

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return

☐ Amended return

☐ Application pending

Please use IRS label or print or type. See Specific Instructions.	C Name of organization THE MS HERSHEY FOUNDATION	
	Number and street (or P O box if mail is not delivered to street address) 1 WEST CHOCOLATE AVENUE	Room/suite
	City or town, state or country, and ZIP + 4 Hershey, PA 17033	

D Employer identification number

23-6242734

E Telephone number

(717) 298-2200

F Accounting method ☐ Cash ☒ Accrual

☐ Other (specify)

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Web site: www.mshersheyfoundation.org

Organization type (check only one) ☒ 501(c) (3) ☐ (insert no) ☐ 4947(a)(1) or ☐ 527

K Check here ☐ if the organization is not a 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than 25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 15,561,556

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) If "Yes" enter number of affiliates

H(c) Are all affiliates included? ☐ Yes ☐ No
(If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

I Group Exemption Number

M Check ☒ if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF)

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)	
1	Revenue
2	Expenses
3	Changes in net assets or fund balances
4	Total

Revenue	1	Contributions, gifts, grants, and similar amounts received						
	a	Contributions to donor advised funds	1a					
	b	Direct public support (not included on line 1a)	1b		271,543			
	c	Indirect public support (not included on line 1a)	1c					
	d	Government contributions (grants) (not included on line 1a)	1d					
	e	Total (add lines 1a through 1d) (cash \$ <u>261,543</u> noncash \$ <u>10,000</u>)				1e	271,543	
	2	Program service revenue including government fees and contracts (from Part VII, line 93) .				2	5,637,596	
	3	Membership dues and assessments				3	214,044	
	4	Interest on savings and temporary cash investments				4	144,287	
	5	Dividends and interest from securities				5	669,102	
	6a	Gross rents	6a					
	b	Less rental expenses	6b					
	c	Net rental income or (loss) subtract line 6b from line 6a				6c		
	7	Other investment income (describe ►)				7		
	8a	Gross amount from sales of assets	(A) Securities		(B) Other			
		other than inventory	8a	8,620,984	4,000			
	b	Less cost or other basis and sales expenses	8b	7,960,862	5,068			
	c	Gain or (loss) (attach schedule)	8c	660,122	-1,068			
	d	Net gain or (loss) Combine line 8c, columns (A) and (B)				8d	659,054	
	9	Special events and activities (attach schedule) If any amount is from gaming , check here <input checked="" type="checkbox"/>						
a	Gross revenue (not including \$ _____ of contributions reported on line 1b)	9a						
b	Less direct expenses other than fundraising expenses	9b						
c	Net income or (loss) from special events Subtract line 9b from line 9a				9c			
10a	Gross sales of inventory, less returns and allowances	10a						
b	Less cost of goods sold	10b						
c	Gross profit or (loss) from sales of inventory (attach schedule) Subtract line 10b from line 10a				10c			
11	Other revenue (from Part VII, line 103)				11			
12	Total revenue Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11				12	7,595,626		
Expenses	13	Program services (from line 44, column (B))				13	8,112,595	
	14	Management and general (from line 44, column (C))				14	539,175	
	15	Fundraising (from line 44, column (D))				15	168,188	
	16	Payments to affiliates (attach schedule)				16		
	17	Total expenses Add lines 16 and 44, column (A)				17	8,819,958	
Net Assets	18	Excess or (deficit) for the year Subtract line 17 from line 12				18	-1,224,332	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))				19	40,323,553	
	20	Other changes in net assets or fund balances (attach explanation) 				20	-2,253,211	
	21	Net assets or fund balances at end of year Combine lines 18, 19, and 20				21	36,846,010	

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 the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.			(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a	Grants paid from donor advised funds (attach Schedule) (cash \$ ⁰ _____ noncash \$ ⁰ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22a				
22b	Other grants and allocations (attach schedule) (cash \$ ⁰ _____ noncash \$ ⁰ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22b				
23	Specific assistance to individuals (attach schedule)	23				
24	Benefits paid to or for members (attach schedule)	24				
25a	Compensation of current officers, directors, key employees etc. Listed in Part V-A (attach schedule)	25a	126,118		126,118	
b	Compensation of former officers, directors, key employees etc. listed in Part V-B (attach schedule)	25b				
c	Compensation and other distributions not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	25c				
26	Salaries and wages of employees not included on lines 25a, b and c	26	1,855,895	1,746,732	109,163	
27	Pension plan contributions not included on lines 25a, b and c	27	481,918	426,995	54,923	
28	Employee benefits not included on lines 25a - 27	28	243,292	216,732	26,560	
29	Payroll taxes	29	234,709	214,837	19,872	
30	Professional fundraising fees	30				
31	Accounting fees	31	79,914		79,914	
32	Legal fees	32				
33	Supplies	33	140,193	134,697	5,496	
34	Telephone	34	34,876	23,268	11,608	
35	Postage and shipping	35	17,590	10,393	7,197	
36	Occupancy	36	730,401	708,467	21,934	
37	Equipment rental and maintenance	37	27,988	19,939	8,049	
38	Printing and publications	38	15,205	14,370	835	
39	Travel	39	27,546	27,204	342	
40	Conferences, conventions, and meetings	40	10,069	6,646	3,423	
41	Interest	41				
42	Depreciation, depletion, etc. (attach schedule)	42	581,567	565,850	15,717	
43	Other expenses not covered above (itemize)					
a	ADVERTISING	43a	526,656	517,841	8,815	
b	COST OF ATTRACTIONS	43b	2,891,294	2,891,294		
c	FUNDRAISING	43c	168,188			168,188
d	OTHER EXPENSES	43d	459,755	438,765	20,990	
e	CONTRACTED SERVICES	43e	166,784	148,565	18,219	
f		43f				
g		43g				
44	Total functional expenses. Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	8,819,958	8,112,595	539,175	168,188

Joint Costs. Check ☐ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in **(B)** Program services? ☐ **Yes** ☐ **No**

If "Yes," enter **(i)** the aggregate amount of these joint costs \$_____, **(ii)** the amount allocated to Program services \$_____, **(iii)** the amount allocated to Management and general \$_____, and **(iv)** the amount allocated to Fundraising \$_____.

Part III Statement of Program Service Accomplishments *(See the instructions.)*

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.

What is the organization's primary exempt purpose? <input checked="" type="checkbox"/> CULTURAL AND EDUCATIONAL		Program Service Expenses (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)		
a Hershey Theatre presents theatrical, musical and dance productions, as well as special interest classes and workshops as a means of cultural enrichment for the community. Annual attendance: 76,300.		
(Grants and allocations \$)	If this amount includes foreign grants, check here <input type="checkbox"/>	5,002,792
b Hershey Museum exhibits historical collections as a means of learning about the lives of America's earliest inhabitants, as well as the life of Milton S. Hershey and his community. Hershey Museum also presents a series of free programs in the community park. Annual attendance: 88,000.		
(Grants and allocations \$)	If this amount includes foreign grants, check here <input type="checkbox"/>	1,369,601
c Hershey Gardens offers a floral landscape and botanical gardens as a means of education and cultural benefit to the community. Annual attendance: 95,672.		
(Grants and allocations \$)	If this amount includes foreign grants, check here <input type="checkbox"/>	1,400,166
d Hershey Community archives, collects, and maintains historical documentation such as photographs, oral history, and other two-dimensional artifacts chronicling the history of the community.		
(Grants and allocations \$)	If this amount includes foreign grants, check here <input type="checkbox"/>	340,036
e Other program services (attach schedule)		
(Grants and allocations \$)	If this amount includes foreign grants, check here <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)		8,112,595

Part IV Balance Sheets (See the instructions.)

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
Assets	45	Cash—non-interest-bearing		45	
	46	Savings and temporary cash investments	3,970,225	46	3,638,440
	47a	Accounts receivable	47a2,309,968		
	b	Less allowance for doubtful accounts	47b	1,740,969	47c2,309,968
	48a	Pledges receivable	48a		
	b	Less allowance for doubtful accounts	48b		48c
	49	Grants receivable		49	
	50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	b	Receivables from other disqualified persons (as defined under section 4958(c)(3)(B) (attach schedule)		50b	
	51a	Other notes and loans receivable (attach schedule)	51a		
	b	Less allowance for doubtful accounts	51b		51c
	52	Inventories for sale or use	0	52	0
	53	Prepaid expenses and deferred charges	211,383	53	71,625
	54a	Investments—publicly-traded securities <input checked="" type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	30,295,737	54a	26,322,218
	b	Investments—other securities (attach schedule) <input checked="" type="checkbox"/> Cost <input type="checkbox"/> FMV	1,894,683	54b	2,010,176
	55a	Investments—land, buildings, and equipment basis	55a25,867,894		
	b	Less accumulated depreciation (attach schedule)	55b6,618,629	8,121,514	55c19,249,265
56	Investments—other (attach schedule)		56		
57a	Land, buildings, and equipment basis	57a			
b	Less accumulated depreciation (attach schedule)	57b		57c	
58	Other assets, including program-related investments (describe <input checked="" type="checkbox"/>)	1,862,884	58	0	
59	Total assets (must equal line 74) Add lines 45 through 58	48,097,395	59	53,601,692	
Liabilities	60	Accounts payable and accrued expenses	1,452,400	60	2,414,383
	61	Grants payable		61	
	62	Deferred revenue	1,703,927	62	1,771,644
	63	Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a	Tax-exempt bond liabilities (attach schedule)		64a	
	b	Mortgages and other notes payable (attach schedule)		64b	
	65	Other liabilities (describe <input checked="" type="checkbox"/>)	4,617,515	65	12,569,655
	66	Total liabilities Add lines 60 through 65	7,773,842	66	16,755,682
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	11,796,945	67	7,918,575
	68	Temporarily restricted	28,526,608	68	28,927,435
	69	Permanently restricted		69	
	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		70	
	71	Paid-in or capital surplus, or land, building, and equipment fund		71	
	72	Retained earnings, endowment, accumulated income, or other funds		72	
	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)	40,323,553	73	36,846,010
74	Total liabilities and net assets / fund balances Add lines 66 and 73	48,097,395	74	53,601,692	

a	Total revenue, gains, and other support per audited financial statements		a	7,015,802
b	Amounts included on line a but not on Part I, line 12			
1	Net unrealized gains on investments	b1	-579,824	
2	Donated services and use of facilities	b2		
3	Recoveries of prior year grants	b3		
4	Other (specify) _____	b4		
	Add lines b1 through b4		b	-579,824
c	Subtract line b from line a		c	7,595,626
d	Amounts included on Part I, line 12, but not on line a			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify) _____	d2		
	Add lines d1 and d2		d	-579,824
e	Total revenue (Part I, line 12) Add lines c and d		e	7,595,626

a	Total expenses and losses per audited financial statements		a	8,819,958	
b	Amounts included on line a but not on Part I, line 17				
1	Donated services and use of facilities	b1			
2	Prior year adjustments reported on Part I, line 20	b2			
3	Losses reported on Part I, line 20	b3			
4	Other (specify) _____	b4			
	Add lines b1 through b4		b		
c	Subtract line b from line a		c	8,819,958	
d	Amounts included on Part I, line 17, but not on line a :				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify) _____	d2			
	Add lines d1 and d2		d		
e	Total expenses (Part I, line 17) Add lines c and d		e	8,819,958	

[illegible]

Part V-A		Current Officers, Directors, Trustees, and Key Employees <i>(continued)</i>		Yes	No
75a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings	5			
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b			No
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization" If "Yes," attach a statement that includes the information described in the instructions	75c	Yes		
d	Does the organization have a written conflict of interest policy?	75d	Yes		

Part V-B

Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation (If not paid enter -0-)	(D) Contributions to employee benefit plans and deferred compensation plans	(E) Expense account and other allowances

Part VI		Other Information <i>(See the instructions.)</i>		Yes	No
76	Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	76			No
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			No
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a			No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b			
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79			No
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?	80a	Yes		
b	If "Yes," enter the name of the organization See Additional Data Table _____ and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt				
81a	Enter direct or indirect political expenditures (See line 81 instructions) 81a _____				
b	Did the organization file Form 1120-POL for this year?	81b			No

Part VI

Other Information (continued)

Yes

No

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?

82a

Yes

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 in Part III.)

82b

83a

Did the organization comply with the public inspection requirements for returns and exemption applications?

83a

Yes

b

Did the organization comply with the disclosure requirements relating to quid pro quo contributions?

83b

Yes

84a

Did the organization solicit any contributions or gifts that were not tax deductible?

84a

No

b

If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?

84b

85

501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?

85a

b

Did the organization make only in-house lobbying expenditures of \$2,000 or less?

85b

If "Yes," was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed the prior year.

c

Dues assessments, and similar amounts from members

85c

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 on line 85f?

85g

h

If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?

85h

86

501(c)(7) orgs. Enter a Initiation fees and capital contributions included on line 12

86a

0

b

Gross receipts, included on line 12, for public use of club facilities

86b

0

87

501(c)(12) orgs. Enter a Gross income from members or shareholders

87a

0

b

Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)

87b

0

88a

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.

88a

No

b

At any time during the year, did the organization directly or indirectly own a controlled entity within the meaning of section 512(b)(13)? If yes, complete Part XI.

88b

No

89a

501(c)(3) organizations. Enter Amount of tax imposed on the organization during the year under section 4911, 0, section 4912, 0, section 4955, 0.

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

No

c

Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958.

d

Enter Amount of tax on line 89c, above, reimbursed by the organization.

e

All organizations. At any time during the tax year was the organization a party to a prohibited tax shelter transaction?

89e

No

f

All organizations. Did the organization acquire direct or indirect interest in any applicable insurance contract?

89f

No

g

For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?

89g

90a

List the states with which a copy of this return is filed. PA

b

Number of employees employed in the pay period that includes March 12, 2007 (See instructions.)

90b

50

91a

The books are in care of THE MS HERSHEY FOUNDATION Telephone no (717) 298-2200

1 WEST CHOCOLATE AVENUE SUITE 200

Located at HERSHEY, PA ZIP + 4 17033

b

At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?

91b

No

If "Yes," enter the name of the foreign country.

See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

Part VI Other Information <i>(continued)</i>		Yes	No
c At any time during the calendar year, did the organization maintain an office outside of the United States?		91c	No
If "Yes," enter the name of the foreign country ▶ _____			
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 —Check here ▶		<input type="checkbox"/>	
and enter the amount of tax-exempt interest received or accrued during the tax year ▶		92	

Part VII Analysis of Income-Producing Activities *(See the instructions.)*

Note: 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	
93 Program service revenue					
a ADMISSIONS					4,757,245
b EDUCATION SERVICES					102,059
c RENTAL INCOME					230,918
d OTHER INCOME					547,374
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					214,044
95 Interest on savings and temporary cash investments			14	144,287	
96 Dividends and interest from securities			14	669,102	
97 Net rental income or (loss) from real estate					
a debt-financed property					
b non debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	659,054	
101 Net income or (loss) from special events . .					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E)) . . .				1,472,443	5,851,640
105 Total (add line 104, columns (B), (D), and (E)) ▶					7,324,083

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes *(See the instructions.)*

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 Additional Data Table

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities *(See the instructions.)*

(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
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts *(See the instructions.)*

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
NOTE: If "Yes" to (b) , file Form 8870 and Form 4720 (see instructions).	

Part XI

Information Regarding Transfers To and From Controlled Entities

Complete only if the organization is a controlling organization as defined in section 512(b)(13)

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity				Yes	No
					No
	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer	
a					
b					
c					
Totals					

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity				Yes	No
					No
	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer	
a					
b					
c					
Totals					

108 Did the organization have a binding written contract in effect on August 17, 2006 covering the interests, rents, royalties and annuities described in question 107 above?				Yes	No
					No

Please Sign Here

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

Signature of officer

2009-06-12


Date

Marta Howell Executive Director

Type or print name and title

Paid Preparer's Use Only	Preparer's signature <div>WTAS LLC</div>	Date	Check if self-employed <input checked="" type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. W)
	Firm's name (or yours if self-employed), address, and ZIP + 4 <div>WTAS LLC</div> <div>335 Commerce Drive - Suite 201</div> <div>Fort Washington, PA 19034</div>			EIN <div></div>
				Phone no <div>(215) 654-1600</div>

SCHEDULE A
(Form 990 or 990EZ)



Department of the Treasury
Internal Revenue Service

Name of the organization
THE MS HERSHEY FOUNDATION

Organization Exempt Under Section 501(c)(3)
(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or 4947(a)(1) Nonexempt Charitable Trust
Supplementary Information—(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2007

Employer identification number

23-6242734

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
PAM WHITENACK 1 WEST CHOCOLATE AVE HERSHEY, PA 17033	DIRECTOR ARCHIVES 40 0	63,590	19,924	0
DIANE PAUL 1 WEST CHOCOLATE AVE HERSHEY, PA 17033	DIR OF COMMUNITY REL 40 0	75,950	29,772	0
CRAIG GEORGE 1 WEST CHOCOLATE AVE HERSHEY, PA 17033	EXEC DIR HSY GARDENS 40 0	75,950	13,251	0
BARB WHITCRAFT 1 WEST CHOCOLATE AVE HERSHEY, PA 17033	DIR HORTICULTURE 40 0	56,014	21,108	0
JILL MANLEY 1 WEST CHOCOLATE AVE HERSHEY, PA 17033	DIR DEVELOPMENT 40 0	57,628	19,371	0
Total number of other employees paid over \$50,000 ▶	5			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individual 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
LSC DESIGN 1110 EAST PRINCESS STREET YORK, PA 17403	ARCHITECT	391,551
GALLAGHER and ASSOC 7735 OLD GEORGETOWN ROAD BETHESDA, MD 20814		
NEIMAN GROUP 614 NORTH FRONT STREET HARRISBURG, PA 17101	MARKETING CONSULTING	198,012
PEPPER HAMILTON 100 MARKET STREET SUITE 200 HARRISBURG, PA 171081181	LEGAL	70,035
Total number of others receiving over \$50,000 for professional services ▶		

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individual or firms. If there are none, enter "None". See page 2 for instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
ON TRACK THEMES PO BOX 1127 FILLMORE, CA 93016	TECHNICAL CONSULTING	118,131
TRIPLE STRENGTH 232-2 WEST MAIN STREET PALMYRA, PA 17078		
BENTZ PAPSON ASSOCIATES INC 21 N CLEARVIEW DRIVE PALMYRA, PA 17078	CONSULTING	78,063
THE NCS GROUP LTD 2109 MARKET STREET CAMP HILL, PA 17011	FUNDRAISING	93,501
Total number of other contractors receiving over \$50,000 for other services ▶		

Part III **Statements About Activities** (See page 2 of the instructions.)

Yes **No**

1	During the year, has the organization attempted to influence national, state, or local legislation, include any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ►\$ _____(Must equal amounts on line 38, Part VI-A, or line 1 of Part VI-B)	1		No
	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 substantial contributors, 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? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.) 📎			
a	Sale, exchange, or leasing property?	2a	Yes	
b	Lending of money or other extension of credit?	2b		No
c	Furnishing of goods, services, or facilities?	2c	Yes	
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	2d	Yes	
e	Transfer of any part of its income or assets?	2e		No
3a	Did the organization make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments)	3a		No
b	Did the organization have a section 403(b) annuity plan for its employees?	3b	Yes	
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment , historic land areas or structures? If "Yes" attach a detailed statement	3c		No
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d		No
4a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g If "No," complete lines 4f and 4g	4a		No
b	Did the organization make any taxable distributions under section 4966?	4b		No
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c		No
d	Enter the total number of donor advised funds owned at the end of the tax year ► _____			
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ► _____			
f	Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ► 0 _____			
g	Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ► 0 _____			

Part IV

Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that the organization is not a private foundation because it is (Please check only **ONE** applicable box)

5

☐

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)

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 otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization

☐ Type I

☐ Type II

☐ Type III - Functionally Integrated

☐ Type III - Other

Provide the following information about the supported organizations. (see page 7 of the instructions.)					
(a) Name(s) of supported organization(s)	(b) Employer identification number	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support?
			Yes	No	
Total					

14

☐

An organization organized and operated to test for public safety Section 509(a)(4) (See page 7 of the instructions)

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) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	271,543	419,810	444,315	675,743	1,811,411
16 Membership fees received	214,044	152,560	139,074	148,984	654,662
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc , purpose	5,090,222	4,403,049	4,614,431	4,062,866	18,170,568
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	813,389	773,281	836,435	824,686	3,247,791
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
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					0
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets					0
23 Total of lines 15 through 22	6,389,198	5,748,700	6,034,255	5,712,279	23,884,432
24 Line 23 minus line 17	1,298,976	1,345,651	1,419,824	1,649,413	5,713,864
25 Enter 1% of line 23	63,892	57,487	60,343	57,123	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24				26a	
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a Do not file this list with your return. Enter the total 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 26 b				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," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person " Do not file this list with your return. Enter the sum of such amounts for each year (2006) 0(2005) 136,636(2004) 133,664(2003) 329,627					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records 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 11b, as well as individuals) Do not file this list with your return. 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 (2006) 0(2005) 0(2004) 0(2003) 0					
c Add Amounts from column (e) for lines 15 16 17 18,170,568 20 0 21 0				27c	20,636,641
d Add Line 27a total 599,927 and line 27 b total 0				27d	599,927
e Public support (line 27c total minus line 27d total)				27e	20,036,714
f Total support for section 509(a)(2) test Enter amount from line 23, column (e)	27f	23,884,432			
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))				27g	83 89 %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))				27h	13 6 %
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant Do not file this list with your return. Do not include these grants in line 15					


Part V Private School Questionnaire (See page 7 of the instructions.)


(To be completed ONLY by schools that checked the box on line 6 in Part IV)

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?		Yes	No
		29		
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		
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)			
		31		
32	Does the organization maintain the following			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)			
33	Does the organization discriminate by race in any way with respect to			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)			
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended?	34b		
	If you answered "Yes" to either 34a or b, please explain using an attached statement			
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A

Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)
(To be completed ONLY by an eligible organization that filed Form 5768)


Check  **a** ☐ if the organization belongs to an affiliated group

Check  **b** ☐ if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for all electing organizations
(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— <div><div>If the amount on line 40 is—</div><div>The lobbying nontaxable amount is—</div><div>Not over \$500,00020% of the amount on line 40</div><div>Over \$500,000 but not over \$1,000,000\$100,000 plus 15% of the excess over \$500,000</div><div>Over \$1,000,000 but not over \$1,500,000\$175,000 plus 10% of the excess over \$1,000,000</div><div>Over \$1,500,000 but not over \$17,000,000\$225,000 plus 5% of the excess over \$1,500,000</div><div>Over \$17,000,000\$1,000,000</div></div>	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	0
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	0
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 11 of the instructions)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) 	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(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 11 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	Yes	No	Amount
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 .)			
If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities			

Exempt Organizations (See page 12 of the instructions.)

501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes	No
-----	----

- | | | |
|---------------|--|----|
| 51a(i) | | No |
| a(ii) | | No |

--	--	--	--

- | | | |
|---------------|--|----|
| b(i) | | No |
| b(ii) | | No |
| b(iii) | | No |
| b(iv) | | No |
| b(v) | | No |
| b(vi) | | No |

C		No
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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.

[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

▶ ☐ **Yes** ☒ **No**











b If "Yes," complete the following schedule

[illegible]



Additional Data

Software ID:
Software Version:
EIN: 23-6242734
Name: THE MS HERSHEY FOUNDATION

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(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 plans	(E) Expense account and other allowances
Anthony J Colistra Ed D  1 WEST CHOCOLATE AVENUE HERSHEY,PA 17033	MANAGER 0 25	0	0	0
Velma A Redmond Esq  1 WEST CHOCOLATE AVENUE HERSHEY,PA 17033	MANAGER 2 0	0	0	0
Leroy S Zimmerman Esq  1 WEST CHOCOLATE AVENUE HERSHEY,PA 17033	MANAGER 0 25	0	0	0
Raymond L Gover  1 WEST CHOCOLATE AVENUE HERSHEY,PA 17033	MANAGER 0 5	0	0	0
Hershey Trust Company  100 Mansion Road EAST HERSHEY,PA 17033	Trustee 4 0	1,000	0	0
Kenneth Gall  1 WEST CHOCOLATE AVENUE HERSHEY,PA 17033	Asst Secretary/ ASST TREASURER 0 7	0	0	0
Vincent B Rudisill  1 WEST CHOCOLATE AVENUE HERSHEY,PA 17033	Treasurer 0 7	0	0	0
Robert C Vowler  1 WEST CHOCOLATE AVENUE HERSHEY,PA 17033	PRESIDENT/SECRETARY 0 25	0	0	0
Marta Howell  1 West Chocolate AveNUE Hershey,PA 17033	Executive Director 40 0	125,118	34,529	0
James Mead  1 WEST CHOCOLATE AVENUE HERSHEY,PA 17033	MANAGER 0 25	0	0	0

Form 990, Part V-A - Current Officers, Directors, Trustees, and Key Employees:

(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 plans	(E) Expense account and other allowances
JAMES M SHEEHAN ESQ  1 WEST CHOCOLATE AVENUE HERSHEY, PA 17033	SECRETARY 3 4	0	0	0
ROBERT REESE ESQ  1 WEST CHOCOLATE AVENUE HERSHEY, PA 17033	MANAGER 1 6	0	0	0

Form 990, Part VI, Line 80b - If "Yes", enter the name of the organization and whether it is exempt or nonexempt:

Name of the Organization	Exempt	Nonexempt
MILTON HERSHEY SCHOOL & SCHOOL TRUST	X	
HERSHEY TRUST COMPANY		X

Form 990, Part VIII - Relationship of Activities to the Accomplishment of Exempt Purposes:

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).
93A	ADMISSIONS FEES COLLECTED FROM GENERAL PUBLIC AT GARDENS,
93B	INCOME FROM SALE OF RESOURCE MATERIAL AND MEMORABILIA
93C	INSTRUCTIONAL FEES FROM SPECIAL INTEREST CLASSES HELD BY
93D	RENTAL USE OF FACILITIES FOR CONFERENCES, AND OTHER PROGRAMS
93E	INCOME FROM CONCESSIONS, SALES, WEDDINGS, AND OTHER
94	MEMBERSHIP DUES ARE DIRECTLY RELATED TO THE FOUNDATION'S

TY 2007 Compensation Explanation

Name: THE MS HERSHEY FOUNDATION

EIN: 23-6242734

Person Name	Explanation
Anthony J Colistra Ed D	COMPENSATION REPORTED ON STATEMENT 21 CONSISTS ONLY OF DIRECTOR FEES PAID BY A RELATED, FOR-PROFIT ENTITY, HERSHEY TRUST COMPANY NONE OF THE COMPENSATION WAS PAID BY THE MS HERSHEY FOUNDATION THE HOURS WORKED PER WEEK REFLECTED TIME DEVOTED TO THE MS HERSHEY FOUNDATION ONLY RETIRED AS CHAIRMAN OF THE BOARD EFFECTIVE DECEMBER 12, 2007
Velma A Redmond Esq	COMPENSATION REPORTED ON STATEMENT 21 CONSISTS ONLY OF DIRECTOR FEES PAID BY A RELATED, FOR-PROFIT ENTITY, HERSHEY TRUST COMPANY NONE OF THE COMPENSATION WAS PAID BY THE MS HERSHEY FOUNDATION THE HOURS WORKED PER WEEK REFLECTED TIME DEVOTED TO THE MS HERSHEY FOUNDATION ONLY
Leroy S Zimmerman Esq	COMPENSATION REPORTED ON STATEMENT 21 CONSISTS ONLY OF DIRECTOR FEES PAID BY A RELATED, FOR-PROFIT ENTITY, HERSHEY TRUST COMPANY NONE OF THE COMPENSATION WAS PAID BY THE MS HERSHEY FOUNDATION THE HOURS WORKED PER WEEK REFLECTED TIME DEVOTED TO THE MS HERSHEY FOUNDATION ONLY
Raymond L Gover	COMPENSATION REPORTED ON STATEMENT 21 CONSISTS ONLY OF DIRECTOR FEES PAID BY A RELATED, FOR-PROFIT ENTITY, HERSHEY TRUST COMPANY NONE OF THE COMPENSATION WAS PAID BY THE MS HERSHEY FOUNDATION THE HOURS WORKED PER WEEK REFLECTED TIME DEVOTED TO THE MS HERSHEY FOUNDATION ONLY ELECTED CHAIRMAN OF THE BOARD EFFECTIVE MAY 8, 2008
Hershey Trust Company	COMPENSATION PAID FOR FIDUCIARY SERVICES
Kenneth Gall	MR GALL IS AN OFFICER OF A RELATED, FOR-PROFIT ENTITY, HERSHEY TRUST COMPANY (EIN 23-0692150) COMPENSATION REPORTED ON STATEMENT 22 IS ESTABLISHED UPON THE ADVICE OF THIRD PARTY COMPENSATION CONSULTANTS THE AMOUNT AND COMPOSITION OF THE MR GALL'S COMPENSATION IS BASED ON MARKETPLACE COMPETITIVE CONSIDERATIONS, FINANCIAL AND BUSINESS OBJECTIVES, AND RESULTS ACHIEVED THE HERSHEY TRUST COMPANY RECEIVES A FEE OF \$1,000 FOR ITS SERVICES FROM THE MS HERSHEY FOUNDATION NONE OF THE COMPENSATION, EMPLOYEE BENEFIT CONTRIBUTIONS OR OTHER ALLOWANCES ARE PAID BY THE MS HERSHEY FOUNDATION THE HOURS WORKED PER WEEK REFLECTED TIME DEVOTED TO THE MS HERSHEY FOUNDATION ONLY

Person Name	Explanation
Vincent B Rudisill	MR RUDISILL IS AN OFFICER OF A RELATED ENTITY , HERSHEY TRUST COMPANY (EIN 23-0692150) COMPENSATION REPORTED ON STATEMENT 22 IS ESTABLISHED UPON THE ADVICE OF THIRD PARTY COMPENSATION CONSULTANTS THE AMOUNT AND COMPOSITION OF MR RUDISILL'S COMPENSATION IS BASED ON MARKETPLACE COMPETITIVE CONSIDERATIONS, FINANCIAL AND BUSINESS OBJECTIVES, AND RESULTS ACHIEVED THE HERSHEY TRUST COMPANY RECEIVES A FEE OF \$1,000 FOR ITS SERVICES FROM THE MS HERSHEY FOUNDATION NONE OF THE COMPENSATION, EMPLOYEE BENEFIT CONTRIBUTIONS OR OTHER ALLOWANCES ARE PAID BY THE MS HERSHEY FOUNDATION THE HOURS WORKED PER WEEK REFLECTED TIME DEVOTED TO THE MS HERSHEY FOUNDATION ONLY
Robert C Vowler	COMPENSATION REPORTED ON STATEMENT 22 IS ESTABLISHED UPON THE ADVICE OF THIRD PARTY COMPENSATION CONSULTANTS THE AMOUNT AND COMPOSITION OF THE MR VOWLER'S COMPENSATION IS BASED ON MARKETPLACE COMPETITIVE CONSIDERATIONS, FINANCIAL AND BUSINESS OBJECTIVES, AND RESULTS ACHIEVED THE HERSHEY TRUST COMPANY RECEIVES A FEE OF \$1,000 FOR ITS SERVICES FROM THE MS HERSHEY FOUNDATION NONE OF THE COMPENSATION, EMPLOYEE BENEFIT CONTRIBUTIONS OR OTHER ALLOWANCES ARE PAID BY THE MS HERSHEY FOUNDATION THE HOURS WORKED PER WEEK REFLECTED TIME DEVOTED TO THE MS HERSHEY FOUNDATION ONLY RESIGNED FROM THE BOARD OF DIRECTORS AND AS PRESIDENT/ SECRETARY EFFECTIVE APRIL 4, 2008
James Mead	COMPENSATION REPORTED ON STATEMENT 22 CONSISTS ONLY OF DIRECTOR FEES PAID BY A RELATED, FOR-PROFIT ENTITY , HERSHEY TRUST COMPANY NONE OF THE COMPENSATION WAS PAID BY THE MS HERSHEY FOUNDATION THE HOURS WORKED PER WEEK REFLECTED TIME DEVOTED TO THE MS HERSHEY FOUNDATION ONLY APPOINTED TO THE BOARD EFFECTIVE DECEMBER 12, 2007
JAMES M SHEEHAN ESQ	MR SHEEHAN IS AN OFFICER OF A RELATED ENTITY , HERSHEY TRUST COMPANY (EIN 23-0692150) AND A RELATED NOT FOR PROFIT ENTITY , MILTON HERSHEY SCHOOL (EIN 23-1353340) COMPENSATION REPORTED ON STATEMENT 22 IS ESTABLISHED UPON ADVICE OF THIRD PARTY CONSULTANTS THE AMOUNT AND COMPOSITION OF MR SHEEHAN'S COMPENSATION IS BASED ON MARKETPLACE COMPETITIVE CONSIDERATION, FINANCIAL AND BUSINESS OBJECTIVES AND RESULTS ACHIEVED THE HERSHEY TRUST COMPANY RECEIVES \$1000 FOR ITS SERVICES FROM THE MS HERSHEY FOUNDATION NONE OF THE COMPENSATION, EMPLOYEE BENEFITS OR OTHER ALLOWANCES ARE PAID BY THE MS HERSHEY FOUNDATION THE HOURS WORKED PER WEEK REFLECTED TIME DEVOTED TO THE MS HERSHEY FOUNDATION ONLY ELECTED SECRETARY EFFECTIVE MAY 8, 2008
ROBERT REESE ESQ	COMPENSATION REPORTED ON STATEMENT 23 CONSISTS ONLY OF DIRECTOR FEES PAID BY A RELATED, FOR-PROFIT ENTITY , HERSHEY TRUST COMPANY NONE OF THE COMPENSATION WAS PAID BY THE MS HERSHEY FOUNDATION THE HOURS WORKED PER WEEK REFLECTED TIME DEVOTED TO THE MS HERSHEY FOUNDATION ONLY APPOINTED TO THE BOARD EFFECTIVE DECEMBER 12, 2007

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2007 Compensation
Schedule

Name: THE MS HERSHEY FOUNDATION
EIN: 23-6242734

Name	Related Organization		Relationship	Compensation Amount	Benefit Plan Contributions	Expense Account	Compensation Description
	Name	EIN					
Anthony J Colistra Ed D	Hershey Trust Company	23-0692150	trustee	53,417	0	0	COMPENSATION REPORTED ON STATEMENT 21 CONSISTS ONLY OF DIRECTOR FEES PAID
Velma A Redmond Esq	Hershey Trust Company	23-0692150	trustee	110,000	0	264	COMPENSATION REPORTED ON STATEMENT 21 CONSISTS ONLY OF DIRECTOR FEES PAID
Leroy S Zimmerman Esq	Hershey Trust Company	23-0692150	trustee	155,000	0	0	COMPENSATION REPORTED ON STATEMENT 21 CONSISTS ONLY OF DIRECTOR FEES PAID
Raymond L Gover	Hershey Trust Company	23-0692150	trustee	110,000	0	0	COMPENSATION REPORTED ON STATEMENT 21 CONSISTS ONLY OF DIRECTOR FEES PAID

Name	Related Organization		Relationship	Compensation Amount	Benefit Plan Contributions	Expense Account	Compensation Description
	Name	EIN					
Hershey Trust Company	M HERSHEY SCHOOL AND SCHOOL TRUST	23-1353340	Indirect voting control	1,000	0	0	COMPENSATION PAID FOR FIDUCIARY SERVICES
Kenneth Gall	Hershey Trust Company	23-0692150	trustee	135,437	31,061	0	MR GALL IS AN OFFICER OF A RELATED, FOR-PROFIT ENTITY, HERSHEY TRUST
Vincent B Rudisill	Hershey Trust Company	23-0692150	trustee	813,971	412,985	0	MR RUDISILL IS AN OFFICER OF A RELATED ENTITY, HERSHEY TRUST COMPANY
Robert C Vowler	Hershey Trust Company	23-0692150	trustee	1,336,507	398,218	302	COMPENSATION REPORTED ON STATEMENT 22 IS ESTABLISHED UPON THE ADVICE OF

Name	Related Organization		Relationship	Compensation A mount	Benefit Plan Contributions	Expense Account	Compensation Description
	Name	EIN					
James Mead	HERSHEY TRUST COMPANY	23-0692150	TRUSTEE	70,000	0	0	COMPENSATION REPORTED ON STATEMENT 22 CONSISTS ONLY OF DIRECTOR FEES PAID
JAMES M SHEEHAN ESQ	HERSHEY TRUST COMPANY	23-0692150	TRUSTEE	43,765	9,383	5,411	MR SHEEHAN IS AN OFFICER OF A RELATED ENTITY, HERSHEY TRUST COMPANY (EIN MILTON HERSHEY SCHOOL 23-1353340 INDIRECT VOTING CONTROL 43765 9383 5411
ROBERT REESE ESQ	HERSHEY TRUST COMPANY	23-0692150	TRUSTEE	118,333	0	0	COMPENSATION REPORTED ON STATEMENT 23 CONSISTS ONLY OF DIRECTOR FEES PAID

TY 2007 General Explanation Attachment**Name:** THE MS HERSHEY FOUNDATION**EIN:** 23-6242734

Identifier	Return Reference	Explanation
LEASE COMMITMENTS	Part VI, Lines 82(a) and 83(b)	<p>Lease Commitments On December 31, 1981, the foundation entered into a five-year contract with Hershey Entertainment & Resorts to lease a building to be used for the Museum's operations. At the end of the five-year term, the lease is automatically renewed on an annual basis until the lessor gives written notice of its intent to terminate the lease at least six (6) months prior to the end of the then existing term. Under this agreement, the Foundation is obligated to pay a nominal rent, real estate taxes and all other maintenance and operating costs. On December 31, 1988, the Foundation entered into a five-year contract with the School Trust to lease the land used for the Gardens' operations. At the end of the five-year term, the lease is automatically renewed on an annual basis until the lessor gives written notice of its intent to terminate the lease. Under the agreement, the Foundation is obligated to pay a nominal rent, real estate taxes and all other maintenance and operating costs. The Theatre's main operations are located in a building leased by Hershey Company. Under an agreement dated December 28, 1979, Hershey Company made certain premises available to the Theatre without charge. Hershey Company is responsible for paying real estate taxes, maintaining fire insurance and providing heat. The Theatre is responsible for maintaining liability insurance, paying all utilities except heat and making all necessary repairs. The agreement may be terminated by either party upon giving advance written notice. In the event of such termination, Hershey Company shall reimburse the Theatre for the greater of the fair market value or net book value of all leasehold improvements.</p>

Identifier	Return Reference	Explanation
Form 990, Schedule A	Part III, Line 2	<p>The majority of the Museum's collections and the furniture and equipment used as part of its operations were donated to the Foundation by Hershey Entertainment & Resorts, Inc (HE&R) on December 31, 1981. Prior to this time, the Museum was operated by HE&R. In addition, HE&R is leasing to the Foundation at a nominal rent the premises used for the Museum's operations. During fiscal 1990, the Milton Hershey School Trust (the School Trust) contributed a parcel of land to the Theatre for the development of a community park. In addition, The Hershey Company agreed to contribute up to \$50,000 per year for the operating costs for a period of five (5) years from August 31, 1990. The School Trust holds all of the outstanding common stock of HE&R and the Hershey Trust Company and has a majority interest in The Hershey Company. The Hershey Trust Company provided accounting and other administrative services for the Theatre, Museum, and Gardens through January 31, 2008. For those services was paid \$20,467 for the year ended July 31, 2008. During 2008, the Archives received \$10,612 in contributions from the Milton Hershey School, HE&R, The Hershey Company and the Hershey Trust Company. The Museum leases space in properties which are owned by the School Trust. During the fiscal year ended July 31, 2008, the Museum paid rent to the School Trust of \$4,200. The Archives sublet space to Hershey Trust Company. The Hershey Trust Company paid rent to the Archives of \$2,196 for the fiscal year ended July 31, 2008. The Foundation leases space from the Milton Hershey School Trust. The Foundation paid rent to the Milton Hershey School Trust of \$12,000 for the fiscal year ended July 31, 2008. A portion of the Gardens' furniture, equipment and leasehold improvements were donated to the Foundation by HE&R on December 31, 1988, and have been recorded at HE&R's net book value. Prior to this time, the Gardens were operated by HE&R. In addition, the grounds used for the operations of the Gardens are being leased from the School Trust. The Gardens and Museum are paid on a per visit basis by HE&R to allow the guests of hotels operated by HE&R admission to their facilities. The Gardens and Museum recognized income of \$130,812 and \$126,072 respectively, during fiscal year 2008 related to this program.</p>

Identifier	Return Reference	Explanation
Form 990	Part V-A - List of Officers, Directors, Trustees and Key Employees	<p>Milton Hershey was a visionary in his design of an organizational structure which limits the costs of managing and administering his charities, Milton Hershey School and the M S Hershey Foundation. His 1935 Deed of Trust, creating the M S Hershey Foundation prohibits the Foundation's Board of Managers from being compensated for their services. Members of the Foundation board, receive no compensation for their efforts overseeing the charities. Board members serving on the for-profit Hershey Trust Company, Hershey Entertainment & Resorts Company and The Hershey Company boards are compensated commensurate with their responsibilities on each of the enterprises. Each board obtained and relied upon appropriate third party data as to comparability in determining their director fees. Mr. Hershey also severely limited the compensation to the Hershey Trust Company for managing and administering his charities. Per the Deed of Trust, The MS Hershey Foundation's payment to Hershey Trust Company for trustee services is limited to \$1,000 per year. SEE STATEMENTS 16-20 FOR THE LIST OF TRUSTEES AND DIRECTORS. Form 990 Part VI, Line 76- Other Information. During the fiscal year ended July 31, 2008, the M S Hershey Foundation entered into an "arm's length" management agreement with the Hershey Entertainment and Resort Company to manage the daily operations of the retail, theater and special events activities of the Foundation.</p>

TY 2007 Investments - Land Schedule

Name: THE MS HERSHEY FOUNDATION

EIN: 23-6242734

Category/Item	Cost/Other Basis	Accumulated Depreciation	Book Value
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TY 2007 Investments - Securities Schedule

Name: THE MS HERSHEY FOUNDATION

EIN: 23-6242734

Description	Book Value	Cost/FMV
COMMON TRUST FUNDS - EQUITY - OTHER	819,697	
LIMITED PARTNERSHIP - OTHER	1,190,479	

TY 2007 Other Assets Schedule

Name: THE MS HERSHEY FOUNDATION

EIN: 23-6242734

Description	Beginning of Year Amount	End of Year Amount
MUSEUM COLLECTIONS	1,862,884	0

TY 2007 Other Changes in Net Assets Schedule**Name:** THE MS HERSHEY FOUNDATION**EIN:** 23-6242734

Description	Amount
CONTRIBUTIONS	1,645,625
INCREASE IN INTEREST RATE SWAP LIABILITY	162,912
INCREASE IN UNRECOGNIZED BENEFIT COST	35,909
RESTRICTED FUNDS	1,244,798
UNREALIZED LOSS ON UNRESTRICTED ASSETS	579,824
CHANGE IN ACCOUNTING- MUSEUM COLLECTION	1,875,393

TY 2007 Other Liabilities Schedule**Name:** THE MS HERSHEY FOUNDATION**EIN:** 23-6242734

Description	Beginning of Year Amount	End of Year Amount
ACCRUED POST RETIREMENT BEN OB	2,705,365	2,718,487
LOAN GUARANTEE OBLIGATION	1,912,150	9,688,256
INTEREST RATE SWAP LIABILITY	0	162,912

TY 2007 Self Dealing Statement**Name:** THE MS HERSHEY FOUNDATION**EIN:** 23-6242734

Line Number	Explanation
2a	SEE STATEMENTS 1-3
2c	SEE STATEMENTS 1-3
2d	FORM 990, PART V-A AND STATEMENTS 16-20

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TY 2007 Supplemental Support Schedule

Name: THE MS HERSHEY FOUNDATION

EIN: 23-6242734

Year	Gifts, Grants and Contributions Received	Membership Fees Received	Gross Receipts From Admissions, Etc.	Gross Investment Income And Post 1975UBI	Net UBI Pre 1975	Tax Revenues Levied For Organization's Benefit	Value Of Services, Facilities Furnished By Government	Other Income	Total
2006	271,543	214,044	5,090,222	813,389					6,389,198
2005	419,810	152,560	4,403,049	773,281					5,748,700
2004	444,315	139,074	4,614,431	836,435					6,034,255
2003	675,743	148,984	4,062,866	824,686					5,712,279