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

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: THE HERSHEY FAMILY FOUNDATION

A Employer identification number: 34-1574366

Number and street (or P O box number if mail is not delivered to street address): ROPES&GRAY LLP/WIL, 800 BOYLSTON STREET, SUITE 3600

Room/suite

B Telephone number (see page 10 of the instructions): (617) 951-7918

City or town, state, and ZIP code: BOSTON, MA 02199-3600

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) ▶ $ 66,380,036.

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

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)	0			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	198,280.	198,280.		ATCH 1
	4 Dividends and interest from securities	1,020,548.	1,020,548.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	64,620.			
	b Gross sales price for all assets on line 6a 17,704,793.				
	7 Capital gain net income (from Part IV, line 2)		64,620.		
	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)	14,127.	14,127.		ATCH 3
	12 **Total.** Add lines 1 through 11	1,297,575.	1,297,575.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	51,600.	25,800.	0.	25,800.
	c Other professional fees (attach schedule) *	38,086.	38,086.		
	17 Interest ATTACHMENT 6	30,335.	30,335.		
	18 Taxes (attach schedule) (see page 14 of the instructions) **	24,789.	9,789.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	3.	3.	0.	3.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	144,813.	104,013.	0.	25,803.
	25 Contributions, gifts, grants paid	3,571,394.			3,571,394.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,716,207.	104,013.	0.	3,597,197.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,418,632.			
	b **Net investment income** (if negative, enter -0-)		1,193,562.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	12,465,039.	16,735,067.	16,735,067.
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 15 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			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 9	45,955,819.	31,857,279.	45,127,471.
c	Investments - corporate bonds (attach schedule) ATCH 10	4,060,371.	4,260,694.	4,517,498.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
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)	62,481,229.	52,853,040.	66,380,036.
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)		0.	
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			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	62,481,229.	52,853,040.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	62,481,229.	52,853,040.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	62,481,229.	52,853,040.	

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	62,481,229.
2	Enter amount from Part I, line 27a	2	-2,418,632.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	60,062,597.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11	5	7,209,557.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,853,040.

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 PART IV SCHEDULE			
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				
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				
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	64,620.
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))
2009	3,499,694.	54,013,107.	0.064793
2008	3,739,079.	59,853,644.	0.062470
2007	3,376,849.	63,916,051.	0.052833
2006	3,187,015.	59,996,813.	0.053120
2005	2,823,374.	58,676,510.	0.048118

2	Total of line 1, column (d)	2	0.281334
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	0.056267
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	62,223,477.
5	Multiply line 4 by line 3	5	3,501,128.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,936.
7	Add lines 5 and 6	7	3,513,064.
8	Enter qualifying distributions from Part XII, line 4	8	3,597,197.

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 ▶ [X] and enter 1% of Part I, line 27b	1	11,936.
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	11,936.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	11,936.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a 23,177.		
b	Exempt foreign organizations-tax withheld at source — 6b 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 10,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	33,177.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	21,241.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 21,241. **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 ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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	N/A	
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) ▶ MA,			
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 2010 or the taxable year beginning in 2010 (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 ▶ N/A

14 The books are in care of ▶ BARRY J. HERSHEY Telephone no ▶ 617-951-7918
Located at ▶ ROPES & GRAY, 800 BOYLSTON ST, STE 3600 BOSTON, MA ZIP + 4 ▶ 02199

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

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶		N/A	

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 22 of the instructions)?		1b	N/A	
	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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 22 of the instructions)		2b	N/A	
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 2010 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 2010)*		3b		X
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 2010?		4b		X

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

		Yes	No
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 ☒ 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 ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ 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 ☒ 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 ☒ 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**		X
	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 N/A		
	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 ☒ 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 ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		X

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
ATTACHMENT 12		-0-	-0-	-0-

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 ▶

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 ▶		NONE

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 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 NOT APPLICABLE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	48,074,479.
b	Average of monthly cash balances	1b	15,096,564.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	63,171,043.
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	0.
3	Subtract line 2 from line 1d	3	63,171,043.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	947,566.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	62,223,477.
6	**Minimum investment return.** Enter 5% of line 5	6	3,111,174.

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	3,111,174.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	11,936.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	11,936.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,099,238.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,099,238.
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	3,099,238.

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	3,597,197.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,597,197.
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	11,936.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,585,261.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					3,099,238.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only					
b Total for prior years 20 08 ,20 07 ,20 06					
3 Excess distributions carryover, if any, to 2010					
a From 2005					
b From 2006					
c From 2007					
d From 2008	655,532.				
e From 2009	814,862.				
f **Total** of lines 3a through e		1,470,394.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 3,597,197.					
a Applied to 2009, but not more than line 2a					
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 2010 distributable amount					3,099,238.
e Remaining amount distributed out of corpus		497,959.			
5 Excess distributions carryover applied to 2010 *(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		1,968,353.			
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		1,968,353.			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008	655,532.				
d Excess from 2009	814,862.				
e Excess from 2010	497,959.				

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Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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))

BARRY HERSHEY

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

N/A

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*				
ATTACHMENT 13				
Total . . . . . . ▶ 3a				3,571,394.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

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	198,280.	
4 Dividends and interest from securities			14	1,020,548.	
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			18	14,127.	
8 Gain or (loss) from sales of assets other than inventory			18	64,620.	
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)				1,297,575.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,297,575.

(See worksheet in line 13 instructions on page 29 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)
0	NOT APPLICABLE

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
	N/A		N/A

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 11/7/11 | Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Kelli H Archibald	Kelli H Archibald	11/03/2011		P00180332

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 2 NORTH CENTRAL, STE 2300, PHOENIX, AZ 85004 — Phone no 602-322-3000

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: THE HERSHEY FAMILY FOUNDATION

Employer identification number: 34-1574366

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	904,721.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	904,721.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-840,101.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss)** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-840,101.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			904,721.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-840,101.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			64,620.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** **b** $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20 If zero or less, enter -0-		22		
23	Subtract line 22 from line 17 If zero or less, enter -0-		23		
24	Enter the **smaller** of the amount on line 17 or $2,300		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23		25		
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22		27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29	Subtract line 28 from line 27		29		
30	Multiply line 29 by 15% (15)			30	
31	Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31	
32	Add lines 30 and 31			32	
33	Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: THE HERSHEY FAMILY FOUNDATION

Employer identification number: 34-1574366

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHED - UST ST EQUITIES	02/16/2010	05/17/2010	1,000,000.	999,800.	200.
SEE ATTACHED - SSB ST EQUITIES			47,656.	44,808.	2,848.
SEE ATTACHED - VNGRD ST EQUITIES			3,484,588.	3,361,547.	123,041.
SEE ATTACHED - SSB EXPIRED CALLS			383,368.		383,368.
SEE ATTACHED - VNGRD EXPIRED CALLS			197,347.		197,347.
SEE ATTACHED - VNGRD EXPIRED PUTS			197,917.		197,917.

1b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 904,721.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHED - UST LT EQUITIES			3,968,125.	3,691,169.	276,956.
SEE ATTACHED - SSB LT EQUITIES			4,737,504.	6,091,463.	-1,353,959.
SEE ATTACHED - VNGRD LT EQUITIES			3,688,288.	3,451,386.	236,902.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -840,101.

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Proceeds From Broker Transactions

This section reports your proceeds from sales during the year We report all transactions on a trade-date basis, which is the date shown in the sale date column The net proceeds are less commissions, transfer charges, and premiums

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends Wash sales are reported with tax cost equal to proceeds Disallowed losses from wash sales have been added to the tax cost of the repurchased securities An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital However, we have not made adjustments to the cost basis of all partnerships

Short term transactions

This category includes all assets held 12 months or less

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
FEDERAL HOME LN MTG CORP	3128X9XT2	1000000	02/16/10	05/17/10	$1,000 000 00	$999,800 00	$200 00
Total short term gain/loss from sales.					$1,000 000 00	$999 800 00	$200 00

Long term transactions

This category includes all assets held more than 12 months

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
SUN MICROSYSTEMS INC NEW	866810203	18750	01/01/04	01/26/10	$178,125 00	$266,558 56	$-88,433 56
3 COM CORP	885535104	100000	01/01/04	04/12/10	$790,000 00	$359,000 00	$431,000 00
FEDERAL HOME LN MTG CORP	3128X9AL4	1000000	08/04/09	08/24/10	$1,000,000 00	$1,000,000 00	$0 00
FEDERAL HOME LN BKS	3133XUJN4	1000000	08/04/09	08/25/10	$1 000 000 00	$1,000,000 00	$0 00
UNILEVER CAP CORP NT	904764AG2	1000000	07/24/01	11/01/10	$1 000 000 00	$1,065 610 00	$-65,610 00
Total long term gain/loss from sales:					$3 968 125 00	$3,691 168 56	$276 956 44

Hershey Family Foundation 34-1574366
EQUITY SECURITY GAIN/LOSS INFORMATION
Vanguard Brokerage Account 61050675
12/31/2010

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	Sales
EQUITIES SOLD - ST						
2/24/2010	MARGIN	YOU SOLD	EQUITY	MARSH & MCLENNAN	(25,000)	562,493
1/19/2010	MARGIN	YOU SOLD	CALL	MARSH & MCLENNAN	(250)	7,500
2/22/2010	MARGIN	ASSIGNED	PUT	MARSH & MCLENNAN	250	-
12/28/2009	CASH	YOU BOUGHT	Equity	MARSH & MCLENNAN	14,000	(311,640)
12/28/2009	CASH	YOU BOUGHT	Equity	MARSH & MCLENNAN	6,000	(133,679)
12/28/2009	CASH	YOU BOUGHT	Equity	MARSH & MCLENNAN	2,800	(62,496)
12/28/2009	CASH	YOU BOUGHT	Equity	MARSH & MCLENNAN	2,200	(49,082)
					-	13,096
8/25/2010	MARGIN	YOU SOLD	EQUITY	MARSH & MCLENNAN	(29,500)	663,739
12/21/2009	SHORT	YOU SOLD	PUT	MARSH & MCLENNAN	(295)	28,025
7/20/2010	MARGIN	YOU SOLD	CALL	MARSH & MCLENNAN	(274)	18,059
7/20/2010	MARGIN	YOU SOLD	CALL	MARSH & MCLENNAN	(21)	1,470
1/21/2010	CASH	YOU BOUGHT	EQUITY	MARSH & MCLENNAN	29,500	(663,750)
					(590)	47,543
8/25/2010	MARGIN	YOU SOLD	EQUITY	SPDR GOLD TRUST	(18,200)	2,147,564
6/16/2010	MARGIN	YOU SOLD	PUT	SPDR GOLD TRUST	(67)	10,385
6/17/2010	MARGIN	YOU SOLD	PUT	SPDR GOLD TRUST	(115)	18,055
7/21/2010	MARGIN	YOU SOLD	CALL	SPDR GOLD TRUST	(182)	27,300
7/19/2010	MARGIN	ASSIGNMENT	PUT	SPDR GOLD TRUST	67	-
7/19/2010	MARGIN	ASSIGNMENT	PUT	SPDR GOLD TRUST	115	-
8/23/2010	MARGIN	ASSIGNMENT	CALL	SPDR GOLD TRUST	182	-
7/21/2010	MARGIN	YOU BOUGHT	EQUITY	SPDR GOLD TRUST	11,500	(1,357,000)
7/21/2010	MARGIN	YOU BOUGHT	EQUITY	SPDR GOLD TRUST	6,700	(783,900)
					-	62,403

Proceeds	3,484,588
Cost Basis	(3,361,547)
	123,041

EQUITIES SOLD - LT

9/22/2010	MARGIN	YOU SOLD	EQUITY	GOLD FIELDS LIMITED	(225,700)	2,934,050
7/20/2010	MARGIN	YOU SOLD	CALL	GOLD FIELDS LIMITED	(385)	23,485
7/20/2010	MARGIN	YOU SOLD	CALL	GOLD FIELDS LIMITED	(358)	20,785
7/20/2010	MARGIN	YOU SOLD	CALL	GOLD FIELDS LIMITED	(142)	8,538
7/20/2010	MARGIN	YOU SOLD	CALL	GOLD FIELDS LIMITED	(15)	930
7/22/2010	MARGIN	YOU SOLD	CALL	GOLD FIELDS LIMITED	(1,357)	77,348
4/18/2008	MARGIN	YOU SOLD	PUT	GOLD FIELDS LTD JUL 15	(257)	35,659
4/21/2008	MARGIN	YOU SOLD	PUT	GOLD FIELDS LTD JUL 15	(38)	5,462
4/21/2008	MARGIN	YOU SOLD	PUT	GOLD FIELDS JUL 15	(1,962)	282,036
9/20/2010	MARGIN	ASSIGNMENT	CALL	GOLD FIELDS LIMITED	2,257	$ -
6/20/2008	MARGIN	ASSIGNED	PUT	GOLD FIELDS LTD JUL 15 (100 SHS)	227	-
7/8/2008	MARGIN	ASSIGNED	PUT	GOLD FIELDS LTD JUL 15 (100 SHS)	125	-
6/13/2008	MARGIN	ASSIGNED	PUT	GOLD FIELDS LTD JUL 15 (100 SHS)	125	-
7/9/2008	MARGIN	ASSIGNED	PUT	GOLD FIELDS LTD JUL 15 (100 SHS)	225	-
6/19/2008	MARGIN	ASSIGNED	PUT	GOLD FIELDS LTD JUL 15 (100 SHS)	200	-
6/25/2008	MARGIN	ASSIGNED	PUT	GOLD FIELDS LTD (100 SHS)	1	-
7/21/2008	MARGIN	ASSIGNED	PUT	GOLD FIELDS LTD (100 SHS)	1,354	-
6/27/2008	MARGIN	YOU BOUGHT	EQUITY	GOLD FIELDS LTD	100	(1,502)
6/17/2008	MARGIN	YOU BOUGHT	EQUITY	GOLD FIELDS LTD	12,500	(187,688)
6/23/2008	MARGIN	YOU BOUGHT	EQUITY	GOLD FIELDS LTD	20,000	(300,300)
6/24/2008	MARGIN	YOU BOUGHT	EQUITY	GOLD FIELDS LTD	22,700	(340,841)
7/10/2008	MARGIN	YOU BOUGHT	EQUITY	GOLD FIELDS LTD	12,500	(187,688)
7/23/2008	MARGIN	YOU BOUGHT	EQUITY	GOLD FIELDS LTD @ 15	135,400	(2,033,031)
7/11/2008	MARGIN	YOU BOUGHT	EQUITY	GOLD FIELDS LTD	22,500	(337,838)
					-	(592)
9/22/2010	MARGIN	YOU SOLD	EQUITY	FORD MTR CO NEW	(25,000)	274,995
1/22/2009	MARGIN	YOU BOUGHT	Equity	FORD MTR CO NEW	25,000	(62,500)
12/23/2008	SHORT	ASSIGNED	Put	Ford exp 1 17 09 (Assigned 1/20/09)	250	8,750
7/7/2010	MARGIN	YOU SOLD	CALL	FORD MTR CO NEW	(250)	16,250
					-	237,495

Proceeds	3,688,288
Cost Basis	(3,451,386)
	236,903

Hershey Family Foundation 34-1574366
PUTS/CALLS GAIN/LOSS INFORMATION
Vanguard Brokerage Account 61050675
12/31/2010

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	SALES
EXPIRED CALLS (CALL PREMIUMS)						
4/20/2010	MARGIN	YOU SOLD	CALL	GOLD FIELDS LIMITED	(2,257)	78,994
7/19/2010	MARGIN	EXPIRED	CALL	GOLD FIELDS LIMITED	2,257	-
					-	78,994
5/24/2010	MARGIN	YOU SOLD	CALL	MARSH & MCLENNAN	(295)	17,700
7/19/2010	MARGIN	EXPIRED	CALL	MARSH & MCLENNAN	295	-
					-	17,700
5/26/2010	MARGIN	YOU SOLD	CALL	WEATHERFORD INTL	(300)	16,500
7/19/2010	MARGIN	EXPIRED	CALL	WEATHERFORD INTL	300	-
					-	16,500
4/20/2010	MARGIN	YOU SOLD	CALL	PITNEY BOWES	(120)	4,800
5/24/2010	MARGIN	EXPIRED	CALL	PITNEY BOWES	120	-
					-	4,800
7/7/2010	MARGIN	YOU SOLD	CALL	BANK OF AMERICA CORP	(380)	15,960
8/23/2010	MARGIN	EXPIRED	CALL	BANK OF AMERICA CORP	380	-
					-	15,960
7/20/2010	MARGIN	YOU SOLD	CALL	BANK OF AMERICA CORP	(380)	28,500
9/20/2010	MARGIN	EXPIRED	CALL	BANK OF AMERICA CORP	380	-
					-	28,500
9/20/2010	MARGIN	YOU SOLD	CALL	BANK OF AMERICA CORP	(380)	11,400
10/18/2010	MARGIN	EXPIRED	CALL	BANK OF AMERICA CORP	380	-
					-	11,400
1/28/2010	MARGIN	YOU SOLD	CALL	GOLD FIELDS LIMITED	(199)	2,895
1/29/2010	MARGIN	YOU SOLD	CALL	GOLD FIELDS LIMITED	(2,058)	20,600
4/19/2010	MARGIN	EXPIRED	CALL	GOLD FIELDS LIMITED	2,257	-
					-	23,495

Expired Call Summary

Proceeds	197,347
Cost Basis	-
	197,347

EXPIRED PUTS

2/17/2010	MARGIN	YOU SOLD	PUT	SPDR GOLD TRUST	(70)	7,000
2/22/2010	MARGIN	EXPIRED	PUT	SPDR GOLD TRUST	70	-
					-	7,000
9/20/2010	MARGIN	YOU SOLD	PUT	JOHNSON & JOHNSON	(110)	11,220
11/22/2010	MARGIN	EXPIRED	PUT	JOHNSON & JOHNSON	110	-
					-	11,220
10/12/2010	MARGIN	YOU SOLD	PUT	FEDEX CORP	(150)	12,450
11/22/2010	MARGIN	EXPIRED	PUT	FEDEX CORP	150	-
					-	12,450
8/20/2010	MARGIN	YOU SOLD	PUT	SPDR GOLD TRUST	(180)	39,599
9/20/2010	MARGIN	EXPIRED	PUT	SPDR GOLD TRUST	180	-
					-	39,599
8/24/2010	MARGIN	YOU SOLD	PUT	JOHNSON & JOHNSON	(110)	19,800
9/21/2010	MARGIN	YOU SOLD	PUT	JOHNSON & JOHNSON	110	-
					-	19,800
9/15/2010	MARGIN	YOU SOLD	PUT	SPDR GOLD TRUST	(180)	32,939
10/18/2010	MARGIN	EXPIRED	PUT	SPDR GOLD TRUST	180	-
					-	32,939
10/6/2010	MARGIN	YOU SOLD	PUT	SPDR GOLD TRUST	(180)	19,080
11/22/2010	MARGIN	EXPIRED	PUT	SPDR GOLD TRUST	180	-
					-	19,080
1/15/2010	MARGIN	YOU SOLD	PUT	GOLD TRUST	(220)	15,620
2/22/2010	CASH	EXPIRED	PUT	SPDR GOLD TRUST	220	-
					-	15,620
11/4/2010	MARGIN	YOU SOLD	PUT	FEDEX CORP	(150)	19,050
12/18/2010	MARGIN	EXPIRED	PUT	FEDEX CORP	150	-
						19,050
9/20/2010	MARGIN	YOU SOLD	PUT	FORD MTR CO NEW	(250)	10,000
12/18/2010	MARGIN	EXPIRED	PUT	SPDR GOLD TRUST	180	-
						10,000
11/5/2010	MARGIN	YOU SOLD	PUT	SPDR GOLD TRUST	(180)	11,160
12/18/2010	MARGIN	EXPIRED	PUT	FORD MTR CO NEW	250	-
						11,160

Expired Put Summary	
Proceeds	197,917
Cost Basis	-
	197,917

Hershey Family Foundation 34-1574366
EQUITY SECURITY GAIN/LOSS INFORMATION
AB2-850721
12/31/2010

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	Sales
EQUITIES SOLD - ST						
2/24/2010	MARGIN	YOU SOLD	EQUITY	VALERO ENERGY CORP	(2,500)	44,962
2/1/2010	MARGIN	YOU SOLD	CALL	VALERO ENERGY CORP	(25)	2,694
2/22/2010	MARGIN	ASSSIGNED	CALL	VALERO ENERGY CORP	25	-
2/25/2010	MARGIN	YOU BOUGHT	EQUITY	VALERO ENERGY CORP @ 17.908	2,500	(44,808)
					-	2,848
					Proceeds	47,656
					Cost Basis	(44,808)
						2,848
EQUITIES SOLD - LT						
2/24/2010	MARGIN	YOU SOLD	EQUITY	ANGLOGOLD ASHANT LTD	(21,000)	734,676
2/1/2010	MARGIN	YOU SOLD	CALL	ANGLOGOLD ASHANTI	(210)	55,387
2/22/2010	MARGIN	ASSSIGNED	CALL	ANGLOGOLD ASHANTI	210	-
6/30/2003	MARGIN	YOU BOUGHT	EQUITY	ANGLOGOLD	21,000	(654,465)
					-	135,597
11/24/2010	MARGIN	YOU SOLD	EQUITY	GENERAL ELECTRIC CO	(50,000)	749,237
9/22/2010	MARGIN	YOU SOLD	CALL	GENERAL ELECTRIC CO	(500)	87,915
11/22/2010	MARGIN	ASSSIGNED	CALL	GENERAL ELECTRIC CO	500	-
7/22/2008	MARGIN	YOU BOUGHT	EQUITY	GENERAL ELECTRIC CO $28.3075	50,000	(1,416,125)
					-	(578,973)
5/7/2010	MARGIN	YOU SOLD	EQUITY	GENERAL ELECTRIC CO	(40,000)	755,495
5/30/2008	MARGIN	YOU BOUGHT	EQUITY	GEN ELECTRIC	12,500	(437,688)
6/25/2008	MARGIN	YOU BOUGHT	EQUITY	GENERAL ELECTRIC CO	27,500	(962,913)
3/24/2008	MARGIN	YOU SOLD	PUT	GEN ELECTRIC CO JUN 35	(400)	38,700
1/22/2008	MARGIN	ASSIGNED	PUT	GEN ELECTRIC CO JAN 35	400	-
					-	(606,405)

7/9/2010	MARGIN	YOU SOLD	EQUITY	AOL INC COM USD0 01 @ 20 29	(6)	122
7/9/2010	MARGIN	YOU SOLD	EQUITY	AOL INC COM USD0 01 @ 20 2901	(660)	13,381
7/9/2010	MARGIN	YOU SOLD	EQUITY	TIME WARNER INC NEW COM NEW @ 28.2201	(6,833)	192,722
7/9/2010	MARGIN	YOU SOLD	EQUITY	TIME WARNER INC NEW COM NEW @ 28.3303	(100)	2,831
7/9/2010	MARGIN	YOU SOLD	EQUITY	TIME WARNER INC NEW COM NEW @ 28.33083	(300)	8,495
7/9/2010	MARGIN	YOU SOLD	EQUITY	TIME WARNER INC NEW COM NEW @ 28.3309	(100)	2,832
7/9/2010	MARGIN	YOU SOLD	EQUITY	TIME WARNER CABLE INC COM @ 52.3215	(1,840)	96,242
1/6/2003	MARGIN	YOU SOLD	PUT	TIME WARNER FEB 15 PUT	(200)	38,759
12/14/2009		SPINOFF	EQUITY	AOL	666	(16,463)
4/2/2009		SPINOFF	EQUITY	TIME WARNER CABLE INC COM	1,840	(82,669)
2/7/2003	MARGIN	YOU BOUGHT	EQUITY	TIME WARNER INC NEW COM NEW	7,333	(234,436)
					(199.67)	21,816
10/20/2010	MARGIN	YOU SOLD	EQUITY	FEDEX CORP	(14,500)	1,159,763
7/7/2010	MARGIN	YOU SOLD	CALL	FEDEX CORP	(145)	30,846
10/18/2010	MARGIN	ASSSIGNED	CALL	FEDEX CORP	145	-
7/25/2005	MARGIN	YOU BOUGHT	EQUITY	FEDEX CORP	5,300	(435,846)
9/1/2005	MARGIN	YOU BOUGHT	EQUITY	FEDEX CORP	5,000	(404,925)
7/13/2005	MARGIN	YOU BOUGHT	EQUITY	FEDEX CORP	4,200	(349,922)
					-	(83)
11/24/2010	MARGIN	YOU SOLD	EQUITY	ISHARES INC	(60,000)	599,090
11/1/2010	MARGIN	YOU SOLD	CALL	ISHARES INC	(600)	10,642
11/22/2010	MARGIN	ASSSIGNED	CALL	ISHARES INC	600	-
10/1/2004	MARGIN	YOU BOUGHT	EQUITY	ISHARES	60,000	(570,900)
					-	38,832
5/11/2010	MARGIN	YOU SOLD	EQUITY	VALERO ENERGY CORP @ 19 970108	(7,500)	149,661
12/26/2007	MARGIN	YOU SOLD	PUT	VALERO ENRGY CORP JAN 70 OPENING TRNS AV	(75)	10,709
1/14/2008	MARGIN	ASSIGNED	PUT	VALERO ENRGY CORP JAN 70	50	-
1/15/2008	MARGIN	ASSIGNED	PUT	VALERO ENRGY CORP JAN 70	25	-
1/16/2008	MARGIN	YOU BOUGHT	EQUITY	VALERO ENERGY CORP	5,000	(350,075)
1/17/2008	MARGIN	YOU BOUGHT	EQUITY	VALERO ENERGY CORP	2,500	(175,038)
					-	(364,742)

Proceeds	4,737,504
Cost Basis	(6,091,463)
	(1,353,959)

Hershey Family Foundation 34-1574366
PUTS/CALLS GAIN/LOSS INFORMATION
AB2-850721
12/31/2010

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	SALES
EXPIRED CALLS (CALL PREMIUMS)						
1/14/2010	CASH	YOU SOLD	CALL	MICROSOFT CORP	(81)	3,463
1/14/2010	CASH	YOU SOLD	CALL	MICROSOFT CORP	(136)	5,814
1/14/2010	CASH	YOU SOLD	CALL	MICROSOFT CORP	(203)	8,678
7/19/2010	MARGIN	EXPIRED	CALL	MICROSOFT CORP	420	0
					-	17,955
6/30/2010	MARGIN	YOU SOLD	CALL	MICROSOFT CORP	(420)	12,913
10/18/2010	MARGIN	EXPIRED	CALL	MICROSOFT CORP	420	0
					-	12,913
1/28/2009	MARGIN	YOU SOLD	CALL	GOLD FIELDS LTD	(26)	3,607
1/30/2009	MARGIN	YOU SOLD	CALL	GOLD FIELDS LTD	(774)	107,392
1/30/2009	MARGIN	YOU SOLD	CALL	GOLD FIELDS LTD	(707)	108,701
1/30/2009	MARGIN	YOU SOLD	CALL	GOLD FIELDS LTD	(750)	119,062
1/19/2010	MARGIN	EXPIRED	CALL	GOLD FIELDS LTD	2,257	0
					-	338,762
2/1/2010	MARGIN	YOU SOLD	CALL	VALERO ENERGY CORP	(50)	5,387
2/22/2010	MARGIN	EXPIRED	CALL	VALERO ENERGY CORP	50	0
					-	5,387
2/5/2010	MARGIN	YOU SOLD	CALL	VALERGO ENERGY CORP	(125)	8,352
2/22/2010	MARGIN	EXPIRED	CALL	VALERO ENERGY CORP	125	0
					-	8,352

	Expired Call Summary
Proceeds	383,368
Cost Basis	0
	383,368

THE HERSHEY FAMILY FOUNDATION 34-1574366

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHED - UST ST EQUITIES					02/16/2010	05/17/2010
1,000,000.		999,800.					200.	
		SEE ATTACHED - UST LT EQUITIES					VAR	VAR
3,968,125.		3,691,169.					276,956.	
		SEE ATTACHED - SSB ST EQUITIES					VAR	VAR
47,656.		44,808.					2,848.	
		SEE ATTACHED - SSB LT EQUITIES					VAR	VAR
4,737,504.		6,091,463.					-1353959.	
		SEE ATTACHED - VNGRD ST EQUITIES					VAR	VAR
3,484,588.		3,361,547.					123,041.	
		SEE ATTACHED - VNGRD LT EQUITIES					VAR	VAR
3,688,288.		3,451,386.					236,902.	
		SEE ATTACHED - SSB EXPIRED CALLS					VAR	VAR
383,368.							383,368.	
		SEE ATTACHED - VNGRD EXPIRED CALLS					VAR	VAR
197,347.							197,347.	
		SEE ATTACHED - VNGRD EXPIRED PUTS					VAR	VAR
197,917.							197,917.	
TOTAL GAIN(LOSS)							64,620.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON SAVINGS ACCOUNTS		198,280.	198,280.
	TOTAL	198,280.	198,280.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY - DIVIDENDS	16.	16.
FIDELITY - DIVIDENDS	6,010.	6,010.
US TRUST - DIVIDENDS	769,166.	769,166.
STATE STREET BROKERAGE - DIVIDENDS	25,482.	25,482.
VANGUARD MONEY MARKET FUND	6,227.	6,227.
VANGUARD EURO INDEX FUND	24,541.	24,541.
VANGUARD PACIFIC INDEX FUND	21,032.	21,032.
VANGUARD HIGH YIELD CORP FUND	90,205.	90,205.
VANGUARD BROKERAGE	77,869.	77,869.
TOTAL	1,020,548.	1,020,548.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SECURITY LITIGATION PROCEEDS		14,127.	14,127.
	TOTALS	14,127.	14,127.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG	51,600.	25,800.	0.	25,800.
TOTALS	51,600.	25,800.	0.	25,800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN FEES AND BANK CHARGE	38,086.	38,086.
TOTALS	38,086.	38,086.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PAID ACCRUED INTEREST	30,335.	30,335.
TOTALS	30,335.	30,335.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	9,539.	9,539.
STATE TAXES	250.	250.
FEDERAL TAXES	15,000.	0.
TOTALS	24,789.	9,789.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MISCELLENEOUS	3.	3.	0.	3.
TOTALS	3.	3.	0.	3.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WORLD FUNDS	1,790,005.	1,077,565.
STATE STREET BROKERAGE	1,273,918.	1,336,660.
US TRUST	21,741,554.	34,654,059.
VANGUARD BROKERAGE	4,719,455.	5,780,830.
VANGUARD MUTUAL FUNDS	2,332,347.	2,278,357.
TOTALS	31,857,279.	45,127,471.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SSB&T / US TRUST - CORP BONDS	4,260,694.	4,517,498.
TOTALS	4,260,694.	4,517,498.

Account Statement

December 31 2010

BARRY J HERSHEY CONNIE J HERSHEY
TTEES
THE HERSHEY FAMILY FOUNDATION DTD
12/29/1987
381 GARFIELD RD
CONCORD MA 01742

FIRST DOMINION CAPITAL CORP
FIRST DOMINION CAPITAL CORP
8730 STONY POINT PKWY #205
RICHMOND VA 23235

Statement Period 1/1/2010 to 12/31/2010

Fund(s) Summary

	PRICE PER SHARE	SHARES OWNED	MARKET VALUE
THIRD MILLENNIUM RUSSIA FUND			
99006369653 HERSHEY FAMILY FOUNDATION	$23 83	45,218 8310	$1,077,564 74
		Total Market Value·	**$1,077,564.74**

Year to Date Earnings Summary

	DIVIDENDS	SHORT TERM CAPITAL GAINS	LONG TERM CAPITAL GAINS	TOTAL
THIRD MILLENNIUM RUSSIA FUND				
99006369653 HERSHEY FAMILY FOUNDATION	$0 00	$0 00	$0 00	$0 00
Total:	**$0.00**	**$0.00**	**$0.00**	**$0.00**

Transaction Summary

THIRD MILLENNIUM RUSSIA FUND

99006369653 HERSHEY FAMILY FOUNDATION

TRADE DATE	TRANSACTION DESCRIPTION	PRICE	FEDERAL TAX WITHHELD	STATE TAX WITHHELD	SHARES	AMOUNT
1/1/2010	Beginning Shares Balance	$19 32			45,218 8310	$873,627 81
			Total Shares Owned:		**45,218.8310**	

STATE STREET.
For Everything You Invest In

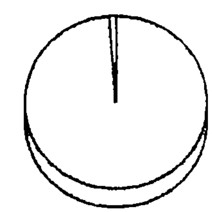
SUMMARY

ALERT: Taxable income is determined based on information available to NFS at the time the statement was prepared, and is subject to change. Final information on taxation of interest and dividends is available on Form 1099-Div, which is mailed in February of the subsequent year.

PORTFOLIO VALUE	This Period	Prior Period
Cash and Cash Equivalents		
Money Markets	$7,265 29	$1,358 969 96
Securities		
Equities		
Equity	$1,336 660 16	$1 224 473 20
Total Securities	$1,336,660.16	$1.224,473 20
TOTAL PORTFOLIO VALUE	$1,343.925.45	$2.583,443.16

ACCOUNT ACTIVITY	This Period	Year-To-Date
BEGINNING BALANCE	$0.00	
Trading		
Securities Purchased	$0 00	($44,807 50)
Securities Sold	$0 00	$4,741,598 57
NET TRADING	$0.00	$4,696,791.07
Core Fund Activity		
Core Funds Purchased	($7,265 29)	($4,713,168 09)
Core Funds Sold	$1 358 969 96	$4 753,953 89
NET CORE FUND ACTIVITY	$1,351,704.67	$40,785.80
Additions and Withdrawals		
Other Additions and Withdrawals	($1,358 969 96)	($4 763 060 64)
NET ADDITIONS AND WITHDRAWALS	($1,358,969.96)	($4,763,060.64)
Income and Expenses		
Taxable Income		
Taxable Dividends	$7,265 29	$25,482 49
NET TAXABLE INCOME	$7,265 29	$25 482 49
TOTAL INCOME	$7,265 29	$25 482 49
NET INCOME AND EXPENSES	$7,265.29	$25,482.49
NET MISCELLANEOUS ACTIVITY	$0.00	$1.28
ENDING BALANCE	$0.00	

PORTFOLIO ALLOCATION



Money Markets	0 54%
Equity	99 46%

Allocations for equities fixed income and other categories may include mutual funds and may be net of short positions NFS has made assumptions concerning how certain mutual funds are allocated Closed-end mutual funds listed on an exchange may be included in the equity allocation The chart may not reflect your actual portfolio allocation Consult your broker/dealer prior to making investment decisions

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PORTFOLIO VALUE

NFS-provided estimated cost basis (including cost basis and short sale proceeds information provided to NFS by customers) realized gain and loss and holding period information may not reflect all adjustments necessary for tax reporting purposes Taxpayers should verify such information against their own records when calculating reportable gain or loss resulting from a sale redemption, or exchange NFS does not report such information to the IRS or other taxing authorities and is not responsible for the accuracy of such information taxpayers may be required to report to federal, state, and other taxing authorities NFS makes no warranties with respect to and specifically disclaims any liability arising out of a customer's use of or any tax position taken in reliance upon, such information Unless otherwise specified NFS determines cost basis at the time of sale based on the average cost-single category (ACSC) method for open-end mutual funds and based on the first-in, first-out (FIFO) method for all other securities

Amortization, accretion and similar adjustments to cost basis have been provided for many fixed income securities (and some bond like equities), however they are not provided for certain types such as short-term instruments, Unit Investment Trusts, foreign fixed income securities or those that are subject to early prepayment of principal (pay downs) Where current year premium or acquisition premium amortization is provided, the prior years' cumulative amortization is reflected in the adjusted cost basis but we cannot provide a breakdown or the total of such prior amortization amounts

LIMITATION ON COST BASIS INFORMATION. NFS's cost basis information system has a cumulative lifetime limit on how much activity it can track for each individual security position in an account For this purpose each buy, sell, dividend wash sale disallowed loss stock split, stock merger etc is an event For some customers this limit can be reached with approximately 1500 events Upon reaching the limit, the system no longer displays or tracks cost basis information for the affected position and such information will usually show as not available or unknown Once the limit is reached, all cost basis information for the affected position will need to be tracked and updated by you, the investor

As a customer of State Street Global Markets LLC 'SSGM' please be advised that SSGM publishes quarterly report of order routing practices pursuant to SEC Rule 606 The report is prepared by SSGM and The Transaction Auditing Group Inc 'TAG' and is available for viewing on the TAG website www tagaudit com Additionally investors may request information pursuant to SEC Rule 606 concerning the execution venues to which their orders were routed, whether the orders were directed or non-directed, and the time of transactions resulting from the orders This information is available for a period of six months prior to a request

CASH AND CASH EQUIVALENTS 0.54%

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/'0	Current Market Value	Prior Market Value	Estimated Annual Income
Money Markets						
SSGA MONEY MARKET FUND 7 DAY AVG NET YIELD 01% Dividend Option Reinvest Capital Gain Option Reinvest	SSMXX CASH	7,265 29	$1 00	$7 265 29	$1,358 969 96	
Total Cash and Cash Equivalents				$7,265 29		

EQUITIES 99.46%

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/10	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity								
AMERICAN ELEC PWR CO Estimated Yield 5 11% Dividend Option Cash Capital Gain Option Cash	AEP MARGIN	592	$35 98	$2 300 16	$21,075 20	$1 089 28	$17 993 84	$3 306 32

Statement Date: 12/01/2010 to 12/31/2010

STATE STREET.
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EQUITIES 99.46%

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/10	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
HEWLETT-PACKARD CO DE	HPQ	3,400	$42 10	$143 140 00	$142,562 00	$1,088 00	$128 783 55	$14 356 45
Estimated Yield 0 76%	MARGIN							
Dividend Option Cash								
Capital Gain Option Cash								
MICROSOFT CORP	MSFT	42,000	$27 91	$1,172 220 00	$1,060,836 00	$26,880 00		
Estimated Yield 2 29%	MARGIN							
Dividend Option Cash								
Capital Gain Option Cash								
Next Dividend Payable 03/10/11								
Total Equity				$1,336,660 16		$29,057 28	$146,777 39	$17,662 77
Total Equities				$1,336,660 16		$29,057 28	$146,777 39	$17,662 77
Total Securities				$1,336,660 16		$29,057 28	$146,777 39	$17,662 77
TOTAL PORTFOLIO VALUE				$1,343,925 45		$29,057 28	$146,777 39	$17,662 77

ACCOUNT ACTIVITY

NFS-provided estimated cost basis (including cost basis and short sale proceeds information provided to NFS by customers), realized gain and loss and holding period information may not reflect all adjustments necessary for tax reporting purposes Taxpayers should verify such information against their own records when calculating reportable gain or loss resulting from a sale redemption, or exchange NFS does not report such information to the IRS or other taxing authorities and is not responsible for the accuracy of such information taxpayers may be required to report to federal, state, and other taxing authorities NFS makes no warranties with respect to and specifically disclaims any liability arising out of a customer's use of or any tax position taken in reliance upon, such information Unless otherwise specified, NFS determines cost basis at the time of sale based on the average cost-single category (ACSC) method for open-end mutual funds and based on the first-in first-out (FIFO) method for all other securities

Amortization accretion and similar adjustments to cost basis have been provided for many fixed income securities (and some bond-like equities) however, they are not provided for certain types, such as short-term instruments, Unit Investment Trusts, foreign fixed income securities or those that are subject to early prepayment of principal (pay downs) Where current year premium or acquisition premium amortization is provided the prior years' cumulative amortization is reflected in the adjusted cost basis, but we cannot provide a breakdown or the total of such prior amortization amounts

LIMITATION ON COST BASIS INFORMATION: NFS's cost basis information system has a cumulative lifetime limit on how much activity it can track for each individual security position in an account For this purpose each buy sell, dividend, wash sale disallowed loss, stock split, stock merger etc is an event For some customers, this limit can be reached with approximately 1500 events Upon reaching the limit, the system no longer displays or tracks cost basis information for the affected position, and such information will usually show as not available or unknown Once the limit is reached all cost basis information for the affected position will need to be tracked and updated by you, the investor

CORE FUND ACTIVITY

Trade Date

U.S. TRUST

Portfolio Analysis

Jan. 01, 2010 through Dec 31, 2010

HERSHEY FAMILY FOUNDATION

Portfolio Summary by Asset Class

Description	Market Value	% of Account	% of Sector	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency						
Cash Equivalents	$11,524,762.01	24 3%	100 0%	$11,522,770 40	$22,584 63	0 2%
Total Cash/Currency	**$11,524,762.01**	**24.3%**	**100.0%**	**$11,522,770.40**	**$22,584.63**	**0.2%**
Equities						
U S. Large Cap	$25,906,713 64	54 7%	74 8%	$9,595,774 71	$579,710.92	2 2%
U.S. Mid Cap	1,516,413.00	3.2	4.4	6,331 77	11,044 00	0 7
U.S Small Cap	317,296 08	0 7	0 9	131,056.06	242.40	0 1
International Developed	5,852,523.72	12.3	16.9	2,534,490.23	84,074 00	1.4
Emerging Markets	1,061,112.76	2.2	3.1	355,000.00	27,351 97	2 6
Total Equities	**$34,654,059.20**	**73.1%**	**100.0%**	**$12,622,652.77**	**$702,423.29**	**2.0%**
Fixed Income						
Investment Grade Taxable	$1,219,525 14 C	2.6%	100.0%	$994,760 69	$87,853 75	7 4%
Total Fixed Income	**$1,219,525.14**	**2.6%**	**100.0%**	**$994,760.69**	**$87,853.75**	**7.4%**
Total Assets	**$47,398,346.35**	**100.0%**		**$25,140,183.86**	**$812,861.67**	**1.7%**
Total	**$47,398,346.35**			**$25,140,183.86**	**$812,861.67**	

C = 1,219,525.14

From page 15/27 3,297,972.77

Total Corp Bonds 4,517,498

Trade Date

Portfolio Analysis

Jan. 01, 2010 through Dec 31, 2010

Account: HERSHEY FAMILY FOUNDATION

Equities - Summary by Business Sector

Sector	*Market Value*	*% of Equities*	*% of S&P 500*
Consumer Discretionary	$275,205 00	0.8%	10 7%
Consumer Staples	6,974,636.50	20 1	10 6
Energy	2,843,590.00	8 2	12.0
Financials	682,382.40	2.0	16 1
Health Care	5,604,717 98	16.2	10 9
Industrials	1,133,720.00	3 3	10 9
Information Technology	6,391,094.72	18.4	18 7
Materials	5,460,219.08	15.8	3.7
Telecommunication Services	1,591,853.52	4 6	3.1
Utilities	0.00	0 0	3 3
Other Equities	3,696,640 00	10.7	0.0
Total Equities	**$34,654,059.20**	**100.0%**	**100.0%**

Fixed Income - Maturity Schedule

Maturity	*Maturity Amount*	*% of Total*
1 - 5 years	$1,049,000 00	100 0%
Total	**$1,049,000.00**	**100.0%**

Weighted Average Maturity	2 2 years
Weighted Average Coupon	8 4%
Weighted Average Current Yield	7 4%
Weighted Average Yield to Maturity/Call	2 0%

Fixed Income - Quality Schedule

Moody's Rating	*Market Value*	*% of Fixed Income*
Other Rated	$1,219,525 14	100 0%
Total Fixed Income	**$1,219,525.14**	**100.0%**

The Fixed Income - Maturity Schedule and Fixed Income - Quality Schedule include cash equivalents maturing within six months and exclude preferred stocks and fixed income funds

Trade Date

U.S. TRUST

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION

Jan 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
14,997 800	THE AIM STIT LIQUID ASSETS PORTFOLIO (Income Investment)	825252729	$14,997 80	$23 43	$14,997 80 1.000	$0 00	$29 40	0 2%
11,507,772.600	THE AIM STIT LIQUID ASSETS PORTFOLIO	825252729	11,507,772.60	1,968 18	11,507,772.60 1 000	0.00	22,555 23	0 2
	Total Cash Equivalents		**$11,522,770.40**	**$1,991.61**	**$11,522,770.40**	**$0.00**	**$22,584.63**	**0.2%**
Total Cash/Currency			**$11,522,770.40**	**$1,991.61**	**$11,522,770.40**	**$0.00**	**$22,584.63**	**0.2%**
Equities								
Consumer Discretionary								
3,500 000	TOYOTA MOTOR CORP SP ADR REP2COM JAPAN Ticker TM	892331307	$275,205 00 78 630	$0 00	$307,062 35 87 732	-$31,857 35	$3,332 00	1 2%
	Total Consumer Discretionary		**$275,205.00**	**$0.00**	**$307,062.35**	**-$31,857.35**	**$3,332.00**	**1.2%**
Consumer Staples								
32,000.000	COCA COLA CO Ticker KO	191216100	$2,104,640 00 65.770	$0 00	$0 00	$2,104,640.00	$56,320 00	2 7%
20,000 000	KIMBERLY CLARK CORP Ticker KMB	494368103	1,260,800.00 63.040	13,200.00	955,054 92 47.753	305,745.08	52,800.00	4 2
25,000 000	KRAFT FOODS INC CL A COM Ticker KFT	50075N104	787,750 00 31.510	7,250 00	760,975 00 30.439	26,775 00	29,000 00	3 7
46,800 000	UNILEVER PLC SPON ADR NEW UNITED KINGDOM Ticker UL	904767704	1,445,184 00 30.880	0 00	1,014,834 60 21 685	430,349 40	52,182 00	3 6

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Trade Date

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION

Jan 01, 2010 through Dec 31, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Consumer Staples (cont)								
25,000 000	WAL-MART STORES INC Ticker WMT	931142103	1,348,250 00 53 930	7,562 50	1,120,687 66 44 828	227,562.34	30,250 00	2 2
	Total Consumer Staples		**$6,946,624.00**	**$28,012.50**	**$3,851,552.18**	**$3,095,071.82**	**$220,552.00**	**3.2%**
Energy								
27,000 000	BP P L C SPONSORED ADR UNITED KINGDOM Ticker: BP	055622104	$1,192,590 00 44.170	$0 00	$0.00	$1,192,590.00	$0 00	0.0%
20,000.000	CONOCOPHILLIPS Ticker COP	20825C104	1,362,000.00 68.100	0 00	0.00	1,362,000.00	44,000.00	3.2
12,500 000	VALERO ENERGY CORP NEW Ticker VLO	91913Y100	289,000 00 23 120	0 00	0.00	289,000 00	2,500 00	0.9
	Total Energy		**$2,843,590.00**	**$0.00**	**$0.00**	**$2,843,590.00**	**$46,500.00**	**1.6%**
Financials								
7,000.000	BANK AMER CORP Ticker BAC	060505104	$93,380 00 13 340	$0.00	$192,185 00 27 455	-$98,805.00	$280 00	0 3%
5,600.000	CONTAX PARTICIPACOES S A SPONSORED ADR BRAZIL Ticker CTXN Y	21076X102	21,582 40 3.854	0 00	0.00	21,582 40	817 60	3 8
21,000.000	US BANCORP DEL COM NEW Ticker USB	902973304	566,370.00 26.970	1,050 00	0 00	566,370.00	4,200.00	0 7
	Total Financials		**$681,332.40**	**$1,050.00**	**$192,185.00**	**$489,147.40**	**$5,297.60**	**0.8%**
Health Care								
40,000 000	AMGEN INC Ticker. AMGN	031162100	$2,196,000 00 54 900	$0 00	$0 00	$2,196,000 00	$0.00	0 0%
20,000.000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108	529,600 00 26.480	0 00	508,562 87 25.428	21,037 13	26,400 00	5 0

Trade Date

U.S. TRUST

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION

Jan 01, 2010 through Dec 31, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Health Care (cont)								
53,644 000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105	1,933,329.76 36.040	20,384 72	1,023,255 12 19.075	910,074 64	81,538 88	4 2
52,850 000	PFIZER INC Ticker: PFE	717081103	925,403 50 17 510	0 00	923,947.75 17 482	1,455 75	42,280 00	4 6
	Total Health Care		**$5,584,333.26**	**$20,384.72**	**$2,455,765.74**	**$3,128,567.52**	**$150,218.88**	**2.7%**
Industrials								
14,500.000	HONEYWELL INTL INC Ticker HON	438516106	$770,820.00 53 160	$0.00	$507,717 50 35 015	$263,102.50	$17,545.00	2.3%
5,000.000	UNITED PARCEL SVC INC CL B Ticker UPS	911312106	362,900 00 72.580	0 00	347,887 53 69 578	15,012.47	9,400 00	2 6
	Total Industrials		**$1,133,720.00**	**$0.00**	**$855,605.03**	**$278,114.97**	**$26,945.00**	**2.4%**
Information Technology								
15,000.000	AGILENT TECHNOLOGIES INC Ticker A	00846U101	$621,450.00 41 430	$0.00	$336,054 87 22 404	$285,395 13	$0 00	0 0%
10,000.000	APPLE INC Ticker AAPL	037833100	3,225,600 00 322.560	0.00	71,000.00 7 100	3,154,600.00	0 00	0 0
13,000 000	ARIBA INC NEW COM Ticker ARBA	04033V203	305,370 00 23.490	0 00	115,506 98 8.885	189,863 02	0.00	0.0
20,000.000	COMVERSE TECHNOLOGY INC COM PAR $0.10 Ticker CMVT	205862402	145,200.00 7 260	0.00	0.00	145,200 00	0 00	0.0
5,400.000	DELL INC Ticker DELL	24702R101	73,170 00 13 550	0.00	133,528 55 24 728	-60,358.55	0.00	0 0
58,000.000	INTEL CORP Ticker INTC	458140100	1,219,740 00 21.030	0.00	441,681 11 7 615	778,058 89	36,540 00	3.0
20,000 000	ORACLE CORP Ticker ORCL	68389X105	626,000 00 31 300	0 00	314,200 00 15 710	311,800 00	4,000 00	0 6

ATTACHMENT 10a 9 of 27

Trade Date

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION

Jan 01, 2010 through Dec 31, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Information Technology (cont)								
9,000 000	SYMANTEC CORP Ticker: SYMC	871503108	150,660 00 16.740	0 00	157,635.00 17 515	-6,975.00	0 00	0.0
1,836 000	VERIGY LTD SINGAPORE Ticker VRGY	Y93691106	23,904 72 13 020	0.00	19,933 28 10.857	3,971.44	0 00	0 0
	Total Information Technology		**$6,391,094.72**	**$0.00**	**$1,589,539.79**	**$4,801,554.93**	**$40,540.00**	**0.6%**
Materials								
15,000.000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109	$748,200 00 49 880	$0 00	$0 00	$748,200.00	$24,600.00	3 3%
32,000.000	INTERNATIONAL PAPER CO Ticker: IP	460146103	871,680 00 27.240	0.00	771,341 83 24 104	100,338 17	16,000 00	1 8
606.000	NEENAH PAPER INC Ticker NP	640079109	11,926 08 19 680	0.00	15,549 08 25.659	-3,623 00	242 40	2 0
40,000 000	NEWMONT MNG CORP Ticker. NEM	651639106	2,457,200 00 61.430	0 00	0 00	2,457,200 00	24,000 00	1 0
25,100 000	ROYAL GOLD INC Ticker RGLD	780287108	1,371,213 00 54 630	0 00	6,331.77 0 252	1,364,881.23	11,044 00	0 8
	Total Materials		**$5,460,219.08**	**$0.00**	**$793,222.68**	**$4,666,996.40**	**$75,886.40**	**1.4%**
Telecommunication Services								
45,382 000	AT&T INC Ticker T	00206R102	$1,333,323.16 29.380	$0.00	$1,030,060.00 22.698	$303,263.16	$78,057.04	5.9%
963 000	BRASIL TELECOM S A SPONSORED ADR REPSTG BRAZIL Ticker: BTM/C	10553M200	8,657.37 8.990	0 00	0 00	8,657 37	0 00	0 0
1,697 000	BRASIL TELECOM SA SPONSORED ADR REPSTG PFD SHS BRAZIL Ticker. BTM	10553M101	37,215 21 21 930	0.00	0 00	37,215.21	2,216 28	6 0

Trade Date

U.S. TRUST

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION

Jan 01, 2010 through Dec 31, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Telecommunication Services (cont)								
5,600 000	TELE NORTE LESTE PART S A SPON ADR PFD BRAZIL Ticker: TNE	879246106	82,320.00 14 700	0.00	0.00	82,320.00	6,456.80	7 8
5,600.000	TELECOMICACOES BRASILEIRAS SA SPONSORED ADR BRAZIL Ticker TBH	879287308	37,240.00 6 650	0.00	0.00	37,240.00	604 80	1 6
518.000	TIM PARTICIPACOES S A SPONSORED ADR REPSTG PFD BRAZIL Ticker TSU	88706P106	17,684.52 34 140	0 00	0.00	17,684.52	352 24	2 0
2,314.000	VIVO PARTICIPACOES S A ADR BRAZIL Ticker VIV	92855S200	75,413 26 32.590	0.00	0 00	75,413 26	2,404.25	3.2
	Total Telecommunication Services		**$1,591,853.52**	**$0.00**	**$1,030,060.00**	**$561,793.52**	**$90,091.41**	**5.7%**
Other Equities								
84,000 000	ASA LTD BERMUDA Ticker. ASA	G3156P103	$2,915,640 00 34.710	$0.00	$1,192,660 00 14.198	$1,722,980.00	$28,560.00	1 0%
50,000 000	ISHR MSCI TAIWAN INDEX FUND Ticker EWT	464286731	781,000 00 15.620	0.00	355,000 00 7.100	426,000 00	14,500 00	1.9
	Total Other Equities		**$3,696,640.00**	**$0.00**	**$1,547,660.00**	**$2,148,980.00**	**$43,060.00**	**1.2%**
Total Equities			**$34,604,611.98**	**$49,447.22**	**$12,622,652.77**	**$21,981,959.21**	**$702,423.29**	**2.0%**

01781890520

Trade Date

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION

Jan 01, 2010 through Dec 31, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income								
Investment Grade Taxable								
1,049,000.000	***2013*** AT&T BROADBAND CORP NT SER WI DTD 11/18/02 8.375% DUE 03/15/13 Moody's. BAA1 S&P· BBB+	00209TAA3	$1,193,657 10 113 790	$25,868 04	$994,760.69 94 829	$198,896 41	$87,853.75	7 4% 2 0
	Total Investment Grade Taxable		**$1,193,657.10**	**$25,868.04**	**$994,760.69**	**$198,896.41**	**$87,853.75**	**7.4%**
Total Fixed Income			**$1,193,657.10**	**$25,868.04**	**$994,760.69**	**$198,896.41**	**$87,853.75**	**7.4%**
Total Portfolio			**$47,321,039.48**	**$77,306.87**	**$25,140,183.86**	**$22,180,855.62**	**$812,861.67**	**1.7%**
Accrued Income			$77,306.87					
Total			**$47,398,346.35**					

Trade Date

U.S. TRUST

Account: HERSHEY FAMILY FOUNDATION FIXED

Account Summary

Oct 01, 2010 through Dec 31, 2010

Market Value $3,297,972.77

Account Activity

Description	Current Period	YTD Since 10/01/10
Beginning Market Value	**$0.00**	**$0.00**
Income	-30,311 25	-30,311.25
Deposits	3,296,994 25	3,296,994 25
Bank Fees	-750 00	-750 00
Change in Market Value	32,039 77	32,039 77
Ending Market Value	**$3,297,972.77**	**$3,297,972.77**
Change in Account Value	3,297,972 77	3,297,972 77

Realized Gain/Loss Summary

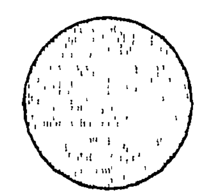
Description	Current Period	Fiscal YTD
Short-term	$0.00	$0 00
Long-term	0.00	0 00
Net Total	**$0.00**	**$0.00**

Income Summary

Description	Current Period	YTD Since 10/01/10
Dividends - Taxable	$2 09	$2 09
Interest - Taxable	-24,218 89	-24,218.89
Interest - U S Tax Exempt	-6,094 45	-6,094 45
Total Income	**-$30,311 25**	**-$30,311 25**

Portfolio Allocation

Description	Market Value	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency	$0.57	$0.00	$0 00	0.0%
Fixed Income	3,297,972 20	3,265,815.60	141,700.00	4 4
Total Assets	**$3,297,972.77**	**$3,265,815.60**	**$141,700.00**	**4.4%**
Total	**$3,297,972.77**	**$3,265,815.60**	**$141,700.00**	



Fixed Income 100 0%

Market Value includes accrued income unless otherwise noted

ATTACHMENT 10a 13 of 27

The amounts shown throughout this statement should not be used in the preparation of tax documents Detail specifying taxable nature of income will be provided with year-end tax documentation

26781002800

Trade Date

Account Summary

Oct 01, 2010 through Dec 31, 2010

Account: HERSHEY FAMILY FOUNDATION FIXED

Cash Summary

	Current Period		YTD Since 10/01/10	
	Income Cash	*Principal Cash*	*Income Cash*	*Principal Cash*
Beginning Value	**$0.00**	**$0.00**	**$0.00**	**$0.00**
Income	-30,311 25	0 00	-30,311 25	0 00
Deposits	7,275 00	3,289,719 25	7,275 00	3,289,719 25
Bank Fees	0.00	-750.00	0 00	-750 00
Income/Principal Transfers	23,036.25	-23,036 25	23,036 25	-23,036 25
Purchases	0.00	-3,265,933.00	0 00	-3,265,933 00
Ending Value	**$0.00**	**$0.00**	**$0.00**	**$0.00**

Trade Date

U.S. TRUST

Account: HERSHEY FAMILY FOUNDATION FIXED

Portfolio Analysis

Oct 01, 2010 through Dec. 31, 2010

Portfolio Summary by Asset Class

Description	*Market Value*	*% of Account*	*% of Sector*	*Tax Cost*	*Estimated Annual Income*	*Current Yield*
Cash/Currency						
Cash Equivalents	$0 57	0.0%	100 0%	$0.00	$0.00	0 0%
Total Cash/Currency	**$0.57**	**0.0%**	**100.0%**	**$0.00**	**$0.00**	**0.0%**
Fixed Income						
Investment Grade Taxable	$1,886,928.22	57 2%	57 2%	$1,867,896 00	$84,450 00	4 5%
Investment Grade Tax Exempt	794,615.40	24.1	24 1	787,929 60	29,750 00	3 8
International Developed Bonds	616,428 58	18.7	18.7	609,990 00	27,500 00	4 5
Total Fixed Income	**$3,297,972.20** *	**100.0%**	**100.0%**	**$3,265,815.60**	**$141,700.00**	**4.4%**
Total Assets	**$3,297,972.77**	**100.0%**		**$3,265,815.60**	**$141,700.00**	**4.4%**
Total	**$3,297,972.77**			**$3,265,815.60**	**$141,700.00**	

* Added to amount on page 5/27

Trade Date

Portfolio Analysis

Oct 01, 2010 through Dec 31, 2010

Account: HERSHEY FAMILY FOUNDATION FIXED

Fixed Income - Maturity Schedule

Maturity	*Maturity Amount*	*% of Total*
Less than 1 year	$1,775,000 00	55 9%
1 - 5 years	1,400,000 00	44 1
Total	**$3,175,000.00**	**100.0%**

Weighted Average Maturity	1.0 years
Weighted Average Coupon	4 5%
Weighted Average Current Yield	4.4%
Weighted Average Yield to Maturity/Call	1.1%

Fixed Income - Quality Schedule

Moody's Rating	*Market Value*	*% of Fixed Income*
Aa	$794,848.01	24.1%
A	1,674,325 26	50 8
Other Rated	828,798.93	25.1
Total Fixed Income	**$3,297,972.20**	**100.0%**

The Fixed Income - Maturity Schedule and Fixed Income - Quality Schedule include cash equivalents maturing within six months and exclude preferred stocks and fixed income funds

Trade Date

U.S. TRUST

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION FIXED

Oct 01, 2010 through Dec 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
0 000	FEDERATED US TREASURY CASH RESERVES #125	60934N682	$0.00	$0 57	$0 00	$0 00	$0 00	0 0%
	Total Cash Equivalents		**$0.00**	**$0.57**	**$0.00**	**$0.00**	**$0.00**	**0.0%**
Total Cash/Currency			**$0.00**	**$0.57**	**$0.00**	**$0.00**	**$0.00**	**0.0%**
Fixed Income								
Investment Grade Taxable								
200,000 000	***2011*** DOW CHEM CO NT DTD 02/08/01 6.125% DUE 02/01/11 Moody's: BAA3 S&P: BBB-	260543BL6	$200,686 00 100.343	$5,104.16	$202,198 00 101 099	-$1,512.00	$12,250 00	6 1% 1.7
200,000 000	VERIZON WIRELESS CAP LLC SR UNSECD NT DTD 05/22/09 3 750% DUE 05/20/11 Moody's: A2 S&P. A-	92344SAT7	202,452.00 101.226	854.16	203,232.00 101 616	-780 00	7,500 00	3 7 0 6
200,000 000	AMERICAN EXPRESS CO SR NT DTD 09/12/06 5 250% DUE 09/12/11 Moody's A3 S&P: BBB+	025816AV1	206,224 00 103 112	3,179 17	207,304 00 103 652	-1,080 00	10,500 00	5 1 0 7
200,000.000	CONSOLIDATED NAT GAS CO SR NT SER C DTD 10/25/01 6.250% DUE 11/01/11 Moody's: BAA2 S&P: A-	209615BX0	208,458.00 104 229	2,083 33	209,278 00 104 639	-820 00	12,500 00	6 0 1 2
200,000.000	***2012*** SBC COMMUNICATIONS INC GLOBAL NT DTD 02/01/02 5.875% DUE 02/01/12 Moody's: A2 S&P A-	78387GAH6	210,552.00 105 276	4,895 83	211,588.00 105 794	-1,036 00	11,750 00	5 6 1 0

(1) Market Value in this section does not include Accrued Income

ATTACHMENT 10a 47 of 27

Trade Date

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION FIXED

Oct 01, 2010 through Dec 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
200,000 000	CITIGROUP INC GLOBAL SR NT DTD 10/17/07 5.300% DUE 10/17/12 Moody's. A3 S&P: A	172967EL1	211,808.00 105 904	2,178.89	213,296 00 106 648	-1,488.00	10,600 00	5 0 1 8
200,000 000	***2013*** GENERAL ELEC CAP CORP SR UNSECD MTN DTD 01/08/10 2.800% DUE 01/08/13 Moody's AA2 S&P· AA+	36962G4H4	204,460 00 102 230	2,691 11	205,388 00 102.694	-928 00	5,600 00	2 7 1 5
200,000.000	WELLS FARGO & CO NEW SR NT DTD 01/31/08 4.375% DUE 01/31/13 Moody's· A1 S&P· AA-	949746NY3	211,650 00 105 825	3,670 13	211,790 00 105 895	-140 00	8,750 00	4 1 1 6
200,000 000	ANHEUSER BUSCH INBEV WORLDWIDE INC CO GTD NT DTD 03/29/10 2.500% DUE 03/26/13 Moody's. BAA2 S&P: BBB+	03523TAR9	204,662.00 102.331	1,319 44	203,822 00 101.911	840.00	5,000 00	2 4 1 3
	Total Investment Grade Taxable		**$1,860,952.00**	**$25,976.22**	**$1,867,896.00**	**-$6,944.00**	**$84,450.00**	**4.5%**
Investment Grade Tax Exempt								
200,000 000	***2011*** NEW BEDFORD MASS LTD G O BDS DTD 05/01/01 04 750 DUE 05/01/11 NON-CALLABLE FIXED RT NO SINK FUND Moody's· AA2 S&P NR	642169V78	$202,358 00 101.179	$1,583 33	$202,664 00 101 332	-$306 00	$9,500 00	4 7% 1 1
175,000 000	LOS ALAMOS CNTY N MEX INC GROS GROSS RECEIPT TAX IMPT REV BDS DTD 10/21/08 04 000 DUE 06/01/11 NON-CALLABLE FIXED RT NO SINK FUND Moody's AA3 S&P: AA+	54423TAC6	177,210.25 101 263	583.33	177,219 00 101 268	-8 75	7,000 00	4 0 0 9

Trade Date

U.S. TRUST

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION FIXED

Oct. 01, 2010 through Dec 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Tax Exempt (cont)								
200,000.000	MASSACHUSETTS ST PORT AUTH REV REV REFUNDING BDS-OID DTD 05/12/05 03 250 DUE 07/01/11 NON-CALLABLE FIXED RT NO SINK FUND Moody's. AA3 S&P: AA-	575896AE5	202,712 00 101 356	3,249 99	202,400 60 101.200	311 40	6,500 00	3 2 0.5
200,000.000	*2012* LOS ANGELES CALIF DEPT ARPTS A REV BDS-OID DTD 08/06/08 03 375 DUE 05/15/12 NON-CALLABLE FIXED RT NO SINK FUND LOS ANGELES INTL A Moody's A1 S&P. AA-	544435ZH6	206,056.00 103 028	862 50	205,646 00 102.823	410 00	6,750 00	3 3 1 1
	Total Investment Grade Tax Exempt		**$788,336.25**	**$6,279.15**	**$787,929.60**	**$406.65**	**$29,750.00**	**3.8%**
International Developed Bonds								
200,000.000	*2011* TYCO INTL GROUP S A GTD NT LUXEMBOURG DTD 02/21/01 6.750% DUE 02/15/11 Moody's. BAA1 S&P A-	902118AY4	$201,386 00 100.693	$5,100 00	$202,786.00 101 393	-$1,400.00	$13,500 00	6 7% 0 9
200,000.000	DIAGEO FIN BV NT NETHERLANDS DTD 04/02/04 3 875% DUE 04/01/11 Moody's A3 S&P. A-	25244SAB7	201,570 00 100 785	1,937.50	202,408.00 101 204	-838.00	7,750 00	3 8 0 6
200,000.000	*2012* BP CAPITAL MARKETS PLC CO GTD BD UNITED KINGDOM DTD 03/10/09 3.125% DUE 03/10/12 Moody's: A2 S&P A	05565QBG2	204,508.00 102.254	1,927 08	204,796 00 102 398	-288 00	6,250.00	3.1 1 2
	Total International Developed Bonds		**$607,464.00**	**$8,964.58**	**$609,990.00**	**-$2,526.00**	**$27,500.00**	**4.5%**
Total Fixed Income			**$3,256,752.25**	**$41,219.95**	**$3,265,815.60**	**-$9,063.35**	**$141,700.00**	**4.4%**

Trade Date

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION FIXED

Oct. 01, 2010 through Dec 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
International Developed Bonds (cont)								
Total Portfolio			**$3,256,752.25**	**$41,220.52**	**$3,265,815.60**	**-$9,063.35**	**$141,700.00**	**4.4%**
Accrued Income			$41,220.52					
Total			**$3,297,972.77**					

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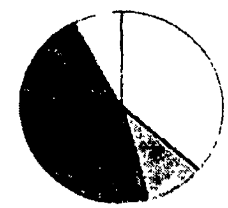
December 31, 2010, year-to-date statement

Statement overview

	Value on 12/31/2009	Value on 12/31/2010
Hershey Family Foundation		
Foundation Account	**$7,695,066.38**	**$12,656,475.32**
Vanguard funds	$4,646,286 38	$6,875,645 32
Brokerage assets	$3,048,780 00	$5,780,830 00

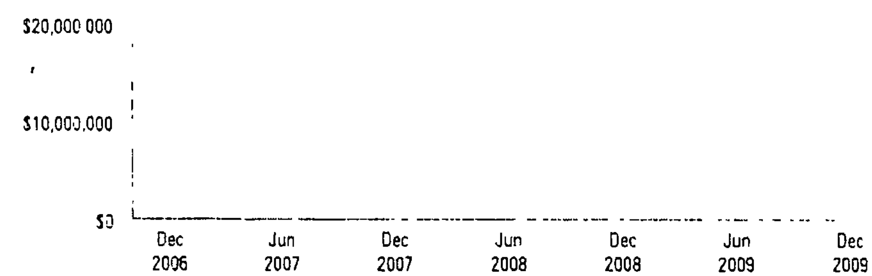
Asset mix



% of Portfolio		Value on 12/31/2010
36 3%	Short-term reserves	$4,597,288 61
9 8%	Bonds	1,245,364 95
46 2%	Stocks	5,842,781 76
7.7%	Other	971,040 00
		$12,656,475.32

To view allocations for your accounts, log on to www vanguard com

Balance trend



Investment return summary

Your investment return since September 30, 2007 is $1,551,658 24

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December 31, 2010, year-to-date statement

Hershey Family Foundation

Vanguard funds

	Fund & Account	Ticker Symbol	Average Cost	Total Cost	Value on 12/31/2009	Value on 12/31/2010	
European Stock Index Adm	0579-88023484298	VEUSX	$69 75	$564,768 05	$470,539 58	$494,127 50	A
Pacific Stock Index Adm	0572-88023484298	VPADX	70 70	539,834 00	464,825 56	538,864 26	A
High Yield Corp Fund Adm	0529-88023484298	VWEAX	5 62	1,227,745 58	1,106,687 64	1,245,364 95	A
Prime Money Mkt Fund Inst	0066-88023484298	VMRXX	-	-	2,604,233 60	4,597,288 61	cash
					$4,646,286.38	**$6,875,645.32**	

Sum of A = $\boxed{2,278,357}$

Investments held through Vanguard Brokerage Services – Account 61050675

Unless otherwise noted, your position is held as margin

Exchange Traded Funds (ETFs)

	Ticker Symbol	Total Cost	Shares Owned	Share Price on 12/31/2010	Value on 12/31/2010	Estimated Annual Income	Estimated Yield
SPDR GOLD TRUST GOLD SHARES	GLD	$808,444 18	7,000 0000	$138 7200	$971,040 00	$0 00	0 0%
					$971,040.00 B	**$0.00**	**0.0%**

Assets listed in this statement for the registration above are held by separate entities. Brokerage assets are held by Vanguard Brokerage Services® (VBS or Brokerage Services), a division of Vanguard Marketing Corporation (VMC), member FINRA and SIPC VMC is a wholly owned subsidiary of The Vanguard Group, Inc (VGI) Vanguard Funds, including Vanguard Brokerage money market settlement funds not held in Vanguard Brokerage Option (VBO) accounts through employer-sponsored retirement plans, are offered by prospectus only, held by VGI, and are not protected by SIPC VGI provides Vanguard fund data For a complete listing of your brokerage assets, refer to the section titled "Investments held through Vanguard Brokerage Services" For inquiries and questions regarding your brokerage assets, please contact Brokerage Services

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December 31, 2010, year-to-date statement

Hershey Family Foundation

Stocks and Options

	Ticker Symbol	Total Cost	Shares/Contracts Owned	Share/Contract Price on 12/31/2010	Value on 12/31/2010	Estimated Annual Income	Estimated Yield
ALCATEL LUCENT	ALU	$108,827 04	60,000 0000	$2 9600	$177,600 00	$0 00	0 0%
BANK OF AMERICA CORP	BAC	790,400 18	76,000 0000	13 3400	1,013,840 00	3,040 00	0 2
CITIGROUP INC	C	150,000 00	20,000 0000	4 7300	94,600 00	0 00	0 0
DEVON ENERGY CORP NEW	DVN	346,200 08	6,000 0000	78 5100	471,060 00	3,840 00	0 8
GENERAL ELECTRIC COMPANY	GE	825,000 00	50,000 0000	18 2900	914,500 00	28,000 00	3 0
PEPSICO INC	PEP	513,250 12	8,000 0000	65 3300	522,640 00	15,360 00	2 9
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	PBR	605,520 42	18,000 0000	37 8400	681,120 00	17,566 20	2 5
PITNEY BOWES INC	PBI	296,880 06	12,000 0000	24 1800	290,160 00	17,520 00	6 0
WEATHERFORD INTERNATIONAL LTD REG	WFT	425,100 32	30,000 0000	22 8000	684,000 00	0 00	0 0
Long market value					**$4,849,520.00**	**$85,326.20**	**1.7%**
CALL BANK AMER CORP $14 EXP 02/19/11	BAC 110219 C $14 00	-$14,059 76	-380 0000	$0 4200	-$15,960 00	$0 00	0 0%
CALL BANK AMER CORP $14 EXP 01/22/11	BAC 110122 C $14 00	-13,299 77	-380 0000	0 1900	-7,220 00	0 00	0 0
PUT FEDEX CORP $85 EXP 01/22/11	FDX 110122 P $85 00	-17,269 20	-150 0000	0 2700	-4,050 00	0 00	0 0
PUT FORD MTR CO NEW $12 EXP 03/19/11	F 110319 P $12 00	-8,499 85	-250 0000	0 0600	-1,500 00	0 00	0 0

4XXA 0000000600/00180 C4 1 349 8/12 4

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December 31, 2010, year-to-date statement

Hershey Family Foundation

Stocks and Options (continued)

	Ticker Symbol	Total Cost	Shares/Contracts Owned	Share/Contract Price on 12/31/2010	Value on 12/31/2010	Estimated Annual Income	Estimated Yield
PUT JOHNSON & JOHNSON $60 EXP 01/22/11	JNJ 110122 P $60 00	-8,469 84	-110 0000	0 2000	-2,200 00	0 00	0 0
PUT SPDR GOLD TRUST $125 EXP 01/22/11	GLD 110122 P $125 00	-10,799 81	-180 0000	0 0800	-1,440 00	0 00	0 0
PUT VERIZON COMMNS INC $34 EXP 02/19/11	VZ 110219 P $34 00	-11,199 81	-160 0000	0 4600	-7,360 00	0 00	0 0
Short market value					**-$39,730.00**	**$0.00**	**0.0%**
Total of all stocks and options					**$4,809,790.00** B	**$85,326.20**	**1.7%**

Vanguard funds activity detail

sum of B = $\boxed{5,780,830}$

European Stock Index Adm

Purchases	Withdrawals	Dividends
$0 00	$0 00	$22,127 58

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December 31, 2010, year-to-date statement

Hershey Family Foundation

European Stock Index Adm

Date	Transaction	Amount	Share Price	Shares Transacted	Total Shares Owned	Value
	Beginning balance on 12/31/2009		$60 86		7,731 508	$470,539 58
12/21	Income dividend 2 862	$22,127 58	60 63	364 961	8,096 469	
	Ending balance on 12/31/2010		**$61.03**		**8,096.469**	**$494,127.50**

Pacific Stock Index Adm

Purchases	Withdrawals	Dividends
$0 00	$0 00	$20 204 38

Date	Transaction	Amount	Share Price	Shares Transacted	Total Shares Owned	Value
	Beginning balance on 12/31/2009		$63 29		7,344 376	$464,825 56
12/21	Income dividend 2 751	$20,204 38	69 31	291 507	7,635 883	
	Ending balance on 12/31/2010		**$70.57**		**7,635.883**	**$538,864.26**

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Vanguard FLAGSHIP Services®

December 31, 2010, year-to-date statement

Hershey Family Foundation

High-Yield Corp Fund Adm

Purchases	Withdrawals	Dividends
$0 00	$0 00	$90,205 02
30-day SEC yield as of 12/31/2010*		6 93%

*Based on holdings' yield to maturity for last 30 days, distribution may differ For updated information, visit vanguard com

Date	Transaction	Amount	Share Price	Shares Transacted	Total Shares Owned	Value
	Beginning balance on 12/31/2009		$5 47		202,319 495	$1,106,687 64
01/29	Income dividend	$7,305 93	5 48	1,333 199	203,652 694	
02/26	Income dividend	6,757 36	5 45	1,239 828	204,892 522	
03/31	Income dividend	7 698 76	5 56	1,384 669	206,277 191	
04/30	Income dividend	7 491 36	5 62	1,332 982	207,610 173	
05/28	Income dividend	7 907 35	5 39	1,467 134	209,077 307	
06/30	Income dividend	7 513 31	5 45	1,378 589	210,455 896	
07/30	Income dividend	7 725 76	5 60	1,379 600	211,835 496	
08/31	Income dividend	7 669 33	5 58	1,374 378	213,209 874	
09/30	Income dividend	7 364 62	5 70	1,292 039	214,501 913	
10/29	Income dividend	7 700 59	5 79	1,329 981	215,831 894	
11/30	Income dividend	7 415 17	5 66	1,310 101	217,141 995	

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December 31, 2010, year-to-date statement

Hershey Family Foundation

High-Yield Corp Fund Adm (

Date	Transaction	Amount	Share Price	Shares Transacted	Total Shares Owned	Value
12/31	Income dividend	7,655 58	5 70	1,343 084	218,485 079	
	Ending balance on 12/31/2010		**$5.70**		**218,485.079**	**$1,245,364.95**

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT		7,209,557.
	TOTAL	7,209,557.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
BARRY J. HERSHEY ROPES & GRAY LLP / WIL 800 BOYLSTON STREET, SUITE 3600 BOSTON, MA 02199-3600	TRUSTEE
CONNIE HERSHEY ROPES & GRAY LLP / WIL 800 BOYLSTON STREET, SUITE 3600 BOSTON, MA 02199-3600	TRUSTEE
	GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WISDOM PUBLICATIONS 199 ELM STREET SOMERVILLE, MA 02144	NONE 509(A)(2)	FUNDING FOR THE PUBLISHING OF BOOKS INSPIRED BY ANCIENT BUDDHIST PHILOSOPHIES.	40,000
INSTITUTE OF TIBETAN CLASSICS 304 ABERDARE ROAD MONTREAL, QUEBEC, CANADA, H3P 3K3	NONE REG. 87222 875 RP0001	FUNDING FOR AN EDUCATIONAL ORGANIZATION THAT IS DEDICATED TO PRESERVING AND REVITALIZING THE TIBETAN CULTURE.	45,000.
HAITI PROJECTS, INC 31 LEONARD STREET ANNISQUAM, MA 01930	NONE 171(B)(1)(A)(VI)	FUNDING FOR THE EMPLOYMENT OF LOCAL HAITIAN WOMEN TO CREATE EMBROIDERED PRODUCTS AND LINENS TO STIMULATE INCOME PRODUCTION AND EMPLOYMENT OPPORTUNITIES.	72,000.
EMERSON UMBRELLA CONCORD, MA	NONE 509(A)(2)	FUNDING FOR EDUCATION PROGRAMS, PERFORMANCES, PRESENTATIONS, AND COLLABORATIONS OF THE ARTS.	15,000.
ONE H.E.A.R.T. 740 SOUTH 300 WEST SUITE 301 SALT LAKE CITY, UT 84101	NONE 170(B)(1)(A)(VI)	FUNDING FOR HEALTH EDUCATION TO BUILD POSITIVE CHARACTER TRAITS IN YOUTH AND ADULTS TO BETTER OUR COMMUNITIES	25,000.
MIND AND LIFE INSTITUTE 7007 WINCHESTER CIRCLE SUITE 100 BOULDER, CO 80301	NONE 509(A)(2)	FUNDING FOR MEETINGS BETWEEN WESTERN SCIENTISTS AND LEADING CONTEMPLATIVE FIGURES TO STUDY SIMILARITIES AND DIFFERENCES BETWEEN WESTERN SCIENTIFIC PRACTICES AND CONTEMPLATIVE MEDITATIONAL TECHNIQUES.	304,928.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLOBAL ARTS PROJECT FOR PEACE PO BOX 40445 TUCSON, AZ 85717	NONE 170(B)(1)(A)(VI)	FUNDING FOR THE PROMOTION OF WORLD PEACE THROUGH USE OF THE ARTS.	25,000.
FEEDING AMERICA 35 E. WACKER DRIVE, SUITE 2000 CHICAGO, IL 60601	NONE 170(B)(1)(A)(VI)	FUNDING FOR AMERICA'S HUNGRY THROUGH A NATIONWIDE NETWORK OF FOOD BANKS IN THE FIGHT TO END HUNGER.	100,000.
THE HUNGER PROJECT 15 EAST 26TH STREET NEW YORK, NY 10010	NONE 170(B)(1)(A)(VI)	FUNDING GOES TOWARDS EMPOWERING PEOPLE TO CREATE LASTING PROGRESS THROUGH EDUCATION, HEALTH, NUTRITION, FAMILY INCOMES AND GENDER EQUALITY.	100,000.
PROJECT BREAD BOSTON, MA	NONE 170(B)(1)(A)(VI)	FUNDING PROVIDES HUNGER RELIEF GRANTS TO FOOD PANTRIES, SOUP KITCHENS, FOOD BANKS, FOOD SALVAGE PROGRAMS, AND FOOD TRANSPORTATION PROGRAMS.	30,000.
ROSIE'S PLACE 889 HARRISON AVENUE BOSTON, MA 02118	NONE 170(B)(1)(A)(VI)	FUNDING HELPS PROVIDE FOOD AND NUTRITION, HOUSING, EMPLOYMENT, AND HEALTH SERVICES FOR POOR AND HOMELESS WOMEN IN BOSTON.	30,000.
OXFAM AMERICA 26 WEST STREET BOSTON, MA 02111	NONE 170(B)(1)(A)(VI)	FUNDING IS FOR THE CREATION OF LASTING SOLUTIONS TO END POVERTY, HUNGRY AND INJUSTICE. 170(B)(1)(A)(VI)	125,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREATER BOSTON FOOD BANK 99 ATKINSON STREET BOSTON, MA 02118	NONE 170(B)(1)(A)(VI)	FUNDING PROVIDES FOR THE DISTRIBUTION OF FOOD TO THE NEEDY IN THE BOSTON AREA.	20,000.
PARTNERS IN HEALTH BOSTON, MA	NONE 170(B)(1)(A)(VI)	FUNDING HELPS AID THE DELIVERY OF QUALITY HEALTH CARE TO PEOPLE AND COMMUNITIES DEVASTATED BY THE BURDENS OF POVERTY AND DISEASE.	855,000.
AMERICAN REPERTORY THEATRE CAMBRIDGE, MA	NONE 509(A)(2)	FUNDING HELPS EXPAND THE BOUNDARIES OF THEATRE, PRODUCTION, PERFORMING, AND PRESENTING LITERARY WORKS.	70,000
HUNTINGTON THEATRE COMPANY BOSTON, MA	NONE 170(B)(1)(A)(VI)	FUNDING HELPS TRAIN AND SUPPORT THE NEXT GENERATION OF THEATRE ARTISTS, PROVIDES ART EDUCATION PROGRAMS THAT PROMOTE LIFE-LONG LEARNING TO A DIVERSE COMMUNITY, AND CELEBRATES THE ESSENTIAL POWER OF THE THEATRE.	30,000.
LAMA YESHE WISDOM PUBLICATIONS PO BOX 356 WESTON, MA 02493	NONE 170(B)(1)(A)(VI)	FUNDING HELPS TRANSLATE, EDIT, REPRODUCE, PUBLISH AND DISTRIBUTE EDUCATIONAL MATERIALS ON THE TEACHINGS OF LAMA YESHE AND LAMA ZAPA RINPOCHE TO THE GENERAL PUBLIC.	40,000.
HARVARD UNIV GRAD SCH ARTS & SCIENCES CAMBRIDGE, MA	NONE 509(A)(2)	FUNDING FOR EDUCATION OF THE ART AND SCIENCE PROGRAMS AT HARVARD UNIVERSITY.	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLOBAL BURN CARE & RECONSTRUCTIVE INSTITUTE SHOREWOOD, WI	NONE 170(B)(1)(A)(VI)	FUNDING PROVIDES TRAINING AND EDUCATION FOR LOCAL BURN CARE AND RECONSTRUCTION IN THE HIMALAYAN COUNTRY OF BHUTAN.	25,000
FINCA WASHINGTON, DC	NONE 170(B)(1)(A)(VI)	FUNDING HELPS PROVIDE FINANCIAL SERVICES TO THE WORLD'S LOWEST-INCOME ENTREPRENEURS.	150,000
THOMPSON ISLAND OUTWARD BOUND PO BOX 127 BOSTON, MA 02110	NONE 170(B)(1)(A)(VI)	FUNDING HELPS PROVIDE INDIVIDUALS WITH ADVENTUROUS AND CHALLENGING EXPERIMENTAL LEARNING PROGRAMS THAT INSPIRE CHARACTER DEVELOPMENT, COMPASSION, COMMUNITY SERVICE, ENVIRONMENTAL RESPONSIBILITY AND ACADEMIC ACHIEVEMENT.	25,000.
FOUNDATION FOR CANCER RESEARCH & EDUCATION FREE UNION, VA 22940	NONE 509(A)(2)	FUNDING FOR CANCER RESEARCH AND EDUCATION.	25,000.
UNIVERSITY OF CA REGENTS 111 FRANKLIN STREET 12TH FLOOR OAKLAND, CA 94607	NONE 170(B)(1)(A)(IV)	FUNDING FOR THE BOARD OF REGENTS AT THE UNIVERSITY OF CALIFORNIA.	75,000.
HIMALAYAN MEDICAL FOUNDATION 2017 10TH STREET BOULDER, CO 80302	NONE 170(B)(1)(A)(VI)	FUNDING TO PROVIDE FREE MEDICAL CARE TO THE COMMUNITIES OF KATHMANDU VALLEY.	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SANTA BARBARA INSTITUTE PO BOX 3573 SANTA BARBARA, CA 93130	NONE 509(A)(2)	FUNDING FOR EDUCATIONAL STUDIES AND RESEARCH ON THE NATURE OF CONSCIOUSNESS.	40,000.
THE DALAI LAMA CTR FOR ETHICS AT MIT CAMBRIDGE, MA	NONE 509(A)(2)	FUNDING FOR PROGRAMS FOCUSED ON THE ETHICAL AND HUMANE DIMENSIONS OF LIFE THROUGH SCIENTIFIC AND TECHNOLOGIC EDUCATION AND RESEARCH.	40,000.
ST BONIFACE HAITI FOUNDATION 400 NORTH MAIN STREET RANDOLPH, MA 02368	NONE 509(A)(2)	FUNDING PROVIDES AID AND SUPPORT FOR THE LESS FORTUNATE PEOPLE OF FOND DES BLANCS, HAITI.	50,000.
HARVARD LAW SCHOOL CAMBRIDGE, MA	NONE 170(B)(1)(A)(II)	FUNDING FOR THE ARTS & SCIENCES GRADUATE PROGRAM AT HARVARD UNIVERSITY.	100,000.
UPAYA ZEN CENTER 1404 CERRO GORDO ROAD SANTA FE, NM 87501-6111	NONE 509(A)(2)	FUNDING FOR THE PRACTICE, SERVICE, AND TRAINING OF BUDDHISM CULTURE.	40,000
PRISON DHARMA NETWORK PO BOX 4623 BOULDER, CO 80306	NONE 170(B)(1)(A)(VI)	FUNDING FOR PRISON MINISTRY PROGRAMS AND EDUCATION.	30,000.

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ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SMITH COLLEGE NORTHAMPTON, MA	NONE 509(A)(2)	FUNDING FOR EDUCATIONAL PROGRAMS - MADHYAMAKA METHODOLOGY SYMPOSIUM HELD IN 2010.	8,800.
DAWN MOUNTAIN 1925 B RICHMOND AVE HOUSTON, TX 77098-3401	NONE 170(B)(1)(A)(VI)	FUNDING FOR THE PRESERVATION OF CONTEMPLATIVE, ARTISTIC, AND HEALING RESOURCES OF BUDDHISM. 170(B)(1)(A)(VI)	15,000.
PENN ARTS & SCIENCES 3451 WALNUT STREET PHILADELPHIA, PA 19104-6205	NONE 509(A)(2)	FUNDING FOR EDUCATIONAL PROGRAMS, PARTICULARLY "MAKING HISTORY".	100,000.
THE YOUNG FOUNDATION 18 VICTORIA PARK SQUARE E2 9PF BETHNAL GREEN LONDON	NONE REGISTRATION 274345	FUNDING FOR EDUCATIONAL AND RESEARCH PROGRAMS THAT BRING TOGETHER INSIGHT, INNOVATION, AND ENTREPRENEURSHIP TO THE COMMUNITY.	75,000
CENTER FOR INVESTIGATING HEALTHY MINDS BOX 78807 MILWAUKEE, WI 53278-0807	NONE 170(B)(1)(A)(III)	FUNDING FOR SCIENTIFIC RESEARCH OF THE BRAIN AND MIND.	150,000.
HERSHEY MONTESSORI SCHOOL 10229 PROUTY ROAD CONCORD, OH 44046	NONE 170(B)(1)(A)(II)	FUNDING FOR THE OPERATION OF MONTESSORI EDUCATIONAL PROGRAMS AT THE FOLLOWING LEVELS: PARENT-INFANT, YOUNG CHILD, PRESCHOOL, ELEMENTARY AND ADOLESCENT.	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KARUNA SHECHEN 36 WEST 20 STREET 2ND FLOOR NEW YORK, NY 10011	NONE 170(B)(1)(A)(VI)	FUNDING FOR EDUCATION, HEALTH CARE, AND SOCIAL SERVICES TO THOSE IN THE HIMALAYAN REGION 170(B)(1)(A)(VI)	150,000.
ARTSEMERSON 120 BOYLSTON STREET BOSTON, MA 02116-4624	NONE 170(B)(1)(A)(VI)	FUNDING FOR CULTURALLY INFLUENCED PERFORMANCES FROM ALL OVER THE WORLD.	60,000.
STANFORD UNIV CCARE STANFORD OFFICE OF MEDICAL DEVELOPMENT 2700 STAND HILL ROAD MENLO PARK, CA 94025	NONE 509(A)(2)	FUNDING FOR SCIENTIFIC STUDIES OF COMPASSION AND ALTRUISTIC BEHAVOIR.	150,000.
THEATRE FOR A NEW AUDIENCE 154 CHRISTOPHER STREET SUITE 3D NEW YORK, NY 10014	NONE 509(A)(2)	FUNDING FOR THE DEVELOPMENT AND VITALIZATION OF CLASSIC DRAMAS INCLUDING SHAKESPEARE.	10,000.
THE WALDEN WOODS PROJECT 44 BAKER FARM LINCOLN, MA 01773-3004	NONE 170(B)(1)(A)(VI)	FUNDING FOR THE PRESERVATION OF LAND IN ECOLOGICALLY IMPORTANT AREAS.	50,000.
MONTESSORI DEVELOPMENT PARTNERSHIPS 13583 BUTTERNUT ROAD BURTON, OH 44021	NONE 170(B)(1)(A)(VI)	FUNDING HELPS DEVELOP AND IMPLEMENT MONTESSORI PROJECTS SUCH AS MEDIA DEVELOPMENT, STUDY GROUPS, PROFESSIONAL DEVELOPMENT, TEACHER TRAINING, AND CURRICULUM DEVELOPMENT	75,000.

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ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EMORY UNIVERSTIY 1599 CLIFTON RD NE 4TH FLOOR ATLANTA, GA 30322	NONE 170(B)(1)(A)(II)	FUNDING TO HELP CREATE, PRESERVE, TEACH AND APPLY KNOWLEDGE IN SERVICE OF HUMANITY AND TO PROVIDE EXCELLENCE IN PATIENT CARE, ENHANCED BY EDUCATION AND RESEARCH	20,666.
DALAI LAMA CTR FOR PEACE & EDUCATION PO BOX 3662 STATION TERMINAL V6B3Y8 VANCOUVER BC	NONE 509(A)(2)	FUNDING IS USED TO EDUCATE THE HEART AND FOSTER COMPASSION THROUGH CREATIVE LEARNING, FACILITATING AND APPLYING RESEARCH, AND CONNECTING PEOPLE AND IDEAS.	25,000.
CENTER FOR CONTEMPLATIVE MIND IN SOCIETY 15 CONZ STREET SUITE 1 NORTHAMPTON, MA 01060	NONE 170(B)(1)(A)(VI)	FUNDING HELPS SUPPORT AND INTEGRATE CONTEMPLATIVE AWARENESS INTO CONTEMPORARY LIFE IN ORDER TO HELP CREATE A MORE JUST, COMPASSIONATE, REFLECTIVE, AND SUSTAINABLE SOCIETY.	25,000.
		TOTAL CONTRIBUTIONS PAID	3,571,394.