Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: Kenneth V. & Eleanor M. Hatt Foundation

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: C/O Hershey Trust Co 1 W Chocolate Ave Ste 200

City or town, state, and ZIP code: Hershey, PA 17033

A Employer identification number: 23-6332799 5

B Telephone number (see page 10 of the instructions): 717-520-5667

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 471,563.96

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

SCANNED MAY 19 2010

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	65.48	65.48		
	4 Dividends and interest from securities	11,479.69	11,479.69		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	69,846.66			
	b Gross sales price for all assets on line 6a 238,006.79				
	7 Capital gain net income (from Part IV, line 2)		69,846.66		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	81,391.83	81,391.83		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,507.09	4,507.09		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,100.00	1,100.00		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	192.90	192.90		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,799.99	5,799.99		
	25 Contributions, gifts, grants paid	20,461.38			20,461.38
	26 **Total expenses and disbursements.** Add lines 24 and 25	26,261.37	5,799.99		20,461.38
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	55,130.46			
	b **Net investment income** (if negative, enter -0-)		75,591.84		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED MAY 03 2010 OGDEN, UT IRS-OSC

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. JSA Form **990-PF** (2009)

9E1410 1 000

Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,969.98	3,116.19	3,116.19
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)		200,862.48	222,394.95
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	370,823.16	227,944.93	246,052.82
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	376,793.14	431,923.60	471,563.96
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds	376,793.14	431,923.60	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	376,793.14	431,923.60	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	376,793.14	431,923.60	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	376,793.14
2	Enter amount from Part I, line 27a	2	55,130.46
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	431,923.60
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	431,923.60

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr.)
1a	See Attached Schedule		Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	238,006.79		168,160.13	69,846.66
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				69,846.66
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	69,846.66
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	21,444.22	508,076.63	0.0422
2007			
2006			
2005			
2004			

2 **Total** of line 1, column (d)	2	0.0422
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.0422
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	436,822.90
5 Multiply line 4 by line 3	5	18,433.93
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	755.92
7 Add lines 5 and 6	7	19,189.85
8 Enter qualifying distributions from Part XII, line 4	8	20,461.38

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	755.92
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	755.92
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	755.92
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a		
b	Exempt foreign organizations-tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	755.92
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0.00 **(2)** On foundation managers ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.00			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Pennsylvania			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ Hershey Trust Company Telephone no ▶ 717-520-5667

Located at ▶ 1 W Chocolate Ave Ste 200 Hershey, PA ZIP + 4 ▶ 17033

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	[ ] Yes [X] No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	[ ] Yes [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(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 and deferred compensation	(e) Expense account, other allowances
Hershey Trust Company 1 W Choc Ave Ste 200 Hershey, PA	Trustee Part Time	4,507.09	0.00	0.00

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If 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 and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

JSA
9E1460 1.000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . . ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

JSA
9E1465 1 000

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	435,943.54
b	Average of monthly cash balances	1b	7,531.49
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	443,475.03
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	443,475.03
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	6,652.13
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	436,822.90
6	**Minimum investment return.** Enter 5% of line 5	6	21,841.15

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	21,841.15
2a	Tax on investment income for 2009 from Part VI, line 5	2a	755.92		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	755.92
3	Distributable amount before adjustments Subtract line 2c from line 1			3	21,085.23
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	21,085.23
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	21,085.23

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	20,461.38
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	20,461.38
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	755.92
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	19,705.46

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				21,085.23
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			3,766.71	
b	Total for prior years 20____,20____,20____				
3	Excess distributions carryover, if any, to 2009				
a	From 2004				
b	From 2005				
c	From 2006				
d	From 2007				
e	From 2008				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 20,461.38				
a	Applied to 2008, but not more than line 2a			3,766.71	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				16,694.67
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				4,390.56
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2005				
b	Excess from 2006				
c	Excess from 2007				
d	Excess from 2008				
e	Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Milton Hershey School Hershey, PA 17033		Public	Educational	20,461.38
Total ▶ 3a				20,461.38
b *Approved for future payment*				
Total ▶ 3b				

JSA
9E1491 1 000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	65.58	
4 Dividends and interest from securities			14	11,479.69	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	69,846.66	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				81,391.93	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 81,391.93

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

JSA
9E1492 1 000

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the 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 foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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 foundation If the foundation 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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation 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? ☐ Yes ☐ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date: 4/29/2010 | Title: Trust Tax Mgr Hsy Tr Co

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	Hershey Trust Company One West Chocolate Ave, Suite 200 Hershey, PA 17033	EIN ▶ 23-0692150 Phone no 717-520-5667	

Kenneth V & Eleanor M Hatt Foundation
Hershey Trust Company, Trustee
Statement attached to and made part of Form 990PF
For calendar year 2009

EI# 23-6332799

Part I, Line 16b Accounting fees

Hershey Trust Company preparation of 2008 Form 990PF	1,100 00

Part I, Line 19 Taxes

U S Treasury - excise tax on net investment income	192 90

Part II, Line 10b - Common Stock

	Beginning of Year	End of Year	Market Value
36 Abbott Laboratories	0 00	1,620 36	1,943 64
92 ABM Industries Inc	0 00	1,912 68	1,900 72
66 Adobe Systems Inc	0 00	2,153 58	2,427 48
53 Alberto-Culver Co	0 00	1,356 27	1,552 37
27 Allergan Inc	0 00	1,422 36	1,701 27
53 ALLETE, Inc	0 00	1,676 92	1,732 04
132 American Eagle Outfitters Inc	0 00	1,964 16	2,241 36
66 American Financial Group Inc	0 00	1,611 06	1,646 70
50 American Water Works Co Inc	0 00	977 00	1,120 50
66 AmSurg Corp	0 00	1,379 40	1,453 32
20 Apache Corp	0 00	1,595 00	2,063 40
26 Apollo Group Inc - Class A	0 00	1,741 22	1,575 08
66 Arthur J Gallagher & Co	0 00	1,467 18	1,485 66
66 Avnet Inc	0 00	1,628 22	1,990 56
33 Badger Meter Inc	0 00	1,268 52	1,314 06
26 Bard, (C R) Inc	0 00	1,859 00	2,025 40
79 Barnes Group Inc	0 00	1,093 36	1,335 10
40 Baxter International Inc	0 00	2,186 00	2,347 20
30 Becton Dickinson & Co	0 00	2,152 20	2,365 80
33 Best Buy Co Inc	0 00	1,206 15	1,302 18
66 BJ Services Company	0 00	1,003 86	1,227 60
40 BJ's Wholesale Club, Inc	0 00	1,398 40	1,308 40
53 BMC Software Inc	0 00	1,816 31	2,125 30
46 Brady Corp Cl A	0 00	1,311 92	1,380 46
86 Bristol-Myers Squibb Co	0 00	1,840 40	2,171 50
26 Bunge Ltd	0 00	1,821 56	1,659 58
40 CACI International Inc	0 00	1,813 60	1,954 00
53 Campbell Soup Co	0 00	1,618 09	1,791 40
40 CARBO Ceramics Inc	0 00	1,618 80	2,726 80
66 Casey's General Stores Inc	0 00	1,846 02	2,106 06
66 CenturyLink	0 00	2,018 28	2,389 86
35 Church & Dwight Co Inc	0 00	2,059 05	2,115 75
23 Clorox Company	0 00	1,372 18	1,403 00
59 Coach Inc	0 00	1,729 29	2,155 27
66 ConAgra Foods Inc	0 00	1,298 22	1,521 30
33 ConocoPhillips	0 00	1,483 35	1,685 31
26 Cubic Corp	0 00	1,041 82	969 80
53 Darden Restaurants Inc	0 00	1,776 56	1,858 71
53 DENTSPLY International Inc	0 00	1,619 68	1,864 01
53 Diamond Foods Inc	0 00	1,485 06	1,883 62
26 Dionex Corp	0 00	1,676 74	1,920 88
26 DST Systems Inc	0 00	1,126 06	1,132 30
66 Dynamex Inc	0 00	1,019 70	1,194 60
53 Emerson Electric Co	0 00	1,950 40	2,257 80
66 Empire District Electric Co Inc	0 00	1,228 26	1,236 18
46 EQT Corp	0 00	1,721 32	2,020 32
53 Family Dollar Stores Inc	0 00	1,648 83	1,474 99
26 Fluor Corporation (New)	0 00	1,388 40	1,171 04
26 FPL Group Inc	0 00	1,561 30	1,373 32
53 Gardner Denver Inc	0 00	1,518 45	2,255 15
79 Glacier Bancorp, Inc	0 00	1,205 54	1,083 88

40 Global Payments Inc	0 00	1,693 20	2,154 40
13 Goldman Sachs Group, Inc	0 00	2,141 36	2,194 92
56 Graco Inc	0 00	1,404 48	1,599 92
66 Hawaiian Electric Industries Inc	0 00	1,138 50	1,379 40
46 Heinz (H J) Company	0 00	1,773 76	1,966 96
53 Helmerich & Payne, Inc	0 00	1,808 89	2,113 64
40 Henry Schein, Inc	0 00	2,004 80	2,104 00
66 Honeywell International Inc	0 00	2,243 34	2,587 20
92 Horace Mann Educators Corporation	0 00	1,068 12	1,150 00
59 Hormel Foods Corporation	0 00	2,117 51	2,268 55
112 Intel Corp	0 00	2,168 32	2,284 80
26 Johnson & Johnson	0 00	1,599 26	1,674 66
59 Johnson Controls Inc	0 00	1,472 05	1,607 16
36 Kaydon Corp	0 00	1,321 92	1,287 36
26 Kellogg Company	0 00	1,245 92	1,383 20
40 Kimberly-Clark Corp	0 00	2,320 80	2,548 40
46 Kraft Foods Inc	0 00	1,293 52	1,250 28
26 Laboratory Corp of Amer Hldgs	0 00	1,783 34	1,945 84
26 Landauer Inc	0 00	1,749 80	1,596 40
36 Lennox International Inc	0 00	1,274 76	1,405 44
20 Lockheed Martin Corporation	0 00	1,481 60	1,507 00
53 Lowe's Companies Inc	0 00	1,166 00	1,239 67
38 Matthews International Corp -Class A	0 00	1,150 26	1,346 34
40 McAfee Inc	0 00	1,768 80	1,622 80
53 McCormick & Company Inc	0 00	1,748 47	1,914 89
26 McGraw-Hill Companies Inc	0 00	845 78	871 26
46 Merck & Co Inc	0 00	1,243 55	1,680 84
66 Microchip Technology Inc	0 00	1,783 98	1,917 30
26 Mosaic Co	0 00	1,389 70	1,552 98
33 Murphy Oil Corporation	0 00	1,933 80	1,788 60
99 Neogen Corp	0 00	1,948 98	2,337 39
53 Nordson Corp	0 00	2,356 91	3,242 54
26 Occidental Petroleum Corp	0 00	1,883 18	2,115 10
46 Omnicom Group Inc	0 00	1,569 98	1,800 90
79 Oracle Corporation	0 00	1,764 07	1,937 87
46 Otter Tail Corporation	0 00	1,147 70	1,141 72
33 Owens & Minor Inc	0 00	1,477 74	1,416 69
66 Papa John's International Inc	0 00	1,762 20	1,541 76
79 Park Electrochemical Corp	0 00	1,892 84	2,183 56
66 Patterson Companies Inc	0 00	1,592 58	1,846 68
66 Paychex Inc	0 00	1,729 20	2,022 24
33 PepsiCo Inc	0 00	1,861 53	2,006 40
132 Pfizer Inc	0 00	2,175 36	2,401 08
46 Pharmaceutical Product Development Inc	0 00	916 32	1,078 24
53 Piedmont Natural Gas Co Inc	0 00	1,324 47	1,417 75
66 PriceSmart Inc	0 00	1,073 82	1,348 38
79 Qlogic Corporation	0 00	1,057 02	1,490 73
33 QUALCOMM Inc	0 00	1,562 55	1,526 58
40 Quality Systems Inc	0 00	2,200 00	2,512 00
82 Raymond James Financial, Inc	0 00	1,597 36	1,949 14
51 Rofin-Sinar Technologies Inc	0 00	1,072 53	1,204 11
66 Sensient Technologies Corporation	0 00	1,624 26	1,735 80
66 Skywest, Inc	0 00	784 74	1,116 72
40 Smith International Inc	0 00	1,038 40	1,086 80
20 Smucker (JM) Company	0 00	1,011 80	1,235 00
99 Sonic Corp	0 00	1,039 50	996 93
53 Southern Copper Corp	0 00	1,357 86	1,744 23
99 Southwest Bancorp, Inc	0 00	990 00	687 06
59 St Mary Land & Exploration CO	0 00	1,422 49	2,020 16
65 STERIS Corp	0 00	1,816 10	1,818 05
112 SWS Group, Inc	0 00	1,579 20	1,355 20
46 Syntel Inc	0 00	1,696 94	1,749 38
59 Sysco Corporation	0 00	1,359 36	1,648 46
26 Techne Corporation	0 00	1,623 96	1,782 56
40 Thermo Fisher Scientific Inc	0 00	1,775 60	1,907 60
41 Tidewater Inc	0 00	1,952 83	1,965 95
40 Tiffany & Co	0 00	1,194 80	1,720 00
99 TradeStation Group, Inc	0 00	800 91	781 11
66 Trinity Industries, Inc	0 00	1,032 24	1,151 04
53 United Natural Foods Inc	0 00	1,388 60	1,417 22
20 United Parcel Service Inc - Class B	0 00	1,068 00	1,147 40
33 Universal Forest Products Inc	0 00	1,455 30	1,214 73
45 Urban Outfitters Inc	0 00	1,011 15	1,574 55
17 V F Corp	0 00	1,231 82	1,245 08

55 Valley National Bancorp	0 00	720 50	777 15
59 Wolverine World Wide, Inc	0 00	1,388 86	1,605 98
72 World Fuel Services Corp	0 00	1,490 76	1,928 88
53 Xilinx Inc	0 00	1,137 91	1,328 18
16 Alcon Inc	0 00	2,047 04	2,629 60
53 Tim Hortons Inc	0 00	1,431 53	1,617 03
	0 00	200,862 48	222,394 95

Part II, Line 13 - Investments Other

		Beginning of Year	End of Year	Market Value
	Common Trust Fund - Value Equity	117,904 46	0 00	0 00
4,969 606	Chase Growth Fund	0 00	64,512 12	77,824 03
19,292 292	Touchstone Intermediate Income Fd	0 00	163,432 81	168,228 79
	Common Trust Fund - Equity REIT	9,166 30	0 00	0 00
	Common Trust Fund - Growth Equity	69,464 51	0 00	0 00
	Common Trust Fund - Fixed Income	174,287 89	0 00	0 00
		370,823 16	227,944 93	246,052 82

Kenneth V & Eleanor M Hatt Foundation
Hershey Trust Company, Trustee
Statement attached to and made part of Form 990PF
For calendar year 2009

EI# 23-6332799

Part IV, Capital Gains and Losses for Tax on Investment Income

Asset	*How Acquired*	*Date Acquired*	*Date Sold*	*Sales Price*	*Cost*	*Gain or Loss*
Altera Corporation	P	7/24/2009	12/22/2009	1,800 83	1,509.69	291.14
Citrix Systems Inc	P	7/24/2009	9/29/2009	465.40	426.36	39 04
Citrix Systems Inc	P	7/24/2009	9/28/2009	1,078 94	994.84	84.10
Common Trust Fund - Value Equity	P	1/30/2009	7/24/2009	6,746 27	5,785.77	960.50
Gentex Corp.	P	7/24/2009	10/26/2009	1,142.61	957.00	185.61
Harleysville National Corporation	P	7/24/2009	7/27/2009	423 43	316.00	107 43
Monsanto Company	P	7/24/2009	10/29/2009	908 19	1,094.08	(185.89)
Schering-Plough Corp	P	7/24/2009	11/3/2009	829.50	901.90	(72 40)
Common Trust Fund - Equity REIT	P	11/30/2001	1/30/2009	2,790.82	4,962 38	(2,171 56)
Common Trust Fund - Equity REIT	P	12/31/2001	1/30/2009	1,786 13	3,204 70	(1,418.57)
Common Trust Fund - Equity REIT	P	5/30/2003	1/30/2009	446 53	808 66	(362 13)
Common Trust Fund - Fixed Income	P	10/1/1991	1/30/2009	5,114 35	5,046 43	67.92
Common Trust Fund - Fixed Income	P	10/1/1991	6/30/2009	1,020.00	1,013 39	6.61
Common Trust Fund - Fixed Income	P	5/31/2005	6/30/2009	3,060.00	3,034 29	25.71
Common Trust Fund - Growth Equity	P	10/31/2007	6/30/2009	2,032 46	2,411.35	(378.89)
Common Trust Fund - Value Equity	P	7/1/1991	7/24/2009	56,810 68	32,843.59	23,967.09
Common Trust Fund - Value Equity	P	8/1/1991	7/24/2009	9,231 74	3,400.86	5,830.88
Common Trust Fund - Value Equity	P	9/1/1991	7/24/2009	83,085 62	48,824.51	34,261 11
Common Trust Fund - Value Equity	P	10/1/1991	7/24/2009	50,774.55	29,846.16	20,928.39
Common Trust Find - Fixed Incom	P	10/1/1991	1/7/2009	5,172.05	5,047 66	124 39
Common Trust Fd - Gain / Loss Allocations		Various	Various	3,286 69	15,730 51	(12,443 82)
Totals				238,006 79	168,160.13	69,846.66

CTf Allocations