company Director.

Accepting Gifts or Entertainment

Accepting occasional gifts and entertainment in your role as a Kellogg Company Director may be appropriate in developing business relationships. Gifts and entertainment should further the business interests of Kellogg Company and not be lavish or in excess of the generally accepted business practices of one's country and industry.

Requesting or soliciting personal gifts, favors, entertainment, or services, is unacceptable. Accepting gifts of cash or cash equivalents is also always unacceptable. Additionally, Directors may not exploit their position to solicit vendors, including financial institutions, to provide individual preferential treatment in pricing, terms, or loans.

Competitive Information

Information about competitors, customers and suppliers is a valuable asset in the highly competitive markets in which Kellogg Company operates. Kellogg Company will obtain this information legally. Theft of proprietary information, inducing disclosures by a competitor's past or present employees and any actions that could create an appearance of an improper agreement with competitors is prohibited. Any Director who is authorized to retain a consultant to gather competitive information must take steps to ensure that the consultant adheres to these policies. When in doubt about the propriety of any information-gathering technique or about whether a competitor, supplier, or other external contact has given us confidential information, contact the Chairman of the Board, the Chairman of the Nominating and Governance Committee or the General Counsel and Secretary.

The Law

The first and foremost obligation of responsible citizenship is to obey the laws of the countries and communities in which Kellogg Company does business. Any case of noncompliance with applicable law may subject a Director to disciplinary action. The fact that in some countries certain standards of conduct are legally prohibited but are not enforced in practice, or their violation is not subject to public criticism or censure will not excuse an illegal action by a Kellogg Company Director.

Other Responsibilities

We also expect Directors to endeavor to deal fairly with Kellogg Company's customers, suppliers, competitors and employees and to not take unfair advantage of any such person through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Reporting, Enforcement and Questions

We encourage the reporting of any behavior by Directors which violates the Code and will not tolerate retaliation against any person who in good faith reports such violations to the Chairman of the Board, the Chairman of the Nominating and Governance Committee or the General Counsel and Secretary.

Any Director with a concern or question about applicable provisions of the Code, or about conduct that may violate these provisions, should contact the Chairman of the Board, the Chairman of the Nominating and Governance Committee or the General Counsel and Secretary. Such persons shall also be responsible for enforcing the applicable provisions of the Code.