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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

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) | Room/suite
ROPES&GRAY LLP/WIL,800 BOYLSTON ST, STE 3600
800 BOYLSTON STREET, SUITE 3600

B Telephone number (see 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 ▶ ☐

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

H Check type of organization ☒ 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)* ▶ $ 67,462,159.

J Accounting method ☒ 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 instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	281,628.	281,628.		ATCH 1
	4	Dividends and interest from securities	1,360,554.	1,360,554.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	-161,635.			
	b	Gross sales price for all assets on line 6a 13,412,549.				
	7	Capital gain net income (from Part IV, line 2)				
	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) ATCH 3	218.	218.		
	12	**Total.** Add lines 1 through 11	1,480,765.	1,642,400.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)ATCH 4	26,800.	13,400.		13,400.
	c	Other professional fees (attach schedule) *	53,860.	53,860.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)ATCH 6	50,275.	15,275.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	866.	866.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	131,801.	83,401.		13,400.
	25	Contributions, gifts, grants paid	3,888,258.			3,888,258.
	26	**Total expenses and disbursements** Add lines 24 and 25	4,020,059.	83,401.	0	3,901,658.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-2,539,294.			
	b	**Net investment income** (if negative, enter -0-)		1,558,999.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
NOV 20 2013
OGDEN, UT
IRS-OSC

SCANNED NOV 22 2013

JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 5 Form **990-PF** (2012)
2E1410 1 000

76766I E041 10/30/2013 9:21:22 AM V 12-7F 35776

G14

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	7,480,977.	7,012,123.	7,012,123.
	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 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 8	35,199,645.	34,091,086.	53,573,204.
	c	Investments - corporate bonds (attach schedule) ATCH 9	6,670,784.	6,823,662.	6,876,832.
	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)	49,351,406.	47,926,871.	67,462,159.
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	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	49,351,406.	47,926,871.	
	30	**Total net assets or fund balances** (see instructions)	49,351,406.	47,926,871.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	49,351,406.	47,926,871.	

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	49,351,406.
2	Enter amount from Part I, line 27a	2	-2,539,294.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	46,812,112.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	-1,114,759.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,926,871.

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	-161,635.
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 instructions) If (loss), enter -0- in Part I, line 8		3	0

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 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))
2011	3,679,316.	65,218,830.	0.056415
2010	3,585,261.	62,223,477.	0.057619
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

2 **Total** of line 1, column (d)	2	0.294130
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	0.058826
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	67,090,067.
5 Multiply line 4 by line 3	5	3,946,640.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,590.
7 Add lines 5 and 6	7	3,962,230.
8 Enter qualifying distributions from Part XII, line 4	8	3,901,658.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	31,180.
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	31,180.
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	31,180.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	27,307.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	52,307.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	311.
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	20,816.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 20,816. **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 Instructions for the 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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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)*

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 instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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

			Yes	No
16	At any time during calendar year 2012, 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 the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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.		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 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 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 2012 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 2012)*	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 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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 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 instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ 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 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
ATCH 11		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	58,929,665.
b	Average of monthly cash balances	1b	9,182,078.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	68,111,743.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	68,111,743.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,021,676.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	67,090,067.
6	**Minimum investment return.** Enter 5% of line 5	6	3,354,503.

Part XI Distributable Amount (see 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	3,354,503.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	31,180.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	31,180.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,323,323.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,323,323.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,323,323.

Part XII Qualifying Distributions (see 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	3,901,658.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,901,658.
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 instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,901,658.

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 instructions)

			(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					3,323,323.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only					
b	Total for prior years 20 10 ,20 09 ,20 08					
3	Excess distributions carryover, if any, to 2012					
a	From 2007					
b	From 2008	655,532.				
c	From 2009	814,862.				
d	From 2010	497,959.				
e	From 2011	446,126.				
f	Total of lines 3a through e		2,414,479.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,901,658.					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2012 distributable amount					3,323,323.
e	Remaining amount distributed out of corpus		578,335.			
5	Excess distributions carryover applied to 2012 *(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		2,992,814.			
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 instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,992,814.			
10	Analysis of line 9					
a	Excess from 2008	655,532.				
b	Excess from 2009	814,862.				
c	Excess from 2010	497,959.				
d	Excess from 2011	446,126.				
e	Excess from 2012	578,335.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a 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 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 ▶ ☒ 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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*				
ATCH 12				
Total . . . . . . ▶ **3a**				3,888,258.
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 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	281,628.	
4 Dividends and interest from securities			14	1,360,554.	
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	218.	
8 Gain or (loss) from sales of assets other than inventory			18	-161,635.	
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)				1,480,765.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,480,765.

(See worksheet in line 13 instructions 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 instructions)

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

▶ Signature of officer or trustee

11/14/13 Date

▶ Trustee Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name Kelli H. Archibald	Preparer's signature Kelli H Archibald	Date 11/08/2013	Check ☐ if self-employed	PTIN 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	

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 - VNGRD ST EQUITIES					VAR	VAR
8,299,924.		8,185,792.					114,132.	
		SEE ATTACHED - VNGRD LT EQUITIES					VAR	VAR
1,188,625.		2,180,671.					-992,046.	
		SEE ATTACHED - VNGRD EXPIRED CALLS					VAR	VAR
157,556.							157,556.	
		SEE ATTACHED - VNGRD EXPIRED PUTS					VAR	VAR
169,103.							169,103.	
		SEE ATTACHED - US TRUST #1676					VAR	VAR
755,000.		781,792.					-26,792.	
		SEE ATTACHED - US TRUST #1676					VAR	VAR
2,203,670.		2,265,759.					-62,089.	
		GAIN ON CURRENCY EXCHANGE					VAR	VAR
14.							14.	
		INV EXP PROCEEDS-SPDR GOLD					VAR	VAR
6,651.							6,651.	
		SEE ATTACHED - US TRUST #6247					01/01/2004	VAR
585,015.		115,518.					469,497.	
		SEE ATTACHED - VNGRD EXPIRED CALLS & PUT					VAR	VAR
46,991.		44,652.					2,339.	
TOTAL GAIN(LOSS)							-161,635.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON SAVINGS ACCOUNTS	304,606.	304,606.
BOND AMORTIZATION	-22,978.	-22,978.
TOTAL	281,628.	281,628.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY - DIVIDENDS	2,275.	2,275.
US TRUST - DIVIDENDS	1,014,254.	1,014,254.
STATE STREET MONEY MARKET - DIVIDENDS	2.	2.
VANGUARD MONEY MARKET FUND	2,081.	2,081.
VANGUARD EURO INDEX FUND	16,407.	16,407.
VANGUARD PACIFIC INDEX FUND	38,301.	38,301.
VANGUARD HIGH YIELD CORP FUND	91,944.	91,944.
VANGUARD BROKERAGE	193,068.	193,068.
VANGUARD EMERGING MKTS STK IDX	2,222.	2,222.
TOTAL	1,360,554.	1,360,554.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SECURITY LITIGATION PROCEEDS		218.	218.
	TOTALS	218.	218.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG		26,800.	13,400.	NONE	13,400.
	TOTALS	26,800.	13,400.		13,400.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN FEES AND BANK CHARGE	53,860.	53,860.
TOTALS	53,860.	53,860.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	14,775.	14,775.
STATE TAXES	500.	500.
FEDERAL TAXES	35,000.	NONE
TOTALS	50,275.	15,275.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS EXPENSES	866.	866.
TOTALS	866.	866.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TRUST		20,418,037.	18,127,097.	37,584,038.
VANGUARD BROKERAGE		11,627,273.	12,662,851.	12,658,634.
VANGUARD MUTUAL FUNDS		3,154,335.	3,301,138.	3,330,532.
	TOTALS	35,199,645.	34,091,086.	53,573,204.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SSB&T / US TRUST - CORP BONDS	6,670,784.	6,823,662.	6,876,832.
TOTALS	6,670,784.	6,823,662.	6,876,832.

Trade Date

Portfolio Analysis

Jan. 01, 2012 through Dec. 31, 2012

Account:

Portfolio Summary by Asset Class

Description	*Market Value*	*% of Account*	*% of Sector*	*Tax Cost*	*Estimated Annual Income*	*Current Yield*
Cash/Currency						
Cash Equivalents	$4,070,683 25	9.5%	100.0%	$4,070,169.04	$5,820 34	0.14%
Total Cash/Currency	**$4,070,683.25**	**9.5%**	**100.0%**	**$4,070,169.04**	**$5,820.34**	**0.14%**
Equities						
U.S. Large Cap	$31,223,033.02	73.0%	83.1%	$9,067,524.11	$929,825.28	2.98%
U.S. Mid Cap	2,042,136.00	4.8	5.4	6,331.77	20,080.00	0.98
U.S. Small Cap	17,252.82	0.0	0.0	15,549.08	363.60	2.10
International Developed	3,620,616.00	8.5	9.6	2,207,494.60	89,296.80	2.46
Emerging Markets	681,000.00	1.6	1.8	355,000.00	13,550 00	1.99
Total Equities	**$37,584,037.84**	**87.9%**	**100.0%**	**$11,651,899.56**	**$1,053,115.68**	**2.80%**
Fixed Income						
Investment Grade Taxable	$1,091,410.77 A	2.6%	100.0%	$994,760.69	$87,853.75	8.24%
Total Fixed Income	**$1,091,410.77**	**2.6%**	**100.0%**	**$994,760.69**	**$87,853.75**	**8.24%**
Total Assets	**$42,746,131.86**	**100.0%**		**$16,716,829.29**	**$1,146,789.77**	**2.68%**
Total	**$42,746,131.86**			**$16,716,829.29**	**$1,146,789.77**	

A =	1,091,411
From Page 7	5,785,421
Total Corp Bond	6,876,832

ATTACHMENT 8A, PAGE 1/27

Portfolio Analysis

Jan. 01, 2012 through Dec. 31, 2012

Account:

Equities - Summary by Business Sector

Sector	*Market Value*	*% of Equities*	*% of S&P 500*
Consumer Discretionary	$0.00	0.0%	11.5%
Consumer Staples	8,563,894.01	22.8	10.6
Energy	2,117,300.00	5.6	11.0
Financials	674,835.00	1.8	15.6
Health Care	7,644,493.29	20 3	12.0
Industrials	1,288,965.00	3.4	10.1
Information Technology	7,408,657.00	19.7	19.0
Materials	5,866,546 32	15.6	3.6
Telecommunication Services	1,529,827.22	4.1	3.2
Utilities	0.00	0.0	3.4
Other Equities	2,489,520.00	6.6	0.0
Total Equities	**$37,584,037.84**	**100.0%**	**100.0%**

Fixed Income - Maturity Schedule

Maturity	*Maturity Amount*	*% of Total*
Less than 1 year	$1,049,000 00	100.0%
Total	**$1,049,000.00**	**100.0%**
Weighted Average Maturity	0.2 years	
Weighted Average Coupon	8.4%	
Weighted Average Current Yield	8.2%	
Weighted Average Yield to Maturity/Call	0.8%	

Fixed Income - Quality Schedule

Moody's Rating	*Market Value*	*% of Fixed Income*
Other Rated	$1,091,410.77	100 0%
Total Fixed Income	**$1,091,410.77**	**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.

ATTACHMENT 8A, PAGE 2/27

Trade Date

Portfolio Detail

Jan. 01, 2012 through Dec. 31, 2012

Account:

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								
41,082.000	INVESCO LIQUID ASSETS PORTFOLIO INSTITUTIONAL CLASS (FORMERLY AIM) (Income Investment)	825252729	$41,082.00	$21.57	$41,082.00 1.000	$0.00	$58.75	0.14%
4,029,087.040	INVESCO LIQUID ASSETS PORTFOLIO INSTITUTIONAL CLASS (FORMERLY AIM)	825252729	4,029,087.04	492.64	4,029,087.04 1.000	0.00	5,761.59	0.14
	Total Cash Equivalents		**$4,070,169.04**	**$514.21**	**$4,070,169.04**	**$0.00**	**$5,820.34**	**0.14%**
Total Cash/Currency			**$4,070,169.04**	**$514.21**	**$4,070,169.04**	**$0.00**	**$5,820.34**	**0.14%**
Equities								
Consumer Staples								
64,000.000	COCA COLA CO Ticker. KO	191216100	$2,320,000.00 36.250	$0.00	$0.00	$2,320,000.00	$65,280.00	2.81%
20,000.000	KIMBERLY CLARK CORP Ticker: KMB	494368103	1,688,600.00 84.430	14,800.00	955,054.92 47.753	733,545.08	59,200.00	3.50
8,333.000	KRAFT FOODS GROUP INC Ticker: KRFT	50076Q106	378,901.51 45.470	4,166.50	267,015.39 32.043	111,886.12	16,666.00	4.39
25,000.000	MONDELEZ INTL INC Ticker: MDLZ	609207105	636,330.00 25.453	3,250.00	493,948.88 19.758	142,381.12	13,000.00	2.04
46,800.000	UNILEVER PLC SPON ADR NEW UNITED KINGDOM Ticker: UL	904767704	1,812,096.00 38.720	0.00	1,014,834.60 21.685	797,261.40	57,376.80	3.16
25,000.000	WAL-MART STORES INC Ticker: WMT	931142103	1,705,750.00 68.230	0.00	1,120,687.66 44.828	585,062.34	39,750.00	2.33
	Total Consumer Staples		**$8,541,677.51**	**$22,216.50**	**$3,851,541.45**	**$4,690,136.06**	**$251,272.80**	**2.94%**

ATTACHMENT 8A, PAGE 3/27

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

Portfolio Detail

Account.

Jan. 01, 2012 through Dec 31, 2012

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)								
Energy								
20,000.000	CONOCOPHILLIPS Ticker: COP	20825C104	$1,159,800.00 57.990	$0.00	$0.00	$1,159,800.00	$52,800.00	4.55%
10,000.000	PHILLIPS 66 Ticker: PSX	718546104	531,000.00 53.100	0.00	0.00	531,000.00	10,000.00	1.88
12,500.000	VALERO ENERGY CORP NEW Ticker: VLO	91913Y100	426,500.00 34.120	0.00	0.00	426,500.00	8,750.00	2.05
	Total Energy		**$2,117,300.00**	**$0.00**	**$0.00**	**$2,117,300.00**	**$71,550.00**	**3.37%**
Financials								
21,000.000	US BANCORP DEL COM NEW Ticker: USB	902973304	$670,740.00 31.940	$4,095.00	$0.00	$670,740.00	$16,380.00	2.44%
	Total Financials		**$670,740.00**	**$4,095.00**	**$0.00**	**$670,740.00**	**$16,380.00**	**2.44%**
Health Care								
40,000.000	AMGEN INC Ticker: AMGN	031162100	$3,448,000.00 86.200	$0.00	$0.00	$3,448,000.00	$75,200.00	2.18%
20,000.000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108	651,800.00 32.590	0.00	508,562.87 25.428	143,237.13	28,000.00	4.29
53,644.000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105	2,196,185.36 40.940	23,066.92	1,023,255.12 19.075	1,172,930.24	92,267.68	4.20
52,850 000	PFIZER INC Ticker: PFE	717081103	1,325,441.01 25.079	0.00	923,947.75 17.482	401,493.26	50,736.00	3.82
	Total Health Care		**$7,621,426.37**	**$23,066.92**	**$2,455,765.74**	**$5,165,660.63**	**$246,203.68**	**3.23%**
Industrials								
14,500.000	HONEYWELL INTL INC Ticker: HON	438516106	$920,315.00 63.470	$0.00	$507,717.50 35.015	$412,597.50	$23,780.00	2.58%
5,000.000	UNITED PARCEL SVC INC CL B Ticker: UPS	911312106	368,650.00 73.730	0.00	347,887.53 69.578	20,762.47	11,400 00	3.09

Portfolio Detail

Account:

Jan. 01, 2012 through Dec. 31, 2012

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)								
Industrials (cont)								
	Total Industrials		**$1,288,965.00**	**$0.00**	**$855,605.03**	**$433,359.97**	**$35,180.00**	**2.72%**
Information Technology								
10,000.000	APPLE INC Ticker: AAPL	037833100	$5,321,729.00 532.173	$0.00	$71,000.00 7.100	$5,250,729.00	$106,000.00	1.99%
5,400.000	DELL INC Ticker: DELL	24702R101	54,756.00 10.140	432.00	133,528.55 24.728	-78,772.55	1,728.00	3.15
58,000.000	INTEL CORP Ticker: INTC	458140100	1,195,960.00 20.620	0.00	441,681.11 7.615	754,278.89	52,200.00	4.36
20,000.000	ORACLE CORP Ticker: ORCL	68389X105	666,400.00 33.320	0.00	314,200.00 15.710	352,200.00	4,800.00	0.72
9,000.000	SYMANTEC CORP Ticker: SYMC	871503108	169,380.00 18.820	0.00	157,635.00 17.515	11,745.00	0.00	0.00
	Total Information Technology		**$7,408,225.00**	**$432.00**	**$1,118,044.66**	**$6,290,180.34**	**$164,728.00**	**2.22%**
Materials								
15,000.000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109	$674,677.50 44.979	$0.00	$0.00	$674,677.50	$25,800.00	3.82%
32,000.000	INTERNATIONAL PAPER CO Ticker. IP	460146103	1,274,880.00 39.840	0.00	771,341.83 24.104	503,538.17	38,400.00	3.01
606 000	NEENAH PAPER INC Ticker: NP	640079109	17,252.82 28.470	0.00	15,549.08 25.659	1,703.74	363.60	2.10
40,000 000	NEWMONT MNG CORP Ticker: NEM	651639106	1,857,600.00 46.440	0.00	0.00	1,857,600.00	56,000.00	3.01
25,100.000	ROYAL GOLD INC Ticker RGLD	780287108	2,042,136.00 81.360	0.00	6,331.77 0.252	2,035,804.23	20,080.00	0.98
	Total Materials		**$5,866,546.32**	**$0.00**	**$793,222.68**	**$5,073,323.64**	**$140,643.60**	**2.39%**
Telecommunication Services								
45,382.000	AT&T INC Ticker: T	00206R102	$1,529,827.22 33.710	$0.00	$1,030,060.00 22.698	$499,767.22	$81,687.60	5.34%

ATTACHMENT 8A, PAGE 5/27

Portfolio Detail

Account:

Jan. 01, 2012 through Dec. 31, 2012

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)								
	Total Telecommunication Services		**$1,529,827.22**	**$0.00**	**$1,030,060.00**	**$499,767.22**	**$81,687.60**	**5.34%**
Other Equities								
84,000.000	ASA GOLD AND PRECIOUS METALS LTD BERMUDA Ticker: ASA	G3156P103	$1,808,520.00 21.530	$0.00	$1,192,660.00 14.198	$615,860.00	$31,920.00	1.76%
50,000.000	ISHR MSCI TAIWAN INDEX FUND Ticker: EWT	464286731	681,000.00 13.620	0.00	355,000.00 7.100	326,000.00	13,550.00	1.99
	Total Other Equities		**$2,489,520.00**	**$0.00**	**$1,547,660.00**	**$941,860.00**	**$45,470.00**	**1.82%**
Total Equities			**$37,534,227.42**	**$49,810.42**	**$11,651,899.56**	**$25,882,327.86**	**$1,053,115.68**	**2.80%**
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	$1,065,542.73 101.577	$25,868.04	$994,760.69 94.829	$70,782.04	$87,853.75	8.24% 0.76
	Total Investment Grade Taxable		**$1,065,542.73**	**$25,868.04**	**$994,760.69**	**$70,782.04**	**$87,853.75**	**8.24%**
Total Fixed Income			**$1,065,542.73**	**$25,868.04**	**$994,760.69**	**$70,782.04**	**$87,853.75**	**8.24%**
Total Portfolio			**$42,669,939.19**	**$76,192.67**	**$16,716,829.29**	**$25,953,109.90**	**$1,146,789.77**	**2.68%**
Accrued Income			$76,192.67					
Total			**$42,746,131.86**					

ATTACHMENT 8A, PAGE 6/27

Portfolio Analysis

Jan. 01, 2012 through Dec. 31, 2012

Account:

Portfolio Summary by Asset Class

Description	*Market Value*	*% of Account*	*% of Sector*	*Tax Cost*	*Estimated Annual Income*	*Current Yield*
Cash/Currency						
Cash Equivalents	$340,529.92	5.6%	100 0%	$340,412.81	$486.79	0 14%
Total Cash/Currency	**$340,529.92**	**5.6%**	**100.0%**	**$340,412.81**	**$486.79**	**0.14%**
Fixed Income						
Investment Grade Taxable	$3,354,973.09	54.8%	58.0%	$3,410,483.00	$155,030.00	4.67%
Investment Grade Tax Exempt	1,619,596.41	26 4	28.0	1,601,210.88	72,875.00	4.54
International Developed Bonds	607,948.08	9.9	10.5	604,287.00	14,046.00	2.32
Global High Yield Taxable	202,903.83	3.3	3.5	212,920 00	10,750.00	5.32
Total Fixed Income	**$5,785,421.41** *	**94.4%**	**100.0%**	**$5,828,900.88**	**$252,701.00**	**4.41%**
Total Assets	**$6,125,951.33**	**100.0%**		**$6,169,313.69**	**$253,187.79**	**4.17%**
Total	**$6,125,951.33**			**$6,169,313.69**	**$253,187.79**	

* Added to Amount on Page 1

ATTACHMENT 8A, PAGE 7/27

Trade Date

Portfolio Analysis

Jan. 01, 2012 through Dec. 31, 2012

Account:

Fixed Income - Maturity Schedule

Maturity	*Maturity Amount*	*% of Total*
Less than 1 year	$2,940,000.00	53.3%
1 - 5 years	2,575,000.00	46.7
Total	**$5,515,000.00**	**100.0%**

Weighted Average Maturity	1.0 years
Weighted Average Coupon	4.6%
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	$1,355,634.27	23.4%
A	1,593,114.73	27.5
Other Rated	2,732,876.74	47.2
Non-Rated	103,795 67	1.8
Total Fixed Income	**$5,785,421.41**	**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.

Portfolio Detail

Jan. 01, 2012 through Dec. 31, 2012

Account:

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	INVESCO LIQUID ASSETS PORTFOLIO INSTITUTIONAL CLASS (FORMERLY AIM) (Income Investment)	825252729	$0.00	$20 73	$0.00	$0.00	$0.00	0.00%
340,412.810	INVESCO LIQUID ASSETS PORTFOLIO INSTITUTIONAL CLASS (FORMERLY AIM)	825252729	340,412.81	96.38	340,412.81 1.000	0.00	486.79	0.14
	Total Cash Equivalents		**$340,412.81**	**$117.11**	**$340,412.81**	**$0.00**	**$486.79**	**0.14%**
Total Cash/Currency			**$340,412.81**	**$117.11**	**$340,412.81**	**$0.00**	**$486.79**	**0.14%**
Fixed Income								
Investment Grade Taxable								
200,000 000	***2013*** GENERAL ELEC CAP CORP SR UNSECD MTN DTD 01/08/10 2.800% DUE 01/08/13 Moody's. A1 S&P: AA+	36962G4H4	$200,056.00 100.028	$2,691.11	$205,388.00 102.694	-$5,332.00	$5,600 00	2.79% 2.80
200,000.000	WELLS FARGO & CO NEW SR NT DTD 01/31/08 4.375% DUE 01/31/13 Moody's: A2 S&P: A+	949746NY3	200,594.00 100.297	3,670.13	211,790.00 105.895	-11,196.00	8,750.00	4.36 1.13
300,000.000	HEWLETT PACKARD CO NT DTD 03/03/08 4.500% DUE 03/01/13 Moody's: BAA1 S&P: BBB+	428236AQ6	301,599.00 100.533	4,500.00	314,184.00 104.728	-12,585.00	13,500.00	4.47 1.41
200,000.000	ANHEUSER BUSCH INBEV WORLDWIDE INC CO GTD NT DTD 03/29/10 2.500% DUE 03/26/13 Moody's: A3 S&P: A	03523TAR9	200,924 00 100.462	1,319.44	203,822.00 101.911	-2,898.00	5,000.00	2.48 0.58

ATTACHMENT 8A, PAGE 9/27

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

Trade Date

Portfolio Detail

Account:

Jan. 01, 2012 through Dec. 31, 2012

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	JPMORGAN CHASE & CO SR UNSECD NT DTD 04/28/08 4.750% DUE 05/01/13 Moody's: A2 S&P: A	46625HHB9	202,886.00 101.443	1,583.33	213,626.00 106.813	-10,740.00	9,500.00	4.68 0.51
300,000.000	AVON PRODUCTS INC DTD 5/13/2003 4.625% DUE 5/15/2013 Moody's: BAA1 S&P: BBB-	054303AQ5	303,435.00 101.145	1,772.91	318,051.00 106.017	-14,616.00	13,875.00	4.57 1.60
300,000.000	AMERICAN EXPRESS CO NT DTD 07/24/03 4.875% DUE 07/15/13 Moody's: A3 S&P: BBB+	025816AQ2	306,981.00 102.327	6,743.75	317,379.00 105.793	-10,398.00	14,625.00	4.76 0.60
300,000.000	FPL GROUP CAP INC CO GTD DEB DTD 05/18/10 2.550% DUE 11/15/13 Moody's: BAA1 S&P: BBB+	302570BH8	304,737.00 101.579	977.49	306,270.00 102.090	-1,533.00	7,650.00	2.51 0.74
300,000.000	***2014*** XEROX CORP SR NT DTD 05/11/09 8.250% DUE 05/15/14 Moody's: BAA2 S&P: BBB-	984121BY8	327,237.00 109.079	3,162.49	337,056.00 112.352	-9,819.00	24,750.00	7.56 1.59
300,000.000	CAPITAL ONE FINL CORP SR NT DTD 05/22/09 7.375% DUE 05/23/14 Moody's: BAA1 S&P: BBB	14040HAS4	326,349.00 108.783	2,335.41	333,534.00 111.178	-7,185.00	22,125.00	6.78 1.06
300,000.000	***2015*** PRUDENTIAL FINL INC SR UNSECD MTN SER D DTD 01/14/10 3.875% DUE 01/14/15 Moody's: BAA2 S&P: A	74432QBL8	317,412.00 105.804	5,392.70	318,969.00 106.323	-1,557.00	11,625.00	3.66 1.01
300,000.000	CITIGROUP INC UNSECD SR NT DTD 12/15/09 6.010% DUE 01/15/15 Moody's: BAA2 S&P: A-	172967FA4	327,813.00 109.271	801.33	330,414.00 110.138	-2,601.00	18,030.00	5.50 1.34
	Total Investment Grade Taxable		**$3,320,023.00**	**$34,950.09**	**$3,410,483.00**	**-$90,460.00**	**$155,030.00**	**4.67%**

ATTACHMENT 8A, PAGE 10/27

Portfolio Detail

Jan. 01, 2012 through Dec. 31, 2012

Account:

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								
140,000.000	***2013*** ERIE CNTY N Y GO BDS DTD 12/28/05 05.000 DUE 12/01/13 NON-CALLABLE FIXED RT NO SINK FUND Moody's: A2 S&P: A-	295084DX2	$145,244 40 103.746	$583.33	$145,336.80 103.812	-$92.40	$7,000.00	4.81% 0.85
300,000.000	***2014*** ILLINOIS ST FIRST SER G.O. BDS DTD 04/01/01 05 375 DUE 04/01/14 NON-CALLABLE FIXED RT NO SINK FUND Moody's: A2 S&P: A	452150R31	315,807.00 105.269	4,031.24	319,764.55 106.588	-3,957.55	16,125.00	5 10 1.09
300,000 000	CITIZENS PPTY INS CORP FLA SENIOR SECURED BDS DTD 04/06/10 05.000 DUE 06/01/14 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AA3 S&P: AA-	176553FC4	318,570.00 106.190	1,250 00	316,494.00 105.498	2,076.00	15,000.00	4.70 0.58
100,000.000	PORT ST LUCIE FLA LOC OPT GAS REF AND IMPT BDS DTD 04/08/04 05 000 DUE 09/01/14 CALL 09/01/13 @ 100.000 FIXED RT NO SINK FUND Moody's: NA S&P: A	73535LCA0	102,129.00 102.129	1,666.67	102,691.00 102.691	-562.00	5,000.00	4.89 1.73
200,000.000	MICHIGAN ST GRANT ANTIC NTS DTD 08/30/07 04 250 DUE 09/15/14 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AA3 S&P: AA	594610R82	211,594.00 105.797	2,502.78	210,626.00 105.313	968.00	8,500.00	4.01 0.80

Portfolio Detail

Account:

Jan. 01, 2012 through Dec. 31, 2012

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	DU PAGE CNTY ILL CMNTY HIGH SC REF BDS DTD 09/01/04 03.750 DUE 12/01/14 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AA3 S&P: AA	263417HT7	211,454.00 105.727	624.99	209,140.00 104.570	2,314.00	7,500.00	3.54 0.72
275,000.000	*2015* CHICAGO ILL GO REF BDS DTD 03/16/05 05.000 DUE 01/01/15 NON-CALLABLE FIXED RT NO SINK FUND Moody's: AA3 S&P: AA-	167485BT7	297,264.00 108.096	6,875.00	297,158.53 108.058	105.47	13,750.00	4.62 0.89
	Total Investment Grade Tax Exempt		**$1,602,062.40**	**$17,534.01**	**$1,601,210.88**	**$851.52**	**$72,875.00**	**4.54%**
International Developed Bonds								
300,000.000	*2013* TELEFONICA EMISIONES S A U CO GTD NT SPAIN DTD 04/26/10 2.582% DUE 04/26/13 Moody's: BAA2 S&P: BBB	87938WAK9	$301,050.00 100.350	$1,398.58	$299,250.00 99.750	$1,800.00	$7,746.00	2.57% 1.45
300,000 000	WESTPAC BKG CORP SR UNSECD NT AUSTRALIA DTD 08/03/10 2.100% DUE 08/02/13 Moody's: AA2 S&P: AA-	961214BM4	302,892.00 100.964	2,607.50	305,037.00 101.679	-2,145.00	6,300.00	2.08 0.36
	Total International Developed Bonds		**$603,942.00**	**$4,006.08**	**$604,287.00**	**-$345.00**	**$14,046.00**	**2.32%**
Global High Yield Taxable								
200,000.000	*2013* ARCELORMITTAL SA LUXEMBOURG SR UNSECD NT LUXEMBOURG DTD 05/27/08 5.375% DUE 06/01/13 Moody's: BA1 S&P: BB+	03938LAC8	$202,008.00 101.004	$895.83	$212,920.00 106.460	-$10,912.00	$10,750.00	5.32% 2.36

Portfolio Detail

Jan. 01, 2012 through Dec. 31, 2012

Account:

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)								
Global High Yield Taxable (cont)								
	Total Global High Yield Taxable		**$202,008.00**	**$895.83**	**$212,920.00**	**-$10,912.00**	**$10,750.00**	**5.32%**
Total Fixed Income			**$5,728,035.40**	**$57,386.01**	**$5,828,900.88**	**-$100,865.48**	**$252,701.00**	**4.41%**
Total Portfolio			**$6,068,448.21**	**$57,503.12**	**$6,169,313.69**	**-$100,865.48**	**$253,187.79**	**4.17%**
Accrued Income			$57,503.12					
Total			**$6,125,951.33**					

ATTACHMENT 8A, PAGE 13/27

Vanguard Flagship Services®
Andrew Strum, Registered Representative: 800-345-1344, Ext 4085
Brokerage Services: 800-992-8327

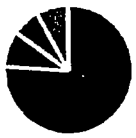
Statement overview

$17,171,191.01
Total value of all accounts as of December 31, 2012

Accounts	Value on 12/31/2011	Value on 12/31/2012
Hershey Family Foundation		
Foundation account	**$14,666,362.25**	**$17,171,191.01**
Vanguard funds	3,258,293.25	4,512,557.21
Brokerage assets	11,408,069.00	12,658,633.80
Total	**$14,666,362.25**	**$17,171,191.01**

From Page 15 = 4,512,557
Less B = 1,182,026
3,330,532

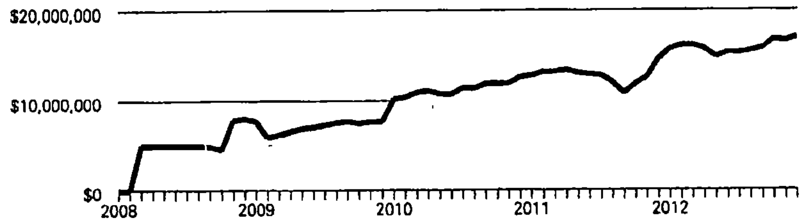
Asset mix



		Value on 12/31/2012
■	76.1% Stocks	$13,064,537 95
■	8 9% Bonds	1,528,753 36
■	6 9% Short-term reserves	1,182,025 65 B
■	8 1% Other	1,395,874.05
		$17,171,191.01

Your asset mix percentages are based on your holdings as of the prior month-end

Balance trend



Investment return (market change, dividends, interest, capital gains)

Since December 31, 2007. $2,809,902.39

For more information on your account, including tools to help you set up a target asset allocation, log on to vanguard com.

406A 000000660200180 C

Vanguard

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

Andrew Strum, Registered Representative: 800-345-1344, Ext. 4085
Brokerage Services: 800-992-8327

Account overview

$17,171,191.01
Total value of all accounts as of December 31, 2012

Year-to-date income	Vanguard funds	Brokerage assets
Taxable income	$148,883.75	$189,796.10
Nontaxable income	0.00	0 00
Total	**$148,883.75**	**$189,796.10**

Balances and holdings for Vanguard funds

Beginning on January 1, 2012, new tax rules on taxable (nonretirement) mutual fund accounts (excluding money market funds) require Vanguard to track cost basis information for shares acquired and subsequently sold, on or after that date. Unless you select another method, sales of Vanguard mutual funds, but not ETFs, will default to the average cost method. We'll begin reporting cost basis to the IRS in 2013. For more information, visit vanguard.com/costbasis.

Symbol	Name	Fund & account	Average price per share	Total cost	Balance on 12/31/2011	Balance on 12/31/2012
VEMAX	Emerging Mkts Stk Idx Adm	5533-88023484298	$31.44	$78,789.83	$77,584.09	$92,186 28
VEUSX	European Stock Index Adm	0579-88023484298	68.62	599,689 20	437,364.23	529,168 73
VWEAX	High-Yield Corp Fund Adm	0529-88023484298	5.65	1,412,644.62	1,335,540.72	1,528,753.36
VPADX	Pacific Stock Index Adm	0572-88023484298	67.44	1,210,014.52	1,020,869 84	1,180,423.19
VMRXX	Prime Money Mkt Fund Inst	0066-88023484298	-	-	386,934.37	1,182,025.65
					$3,258,293.25	**$4,512,557.21** *

* Amount to Page 14

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 'Balances and holdings for Vanguard Brokerage Services ' For inquiries and questions regarding your brokerage assets, please contact Brokerage Services

Foundation account
Hershey Family Foundation

Vanguard Flagship Services®
Andrew Strum, Registered Representative: 800-345-1344, Ext. 4085
Brokerage Services: 800-992-8327

Balances and holdings for Vanguard Brokerage Services account

Unless otherwise noted, your position is held as margin.

ETFs

Symbol	Name	Total cost	Quantity	Price on 12/31/2012	Balance on 12/31/2011	Balance on 12/31/2012
EWZ	ISHARES MSCI BRAZIL INDEX ETF Est. annual income $4,319 70, Est. yield 2 57%	$169,140.04	3,000.0000	$55.9400	$172,170 00	$167,820 00
RSX	MARKET VECTORS RUSSIA ETF Est annual income $22,599 00, Est yield 2 44%	815,300.42	31,000.0000	29.9000	826,150 00	926,900.00
TBT	PROSHARES ULTRASHORT 20+ YRS TREASURY ETF	583,770.20	4,125.0000	63.4500	-	261,731.25
GLD	SPDR GOLD TRUST GOLD SHARES	1,111,390.17	7,000.0000	162.0204	3,191,790.00	1,134,142 80
	Total Est. annual income: $26,918.70; Est. yield: 1.08%				**$4,190,110.00**	**$2,490,594.05** C

Stocks and options

Symbol	Name	Total cost	Quantity	Price on 12/31/2012	Balance on 12/31/2011	Balance on 12/31/2012
A	AGILENT TECHNOLOGIES INC Est annual income $6,000 00, Est. yield 0 98%	$552,600 39	15,000 0000	$40.9400	-	$614,100 00
ALU	ALCATEL LUCENT	108,827.04	60,000.0000	1.3900	93,600.00	83,400 00

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

Andrew Strum, Registered Representative: 800-345-1344, Ext. 4085

Brokerage Services: 800-992-8327

Balances and holdings for Vanguard Brokerage Services account—

Stocks and options, continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2012	Balance on 12/31/2011	Balance on 12/31/2012
AAPL	APPLE INC Est. annual income $15,900 00, Est. yield. 1 99%	941,250.42	1,500 0000	532.1729	-	798,259.35
BLDP	BALLARD POWER SYSTEMS INC NEW	37,440.00	18,000.0000	0.6107	19,440 00	10,992 60
BAC	BANK OF AMERICA CORP Est. annual income. $1,800 00; Est yield· 0 34%	250,341.68	45,000.0000	11.6100	-	522,450 00
BP	BP PLC SPONSORED ADR Est annual income $58,320.00, Est. yield· 5 19%	1,113,481.68	27,000 0000	41.6400	-	1,124,280.00
DVN	DEVON ENERGY CORP NEW Est annual income. $4,800 00, Est yield. 1 54%	346,200.08	6,000.0000	52 0400	372,000 00	312,240.00
FDX	FEDEX CORP Est annual income. $8,400 00, Est. yield 0 61%	1,394,089.50	15,000 0000	91.7200	2,505,300.00	1,376,800 00
F	FORD MOTOR COMPANY NEW Est. annual income. $5,000 00, Est. yield 1.54%	297,500.53	25,000.0000	12.9500	269,000 00	323,750 00
GE	GENERAL ELECTRIC COMPANY Est annual income $38,000 00, Est yield 3 62%	825,000 00	50,000.0000	20.9900	895,500.00	1,049,500 00
MSFT	MICROSOFT CORP Est. annual income $77,280.00, Est. yield· 3 44%	2,368,136.49	84,000.0000	26.7097	1,090,320 00	2,243,614.80

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

Andrew Strum, Registered Representative: 800-345-1344, Ext. 4085
Brokerage Services: 800-992-8327

Balances and holdings for Vanguard Brokerage Services account— _ _ _ _ _ _ _ _ _ .

Stocks and options, continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2012	Balance on 12/31/2011	Balance on 12/31/2012
NOK	NOKIA CORP SPON ADR Est annual income: $6,517 08, Est. yield 6 39%	149,898 00	25,800.0000	3 9500	-	101,910.00
PEP	PEPSICO INC Est annual income. $17,200 00. Est. yield. 3 14%	513,250.12	8,000 0000	68.4300	530,800.00	547,440.00
PBR	PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR Est annual Income $17,940.60, Est yield 5 12%	605,520.42	18,000 0000	19.4700	447,300.00	350,460 00
PBI	PITNEY BOWES INC Est annual income: $18,000 00, Est yield· 14 10%	296,880.06	12 000 0000	10 6400	222,480.00	127,680 00
TM	TOYOTA MOTOR CORP SPONSORED ADR Est annual income. $5,203 80, Est yield 1 59%	224,350.23	3,500.0000	93 2500	231,455 00	326,375.00
WFT	WEATHERFORD INTL LTD REG	481,201 13	30,000.0000	11.1900	439,200 00	335,700 00
	Long market value				**$7,116,395.00**	**$10,247,951.75**
ALU 130119 C $5 00	CALL ALCATEL LUCENT $5 EXP 01/19/13	-$5,992.86	-600.0000	$0.0500	-	-$3,000 00
AAPL 130119 C $630 00	CALL APPLE INC $630 EXP 01/19/13	-11,624.73	-15 0000	0.5900	-	-885.00

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

Andrew Strum, Registered Representative: 800-345-1344, Ext. 4085
Brokerage Services: 800-992-8327

Balances and holdings for Vanguard Brokerage Services account–

Stocks and options, continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2012	Balance on 12/31/2011	Balance on 12/31/2012
BRKB 130119 P $82 50	PUT BERKSHIRE CL B NEW $82 50 EXP 01/19/13 CLASS B	-10,085.77	-82.0000	0 1300	-	-1,066 00
MSFT 130119 C $26 00	CALL MICROSOFT CORP $26 EXP 01/19/13	-47,038 94	-420.0000	0 9900	-	-41,580 00
MSFT 130216 C $27.00	CALL MICROSOFT CORP $27 EXP 02/16/13	-43,774.01	-420.0000	0.7600	-	-31,920 00
NOK 130119 C $5 00	CALL NOKIA CORP $5 EXP 01/19/13	-23,735.57	-258.0000	0 0200	-	-516.00
PBR 130119 C $35 00	CALL PETROLEO BRASILEIRO $35 EXP 01/19/13	-5,039.88	-180 0000	0.0100	-	-180 00
TBT1 130119 C $35.00	CALL PROSHARES = 25 TBT $35 EXP 01/19/13 20+ YEARS TREASURY	-4,619.91	-165 0000	0 0100	-	-165.00

406A 000000660200180 C

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

Andrew Strum, Registered Representative: 800-345-1344, Ext. 4085

Brokerage Services: 800-992-8327

Balances and holdings for Vanguard Brokerage Services account–

Stocks and options, continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2012	Balance on 12/31/2011	Balance on 12/31/2012
WFT 130119 C $17 50	CALL WEATHERFORD INTL $17 50 EXP 01/19/13	-13,499 69	-300.0000	0.0200	-	-600.00
	Short market value				**$0.00**	**-$79,912.00**
	Total Est. annual income: $280,361.48; Est. yield: 2.76%				**$7,116,395.00**	**$10,168,039.75** C

Sum of C = 12,658,634

Account activity for Vanguard funds

Emerging Mkts Stk Idx Adm

Purchases	Withdrawals	Dividends
$0.00	$0.00	$1,990.79

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2011		$31.67		2,449.766	$77,584.09
09/21	Income dividend 435	$1,065 65	34.95	30 491	2,480 257	
12/19	Income dividend .373	925 14	36.30	25.486	2,505.743	
	Ending balance on 12/31/2012		**$36.79**		**2,505.743**	**$92,186.28**

European Stock Index Adm 0579-88023484298

Purchases	Withdrawals	Dividends
$0.00	$0 00	$15,562.49

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

Andrew Strum, Registered Representative: 800-345-1344, Ext. 4085

Brokerage Services: 800-992-8327

Account activity for Vanguard funds, continued

European Stock Index Adm

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2011		$51.60		8,476.051	$437,364.23
09/21	Income dividend 1 343	$11,383 34	58.56	194 388	8,670.439	
12/19	Income dividend .482	4,179 15	60.63	68 929	8,739.368	
	Ending balance on 12/31/2012		**$60.55**		**8,739.368**	**$529,168.73**

High-Yield Corp Fund Adm 0529-88023484298

Purchases	Withdrawals	Dividends
$0.00	$0.00	$91,944.46

30-day SEC yield as of 12/31/2012* 4.55%

*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 12/31/2011		$5.69		234,717 174	$1,335,540.72
01/31	Income dividend	$7,920 32	5.82	1,360 880	236,078.054	
02/29	Income dividend	7,303.87	5.90	1,237.944	237,315.998	
03/30	Income dividend	7,797 60	5.84	1,335.205	238,651.203	
04/30	Income dividend	7,506.57	5 87	1,278.802	239,930 005	
05/31	Income dividend	7,784.70	5.78	1,346 834	241,276.839	
06/29	Income dividend	7,454.79	5.87	1,269.981	242,546.820	
07/31	Income dividend	7,809.49	5 96	1,310 317	243,857.137	

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

Andrew Strum, Registered Representative: 800-345-1344, Ext. 4085
Brokerage Services: 800-992-8327

Account activity for Vanguard funds, continued

High-Yield Corp Fund Adm

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
08/31	Income dividend	7,726 37	5.98	1,292 035	245,149.172	
09/28	Income dividend	7,467 59	6.02	1,240 463	246,389.635	
10/31	Income dividend	7,767 02	6 05	1,283 805	247,673.440	
11/30	Income dividend	7,574.38	6 06	1,249.898	248,923.338	
12/31	Income dividend	7,831.76	6.11	1,281.794	250,205.132	
	Ending balance on 12/31/2012		**$6.11**		**250,205.132**	**$1,528,753.36**

Pacific Stock Index Adm

Purchases	Withdrawals	Dividends
$0.00	$0.00	$37,304.90

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2011		$58 80		17,361.732	$1,020,869 84
09/21	Income dividend .937	$16,267.94	63 26	257.160	17,618.892	
12/19	Income dividend 1 194	21,036.96	65.05	323.397	17,942.289	
	Ending balance on 12/31/2012		**$65.79**		**17,942.289**	**$1,180,423.19**

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

Andrew Strum, Registered Representative: 800-345-1344, Ext. 4085
Brokerage Services: 800-992-8327

Account activity for Vanguard funds, continued

Prime Money Mkt Fund Inst

Purchases	Withdrawals	Dividends
$9,235,218.36	-$8,442,208.19	$2,081.11

7-day SEC yield as of 12/31/2012* 0.10%

*Average annualized income dividend over the past 7 days. For updated information, visit vanguard.com.

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2011		$1.00		386,934.370	$386,934.37
01/03	Net sweep from brokerage	$18,104 00	1.00	18,104 000	405,038 370	
01/04	Net sweep from brokerage	8,020.00	1 00	8,020 000	413,058 370	
01/18	Net sweep from brokerage	30,405 41	1.00	30,405.410	443,463.780	
01/25	Net sweep from brokerage	4,434,529 38	1 00	4,434,529 380	4,877,993.160	
01/26	Net sweep from brokerage	8,799 99	1.00	8,799.990	4,886,793 150	
01/27	Net sweep from brokerage	34,949 31	1 00	34,949 310	4,921,742.460	
01/31	Sweep to brokerage	-2,109,579 51	1 00	-2,109,579.510	2,812,162 950	
01/31	Income dividend	117 06	1 00	117 060	2,812,280.010	
02/03	Sweep to brokerage	-28,350.00	1.00	-28,350 000	2,783,930 010	
02/06	Net sweep from brokerage	1,999 96	1.00	1,999.960	2,785,929.970	
02/07	Net sweep from brokerage	29 99	1 00	29.990	2,785,959.960	
02/13	Net sweep from brokerage	2,479.95	1.00	2,479 950	2,788,439.910	
02/14	Net sweep from brokerage	11,362.77	1.00	11,362.770	2,799,802.680	
02/29	Sweep to brokerage	-149,898 00	1.00	-149,898 000	2,649,904 680	
02/29	Income dividend	226 50	1.00	226.500	2,650,131.180	

Account activity for Vanguard funds, continued

Prime Money Mkt Fund Inst

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
03/02	Net sweep from brokerage	1,250 00	1 00	1,250 000	2,651,381.180	
03/05	Net sweep from brokerage	17,291 68	1.00	17,291.680	2,668,672.860	
03/06	Net sweep from brokerage	23,735.57	1.00	23,735.570	2,692,408.430	
03/07	Sweep to brokerage	-16,302 00	1.00	-16,302.000	2,676,106 430	
03/08	Net sweep from brokerage	3,013 74	1.00	3,013.740	2,679,120.170	
03/09	Net sweep from brokerage	8,400.00	1.00	8,400 000	2,687,520.170	
03/13	Net sweep from brokerage	4,500.00	1.00	4,500 000	2,692,020.170	
03/14	Net sweep from brokerage	13,799 75	1.00	13,799.750	2,705,819 920	
03/15	Net sweep from brokerage	11,099.80	1.00	11,099.800	2,716,919.720	
03/21	Net sweep from brokerage	48,999.11	1 00	48,999 110	2,765,918.830	
03/26	Net sweep from brokerage	12,119 79	1.00	12,119.790	2,778,038.620	
03/30	Income dividend	231.39	1.00	231.390	2,778,270 010	
04/02	Net sweep from brokerage	5,320.00	1.00	5,320 000	2,783,590 010	
04/03	Net sweep from brokerage	1,950 00	1 00	1,950.000	2,785,540 010	
04/10	Net sweep from brokerage	15,764 68	1 00	15,764.680	2,801,304 690	
04/12	Net sweep from brokerage	10,149 77	1.00	10,149.770	2,811,454 460	
04/26	Net sweep from brokerage	10,000.00	1.00	10,000 000	2,821,454 460	
04/30	Income dividend	242 40	1 00	242.400	2,821,696.860	
05/17	Net sweep from brokerage	11,059.75	1.00	11,059.750	2,832,756.610	
05/21	Net sweep from brokerage	18,149.59	1.00	18,149 590	2,850,906 200	
05/23	Sweep to brokerage	-1,674,830 68	1 00	-1,674,830 680	1,176,075.520	

Account activity for Vanguard funds, continued

Prime Money Mkt Fund Inst

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
05/29	Net sweep from brokerage	1,988.28	1 00	1,988.280	1,178,063 800	
05/30	Net sweep from brokerage	5,449.22	1.00	5,449 220	1,183,513.020	
05/31	Income dividend	221 73	1.00	221.730	1,183,734.750	
06/04	Net sweep from brokerage	14,749.69	1.00	14,749.690	1,198,484 440	
06/11	Sweep to brokerage	-1,099,849 24	1.00	-1,099,849 240	98,635 200	
06/13	Net sweep from brokerage	4,500.00	1.00	4,500 000	103,135.200	
06/15	Net sweep from brokerage	8,400.00	1.00	8,400 000	111,535.200	
06/18	Net sweep from brokerage	10,499.76	1.00	10,499 760	122,034.960	
06/20	Net sweep from brokerage	1,128,974.70	1.00	1,128,974 700	1,251,009.660	
06/21	Net sweep from brokerage	15,943 64	1 00	15,943 640	1,266,953.300	
06/25	Net sweep from brokerage	30,649.32	1.00	30,649.320	1,297,602 620	
06/29	Net sweep from brokerage	5,624.49	1.00	5,624.490	1,303,227 110	
06/29	Income dividend	77.34	1.00	77.340	1,303,304 450	
07/02	Net sweep from brokerage	5,500.00	1 00	5,500 000	1,308,804 450	
07/03	Net sweep from brokerage	2,100.00	1.00	2,100.000	1,310,904.450	
07/11	Net sweep from brokerage	11,149.75	1 00	11,149.750	1,322,054.200	
07/13	Net sweep from brokerage	28,699 35	1.00	28,699.350	1,350,753.550	
07/25	Sweep to brokerage	-12.77	1.00	-12 770	1,350,740 780	
07/26	Net sweep from brokerage	10,000 00	1 00	10 000.000	1,360,740 780	
07/27	Net sweep from brokerage	9,199.79	1.00	9,199.790	1,369,940 570	
07/31	Income dividend	125 25	1 00	125 250	1,370,065 820	

406A 000000660200180 C

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

Andrew Strum, Registered Representative: 800-345-1344, Ext. 4085
Brokerage Services: 800-992-8327

Account activity for Vanguard funds, continued

Prime Money Mkt Fund Inst

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
08/08	Net sweep from brokerage	10,599.76	1.00	10,599 760	1,380,665.580	
08/20	Net sweep from brokerage	19,049 57	1 00	19,049 570	1,399,715 150	
08/31	Income dividend	131 81	1 00	131 810	1,399,846.960	
09/05	Net sweep from brokerage	1,250 00	1.00	1,250.000	1,401,096 960	
09/13	Net sweep from brokerage	4,500 00	1 00	4,500.000	1,405,596 960	
09/14	Net sweep from brokerage	18,485.77	1.00	18,485 770	1,424,082 730	
09/25	Net sweep from brokerage	352,642 10	1 00	352,642.100	1,776,724.830	
09/26	Net sweep from brokerage	1,334,070 10	1.00	1,334,070.100	3,110,794.930	
09/28	Income dividend	153.36	1.00	153 360	3,110,948 290	
10/01	Net sweep from brokerage	5,950 00	1.00	5,950.000	3,116,898.290	
10/02	Net sweep from brokerage	2,100 00	1.00	2,100 000	3,118,998.290	
10/09	Net sweep from brokerage	124,497 20	1.00	124,497.200	3,243,495.490	
10/11	Sweep to brokerage	-1,259,160.00	1.00	-1,259,160.000	1,984,335 490	
10/17	Net sweep from brokerage	1,134,376.49	1.00	1,134,376.490	3,118,711.980	
10/22	Net sweep from brokerage	43,396 02	1 00	43,396.020	3,162,108.000	
10/25	Net sweep from brokerage	1,500.00	1 00	1,500 000	3,163,608.000	
10/26	Net sweep from brokerage	8,500 00	1.00	8,500.000	3,172,108.000	
10/31	Income dividend	260.23	1.00	260.230	3,172,368.230	
11/15	Sweep to brokerage	-550,000.00	1.00	-550,000.000	2,622,368 230	
11/20	Sweep to brokerage	-44,225.99	1.00	-44,225.990	2,578,142 240	
11/21	Sweep to brokerage	-1,510,000 00	1.00	-1,510,000 000	1,068,142.240	

406A 000000660200180 C

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

Andrew Strum, Registered Representative: 800-345-1344, Ext. 4085
Brokerage Services: 800-992-8327

Account activity for Vanguard funds, continued

Prime Money Mkt Fund Inst

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
11/23	Net sweep from brokerage	11,624 73	1.00	11,624.730	1,079,766.970	
11/30	Income dividend	198 88	1 00	198 880	1,079,965.850	
12/04	Net sweep from brokerage	1,250.00	1.00	1,250.000	1,081,215 850	
12/05	Net sweep from brokerage	47,038.94	1 00	47,038.940	1,128,254.790	
12/10	Net sweep from brokerage	2,360 79	1.00	2,360.790	1,130,615 580	
12/13	Net sweep from brokerage	4,500.00	1.00	4,500.000	1,135,115.580	
12/14	Net sweep from brokerage	19,320.00	1.00	19,320.000	1,154,435.580	
12/18	Net sweep from brokerage	2,100.00	1 00	2,100.000	1,156,535.580	
12/28	Net sweep from brokerage	1,145 91	1.00	1,145.910	1,157,681.490	
12/31	Net sweep from brokerage	24,249.00	1.00	24,249.000	1,181,930.490	
12/31	Income dividend	95 16	1.00	95.160	1,182,025 650	
	Ending balance on 12/31/2012		**$1.00**		**1,182,025.650**	**$1,182,025.65**

Account activity for Vanguard Brokerage Services account-

This section shows trades that have settled by December 31, 2012 All transactions sweep in and out of your Vanguard Prime Money Market Fund 88023484298.

Income summary

	Dividends	Interest	Tax-exempt interest	Interest credited	Capital gains	Other income
December	$55,118.45	$0.00	$0 00	$0.00	$0.00	$0 00
Year-to-date	189,796.10	0 00	0.00	0.00	0 00	0 00

ATTACHMENT 10

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

DESCRIPTION		AMOUNT
TIMING DIFFERENCE - GRANTS		-1,115,000.
TIMING DIFFERENCE - CASH		241.
	TOTAL	-1,114,759.

THE HERSHEY FAMILY FOUNDATION 34-1574366

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

ATTACHMENT 11

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 0.5	0	0	0
CONNIE HERSHEY ROPES & GRAY LLP / WIL 800 BOYLSTON STREET, SUITE 3600 BOSTON, MA 02199-3600	TRUSTEE 0.5	0	0	0
	GRAND TOTALS			

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

ATTACHMENT 12

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.
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	60,000
EMERSON UMBRELLA CONCORD, MA	NONE 509(A)(2)	FUNDING FOR EDUCATION PROGRAMS, PERFORMANCES, PRESENTATIONS, AND COLLABORATIONS OF THE ARTS	15,000.
ONE HEART 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	298,258
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.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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)	150,000.
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	30,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN REPERTORY THEATRE CAMBRIDGE, MA	NONE 509(A)(2)	FUNDING HELPS EXPAND THE BOUNDARIES OF THEATRE, PRODUCTION, PERFORMING, AND PRESENTING LITERARY WORKS.	75,000.
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.	50,000.
FINCA WASHINGTON, DC	NONE 170(B)(1)(A)(VI)	FUNDING HELPS PROVIDE FINANCIAL SERVICES TO THE WORLD'S LOWEST-INCOME ENTREPRENEURS.	100,000
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.

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

ATTACHMENT 12 (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.	150,000.
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
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.	60,000
PRISON DHARMA NETWORK PO BOX 4623 BOULDER, CO 80306	NONE 170(B)(1)(A)(VI)	FUNDING FOR PRISON MINISTRY PROGRAMS AND EDUCATION	50,000.
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.	425,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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.
THE TIBET FUND 241 EAST 32ND STREET NEW YORK, NY 10016	NONE 170(B)(A)(VI)	FUNDING PROVIDES HUMANITARIAN AID PROGRAMS FOR TIBETAN REFUGEES AND TIBETANS IN TIBET.	50,000
BROWN UNIVERSITY 38 GEORGE STREET PROVIDENCE, RI 02912	NONE 170(B)(1)(A)(II)	FUNDING FOR BROWN UNIVERSITY TO EDUCATE STUDENTS.	50,000.
HARVARD UNIV GRAD SCH ARTS/SCIENCES 1350 MASSACHUSETTS AVE HOLYOKE CENTER 350 CAMBRIDGE, MA 02138	NONE 170(B)(1)(A)(II)	FUNDING FOR HARVARD UNIVERSITY GRADUATE SCHOOL OF ARTS AND SCIENCES TO EDUCATE STUDENTS	50,000
THOMPSON ISLAND OUTWARD BOUND PO BOX 127 BOSTON, MA 02127	170(B)(1)(A)(VI)	TO PROVIDE INDIVIDUALS WITH ADVENTUROUS AND CHALLENGING EXPERIMENTAL LEARNING PROGRAMS THAT INSPIRE CHARACTER DEVELOPMENT, COMPASSION, COMMUNITY SERVICE, ENVIRONMENTAL RESPONSIBILITY AND ACADEMIC ACHIEVEMENT.	100,000
TIBETAN NUNS PROJECT 815 SEATTLE BLVD S STE 1216 SEATTLE, WA 98134	170(B)(1)(A)(VI)	TO IMPROVE THE QUALITY OF LIFE AND EDUCATION OF NUNS OF THE TIBETAN BUDDHIST TRADITION LIVING IN INDIA. ALSO, TO INCREASE AWARENESS OF THE CONCERNS OF THE NUNS AND OF TIBETAN REFUGEES IN GENERAL	20,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DILGO KHYENTSE FELLOWSHIP PO BOX 156648 SAN FRANCISCO, CA 94115	170(B)(1)(A)(VI)	TO PROMOTE BUDDHA'S TEACHINGS FOR THE BENEFIT OF ALL LINEAGES AND TRADITIONS THROUGH EFFECTIVE SYSTEM OF PATRONAGE AND TO SUPPORT PRACTITIONERS, STUDENTS, AND MONASTICS AND RESTABLISHING TRADITION OF BUDDHIST PATRONAGE FOR CONTEMPORARY TIMES	10,000.
UNITARIAN UNIVERSALIST URBAN MINISTRY 10 PUTNAM STREET ROXBURY, MA 02119	170(B)(1)(A)(I)	THE BENEVOLENT FRATERNITY PROVIDES FOR MINISTRIES TO THE POOR AND ALSO PROVIDES FOR A COMMUNITY CENTER, THE FIRST CHURCH IN ROXBURY AND RENEWAL HOUSE	10,000
INCAE ENDOWMENT FUND 354 SEVILLA AVE MIAMI, FL 33134	170(B)(1)(A)(II)	TO PROVIDE EDUCATIONAL SERVICES FOR THE BENEFIT OF LOW INCOME PERSONS FROM CENTRAL AMERICA AND TO ACQUAINT THEM WITH AMERICAN VALUES AND SYSTEMS.	250,000.
NEW EARTH PO BOX 507 YORK BEACH, ME 03910	509(A)(2)	TO STIMULATE DEVELOPMENT OF COMPANIES AND COMMUNITIES THROUGH DEVELOPMENT OF ASSESSMENT SYSTEMS SO THAT COMPANIES WHO ASSESS AND IMPROVE THEIR IMPACTS ON SOCIETY AND THE ENVIRONMENT CAN PROSPER NEW EARTH ALSO ADMINISTERS A GLOBAL FUND FOR COMMUNITY-DRIVEN SUSTAINABLE DEVELOPMENT.	20,000
ARTSEMERSON 120 BOYLSTON STREET BOSTON, MA 021164	170(B)(1)(A)(II)	EMERSON COLLEGE IS A FOUR-YEAR COLLEGE OFFERING DEGREES PRIMARILY IN THE FIELD OF PERFORMING ARTS AND COMMUNICATIONS	60,000
HARBOR STAGE CO PO BOX 3009 WELLFLEET, MA 02667	501(C)(3)	TO PRESERVE AND PROMOTE THE LEGACY OF CHALLENGING LIVE PERFORMANCE ON THE OUTER CAPE	25,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INSIGHT MEDITATION CENTER 1230 PLEASANT STREET BARRE, MA 01005	501(C)(3)	TO PROVIDE A SPIRITUAL REFUGE FOR ALL WHO SEEK FREEDOM OF MIND AND HEART BY OFFERING MEDITATION RETREATS ROOTED IN BUDDHIST TEACHINGS	75,000.
KURUKULLA CENTER 66 MAGOUN AVE MEDFORD, MA 02155	170(B)(1)(A)(VI)	TO TEACH IN BUDDHIST PHILOSOPHY	25,000
KHYENTSE FOUNDATION PO BOX 156648 SAN FRANCISCO, CA 94115	170(B)(1)(A)(V)	TO PROMOTE BUDDHA'S TEACHINGS FOR THE BENEFIT OF ALL LINEAGES AND TRADITIONS THROUGH EFFECTIVE SYSTEM OF PATRONAGE AND TO SUPPORT PRACTITIONERS, STUDENTS, AND MONASTICS AND RESTABLISHING TRADITION OF BUDDHIST PATRONAGE FOR CONTEMPORARY TIMES	25,000.
BARRE CENTER FOR BUDDHIST STUDIES 149 LOCKWOOD ROAD BARRE, MA 01005	509(A)(2)	THE ORGANIZATION'S PRIMARY PURPOSE IS TO TEACH BUDDHISM	20,000
PENN ARTS & SCIENCES 3451 WALNUT STREET PHILADELPHIA, PA 191046284	170(B)(1)(A)(II)	THE PROVISION OF EDUCATION, RESEARCH, AND CHARITABLE PATIENT CARE SERVICES	100,000.
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.	250,000

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

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.
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	665,000
		TOTAL CONTRIBUTIONS PAID	3,888,258.

Proceeds From Broker Transactions

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. 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.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
VALERO ENERGY CORP NOTES		91913YAD2	300000	06/28/11	04/15/12	$300,000.00	$314,434.91	$-14,434.91
XEROX CORP SR NTS		984121BS1	300000	06/28/11	05/15/12	$300,000.00	$312,357.00	$-12,357.00
REGIONAL TRANSN AUTH ILL SER A		759911E71	155000	08/24/11	07/01/12	$155,000.00	$155,000.00	$0.00
Total short term gain/loss from sales:						$755,000.00	$781,791.91	$-26,791.91

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
DOW CHEM CO		260543BZ5	200000	02/02/11	03/08/12	$203,669.92	$210,754.00	$-7,084.08
BP CAPITAL MARKETS PLC		05565QBG2	200000	11/16/10	03/10/12	$200,000.00	$204,796.00	$-4,796.00
EASTERN LEBANON CNTY PA SCH		276612QE1	200000	04/29/11	05/15/12	$200,000.00	$200,000.00	$0.00
LOS ANGELES CALIF DEPT ARPTS		544435ZH6	200000	12/23/10	05/15/12	$200,000.00	$200,000.00	$0.00
PRUDENTIAL FINL INC		74432QBH7	300000	08/16/11	09/17/12	$300,000.00	$307,809.00	$-7,809.00
MASSACHUSETTS ST HEALTH & EDL		57586ETB7	250000	06/16/11	10/01/12	$250,000.00	$250,000.00	$0.00
CITIGROUP INC SR NTS		172967EL1	200000	11/16/10	10/17/12	$200,000.00	$213,296.00	$-13,296.00
GEORGIA PWR CO		373334FN6	200000	02/09/11	11/15/12	$200,000.00	$214,024.00	$-14,024.00
METROPOLITAN TRANSN AUTH N Y R		59259YBJ7	200000	04/07/11	11/15/12	$200,000 00	$200,000.00	$0.00

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
METLIFE INC SR NT	MET 12	59156RAD0	250000	07/01/11	12/15/12	$250,000.00	$265,080.00	$-15,080.00
Total long term gain/loss from sales:						$2,203,669 92	$2,265,759.00	$-62,089.08

Hershey Family Foundation
PUTS/CALLS GAIN/LOSS INFORMATION

12/31/2012

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity		SALES	Holding Period
CALLS AND PUTS SOLD THEN PURCHASED								
3/5/2012	Margin	Sell	Put	BERKSHIRE CL B NEW $80 EXP 4/21/12 CLASS B	(66)	$	17,292	
3/7/2012	Margin	Cover short	Put	BERKSHIRE CL B NEW $80 EXP 4/21/12 CLASS B	66	$	(16,302)	
					-		990	ST
1/27/2012	Margin	Sell	Call	AGILENT TECH $46 EXP 2/18/12	(150)	$	9,600	
2/3/2012	Margin	Cover short	Call	AGILENT TECH $46 EXP 2/18/12	150	$	(8,550)	
					-		1,050	ST
1/27/2012	Margin	Sell	Call	FEDEX CORP $100 EXP 4/21/12	(150)	$	20,100	
2/3/2012	Margin	Cover short	Call	FEDEX CORP $100 EXP 4/21/12	150	$	(19,800)	
					0		300	ST

	Summary of Calls and Puts
Proceeds	46,991
Cost Basis	(44,652)
	2,339

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity		SALES	Holding Period
EXPIRED CALLS (CALL PREMIUMS)								
1/23/2012	Margin	Expired	Call	ALCATEL LUCENT $5 EXP 1/21/13	600	$	-	
8/22/2011	Margin	You Sold	Call	Alcatel Lucent $5 EXP 1/21/12	(600)	$	12,000	
					-		12,000	ST
1/23/2012	Margin	Expired	Call	PROSHARES ULTRASHRT $35 EXP 1/21/12 20+ YEARS TREASURY	165	$	-	
8/23/2011	Margin	You Sold	Call	Proshares ULTRASHRT $35 EXP 1/21/12	(165)	$	6,105	
					-		6,105	ST
7/23/2012	Margin	Expired	Call	SPDR GOLD TRUST $159 EXP 7/21/12	70	$	-	
5/17/2012	Margin	Sell	Call	SPDR GOLD TRUST $159 EXP 7/21/12	(70)	$	11,060	
					-		11,060	ST
8/20/2012	Margin	Expired	Call	AGILENT TECH $38 EXP 8/18/12	150	$	-	
7/13/2012	Margin	Sell	Call	AGILENT TECH $38 EXP 8/18/12	(150)	$	14,700	
					0		14,700	ST

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity		SALES	Holding Period
7/2/2012	Margin	Expired	Call	SPDR GOLD TRUST $159 EXP 06/29/12	70	$	-	
6/8/2012	Margin	Sell	Call	SPDR GOLD TRUST $159 EXP 6/29/12	(70)	$	9,592	
					-		9,592	ST
10/22/2012	Margin	Expired	Call	MICROSOFT CORP $29 10/20/12	420	$	-	
10/9/2012	Margin	Sell	Call	MICROSOFT CORP $29 EXP 10/20/12	(420)	$	49,979	
					0	$	49,979	ST
10/22/2012	Margin	Expired	Call	TOYOTA MOTOR ORP $87.50 EXP 10/20/12	35	$	-	
4/10/2012	Margin	Sell	Call	TOYOTA MOTOR ORP $87.50 EXP 10/20/12	(35)	$	10,725	
					-		10,725	ST
10/22/2012	Margin	Sell	Call	MICROSOFT CORP $28 EXP 11/17/12	(420)	$	43,396	
11/19/2012	Margin	Expired	Call	MICROSOFT CORP $28 EXP 11/17/12	420		-	
					-		43,396	ST

	Expired Call Summary
Proceeds	157,556
Cost Basis	-
	157,556

EXPIRED PUTS

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity		SALES	Holding Period
1/23/2012	Margin	Expired	Put	AGILENT TECH $37 EXP 1/21/12	150	$	-	
12/14/2011	Margin	You Sold	Put	AGLIENT TECH $37 EXP 1/21/12	(150)	$	55,499	
					-		55,499	ST
1/23/2012	Margin	Expired	Put	COCA-COLA COMPANY $65 EXP 1/21/12	150	$	-	
12/20/2011	Margin	You Sold	Put	Coca-Cola Company $65 EXP 1/21/12	(150)	$	7,200	ST
					-		7,200	
1/18/2012	Margin	Sell	Put	FEDEX CORP $85 EXP 2/18/12	(19)	$	2,356	
2/21/2012	Margin	Expired	Put	FEDEX CORP $85 EXP 2/18/12	19	$	-	
					-		2,356	ST
1/18/2012	Margin	Sell	Put	FEDEX CORP $87.50 EXP 2/18/12	(150)	$	28,049	
2/21/2012	Margin	Expired	Put	FEDEX CORP $87.50 EXP 2/18/12	150	$	-	
					0		28,049	ST
3/19/2012	Margin	Expired	Put	AGILENT TECH $40 EXP 3/17/12	150	$	-	
2/14/2012	Margin	Sell	Put	AGILENT TECH $40 EXP 3/17/12	(150)	$	10,650	
					-		10,650	ST
4/23/2012	Margin	Expired	Put	APPLE INC $550 EXP 4/21/12	10	$	-	
3/15/2012	Margin	Sell	Put	APPLE INC $550 EXP 4/21/12	(10)	$	11,100	

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	SALES	Holding Period
					0	11,100	ST
7/23/2012	Margin	Expired	Put	APPLE INC $550 EXP 7/21/12	10	$ -	
6/18/2012	Margin	Sell	Put	APPLE INC $550 EXP 7/21/12	(10)	$ 10,500	
					-	10,500	ST
8/20/2012	Margin	Expired	Put	APPLE INC $570 EXP 8/18/12	10	$ -	
7/11/2012	Margin	Sell	Put	APPLE INC $570 EXP 8/18/12	(10)	$ 11,150	
					-	11,150	ST
9/24/2012	Margin	Expired	Put	BERKSHIRE CL B NEW $82.50 EXP 09/22/12 CLASS B	80	$ -	
7/27/2012	Margin	Sell	Put	BERKSHIRE CL B NEW $82.50 EXP 9/22/12 CLASS B	(80)	$ 9,200	
					-	9,200	ST
10/22/2012	Margin	Expired	Put	APPLE INC $570 EXP 10/20/12	10	$ -	
8/8/2012	Margin	Sell	Put	APPLE INC $570 EXP 10/20/12	(10)	$ 10,600	
					0	10,600	ST
6/25/2012	Margin	Sell	Put	BERKSHIRE CL B NEW $80 EXP 8/18/12 CLASS B	(80)	$ 12,800	
8/20/2012	Margin	Expired	Put	BERKSHIRE CL B NEW $80 EXP 8/18/12 CLASS B	80	$ -	
					-	12,800	ST

	Expired Put Summary
Proceeds	169,103
Cost Basis	-
	169,103

Hershey Family Foundation
EQUITY SECURITY GAIN/LOSS INFORMATION

12/31/2012

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity		Sales	Holding Period
EQUITIES SOLD - ST								
1/23/2012	Margin	Assignment	Call	FEDEX CORP $85 EXP 1/21/12	150	$	-	
12/13/2011	Margin	You Sold	Call	Fedex Corp $85 EXP 1/21/12	(150)	$	29,999	
1/25/2012	Margin	Sell	Equity	FEDEX CORP	(15,000)	$	1,274,976	
9/20/2011	Margin	You Bought	Equity	Fedex Corp @ 85	2,000	$	(170,000.00)	
9/14/2011	Margin	You Bought	Equity	Fedex @85	2,500	$	(212,500.00)	
9/21/2011	Margin	You Bought	Equity	Fedex corp @85	10,500	$	(892,500.00)	
7/27/2011	Margin	You Sold	Put	Fedex Corp $85 EXP 9/17/11	(150)	$	23,249.55	
9/12/2011	Margin	Assignment	Put	Fedex Corp $85 EXP 9/17/11	25	$	-	
9/16/2011	Margin	Assignment	Put	Fedex Corp $85 EXP 9/17/11	20	$	-	
9/19/2011	Margin	Assignment'	Put	Fedex Corp $85 EXP 9/17/11	105	$	-	
					-		53,225	ST
9/20/2011	Margin	You Sold	Call	Fedex corp $80 EXP 1/21/12	(150)	$	60,748.83	
1/23/2012	Margin	Assignment	Call	FEDEX CORP $80 EXP 1/21/12	150	$	-	
8/24/2011	Margin	You Bought	Equity	Fedex Corp @ 85	15,000	$	(1,275,000)	
6/23/2011	Margin	You Sold	Put	Fedex Corp $85 EXP 8/20/11	(150)	$	18,750	
8/22/2011	Margin	Assignment	Put	Fedex Corp $85 EXP 8/20/11	150	$	-	
1/25/2012	Margin	Sell	Equity	FEDEX CORP	(15,000)	$	1,199,977	
					-		4,475	ST
12/20/2011	Margin	You Sold	Call	SPDR Gold Trust $160 EXP 1/21/12	(70)	$	15,050	
1/23/2012	Margin	Assignment	Call	SPDR GOLD TRUST $160 EXP 1/21/12	140	$	-	
12/21/2011	Margin	You Bought	Equity	SPDR Gold Trust Gold Shares @160	7,000	$	(1,120,000)	
12/21/2011	Margin	You Bought	Equity	SPDR Gold Trust Gold Shares @160	7,000	$	(1,127,000)	
12/13/2011	Margin	You Sold	Put	SPDR Gold Trust $160 EXP 12/17/11	(70)	$	8,610	
12/14/2011	Margin	You Sold	Put	SPDR Gold Trust $161 EXP 12/17/11	(70)	$	6,090	
12/19/2011	Margin	Assignment	Put	SPDR Gold Trust $160 EXP 12/17/11	70	$	-	
12/19/2011	Margin	Assignment	Put	SPDR Gold Trust $161 EXP 12/17/11	70	$	-	
12/20/2011	Margin	You Sold	Call	SPDR Gold Trust $160 EXP 1/21/12	(70)	$	14,980	
1/25/2012	Margin	Sell	Equity	SPDR GOLD TRUST GOLD SHARES	(14,000)	$	2,239,957	
					-	$	37,686	ST
5/22/2012	Margin	Sell	Call	APPLE INC $545 EXP 6/16/12	(10)	$	14,600	
6/18/2012	Margin	Assignment	Call	APPLE INC $545 EXP 6/16/12	10	$	-	
6/20/2012	Margin	Sell	Equity	APPLE INC	(1,000)	$	544,988	
5/23/2012	Margin	Buy	Equity	APPLE INC	1,000	$	(545,000)	

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity		Sales	Holding Period
5/21/2012	Margin	Assignment	Put	APPLE INC $545 5/19/12	10	$	-	
3/26/2012	Margin	Sell	Put	APPLE INC $545 5/19/12	(10)	$	11,600	
					-		26,187	ST
1/31/2012	Margin	Buy	Equity	AGILENT TECHNOLOGIES INC	15,000	$	(663,600)	
5/21/2012	Margin	Sell	Call	AGILENT TECH $40 EXP 6/16/12	(150)	$	18,150	
6/18/2012	Margin	Assignment	Call	AGILENT TECH $40 EXP 6/16/12	146	$	-	
6/18/2012	Margin	Expired	Call	AGILENT TECH $40 EXP 6/16/12	4	$	-	
6/21/2012	Margin	Sell	Equity	AGILENT TECHNOLOGIES INC	(400)	$	15,944	
6/20/2012	Margin	Sell	Equity	AGILENT TECHNOLOGIES INC	(14,600)	$	583,987	
					-		(45,520)	ST
4/12/2012	Margin	Sell	Put	APPLE INC $560 EXP 5/19/12	(10)	$	10,150	
5/21/2012	Margin	Assignment	Put	APPLE INC $560 EXP 5/19/12	10	$	-	
5/23/2012	Margin	Buy	Equity	APPLE INC	1,000	$	(560,000)	
5/22/2012	Margin	Sell	Call	APPLE INC $570 EXP 7/21/12	(10)	$	15,570	
7/23/2012	Margin	Assignment	Call	APPLE INC $570 EXP 7/21/12	10	$	-	
7/25/2012	Margin	Sell	Equity	APPLE INC	(1,000)	$	569,987	
					0		35,707	ST
6/11/2012	Margin	Buy	Equity	SPDR GOLD TRUST GOLD SHARES	7,000	$	(1,112,440)	
7/13/2012	Margin	Sell	Call	SPDR GOLD TRUST $159 EXP 09/22/12	(70)	$	14,000	
9/21/2012	Margin	Assignment	Call	SPDR GOLD TRUST $159 EXP 09/22/12	21	$	-	
9/24/2012	Margin	Assignment	Call	SPDR GOLD TRUST $159 EXP 09/22/12	49	$	-	
9/25/2012	Margin	Sell	Equity	SPDR GOLD TRUST GOLD SHARES	(2,100)	$	333,893	
9/26/2012	Margin	Sell	Equity	SPDR GOLD TRUST GOLD SHARES	(4,900)	$	779,083	
					-		14,535	ST
3/14/2012	Margin	Sell	Put	AGILENT TECH $40 EXP 5/19/12	(150)	$	13,800	
5/21/2012	Margin	Assignment	Put	AGILENT TECH $40 EXP 5/19/12	150	$	-	
5/23/2012	Margin	Buy	Equity	AGILENT TECHNOLOGIES INC	15,000	$	(600,000)	
8/20/2012	Margin	Sell	Call	AGILENT TECH $37 EXP 9/22/12	(150)	$	19,050	
9/24/2012	Margin	Assignment	Call	AGILENT TECH $37 EXP 9/22/12	150	$	-	
9/26/2012	Margin	Sell	Equity	AGILENT TECHNOLOGIES INC	(15,000)	$	554,988	
					0	$	(12,163)	ST

Proceeds	8,299,924	
Cost Basis	(8,185,792)	Total
	114,132	

EQUITIES SOLD - LT

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	Sales	Holding Period
1/27/2012	Margin	Sell	Call	BANK AMER CORP $7 EXP 3/17/12	(70)	$ 5,250	
3/19/2012	Margin	Assignment	Call	BANK AMER CORP $7 EXP 3/17/12	70	$ -	
2/14/2006	MARGIN	YOU BOUGHT	EQUITY	BANK OF AMERICA	7,000	(306,212 90)	
3/21/2012	Margin	Sell	Equity	BANK OF AMERICA CORP	(7,000)	$ 48,999	
					0	(251,964)	LT
12/24/2007	MARGIN	YOU SOLD	PUT	BP PLC JAN 70 OPENING TRANS	(270)	15,945 94	
1/18/2008	MARGIN	ASSIGNED	PUT	BP PLC JAN 70	113	-	
1/22/2008	MARGIN	ASSIGNED	PUT	BPPLC JAN 70	157	-	
1/23/2008	MARGIN	YOU BOUGHT	EQUITY	BP PLC SPONSORED ADR	11,300	$ (791,169 50)	
1/24/2008	MARGIN	YOU BOUGHT	EQUITY	BP PLC SPONSORED ADR	15,700	$ (1,099,235.50)	
10/11/2012	Cash	Sell	Equity	BP PLC SPONSORED ADR	(11,000)	$ 462,210	
10/11/2012	Cash	Sell	Equity	BP PLC SPONSORED ADR	(10,000)	$ 420,091	
10/11/2012	Cash	Sell	Equity	BP PLC SPONSORED ADR	(3,846)	$ 161,567	
10/11/2012	Cash	Sell	Equity	BP PLC SPONSORED ADR	(2,154)	$ 90,509	
					0	(740,083)	LT

Proceeds	1,188,625
Cost Basis	(2,180,672)
	(992,046)

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE HERSHEY FAMILY FOUNDATION	Employer identification number (EIN) or 34-1574366
	Number, street, and room or suite no If a P O. box, see instructions ROPES&GRAY LLP/WIL,800 BOYLSTON ST, STE 3600	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BOSTON, MA 02199-3600	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BARRY J. HERSHEY

Telephone No ▶ 617 951-7918 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for·

▶ ☒ calendar year 2012 or

▶ ☐ tax year beginning ________, 20___, and ending ________, 20___

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 52,307.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 27,307.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 25,000.

Caution. If you are going to make an electronic fund withdrawal with this form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE HERSHEY FAMILY FOUNDATION	Employer identification number (EIN) or 34-1574366
	Number, street, and room or suite no If a P O box, see instructions ROPES&GRAY LLP/WIL,800 BOYLSTON ST, STE 3600	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BOSTON, MA 02199-3600	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ BARRY J. HERSHEY

  Telephone No. ▶ 617 951-7918 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 0
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶ 7/18/13