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DAVID G. SOMMERS

*OF DC BAR ONLY

September 19, 2000

VIA CERTIFIED MAIL

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Re: Kellogg Company (EIN # 38-0710690)
Top Hat Plan Exemption

Dear Madame:

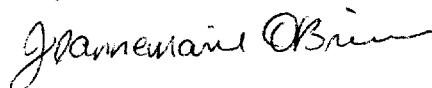
Pursuant to Department of Labor Regulation Section 2520.104-23, this letter is to inform the Secretary of Labor that Kellogg Company maintains the Kellogg Company Change of Control Severance Policy for Key Executives (the "Plan"). The Plan was adopted by the Kellogg Board of Directors and became effective on May 26, 2000. The Plan is maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees, and there are currently 22 participants in the Plan.

The Kellogg Company's address is: Kellogg Company
One Kellogg Square
P.O. Box 3599
Battle Creek, MI 49016-3598

September 19, 2000
Page 2

Please do not hesitate to contact me at (212) 403-1365 if there are any questions relating to this filing.

Very truly yours,

A handwritten signature in cursive script that reads "Jeannemarie O'Brien".

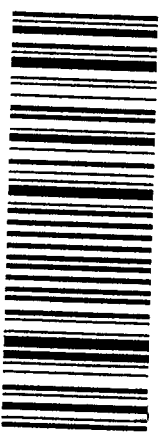
Jeannemarie O'Brien

cc: Mitchell Rapp

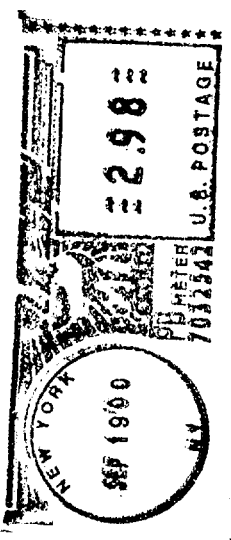
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET • NEW YORK, N.Y. 10019-6150

PLACE STICKER AT TOP OF ENVELOPE
TO THE RIGHT OF RETURN ADDRESS.
FOLD AT DOTTED LINE

CERTIFIED MAIL



7099 3400 0002 8407 5541



Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
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200 Constitution Avenue, N.W.
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