

Return of Organization Exempt From Income Tax

Department of the Treasury
Internal Revenue Service

2000

Open to Public
InspectionUnder section 501(c) of the Internal Revenue Code (except black lung benefit trust or
private foundation) or section 4947(a)(1) nonexempt charitable trust

► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2000 calendar year, OR tax year period beginning August 1, 2000, and ending July 31, 2001

<input checked="" type="checkbox"/> Check if applicable <input type="checkbox"/> Change of address <input type="checkbox"/> Change of name <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amend return Please use IRS label or print or type See Specific Instructions	C Name of organization Milton Hershey School & School Trust			D Employer identification number 23-1353340	
	Number and street (or P O box if mail is not delivered to street address)			Room/suite	E Telephone number (717) 534-3225
	P O Box 445				F Check ► <input type="checkbox"/> if application pending
	City or town, state or country and ZIP code Hershey, PA 17033				

G Organization type (check only one) ► <input checked="" type="checkbox"/> 501(c) 8) ► (insert no) 527 OR 4947 (a)(1)					Note (H and I are not applicable to section 527 orgs)	
<ul style="list-style-type: none"> Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 900-EZ) 					H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
					H(b) If "Yes" enter number of affiliates ►	
					H(c) Are all affiliates included? (If "No" attach a list. See inst.)	
					H(d) Is this a separate return filed by an organization covered by a group ruling? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
					I Enter 4-digit group exemption no (GEN) ►	
					L Check this box if the organization is not required to attach Schedule B (Form 990 or 990-EZ) ► <input checked="" type="checkbox"/>	

J Accounting method		Cash	Accrual	Other (specify) ►																																																																																																																																																																																																																																																														
K Check here ► <input type="checkbox"/> if the organization's gross receipts are normally not more than \$25 000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail it should file a return without financial data. Some states require a complete return																																																																																																																																																																																																																																																																		
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For Paperwork Reduction Act Notice, see page 1 of the separate instructions

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C) and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See Specific Instructions on page 20.)

<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I</i>		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ <u>0</u> noncash \$ <u>0</u>)	22	0	0		
23 Specific assistance to individuals (attach schedule)	23	0	0		
24 Benefits paid to or for members (attach schedule)	24	0	0		
25 Compensation of officers, directors, etc	25	976,629	713,187	263,442	None
26 Other salaries and wages	26	34,786,222	32,978,861	1,807,361	
27 Pension plan contributions	27	2,921,685	2,191,264	730,421	
28 Other employee benefits	28	9,313,434	6,985,076	2,328,358	
29 Payroll taxes	29	2,907,370	2,180,528	726,842	
30 Professional fundraising fees	30	0	0	0	
31 Accounting fees	31	48,500	36,375	12,125	
32 Legal fees	32	488,760	225,869	262,891	
33 Supplies	33	2,532,091	2,332,091	200,000	
34 Telephone	34	561,450	519,764	41,686	
35 Postage and shipping	35	135,865	113,319	22,546	
36 Occupancy	36	4,623,273	3,190,058	1,433,215	
37 Equipment rental and maintenance	37	1,584,727	1,170,605	414,122	
38 Printing and publications	38	193,337	191,490	1,847	
39 Travel	39	928,160	886,648	41,512	
40 Conferences conventions, and meetings	40	332,649	310,669	21,980	
41 Interest	41	0	0	0	
42 Depreciation depletion etc (attach schedule)	42	18,096,945	18,096,945	0	
43 Other expenses (itemize)					
a Other	43a	7,174,035	5,742,087	1,431,948	
b Personal Computers/Cont Ed	43b	7,271,429	7,266,277	5,152	
c Food Clothing & Provisions	43c	4,070,891	3,778,574	292,317	
d Contracted Services	43d	7,374,726	6,157,615	1,217,111	
e Trustee Exp & Outside Mgrs	43e	4,976,238	0	4,976,238	
44 Total functional expenses (add lines 22 through 43) <i>Organizations completing columns (B)-(D), carry these totals to lines 13-15</i>	44	111,298,416	95,067,302	16,231,114	

Reporting of Joint Costs Did you report in column (B) (Program services) any joint costs from a combined educational campaign and fundraising solicitation?

► Yes No

If "Yes" enter (I) the aggregate amount of these joint costs \$ N/A

(II) the amount allocated to Program services \$ N/A

(III) the amount allocated to Management and general \$ N/A

and (IV) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See Specific Instructions on page 23.)

What is the organization's primary exempt purpose? ► School

		Program Service Expenses (Required for 501(c)(3) and (4) orgs and 4947(a)(1) trusts but optional for others)
a Education & Guidance <i>(See Attached)</i>	(Grants and allocations \$) 47,201,269
b Boarding, Lodging & Clothing <i>(See Attached)</i>	(Grants and allocations \$) 32,521,807
c Health Services, Recreation & Social Life <i>(See Attached)</i>	(Grants and allocations \$) 15,344,226
d	(Grants and allocations \$) 0
e Other program services (attach schedule)	(Grants and allocations \$) 0
f Total of Program Service Expenses (should equal line 44, column (B), Program services)		► 95,067,302

Part IV Balance Sheets (See Specific Instructions on page 23)

Note Where required, attached schedules and amounts within the description column should be for end-of-year amounts only		(A) Beginning of year		(B) End of year
45	Cash - non-interest-bearing	0	45	0
46	Savings and temporary cash investments	103,428,488	46	78,572,614
47a	Accounts receivable	20,509,368		
b	Less allowance for doubtful accounts	47b 0	17,266,439	47c 20,509,368
48a	Pledges receivable	48a None		
b	Less allowance for doubtful accounts	48b None	0	48c 0
49	Grants receivable		0	49 0
50	Receivables from officers, directors, trustees, and key employees (attach schedule)		0	50 0
51a	Other notes and loans receivable (attach schedule)	51a None		
b	Less allowance for doubtful accounts	51b None	0	51c 0
52	Inventories for sale or use		1,130,263	52 1,077,189
53	Prepaid expenses and deferred charges		8,812,966	53 8,749,614
54	Investments - securities (attach schedule)	► <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	4,169,637,722	54 4,694,069,308
55a	Investments - land, buildings, and equipment basis	55a 16,339,922		
b	Less accumulated depreciation (attach schedule)	55b -6,942,389	6,975,294	55c 9,397,533
56	Investments - other (attach schedule)		0	56 0
57a	Land, buildings and equipment basis	57a 445,211,359		
b	Less accumulated depreciation (attach schedule)	57b -106,014,921	285,988,849	57c 339,196,438
58	Other assets (describe ►)		15,000	58 15,000
59	Total assets (add lines 45 through 58) (must equal line 74)		4,593,255,021	59 5,151,587,064
60	Accounts payable and accrued expenses		78,110,175	60 67,522,474
61	Grants payable		0	61 0
62	Deferred revenue		0	62 0
63	Loans from officers, directors, trustees, and key employees (attach schedule)		0	63 0
64a	Tax-exempt bond liabilities (attach schedule)		0	64a 0
b	Mortgages and other notes payable (attach schedule)		0	64b 0
65	Other liabilities (describe ► None)		0	65 0
66	Total liabilities (add lines 60 through 65)		78,110,175	66 67,522,474
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted	791,141,128	67	864,149,990
	68 Temporarily restricted	0	68	0
	69 Permanently restricted	3,724,003,718	69	4,219,914,600
Net Assets or Fund Balances	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 70 through 74			
	70 Capital stock, trust principal or current funds	0	70	0
	71 Paid-in or capital surplus, or land, building and equipment fund	0	71	0
	72 Retained earnings, endowment, accumulated income, or other funds	0	72	0
	73 Total net assets or fund balances (add lines 67 through 69 OR lines 70 through 72, column (A) must equal line 19 and column (B) must equal line 21)	4,515,144,846	73	5,084,064,590
	74 Total liabilities and net assets/fund balances (add lines 66 and 73)	4,593,255,021	74	5,151,587,064

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See Specific Instructions, page 25)

a Total revenue, gains, and other support per audited financial statements ►

b Amounts included on line a but not on line 12, Form 990

(1) Net unrealized gains on investments \$ _____

(2) Donated services and use of facilities \$ _____

(3) Recoveries of prior year grants \$ _____

(4) Other (specify) _____ \$ _____

Add amounts on lines (1) through (4) ►

c Line a minus line b . . . ►

d Amounts included on line 12, Form 990 but not on line a

(1) Investment expenses not included on line 6b Form 990 \$ _____

(2) Other (specify) _____ \$ _____

Add amounts on lines (1) and (2) ►

e Total revenue per line 12, Form 990 (line c plus line d) ►

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a Total expenses and losses per audited financial statements

b Amounts included on line a but not on line 17, Form 990

(1) **Donated services and use of facilities** \$ _____

(2) **Prior year adjustments reported on line 20, Form 990** . \$ _____

(3) **Losses reported on line 20 Form 990** \$ _____

(4) **Other (specify)**
_____ \$ _____

Add amounts on lines (1) through (4) .

c **Line a minus line b** . .

d **Amounts included on line 17, Form 990 but not on line a.**

(1) **Investment expenses not included on line 6b Form 990** \$ _____

(2) **Other (specify)**
_____ \$ _____

Add amounts on lines (1) and (2)

e **Total expenses per line 17, Form 990 (line c plus line d)**

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, see Specific Instructions on page 25)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
SEE ATTACHED				

75 Did any officer, director trustee or key employee receive aggregate compensation of more than \$100 000 from your organization and all related organizations of which more than \$10,000 was provided by the related organizations? If "Yes," attach schedule - see Specific Instructions on page 26

► Yes No

Form 990 (2000)

Part VI Other Information (See Specific Instructions on page 26)

	Yes	No
76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	77	X
78a Did the organization have unrelated business gross income of \$1 000 or more during the year covered by this return? b If "Yes" has it filed a tax return on Form 990-T for this year?	78a	X
78b	78b	X
79 Was there a liquidation dissolution termination or substantial contraction during the year? If "Yes" attach a statement	79	X
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies trustees officers, etc to any other exempt or nonexempt organization? b If "Yes" enter the name of the organization ► See Attached and check whether it is <input type="checkbox"/> exempt OR <input type="checkbox"/> nonexempt	80a	X
81a Enter the amount of political expenditures direct or indirect as described in the instructions for line 81	81a	None
b Did the organization file Form 1120-POL for this year?	81b	N/A
82a Did the organization receive donated services or the use of materials equipment or facilities at no charge or at substantially less than fair rental value? b If "Yes" you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions for reporting in Part III) Alumni volunteer as mentors & recruiting support	82a	X
82b	82b	Not valued
83a Did the organization comply with the public inspection requirements for returns and exemption applications? b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83a	X
83b	83b	N/A
84a Did the organization solicit any contributions or gifts that were not tax deductible? b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84a	X
84b	84b	N/A
84c	84c	N/A
84d	84d	N/A
85a	85a	N/A
85b	85b	N/A
c Dues assessments, and similar amounts from members	85c	N/A
d Section 162(e) lobbying and political expenditures	85d	
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	
f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	
g Does the organization elect to pay the section 6033(e) tax on the amount in 85f?	85g	N/A
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount in 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86 501(c)(7) orgs Enter a Initiation fees and capital contributions included on line 12	86a	N/A
b Gross receipts included on line 12 for public use of club facilities	86b	
87 501(c)(12) orgs Enter a Gross income from members or shareholders	87a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	87b	
88 At any time during the year did the organization own a 50% or greater interest in a taxable corporation or partnership or an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes" complete Part IX	88	X
89a 501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 ► None , section 4912 ► None , section 4955 ► None	89a	
b 501(c)(3) and 501(c)(4) orgs Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912 4955, and 4958	89c	► None
d Enter Amount of tax on line 89c above reimbursed by the organization	89d	► None
90a List the states with which a copy of this return is filed ► None	90a	
b Number of employees employed in the pay period that includes March 12 2000 (See inst)	90b	1,063
91 The books are in care of ► Hershey Trust Company Located at ► 100 Mansion Road East, Hershey, PA	91	Telephone no ► (717) 534-3225 ZIP code ► 17033-0445
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year	92	► 92

Part VII Analysis of Income-Producing Activities (See Specific Instructions on page 30)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount			
a Scholastic	0	03	0			348,399
b Sr V P of Programs	0	03	0			15,985
c Community Services	0	03	0			792
d Operations	0	03	0			24,594
e	0		0			0
f Medicare/Medicaid payments	0		0			0
g Fees and contracts from government agencies	0		0			0
94 Membership dues and assessments	0		0			0
95 Interest on savings and temporary cash investments	0	14	5,132,371			0
96 Dividends and interest from securities	0	14	122,229,432			0
97 Net rental income or (loss) from real estate						
a debt-financed property	0		0			0
b not debt-financed property	-97,976	16	1,977,103			0
98 Net rental income or (loss) from personal property	0		0			0
99 Other investment income	0	14	18,966,444			0
100 Gain or (loss) from sales of assets other than inventory	0	18	63,621,752			0
101 Net income or (loss) from special events	0		0			0
102 Gross profit or (loss) from sales of inventory	0		0			0
103 Other revenue a	0		0			0
b	0		0			0
c	0		0			0
d	0		0			0
e	0		0			0
104 Subtotal (add columns (B) (D) and (E))	-97,976		211,927,102			389,770
105 Total (add line 104, columns (B), (D), and (E))						212,218,896

Note Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See Specific Instructions on page 31)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼ See Attachment to Part III	

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See Specific Instructions on page 31)

(A) Name, address and EIN of corporation, partnership or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
Hershey Trust Company	%	State Bank		
Hershey, PA (23-0692150)	100 0000	% Trust Powers	6,114,427	51,534,469
Hershey Entertainment & Resort Co		% Entertainment/		
Hershey, PA (23-0691815)	100 0000	% Resort	160,601,157	146,354,673

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See Specific Instructions on page 31)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Note: If "Yes" to line 1a, file Form 990-T and Form 4720 (see instructions)

Yes No
 Yes No

I declare under penalties of perjury that this return, including accompanying schedules and statements, and to the best of my knowledge and belief, the information contained herein is true, correct, and complete. The preparer (other than officer) is based on all information of which preparer has any knowledge.

3/15/02

Date

Gayla M. Bush, Treasurer

Title

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust
Supplementary Information - (See separate instructions.)

2000

Name of the organization

Milton Hershey School & School Trust

Employer identification number
23-1353340

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions List each one If there are none, enter "None ")

(a) Name and address of each employee paid more than \$50 000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Evan Pattishall, M D 158 Hotel Rd , Hershey, PA	Dean of Community Services Full-Time	118,161	23,317	3,000
Dr Gene Van Dyke 121 Dogwood Dr , Hershey, PA	Dean of Scholastic Affairs Full-Time	105,834	21,608	3,000
Robert Sloane 820 Pamela's Ln , Mechanicsburg, PA	Exec Director Systems Planning & Development Full-Time	100,382	32,031	0
Dr William Larkin 795 Brook Dr , Hershey, PA	Dir Organization Development & Pathways to learn Full-Time	99,067	20,434	3,000
Dr Richard Pierce 765 Brook Dr , Hershey, PA	Dean of NFL Full-Time	93,399	18,772	10,844
Total number of other employees paid over \$50 000	► 126			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 1 of the instructions List each one (whether individuals or firms) If there are none, enter "None ")

(a) Name and address of each independent contractor paid more than \$50 000	(b) Type of service	(c) Compensation
Reynolds Construction Management, Inc 3300 N 3rd St , Harrisburg, PA	Construction Management	
Silchester International Investors 780 Third Ave , 42nd Flr , New York, NY	Investment Management	3,199,354 947,961
Hayes Large Architects P O Box 1784, Altoona, PA	Architectural	916,167
Hershey Medical Center P O Box 850, Hershey, PA	Physician Professional Services	
Perry Dean Rogers & Partners 177 Milk St , Boston, MA	Architectural	619,851
Total number of others receiving over \$50,000 for professional services	► 47	

Part III Statements About Activities

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum?	1	X
	If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ <u>50,000</u>		
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities		
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any of its trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary		
a	Sale, exchange, or leasing of property? See Attached	2a	X
b	Lending of money or other extension of credit?	2b	X
c	Furnishing of goods, services, or facilities? See Attached	2c	X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? See Attached	2d	X
e	Transfer of any part of its income or assets? If the answer to any question is "Yes," attach a detailed statement explaining the transactions	2e	X
3	Does the organization make grants for scholarships, fellowships, student loans, etc?	3	X
4a	Do you have a section 403(b) annuity plan for your employees?	4a	X
b	Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs qualify to receive payments. (See page 2 of the instructions.)		

Part IV Reason for Non-Private Foundation Status (See pages 2 through 5 of the instructions)

The organization is not a private foundation because it is (Please check only ONE applicable box)

6 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)

6 A school Section 170(b)(1)(A)(ii) (Also complete Part V, page 5)

7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)

8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)

9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ►

10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)

11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

11b A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

12 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc, functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)

13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) *Use cash method of accounting**Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting*

Calendar year (or fiscal year beginning in)	(a) 1999	(b) 1998	(c) 1997	(d) 1996	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)					
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed or furnishing of facilities in any activity that is not a business unrelated to the organization's charitable, etc., purpose			NOT APPLICABLE		
18 Gross income from interest, dividends, amounts received from payments on securities, loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22					
24 Line 23 minus line 17					
25 Enter 1% of line 23					
26 Organizations described in lines 10 or 11	a Enter 2% of amount in column (e) line 24			► 26a	
b Attach a list (which is not open to public inspection) showing the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1996 through 1999 exceeded the amount shown in line 26a. Enter the sum of all these excess amounts				► 26b	
c Total support for section 509(a)(1) test. Enter line 24, column (e)				► 26c	
d Add Amounts from column (e) for lines 18 _____ 19 _____ 22 _____ 26b _____				► 26d	
e Public support (line 26c minus line 26d total)				► 26e	
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))				► 26f	%
27 Organizations described on line 12	a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person" attach a list (which is not open to public inspection) to show the name of, and total amounts received in each year from, each "disqualified person." Enter the sum of such amounts for each year (1999) _____ (1998) _____ (1997) _____ (1996) _____				
b For any amount included in line 17 that was received from a nondisqualified person, attach a list to show the name of, and amount received for each year that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year (1999) _____ (1998) _____ (1997) _____ (1996) _____					
c Add Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____				► 27c	
d Add Line 27a total _____ and line 27b total _____				► 27d	
e Public support (line 27c total minus line 27d total)				► 27e	
f Total support for section 509(a)(2) test. Enter amount on line 23, column (e)				► 27f	
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))				► 27g	%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))				► 27h	%
28 Unusual Grants. For an organization described in line 10, 11, or 12 that received any unusual grants during 1996 through 1999, attach a list (which is not open to public inspection) for each year showing the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not include these grants in line 15. (See page 5 of the instructions.)					

Part V. Private School Questionnaire (See page 5 of the instructions)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	X
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	X
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No" please explain (If you need more space, attach a separate statement) See Attached	31	X
32	Does the organization maintain the following a Records indicating the racial composition of the student body, faculty, and administrative staff? b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? d Copies of all material used by the organization or on its behalf to solicit contributions?	32a	X
	If you answered "No" to any of the above, please explain (If you need more space attach a separate statement)	32b	X
		32c	X
		32d	N/A
33	Does the organization discriminate by race in any way with respect to a Students' rights or privileges? b Admissions policies? c Employment of faculty or administrative staff? d Scholarships or other financial assistance? e Educational policies? f Use of facilities? g Athletic programs? h Other extracurricular activities?	33a	X
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)	33b	X
		33c	X
		33d	X
		33e	X
		33f	X
		33g	X
		33h	X
34a	Does the organization receive any financial aid or assistance from a governmental agency? See Attached b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34a	X
34b		34b	X
35	Does the organization certify that it has complied with the applicable requirements of sections 401 through 405 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35	X

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 7 of the instructions)
(To be completed ONLY by an eligible organization that filed Form 5768)

Check here ► **a** if the organization belongs to an affiliated group

Check here ► **b** if you checked "a" above and "limited control" provisions apply

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred)

36 Total lobbying expenditures to influence public opinion (grassroots lobbying)

36

37 Total lobbying expenditures to influence a legislative body (direct lobbying)

37

38 Total lobbying expenditures (add lines 36 and 37)

38

39 Other exempt purpose expenditures

39

40 Total exempt purpose expenditures (add lines 38 and 39)

40

41 Lobbying nontaxable amount Enter the amount from the following table -

If the amount on line 40 is -

The lobbying nontaxable amount is -

Not over \$500,000

20% of the amount on line 40

Over \$500,000 but not over \$1,000,000

\$100,000 plus 15% of the excess over \$500,000

Over \$1,000,000 but not over \$1,500,000

\$175,000 plus 10% of the excess over \$1,000,000

Over \$1,500,000 but not over \$17,000,000

\$225,000 plus 5% of the excess over \$1,500,000

Over \$17,000,000

\$1,000,000

41

42 Grassroots nontaxable amount (enter 25% of line 41)

42

43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36

43

44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38

44

Caution If there is an amount on either line 43 or line 44, you must file Form 4720

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below

See the instructions for lines 45 through 50 on page 9 of the instructions)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in) ►	(a) 2000	(b) 1999	(c) 1998	(d) 1997	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 9 of the instructions)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum through the use of

- a Volunteers
- b Paid staff or management (Include compensation in expenses reported on lines c through h)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions speeches, lectures, or any other means
- i Total lobbying expenditures (add lines c through h)

Yes	No	Amount
	X	
	X	
	X	
	X	
	X	
	X	
X		50,000
	X	
		50,000

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 9 of the instructions)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a. Transfers from the reporting organization to a noncharitable exempt organization of

- (i) Cash
- (ii) Other assets

b Other transactions

- (i) Sales or exchanges of assets with a noncharitable exempt organization
- (ii) Purchases of assets from a noncharitable exempt organization
- (iii) Rental of facilities, equipment, or other assets
- (iv) Reimbursement arrangements
- (v) Loans or loan guarantees
- (vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
51a(i)		X
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c		X

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

b. If "Yes," complete the following schedule

► Yes No

MILTON HERSHEY SCHOOL AND SCHOOL TRUST

STATEMENT ATTACHED TO AND MADE PART OF
RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX FORM 990
FOR THE FISCAL YEAR ENDED JULY 31, 2001

23-1353340

ID#

Part I, Line 1a, CONTRIBUTIONS, GIFTS, GRANTS, AND SIMILAR AMOUNTS RECEIVED
DIRECT PUBLIC SUPPORT

Miscellaneous contributions under \$5,000	2,130
---	-------

2,130

MILTON HERSHEY SCHOOL AND SCHOOL TRUST

STATEMENT ATTACHED TO AND MADE PART OF
RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX FORM 990
FOR THE FISCAL YEAR ENDED JULY 31, 2001

23-1353340

ID#

PART I. LINES 4 AND 5

INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS, LINE 4

Other Interest	<u>5,132,371</u>
----------------	------------------

DIVIDENDS AND INTEREST FROM SECURITIES, LINE 5

Dividends

Hershey Foods Corporation	44,358,938
Hershey Entertainment & Resorts Co	1,639,000
Hershey Trust Company	187,000
Other dividends	35,260,538

Interest

U S Government Securities	12,396,391
Corporate & Agency Bonds	28,387,566
	<u>122,229,432</u>

MILTON HERSHEY SCHOOL AND SCHOOL TRUST

STATEMENT ATTACHED TO AND MADE PART OF
RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX FORM 990
FOR THE FISCAL YEAR ENDED JULY 31, 2001

23-1353340

ID#

PART I, OTHER INVESTMENT INCOME, LINE 7

Intercompany investment income, Hershey Trust Company	4,016,444
Intercompany investment income, Hershey Entertainment & Resorts Co	14,950,000
	<u>18,966,444</u>

MILTON HERSHEY SCHOOL AND SCHOOL TRUST

STATEMENT ATTACHED TO AND MADE PART OF
 RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX FORM 990
 FOR THE FISCAL YEAR ENDED JULY 31, 2001

23-1353340
 ID#

PART I. SALES OF ASSETS OTHER THAN INVENTORY, LINE 8.

Description and Manner of Acquisition	Date Sold	Purchaser	Gross Sales Price	Cost	Expense of Sale	Accumulated Depreciation	Gain(Loss) on Sale
Other Sales							
Sale of 35 Ethel Avenue School Equipment Dismantled or Sold	11-17-00 Various	Charles A Hendrickson Various	110,000 47,250	107,389 1,785,904	4,068 0	1,563,957 0	(1,456) (174,698)
Security Sales							
Various Publicly Traded Securities	Various	Various	825,762,384	761,964,478	0	0	63,797,906
TOTAL			825,919,634	763,857,771	4,068	1,563,957	63,621,752

MILTON HERSHEY SCHOOL AND SCHOOL TRUST

STATEMENT ATTACHED TO AND MADE PART OF
RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX FORM 990
FOR THE FISCAL YEAR ENDED JULY 31, 2001

23-1353340

ID#

PART I, OTHER CHANGES IN NET ASSETS OR FUND BALANCES, LINE 20

Unrealized gains(losses) on investments carried at market value, Principal Fund	448,328,883
Unrealized gains(losses) on investments carried at market value, Income Fund	19,668,250
	<hr/>
	<u>467,997,133</u>

MILTON HERSHEY SCHOOL AND SCHOOL TRUST

STATEMENT ATTACHED TO AND MADE PART OF
RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX FORM 990
FOR THE FISCAL YEAR ENDED JULY 31, 2001

23-1353340
ID#

PART II. DEPRECIATION, DEPLETION, ETC., LINE 42.

<u>Description</u>	<u>Date Placed in Service</u>	<u>Method of Depreciation</u>	<u>Life (Years)</u>	<u>Depreciation Expense</u>	<u>Program Services</u>	<u>Management and General</u>
Buildings & Improvements	Various	Straight-Line	15-50	13,203,549	13,203,549	0
School Machinery & Equipment	Various	Straight-Line	2-18	3,850,265	3,850,265	0
Trucks & Buses	Various	Straight-Line	2-10	1,043,131	1,043,131	0
				<u>18,096,945</u>	<u>18,096,945</u>	<u>0</u>

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PART III - STUDENT CARE:

Milton Hershey School provides, through its Elementary, Intermediate, and Senior High Programs, an education and residential opportunity for approximately 1,150 children whose natural family relationships have been disrupted. Life in the student homes provides the warmth of family living and the personal satisfaction needed to enable children to make full use of the educational advantages.

Line a. EDUCATION AND GUIDANCE - The student centered program provides for the educational, physical, social, and psychological needs of the students. Teachers and specialists give their attention to each student individually. During periods of career choice or planning of the student's program, the results of his or her achievement and aptitude tests are used in vocational guidance counseling to assist the student in making wise and appropriate choices.

Line b. BOARD, LODGING, AND CLOTHING - With the help of the houseparents and older students, the new student soon feels at home in the new environment. Meals consist of appetizing, nourishing food. A complete wardrobe of appropriate clothes for all occasions is selected at the time of admission and is replenished as needed.

Line c. HEALTH SERVICES/RECREATION & SOCIAL LIFE - During the year, students have regular physical and dental checkups. Medical care is provided by the School physician, School nurses, and consulting medical specialists. The School's well-equipped health center is available when needed. Proper dental care is assured through the services of a complete professional staff.

Student home recreational activities include intramurals, team sports, individual sports, hobbies, ice skating, swimming, fishing, boy and girl scouting, dance classes, camping, dances, tournaments and special events. Extracurricular activities include art, athletics, music, dramatics, student government, photography, student publications and video production. In their social life, students participate in parties, dances, privileges in town, Hersheypark privileges, volunteer work, and work programs. Most of these social activities take place on campus, however, there is opportunity for our students to associate with students in the town of Hershey.

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PART IV. INVESTMENTS-SECURITIES, LINE 54:

MARKET VALUE

PRINCIPAL FUND:

Stocks

Hershey Foods Corporation	2,570,290,384
Hershey Entertainment & Resorts Company	46,037,000
Hershey Trust Company	6,628,516
Common Stocks - other	778,864,768
REIT stocks	190,133,992
Alternative Assets-see detailed listing	<u>2,723,316</u>

3,594,677,975

Bonds and Notes

U S Government Obligations	124,795,825
Agency Bonds	89,087,569
Corporate Bonds	250,745,458
MAS Advisory Foreign Fixed II Fund	3,859,544
MAS Advisory Mortgage Fund	<u>100,697,951</u>

569,186,346

Investment in Real Estate

Real Estate	<u>2,956,082</u>
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TOTAL PRINCIPAL FUND

4,166,820,403

INCOME FUND:

Stocks

Hershey Trust Company	30,652,227
Common Stocks	<u>430,380,924</u>

461,033,151

Bonds and Notes

U S Government Obligations	<u>58,717,294</u>
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Investment in Real Estate

Hershey Square Shopping Center	<u>7,498,460</u>
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TOTAL INCOME FUND

527,248,905

Investments-Securities

4,694,069,308

The detailed listing of individual securities is not included as in prior years because publicly traded securities do not have to be listed individually and because of the volume of the listing

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PART IV, INVESTMENTS-SECURITIES, LINE 54

MARKET VALUE

Detailed listing of securities that are not publicly traded

Alternative Assets

ABRY Partners IV, LP	560,113
Benchmark Europe Founders' Fund I-A LP	390,512
Charles River Ventures XI LP	322,876
Madison Dearborn Capital Partners IV LP	257,212
MDV VII, LP	220,120
Providence Equity Partners IV	21,992
Summit Ventures VI B, LP	111,057
Three Arch Capital, LP	839,434
	<hr/> <u>2,723,316</u>

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PART IV, INVESTMENTS - LAND, BUILDINGS AND EQUIPMENT, LINE 55

	<u>Cost or Other Basis</u>	<u>Accumulated Depreciation</u>	<u>Book Value</u>
Land	4,245,515	-	4,245,515
Buildings & Improvements	11,669,120	6,517,102	5,152,018
Furniture & Equipment	425,287	425,287	0
	<hr/> <u>16,339,922</u>	<hr/> <u>6,942,389</u>	<hr/> <u>9,397,533</u>

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NOTE TO FORM 990, PART IV, LINES 55b & 57b:

As of January 1, 1974, buildings and improvements are depreciated on a straight-line basis over their estimated remaining useful lives ranging from fifteen to fifty years. Buildings recorded in the Principal Fund of the Trust do not reflect a provision for depreciation, since it is not a proper charge to this Fund under the provisions of the Deed of Trust.

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PART IV, LAND, BUILDINGS AND EQUIPMENT, LINE 57

	<u>Cost or Other Basis</u>	<u>Accumulated Depreciation</u>	<u>Book Value</u>
Buildings & Improvements	372,940,375	94,241,668	278,698,707
Construction in Progress	38,596,242	0	38,596,242
School machinery & Fixtures	25,310,634	7,255,901	18,054,733
Trucks & Buses	8,364,108	4,517,352	3,846,756
	<hr/> <u>445,211,359</u>	<hr/> <u>106,014,921</u>	<hr/> <u>339,196,438</u>

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PART IV. OTHER ASSETS, LINE 58

Deposit bonds	15,000
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15,000

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PART V. LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

<u>(A)</u>	<u>(B)</u>	<u>(C)</u>	<u>(D)</u> Contributions to Employee Benefit Plans & Deferred Comp	<u>(E)</u> Expense Account & Other Allow
<u>Name and Address</u>	<u>Title and Time in Position</u>	<u>Compensation</u>		
William H Alexander 16 Wagner Street Hummelstown, PA 17036	Director/Manager Part-Time	0	0	0
Anthony J Colistra 429 Sioux Drive Mechanicsburg, PA 17055	Director/Manager Part-Time	0	0	0
W Don Cornwell 192 Columbia Heights Brooklyn, NY 11201	Director/Manager Part-Time	0	0	0
Dr Lawrence Davenport 505 Meadow Lane Hershey, PA 17033	Vice President Finance & Operations (No longer employed)	140,749	0	0
C McCollister Evarts, M D 11 Foxanna Drive Hershey, PA 17033	Director/Manager/ Chair until 12/00 Part-Time	0	0	0
A John Gabig, Esq 546 Thomas Bransby Williamsburg, VA 23185	Director/Manager Chair beginning 1/01 Part-Time	0	0	0
Lucy Durr Hackney 2128 Pine Street Philadelphia, PA 19103	Director/Manager Part-Time	0	0	0

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PART V. LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

(A) <u>Name and Address</u>	(B) <u>Title and Time in Position</u>	(C) <u>Compensation</u>	(D) Contributions to Employee Benefit Plans & Deferred Comp	(E) Expense Account & Other Allow
J Robert Hillier, FAIA 2846 River Road New Hope, PA 18938	Director/Manager Part-Time	0	0	0
Mavis E Kelley 643 Heiden Court Hummelstown, PA 17036	Vice President of Programs Full-Time	157,765	68,929	23,270
Dr William L Lepley 858 Appenzell Drive Hummelstown, PA 17036	President Director/Manager Full-Time	220,515	156,284	51,173
Dr Joan S Lipsitz 895 Fearrington Post Pittsboro, NC 27312	Director/Manager Part-Time	0	0	0
The Rev John S McDowell, Jr 131 Beverly Road Ashland, VA 23005	Director/Manager Part-Time	0	0	0
J Bruce McKinney 300 Park Blvd Hershey, PA 17033	Director/Manager Part-Time Retired 12/31/00	0	0	0
Ruben Nazario 920 Beach Drive Hershey, PA 17033	Vice President -Human Resources Full-Time	146,241	60,981	23,270
Hilary C Pennington 232 Prospect Street Belmont, MA 02178	Director/Manager Part-Time	0	0	0

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PART V. LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

(A)	(B)	(C)	(D) Contributions to Employee Benefit Plans & Deferred Comp	(E) Expense Account & Other Allow
<u>Name and Address</u>	<u>Title and Time in Position</u>	<u>Compensation</u>		
Wendy D Puriefoy 2001 Columbia Road Washington, DC 20009	Director/Manager Part-Time	0	0	0
Juliet C Rowland 1232 Park Plaza Drive Columbus, OH 43213	Director/Manager Part-Time	0	0	0
Vincent B Rudisill 100 Mansion Road East Hershey, PA 17033-0445	Treasurer Part-Time	0	0	0
Robert Stets 910 Appenzell Drive Hummelstown, PA 17036	General Counsel Full-Time	189,376	56,931	23,270
Hershey Trust Company 100 Mansion Road East Hershey, PA 17033-0445	Trustee Part-time	1,000	0	0
Robert C Vowler 100 Mansion Road East Hershey, PA 17033-0445	Director/Manager Part-Time	0	0	0
A Morris Williams, Jr 120 Righters Mill Road Gladwyne, PA 19035	Director/Manager Part-Time	0	0	0
Kenneth L Wolfe 100 Crystal A Drive Hershey, PA 17033-0810	Director/Manager Part-Time	0	0	0
		<u>855,646</u>		<u>120,983</u>

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PART V. LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

<u>(A)</u> <u>Name and Address</u>	<u>(B)</u> <u>Title and Time in Position</u>	<u>(C)</u> <u>Compensation</u>	<u>(D)</u> <u>Contributions to Employee Benefit Plans & Deferred Comp</u>	<u>(E)</u> <u>Expense Account & Other Allow</u>
	<u>Tie in to Part II</u>			
	Col (C) Compensation	855,646		
	Col (E) Expense			
	Account & Other			
	Allowances	120,983		
	Part II, line 25		<u>976,629</u>	

MILTON HERSHEY SCHOOL AND SCHOOL TRUST
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PART V, column (D) Contributions to Employee Benefit Plans & Deferred Compensation:

The major increase in the amounts in column (D) as compared to prior years is the result of a change from a defined benefit pension plan to a defined contribution pension plan

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PART V. LINE 75

<u>(A)</u> <u>Name and Address</u>	<u>(B)</u> <u>Title and Time in Position</u>	<u>(C)</u> <u>Compensation</u>	<u>(D)</u> <u>Contributions to Employee Benefit Plans</u>	<u>(E)</u> <u>Expense Account & Other Allow.</u>
J Bruce McKinney 300 Park Blvd Hershey, PA 17033	Chairman & CEO, Hershey Entertainment & Resorts Company EIN 23-0691815 Full-time until 4/00(1) Director/Manager until 12/31/00	100,444	0	0
Vincent B Rudisill 100 Mansion Road East Hershey, PA 17033-0445	Chief Investment Officer & Treasurer, Hershey Trust Co Treasurer, Milton Hershey School EIN 23-0692150 Full-time (2)	346,611	102,084	7,392
Robert C Vowler 100 Mansion Road East Hershey, PA 17033-0445	President, CEO & Secretary Hershey Trust Co Full-time (2) Director/Manager	465,084	142,639	13,845
Kenneth L Wolfe 100 Crystal A Drive Hershey, PA 17033-0810	Chairman Hershey Foods Corp EIN 23-0691590 Full-time (3) Director/Manager	1,739,781	719,274	0
C McCollister Evarts, M D 11 Foxanna Drive Hershey, PA 17033	Director/Manager Part-time (4)	108,750	0	0

(1) Individual was an officer of a wholly-owned for-profit entity until April, 2000. All compensation agreements relative to the for-profit entity are established by an independent Board of the for-profit entity with the assistance of third party compensation consultants. The for-profit entity derives a diminimus amount of revenue from the tax-exempt entity and all transactions are conducted at an arms-length basis. None of the compensation is paid for by the tax-exempt entity.

The compensation amount includes an annual incentive payment for services rendered in connection with the for-profit entity. Compensation also includes director fees paid by Hershey Trust Company, a controlled for-profit entity.

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PART V, LINE 75, continued

(2) Individual is an officer of a controlled for-profit entity All compensation agreements are established by an independent Compensation Committee and by the Board of Directors of Hershey Trust Company with the advice of third party compensation consultants The Hershey Trust Company receives a fee of \$1,000 for its services from the tax-exempt entity None of the compensation, employee benefit contributions or other allowances are paid for by the tax-exempt entity

The compensation amount includes base salary and annual incentive payment all for services rendered in connection with the for-profit company The contributions to benefit plans consist of health, life and disability insurance as well as retirement and 401(k) savings plan expense associated with the individual's service as an officer of the for-profit entity Compensation for Mr. Vowler also includes director fees received from Hershey Entertainment & Resorts Company, a controlled for-profit entity

(3) Individual is the Chairman of the Board of Directors of Hershey Foods Corporation, a for-profit, publicly traded company, voting control of which is held by the tax-exempt organization Hershey Foods Corporation, the leading confectionery company in North America, had revenues of \$4.2 billion for 2000, at December 31, 2000, Hershey Foods Corporation had approximately 41,500 registered public stockholders and a market capitalization of approximately \$8.8 billion All compensation arrangements and amounts for Mr. Wolfe as Chairman of Hershey Foods Corporation are established and set by an independent Compensation Committee and Board of Directors of Hershey Foods Corporation Both Hershey Foods' Compensation Committee and Board of Directors are composed of a majority of individuals unrelated and not subject to the control of any disqualified person The Hershey Foods Corporation Compensation Committee obtained and relied upon appropriate third party data as to comparability, and adequately documented the basis for determining Mr. Wolfe's compensation The amount and composition of Mr. Wolfe's compensation is based on marketplace competitive considerations, financial and business objectives and results achieved, and is consistent with that reported in Hershey Foods' Proxy Statement on Form 14A filed with the U.S. Securities and Exchange Commission During the year Mr. Wolfe exercised Hershey Foods stock options having a value of \$4 million Compensation also includes director fees paid by Hershey Trust Company, a controlled for-profit company The tax-exempt organization does not participate and is not involved in establishing, setting, or reviewing any of the compensation arrangements or amounts for Mr. Wolfe as Chairman of the Board of Hershey Foods Corporation

(4) Compensation consists only of director fees paid or deferred by the controlled for-profit entity, Hershey Trust Company, and the publicly traded for-profit entity, Hershey Foods Corporation, for which the tax-exempt organization holds voting control None of the compensation was paid for by the tax-exempt entity

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PART VI, LINE 80b:

Although it is not clear what "related" in the question of Part VI - 80a necessarily is meant to encompass, the following relationships are noted

- (a) Milton Hershey School and School Trust (MHS&ST) owns (i) approximately twelve percent of the common stock and ninety-nine percent of the Class B common stock of Hershey Foods Corporation (23-0691590), a Delaware business corporation, and one hundred percent of the common stock of Hershey Entertainment & Resorts Company, Inc (23-0691815), a Pennsylvania business corporation. These corporations control numerous subsidiary corporations. Some members of the Board of Managers of MHS also serve on the Boards of Directors of one or the other of these corporations
- (b) All members of the Board of Managers of MHS are also directors of Hershey Trust Company (23-0692150), an institution with trust powers formed under the Banking Laws of Pennsylvania. Hershey Trust Company is wholly owned by MHS&ST and is Trustee for MHS&ST
- (c) Some of the Board of Managers of MHS also serve on and comprise all the members of the Board of Managers of the M S Hershey Foundation (23-6242734), a trust which is exempt under IRS Sec 501(c)(3)
- (d) Hershey Trust Company is Trustee of a testamentary trust (23-6242722) under the will of Milton S Hershey, deceased, for the benefit of the School District of Derry Township, Pennsylvania. Milton S Hershey was the creator of and primary contributor of MHS&ST
- (e) Hershey Trust Company, Trustee for MHS&ST, operates a commercial trust business generally available to the public and in the course of its business has been named and acts as fiduciary of many trusts and estates, some of which are exempt under IRC Sec 501(c)(3). If the only connection between any such trust or estate and MHS&ST is the fact that they have the same fiduciary, namely Hershey Trust Company, no such trust or estate is listed in this response to PART VI - 80b

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SCHEDULE A, PART 1, column (d), Contributions to employee benefit plans & deferred compensation:

The major increase in the amounts in column (d) as compared to prior years is the result of a change from a defined benefit pension plan to a defined contribution pension plan

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SCHEDULE A, PART III, LINE 2:

The following response is based on the premise that the "affiliated" organizations and corporations about which information is asked in Part III - 2 are meant to be the same "related" organizations about which information is asked in Form 990 Part VI - 80b

- 2(a) MHS&ST leased real estate to subsidiaries of Hershey Entertainment & Resorts Company, Inc. The rental income as to each of the leases is reported as part of this Form 990 return
- 2(c) MHS&ST purchased various commodities and services needed for its operations from Hershey Entertainment & Resorts Company, Inc and Hershey Foods Corporation, or from subsidiaries thereof
- 2(d) One member of the Board of Managers of MHS is compensated by MHS&ST for services performed in capacities other than as a member of the Board of Managers. All such compensation is reported elsewhere as part of this Form 990 return. A fee for service as fiduciary is paid by MHS&ST to Hershey Trust Company

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SCHEDULE A, PART III, LINE 3:

Pursuant to the Deed of Trust under which Milton Hershey School and School Trust (MHS&ST) was created, a financial aid plan is provided for qualified students of Milton Hershey School to assure them of the opportunity to continue with post-secondary education

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SCHEDULE A, PART III, LINE 4b:

The recipients of "benefits" disbursed from Milton Hershey School and School Trust (MHS&ST) are the students of Milton Hershey School. The Deed of Trust under which MHS&ST functions requires that a student must be a poor, healthy child who has attained his or her fourth birthday but shall not yet have attained his or her sixteenth birthday at the time of his or her admission, and who in the opinion of the Board of Managers is not receiving adequate care from one of his or her natural parents, is of good character and behavior, has potential for scholastic achievement, and is likely to benefit from the program offered by MHS&ST, in addition to meeting the other qualifications set forth in the Deed of Trust. To assure that these conditions are met, MHS&ST makes an elaborate and detailed study of all applicants for enrollment.

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SCHEDULE A , PART V, LINE 31:

MHS&ST enrolls students before the start of each academic semester. In addition, enrollments are made throughout the year for emergency situations. There is no specific period of solicitation or registration. MHS&ST customarily draws a substantial percentage of its students from a large geographic section of the United States, follows a racially non-discriminatory policy as to students, and includes a statement of its racially non-discriminatory policy as to students in brochures, direct mailing, newspaper supplements, and catalogs dealing with student admissions, programs, and scholarships, thereby complying with the publicity requirement under Rev Proc 75-50, Sec 4 03, 2(b)

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SCHEDULE A, PART V, LINE 34a:

Milton Hershey School participates in a book loan program through the PA State Department of Education which makes books available directly to students through Access-PA Milton Hershey School does not itself receive any financial aid

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SCHEUDLE A, PART VI-B, LINE g:

Line g Registered lobbyists represented the exempt organization in exploring government participation in redevelopment projects and for state funded improvements to Trust land

Form **8868**

(December 2000)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Note Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time—Only submit original (no copies needed)****Note Form 990-T corporations requesting an automatic 6-month extension—check this box and complete Part I only** **All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041**

Type or print	Name of Exempt Organization Milton Hershey School & School Trust	Employer identification number 23 1353340
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions P.O. Box 445	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Hershey, PA 17033	

Check type of return to be filed (file a separate application for each return)

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) . If this is for the **whole group**, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until March 15 2002, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ► calendar year 2001 or
 ► tax year beginning August 1 2000, and ending July 31 2001

2 If this tax year is for less than 12 months check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax less any nonrefundable credits. See instructions \$

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$

c Balance Due Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$

Signature and Verification

Under penalties of perjury I declare that I have examined this form including accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct and complete and that I am authorized to prepare this form

Signature ► Angela M. Bush

Title ►

Vice President, Finance
Hershey Trust Co., Trustee

Date ►

12/11/01

For Paperwork Reduction Act Notice, see Instruction

Cat. No. 27916D

Form **8868** (12-2000)

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box ►
- Note Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.**
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time—Must File Original and One Copy.

Type or print	Name of Exempt Organization	Employer identification number
File by the extended due date for filing the return. See instructions	Number, street, and room or suite no. If a P O box see instructions	For IRS use only
	City, town or post office, state and ZIP code. For a foreign address see instructions	

Check type of return to be filed (File a separate application for each return)

Form 990 Form 990-EZ Form 990-T (sec. 401(a) or 408(a) trust) Form 1041-A Form 5227 Form 8870
 Form 990-BL Form 990-PF Form 990-T (trust other than above) Form 4720 Form 6069

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the **whole group**, check this box ► If it is for **part of the group**, check this box ► and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 20
- 5 For calendar year or other tax year beginning 20 and ending 20
- 6 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period
- 7 State in detail why you need the extension
.
.
.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069 enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ _____

c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ _____

Signature and Verification

Under penalties of perjury I declare that I have examined this form including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete and that I am authorized to prepare this form

Signature ►

Title ►

Date ►

Notice to Applicant—To Be Completed by the IRS

We have approved this application. Please attach this form to the organization's return

We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return

We have not approved this application. After considering the reasons stated in item 7 we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period

We cannot consider this application because it was filed after the due date of the return for which an extension was requested

Other

Director _____ By _____ Date _____
Alternate Mailing Address — Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	Name
	Number and street (include suite, room, or apt. no.) Or a P O box number
	City or town, province or state, and country (including postal or ZIP code)