Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, 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): ROPES&GRAY LLP/WIL,800 BOYLSTON ST, 800 BOYLSTON STREET

Room/suite: 3600

B Telephone number (see instructions): (617) 951-7918

City or town, state or province, country and ZIP or foreign postal code: BOSTON, MA 02199-3600

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 73,961,371.

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

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

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)	42,624.	ATCH 1		
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	224,450.	158,496.		ATCH 2
	4 Dividends and interest from securities	1,462,349.	1,462,349.		ATCH 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-96,303.			
	b Gross sales price for all assets on line 6a 12,635,470.				
	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 4	54,239.	54,239.		
	12 Total Add lines 1 through 11	1,687,359.	1,675,084.		
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 5	26,800.	13,400.		13,400.
	c Other professional fees (attach schedule) *	47,044.	46,009.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	52,859.	15,859.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	126,703.	75,268.		13,400.
	25 Contributions, gifts, grants paid	4,051,171.			4,051,171.
	26 Total expenses and disbursements Add lines 24 and 25	4,177,874.	75,268.	0	4,064,571.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,490,515.			
	b Net investment income (if negative, enter -0-)		1,599,816.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	7,012,123.	7,967,835.	7,967,835.
	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	34,091,086.	31,119,062.	60,818,608.
	c	Investments - corporate bonds (attach schedule) ATCH 9	6,823,662.	5,219,459.	5,174,928.
	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)	47,926,871.	44,306,356.	73,961,371.
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. ▶ X			
	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	47,926,871.	44,306,356.	
	30	**Total net assets or fund balances** (see instructions)	47,926,871.	44,306,356.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	47,926,871.	44,306,356.	

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	47,926,871.
2	Enter amount from Part I, line 27a	2	-2,490,515.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	25,000.
4	Add lines 1, 2, and 3	4	45,461,356.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	1,155,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	44,306,356.

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	-96,303.
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))
2012	3,901,658.	67,090,067.	0.058156
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

2 **Total** of line 1, column (d)	2	0.299453
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	0.059891
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	66,808,920.
5 Multiply line 4 by line 3	5	4,001,253.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,998.
7 Add lines 5 and 6	7	4,017,251.
8 Enter qualifying distributions from Part XII, line 4	8	4,064,571.

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 ▶ [X] and enter 1% of Part I, line 27b			1	15,998.
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	15,998.
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	15,998.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,816.		
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	45,816.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	29,818.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 29,818. **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 2013 or the taxable year beginning in 2013 (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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013)*	3b	N/A	
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 2013?	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** N/A

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** N/A

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 12		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	59,194,269.
b	Average of monthly cash balances	1b	8,632,046.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	67,826,315.
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	67,826,315.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,017,395.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	66,808,920.
6	**Minimum investment return.** Enter 5% of line 5	6	3,340,446.

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	3,340,446.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	15,998.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	15,998.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,324,448.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,324,448.
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	3,324,448.

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	4,064,571.
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	4,064,571.
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	15,998.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,048,573.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					3,324,448.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013					
a From 2008	655,532.				
b From 2009	814,862.				
c From 2010	497,959.				
d From 2011	446,126.				
e From 2012	578,335.				
f **Total** of lines 3a through e		2,992,814.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 4,064,571.					
a Applied to 2012, 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 2013 distributable amount					3,324,448.
e Remaining amount distributed out of corpus		740,123.			
5 Excess distributions carryover applied to 2013 *(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		3,732,937.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
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 2008 not applied on line 5 or line 7 (see instructions)		655,532.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		3,077,405.			
10 Analysis of line 9					
a Excess from 2009	814,862.				
b Excess from 2010	497,959.				
c Excess from 2011	446,126.				
d Excess from 2012	578,335.				
e Excess from 2013	740,123.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see 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 address 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 13				
Total . . . . ▶ **3a**				4,051,171.
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	224,450.	
4 Dividends and interest from securities			14	1,462,349.	
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	54,239.	
8 Gain or (loss) from sales of assets other than inventory			18	-96,303.	
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)				1,644,735.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 1,644,735.

(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 [signature] Date 8/11/14 Title Trustee

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: 08/11/14	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	

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs gov/form990*	OMB No 1545-0047 **2013**

Name of the organization	Employer identification number
THE HERSHEY FAMILY FOUNDATION	34-1574366

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE HERSHEY FAMILY FOUNDATION

Employer identification number 34-1574366

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARRY HERSHEY 381 GARFIELD ROAD CONCORD, MA 01742	$ 42,624.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization THE HERSHEY FAMILY FOUNDATION

Employer identification number 34-1574366

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	6000 SHARES OF APPLE STOCK	$ 3,338,460.	12/17/2013

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization THE HERSHEY FAMILY FOUNDATION

Employer identification number 34-1574366

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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
3,916,630.		4,033,650.					-117,020.	
		SEE ATTACHED - VNGRD LT EQUITIES					VAR	VAR
4,802,914.		4,907,127.					-104,213.	
		SEE ATTACHED - VNGRD EXPIRED CALLS					VAR	VAR
241,234.							241,234.	
		SEE ATTACHED - VNGRD EXPIRED PUTS					VAR	VAR
47,285.							47,285.	
		SEE ATTACHED - US TRUST #1676					VAR	VAR
2,500,000.		2,608,467.					-108,467.	
		SEE ATTACHED - US TRUST #6247					VAR	VAR
1,123,250.		1,182,529.					-59,279.	
		SEE ATTACHED - US TRUST #6247					VAR	VAR
29.							29.	
		INV EXP PROCEEDS - SPDR GOLD					VAR	VAR
4,128.							4,128.	
TOTAL GAIN(LOSS)							-96,303.	

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
BARRY HERSHEY 381 GARFIELD RD CONCORD, MA 01742-4906	12/17/13	42,624.
TOTAL CONTRIBUTION AMOUNTS		42,624.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON SAVINGS ACCOUNTS	278,282.	212,328.
BOND AMORTIZATION	-53,832.	-53,832.
TOTAL	224,450.	158,496.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY - DIVIDENDS	1,035.	1,035.
US TRUST - DIVIDENDS	1,022,270.	1,022,270.
VANGUARD MONEY MARKET FUND	2,216.	2,216.
VANGUARD EURO INDEX FUND	21,823.	21,823.
VANGUARD PACIFIC INDEX FUND	35,145.	35,145.
VANGUARD HIGH YIELD CORP FUND	102,790.	102,790.
VANGUARD BROKERAGE	264,192.	264,192.
VANGUARD EMERGING MKTS STK IDX	5,420.	5,420.
VANGUARD HIGH DIV YIELD INDEX FUND	7,458.	7,458.
TOTAL	1,462,349.	1,462,349.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACCRETION OF BOND DISCOUNT		54,239.	54,239.
	TOTALS	54,239.	54,239.

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.		13,400.
TOTALS	26,800.	13,400.		13,400.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN FEES AND BANK CHARGE	47,044.	46,009.
TOTALS	47,044.	46,009.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		15,359.	15,359.
STATE TAXES		500.	500.
FEDERAL TAXES		37,000.	
	TOTALS	52,859.	15,859.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TRUST	18,127,097.	14,832,282.	41,870,727.
VANGUARD BROKERAGE	12,662,851.	11,715,591.	14,038,295.
VANGUARD MUTUAL FUNDS	3,301,138.	4,571,189.	4,909,586.
TOTALS	34,091,086.	31,119,062.	60,818,608.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TRUST - CORP BONDS		6,823,662.	5,219,459.	5,174,928.
	TOTALS	6,823,662.	5,219,459.	5,174,928.

U.S. TRUST
Bank of America Private Wealth Management

Account: HERSHEY FAMILY FOUNDATION-EQUITY

Portfolio Analysis
Jan. 01, 2013 through Dec. 31, 2013

Portfolio Summary by Asset Class

Description	*Market Value*	*% of Account*	*% of Sector*	*Estimated Annual Income*	*Current Yield*
Cash/Currency					
Cash Equivalents	$186,962.17	0.4%	100.0%	$119.58	0.06%
Total Cash/Currency	**$186,962.17**	**0.4%**	**100.0%**	**$119.58**	**0.06%**
Equities					
U.S. Large Cap	$39,144,594.04	93.1%	93.5%	$1,048,329 62	2 68%
U S Small Cap	76,972 73	0 2	0.2	928.76	1.20
International Developed	1,928,160.00	4.6	4.6	65,286.00	3.38
Emerging Markets	721,000.00	1.7	1.7	13,100.00	1.81
Total Equities	**$41,870,726.77**	**99.6%**	**100.0%**	**$1,127,644.38**	**2.69%**
Total Assets	**$42,057,688.94**	**100.0%**		**$1,127,763.96**	**2.68%**
Total	**$42,057,688.94**			**$1,127,763.96**	

Attachment 9A,
Page 1 of 27

Trade Date

Portfolio Analysis

Jan. 01, 2013 through Dec. 31, 2013

Account: HERSHEY FAMILY FOUNDATION-EQUITY

Equities - Summary by Business Sector

Sector	*Market Value*	*% of Equities*	*% of S&P 500*
Consumer Discretionary	$51,054.11	0.1%	12.5%
Consumer Staples	9,996,006.86	23.9	9.8
Energy	2,814,300.00	6.7	10.3
Financials	853,230.00	2.0	16.2
Health Care	9,960,681.06	23.8	13.0
Industrials	1,850,265.00	4.4	10.9
Information Technology	11,459,130.00	27.4	18.6
Materials	2,569,428.62	6.1	3.5
Telecommunication Services	1,595,631.12	3.8	2.3
Utilities	0.00	0.0	2.9
Other Equities	721,000.00	1.7	0.0
Total Equities	**$41,870,726.77**	**100.0%**	**100.0%**

Attachment 9A,
Page 2 of 27

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION-EQUITY

Jan. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency							
Cash Equivalents							
0.000	BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT (Income Investment)	99Z490460	$0.00	$0.02	$0.00	$0.00	0.00%
0.000	BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	99Z490460	0.00	1.28	0.00	0.00	0.00
13,099.350	INVESCO LIQUID ASSETS PORTFOLIO INSTITUTIONAL CLASS (FORMERLY AIM) (Income Investment)	825252729	13,099.35	8.04	0.00	8.38	0.06
173,754.140	INVESCO LIQUID ASSETS PORTFOLIO INSTITUTIONAL CLASS (FORMERLY AIM)	825252729	173,754.14	99.34	0.00	111.20	0.06
	Total Cash Equivalents		**$186,853.49**	**$108.68**	**$0.00**	**$119.58**	**0.06%**
Total Cash/Currency			**$186,853.49**	**$108.68**	**$0.00**	**$119.58**	**0.06%**
Equities							
Consumer Discretionary							
1,388.000	CST BRANDS INC Ticker: CST	12646R105	$50,967.36 36 720	$86.75	$50,967 36	$347.00	0.68%
	Total Consumer Discretionary		**$50,967.36**	**$86.75**	**$50,967.36**	**$347.00**	**0.68%**
Consumer Staples							
64,000.000	COCA COLA CO Ticker: KO	191216100	$2,643,840.00 41.310	$0.00	$2,643,840 00	$71,680.00	2.71%
20,000.000	KIMBERLY CLARK CORP Ticker. KMB	494368103	2,089,200 00 104.460	16,200.00	1,134,145.08	64,800.00	3.10
8,333.000	KRAFT FOODS GROUP INC Ticker: KRFT	50076Q106	449,232.03 53 910	4,374.83	182,216 64	17,499.30	3 89

Attachment 9A,
Page 3 of 27

tion does not include Accrued Income.

Trade Date

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION-EQUITY

Jan. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)							
Consumer Staples (cont)							
25,000.000	MONDELEZ INTL INC Ticker: MDLZ	609207105	882,500.00 35.300	3,500.00	388,551.12	14,000.00	1.58
46,800.000	UNILEVER PLC SPON ADR NEW UNITED KINGDOM Ticker: UL	904767704	1,928,160.00 41.200	0.00	913,325.40	65,286.00	3.38
25,000.000	WAL-MART STORES INC Ticker: WMT	931142103	1,967,250.00 78 690	11,750 00	846,562.34	47,000 00	2.38
	Total Consumer Staples		**$9,960,182.03**	**$35,824.83**	**$6,108,640.58**	**$280,265.30**	**2.81%**
Energy							
20,000.000	CONOCOPHILLIPS Ticker: COP	20825C104	$1,413,000 00 70.650	$0.00	$1,413,000.00	$55,200.00	3.90%
10,000.000	PHILLIPS 66 Ticker PSX	718546104	771,300.00 77.130	0.00	771,300.00	15,600.00	2 02
12,500.000	VALERO ENERGY CORP NEW Ticker: VLO	91913Y100	630,000.00 50.400	0.00	630,000.00	11,250.00	1.78
	Total Energy		**$2,814,300.00**	**$0.00**	**$2,814,300.00**	**$82,050.00**	**2.91%**
Financials							
21,000.000	US BANCORP DEL COM NEW Ticker: USB	902973304	$848,400.00 40.400	$4,830.00	$848,400.00	$19,320.00	2.27%
	Total Financials		**$848,400.00**	**$4,830.00**	**$848,400.00**	**$19,320.00**	**2.27%**
Health Care							
40,000 000	AMGEN INC Ticker: AMGN	031162100	$4,563,200.00 114.080	$0.00	$4,563,200.00	$97,600.00	2.13%
20,000.000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108	1,063,000 00 53.150	7,200.00	554,437.13	28,800.00	2.70

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Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION-EQUITY

Jan 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)							
Health Care (cont)							
53,644.000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105	2,684,882.20 50.050	23,603.36	1,661,627.08	94,413 44	3.51
52,850.000	PFIZER INC Ticker: PFE	717081103	1,618,795.50 30.630	0.00	694,847.75	54,964.00	3.39
	Total Health Care		**$9,929,877.70**	**$30,803.36**	**$7,474,111.96**	**$275,777.44**	**2.77%**
Industrials							
14,500.000	HONEYWELL INTL INC Ticker: HON	438516106	$1,324,865.00 91.370	$0.00	$817,147.50	$26,100.00	1.97%
5,000.000	UNITED PARCEL SVC INC CL B Ticker: UPS	911312106	525,400.00 105.080	0.00	177,512.47	12,400.00	2.36
	Total Industrials		**$1,850,265.00**	**$0.00**	**$994,659.97**	**$38,500.00**	**2.08%**
Information Technology							
16,000 000	APPLE INC Ticker: AAPL	037833100	$8,976,320.00 561.020	$0.00	$8,862,696.00	$195,200 00	2.17%
58,000.000	INTEL CORP Ticker INTC	458140100	1,505,390.00 25.955	0.00	1,063,708 89	52,200.00	3.46
20,000 000	ORACLE CORP Ticker: ORCL	68389X105	765,200.00 38.260	0.00	451,000.00	9,600.00	1.25
9,000.000	SYMANTEC CORP Ticker: SYMC	871503108	212,220 00 23.580	0.00	54,585 00	5,400.00	2.54
	Total Information Technology		**$11,459,130.00**	**$0.00**	**$10,431,989.89**	**$262,400.00**	**2.29%**
Materials							
15,000.000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109	$974,550 00 64 970	$0.00	$974,550.00	$27,000.00	2.77%
32,000.000	INTERNATIONAL PAPER CO Ticker: IP	460146103	1,568,960.00 49 030	0.00	797,618.17	44,800.00	2.85

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Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION-EQUITY

Jan. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)							
Materials (cont)							
606.000	NEENAH PAPER INC Ticker: NP	640079109	25,918.62 42.770	0.00	10,369.54	581.76	2.24
	Total Materials		**$2,569,428.62**	**$0.00**	**$1,782,537.71**	**$72,381.76**	**2.81%**
Telecommunication Services							
45,382.000	AT&T INC Ticker: T	00206R102	$1,595,631.12 35.160	$0.00	$565,571.12	$83,502.88	5.23%
	Total Telecommunication Services		**$1,595,631.12**	**$0.00**	**$565,571.12**	**$83,502.88**	**5.23%**
Other Equities							
50,000.000	ISHR MSCI TAIWAN ETF Ticker: EWT	464286731	$721,000.00 14.420	$0.00	$366,000.00	$13,100.00	1.81%
	Total Other Equities		**$721,000.00**	**$0.00**	**$366,000.00**	**$13,100.00**	**1.81%**
Total Equities			**$41,799,181.83**	**$71,544.94**	**$31,437,178.59**	**$1,127,644.38**	**2.69%**
Total Portfolio			**$41,986,035.32**	**$71,653.62**	**$31,437,178.59**	**$1,127,763.96**	**2.68%**
Accrued Income			$71,653.62				
Total			**$42,057,688.94**				

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Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Account: HERSHEY FAMILY FOUNDATION-FIXED

Portfolio Analysis

Jan. 01, 2013 through Dec. 31, 2013

Portfolio Summary by Asset Class

Description	*Market Value*	*% of Account*	*% of Sector*	*Estimated Annual Income*	*Current Yield*
Cash/Currency					
Cash Equivalents	$1,011,120.18	16 3%	100.0%	$646.03	0.06%
Total Cash/Currency	**$1,011,120.18**	**16.3%**	**100.0%**	**$646.03**	**0.06%**
Fixed Income					
Investment Grade Taxable	$3,619,147.50	58.5%	69.9%	$147,511.25	4.10%
Investment Grade Tax Exempt	1,555,780 27	25.2	30.1	71,875.00	4.67
Total Fixed Income	**$5,174,927.77** A	**83.7%**	**100.0%**	**$219,386.25**	**4.27%**
Total Assets	**$6,186,047.95**	**100.0%**		**$220,032.28**	**3.58%**
Total	**$6,186,047.95**			**$220,032.28**	

A = 5,174,928
From #6247 0 (Sold during 2013)
Total Corp Bond 5,174,928

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Trade Date

Portfolio Analysis

Jan. 01, 2013 through Dec. 31, 2013

Account: HERSHEY FAMILY FOUNDATION-FIXED

Fixed Income - Maturity Schedule

Maturity	*Maturity Amount*	*% of Total*
Less than 1 year	$2,475,000.00	49.4%
1 - 5 years	2,532,000.00	50.6
Total	**$5,007,000.00**	**100.0%**

Weighted Average Maturity	1.1 years
Weighted Average Coupon	4.4%
Weighted Average Current Yield	4.3%
Weighted Average Yield to Maturity/Call	0.9%

Fixed Income - Quality Schedule

Moody's Rating	*Market Value*	*% of Fixed Income*
A	$2,372,104.77	45.8%
Other Rated	2,802,823.00	54.2
Total Fixed Income	**$5,174,927.77**	**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 9A,
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U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION-FIXED

Jan. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency							
Cash Equivalents							
25,853.820	BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	99Z490460	$25,853.82	$0.09	$0.00	$15.51	0.06%
0 000	INVESCO LIQUID ASSETS PORTFOLIO INSTITUTIONAL CLASS (FORMERLY AIM) (Income Investment)	825252729	0.00	1.27	0.00	0.00	0.00
985,189 790	INVESCO LIQUID ASSETS PORTFOLIO INSTITUTIONAL CLASS (FORMERLY AIM)	825252729	985,189.79	75.21	0.00	630.52	0.06
	Total Cash Equivalents		**$1,011,043.61**	**$76.57**	**$0.00**	**$646.03**	**0.06%**
Total Cash/Currency			**$1,011,043.61**	**$76.57**	**$0.00**	**$646.03**	**0.06%**
Fixed Income							
Investment Grade Taxable							
300,000.000	***2014*** CONAGRA FOODS INC NT DTD 04/14/09 5 875% DUE 04/15/14 Moody's: BAA2 S&P: BBB-	205887BE1	$304,632.00 101.544	$3,720.83	-$13,722.00	$17,625.00	5.78% 0.68
175,000.000	AMEREN CORP SR UNSECD NT DTD 05/15/09 8 875% DUE 05/15/14 Moody's: BAA3 S&P: BBB	023608AE2	180,019.00 102.868	1,984 54	-1,818.25	15,531 25	8 62 1.29
300,000.000	XEROX CORP SR NT DTD 05/11/09 8 250% DUE 05/15/14 Moody's. BAA2 S&P: BBB	984121BY8	308,040 00 102.680	3,162.49	-29,016.00	24,750.00	8.03 1.18

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(1) does not include Accrued Income.

Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION-FIXED

Jan. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)							
Investment Grade Taxable (cont)							
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	307,725.00 102.575	2,335.41	-25,809 00	22,125.00	7.19 0.97
300,000.000	THERMO FISHER SCIENTIFIC INC SR UNSECD NT DTD 05/20/10 3.250% DUE 11/20/14 Moody's: BAA1 S&P: BBB	883556AU6	306,372.00 102.124	1,110.41	-495.00	9,750.00	3.18 0.87
300,000.000	***2015*** PRUDENTIAL FINL INC SR UNSECD MTN SER D DTD 01/14/10 3.875% DUE 01/14/15 Moody's: BAA1 S&P: A	74432QBL8	310,128.00 103.376	5,392.70	-8,841.00	11,625.00	3.74 0.63
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	315,912.00 105.304	801.33	-14,502.00	18,030.00	5.70 0.92
300,000.000	HEWLETT PACKARD CO GLOBAL SR NT DTD 09/19/11 2.350% DUE 03/15/15 Moody's: BAA1 S&P: BBB+	428236BN2	304,695.00 101.565	2,075.83	-1,905.00	7,050.00	2.31 1.04
300,000.000	J P MORGAN CHASE & CO UNSECD MEDIUM TERM SR NT DTD 10/18/12 1.100% DUE 10/15/15 Moody's: A3 S&P: A	46623EJR1	301,143.00 100.381	696.67	1,179.00	3,300.00	1.09 0.79
300,000.000	***2016*** FORD MTR CR CO SR UNSECD NT DTD 05/09/13 1.700% DUE 05/09/16 Moody's: BAA3 S&P: BBB-	345397WJ8	303,432.00 101.144	736.66	3,300.00	5,100.00	1.68 1.22
300,000.000	GENERAL ELEC CAP CORP UNSECD MTN DTD 07/12/13 1.500% DUE 07/12/16 Moody's: A1 S&P: AA+	36962G6Z2	303,171.00 101.057	2,112.50	1,557.00	4,500.00	1.48 1.02

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Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION-FIXED

Jan 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)							
Investment Grade Taxable (cont)							
300,000.000	AT&T INC SR UNSECD NT DTD 08/18/11 2 400% DUE 08/15/16 Moody's: A3 S&P: A-	00206RAY8	308,505.00 102.835	2,720.00	267.00	7,200.00	2.33 1.31
37,000.000	VERIZON COMMUNICATIONS INC SR UNSECD NT DTD 09/18/13 2 500% DUE 09/15/16 Moody's: BAA1 S&P: BBB+	92343VBN3	38,259.48 103.404	264.65	1,287.97	925.00	2.41 1.12
	Total Investment Grade Taxable		**$3,592,033.48**	**$27,114.02**	**-$88,517.28**	**$147,511.25**	**4.10%**
Investment Grade Tax Exempt							
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: A3 S&P: A	452150R31	$303,588.00 101.196	$4,031.24	-$3,031.14	$16,125.00	5.31% 0.46
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: A2 S&P: AA-	176553FC4	305,814.00 101.938	1,250.00	108.12	15,000 00	4.90 0.24
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 03/01/14 @ 100.000 FIXED RT NO SINK FUND Moody's: BAA1 S&P: A	73535LCA0	100,357.00 100 357	1,666.67	357.00	5,000 00	4.98 0.39

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Portfolio Detail

Account: HERSHEY FAMILY FOUNDATION-FIXED

Jan. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)							
Investment Grade Tax Exempt (cont)							
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: A1 S&P: AA	594610R82	205,092.00 102.546	2,502.78	-1,048.10	8,500.00	4.14 0.56
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: A2 S&P: AA	263417HT7	206,052.00 103.026	624.99	1,336.15	7,500.00	3.64 0.42
	2015						
275,000.000	CHICAGO ILL GO REF BDS DTD 03/16/05 05.000 DUE 01/01/15 NON-CALLABLE FIXED RT NO SINK FUND Moody's: A2 S&P. AA-	167485BT7	286,473.00 104.172	6,875.00	342.64	13,750.00	4.80 0.77
	2016						
120,000.000	LOUISIANA ST CITIZENS PPTY INS REV BDS DTD 04/11/06 05.000 DUE 06/01/16 NON-CALLABLE FIXED RT NO SINK FUND Moody's: A3 S&P: A-	546456AY0	130,953.60 109 128	499.99	1,356.21	6,000.00	4.58 1.12
	Total Investment Grade Tax Exempt		**$1,538,329.60**	**$17,450.67**	**-$579.12**	**$71,875.00**	**4.67%**
Total Fixed Income			**$5,130,363.08**	**$44,564.69**	**-$89,096.40**	**$219,386.25**	**4.27%**
Total Portfolio			**$6,141,406.69**	**$44,641.26**	**-$89,096.40**	**$220,032.28**	**3.58%**
Accrued Income			$44,641.26				

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Trade Date

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Jan 01, 2013 through Dec. 31, 2013

Account: HERSHEY FAMILY FOUNDATION-FIXED

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)							
Investment Grade Tax Exempt (cont)							
Total			**$6,186,047.95**				

Attachment 9A,
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Vanguard®

Vanguard Flagship Services®

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

Statement overview

$23,506,184.54

Total value of all accounts as of December 31, 2013

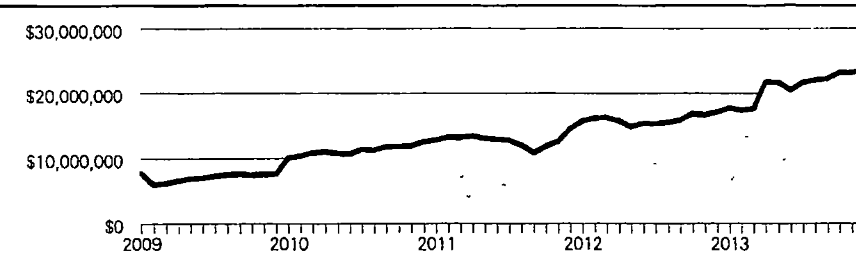
Accounts	Value on 12/31/2012	Value on 12/31/2013
Hershey Family Foundation		
Foundation account	**$17,171,191.01**	**$23,506,184.54**
Vanguard funds	4,512,557.21	9,467,889 54
Brokerage assets	12,658,633 80	14,038,295 00
Total	**$17,171,191.01**	**$23,506,184.54**

Asset mix

		Value on 12/31/2013	
65.1%	Stocks	$15,312,516 36	
8 1%	Bonds	1,903,024 46	
19 4%	Short-term reserves	4,558,303 72	B
7 4%	Other	1,732,340 00	
		$23,506,184.54	

Your percentages are based on your holdings as of the prior month-end Recalculated values are included See Disclosures for more information

Balance trend



From Page 16 = $9,467,890
Less B: $4,558,304
$4.909.586

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

Since December 31, 2008 $4,716,329 74

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

406A 000000660200180 C4 - 1 - 307 - 7744 4

Vanguard®

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

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

Account overview

$23,506,184.54

Total account value as of December 31, 2013

Year-to-date income	Mutual fund account(s)	Brokerage Account
Taxable income	$172,266 85	$257,296 05
Nontaxable income	0.00	0 00
Total	**$172,266.85**	**$257,296.05**

Vanguard Brokerage Services margin summary	
December margin credit	$1,320.00

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 and account	Average price per share	Balance on 12/31/2012	Balance on 12/31/2013
VEMAX	Emerging Mkts Stk Idx Adm	5533-88023484298	$33.81	$92,186 28	$485,816.34
VEUSX	European Stock Index Adm	0579-88023484298	67 18	529,168 73	785,254 11

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

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Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

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

Balances and holdings for Vanguard funds continued

Symbol	Name	Fund and account	Average price per share	Balance on 12/31/2012	Balance on 12/31/2013
VHDYX	High Dividend Yld Idx Inv	0623-88023484298	21 72	0.00	349,420 41
VWEAX	High-Yield Corp Fund Adm	0529-88023484298	5 75	1,528,753 36	1,903,024 46
VPADX	Pacific Stock Index Adm	0572-88023484298	67 55	1,180,423 19	1,387,390 50
VMRXX	Prime Money Mkt Fund Inst	0066-88023484298	-	1,182,025.65	4,556,983 72
				$4,512,557.21	**$9,467,889.54** *

* Amount to Page 14

Balances and holdings for Vanguard Brokerage Services account—61050675

Unless otherwise noted, your position is held as margin

Mutual funds

Symbol	Name	Average price per share	Quantity	Price on 12/31/2013	Balance on 12/31/2012	Balance on 12/31/2013
ASA	ASA GOLD & PRECIOUS METALS LTD Est annual income: $13,500 00; Est yield: 1 47%	$14 20	75,000 0000	$12 26	-	$919,500 00
	Total Est. annual income: $13,500.00; Est. yield: 1.47%				**$0.00**	**$919,500.00**

ETFs

Symbol	Name	Quantity	Price on 12/31/2013	Balance on 12/31/2012	Balance on 12/31/2013
EWZ	ISHARES MSCI BRAZIL CAPPED ETF Est annual income $4,322 10; Est. yield: 3 22%	3,000 0000	$44 6800	$167,820 00	$134,040 00

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Vanguard®

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

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

Balances and holdings for Vanguard Brokerage Services account—61050675 continued

ETFs continued

Symbol	Name	Quantity	Price on 12/31/2013	Balance on 12/31/2012	Balance on 12/31/2013
GDX	MARKET VECTORS GOLD MINERS ETF Est annual income $9,240 00, Est yield 2 19%	20,000 0000	21 1300	-	422,600.00
RSX	MARKET VECTORS RUSSIA ETF Est annual income $23,002 00, Est yield 2 57%	31,000 0000	28 8700	926,900 00	894,970 00
GLD	SPDR GOLD TRUST GOLD SHARES	7,000 0000	116.1200	1,134,142 80	812,840 00
	Total Est. annual income: $36,564.10; Est. yield: 1.61%			**$2,228,862.80**	**$2,264,450.00** C

Stocks and options

Symbol	Name	Quantity	Price on 12/31/2013	Balance on 12/31/2012	Balance on 12/31/2013
A	AGILENT TECHNOLOGIES INC Est annual income $7,920 00, Est yield: 0 92%	15,000 0000	$57 1900	$614,100 00	$857,850 00
AAPL	APPLE INC Est. annual income $18,300 00; Est yield 2 17%	1,500 0000	561 0200	798,259 35	841,530 00
BAC	BANK AMERICA CORP Est annual income $1,800 00; Est yield 0 26%	45,000 0000	15 5700	522,450 00	700,650 00
BP	BP PLC SPONSORED ADR Est annual income $59,130 00; Est yield 4.51%	27,000.0000	48 6100	1,124,280 00	1,312,470.00

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

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

Balances and holdings for Vanguard Brokerage Services account—61050675 continued

Stocks and options continued

Symbol	Name	Quantity	Price on 12/31/2013	Balance on 12/31/2012	Balance on 12/31/2013
DVN	DEVON ENERGY CORP NEW Est annual income $5,280 00, Est. yield 1 42%	6,000 0000	61 8700	312,240 00	371,220 00
FDX	FEDEX CORP Est annual income $9,000 00; Est yield 0 42%	15,000 0000	143.7700	1,375,800 00	2,156,550 00
GE	GENERAL ELECTRIC COMPANY Est annual income $44,000 00; Est yield 3 14%	50,000 0000	28 0300	1,049,500 00	1,401,500 00
PEP	PEPSICO INC Est annual income $18,160 00, Est. yield 2 74%	8,000 0000	82 9400	547,440 00	663,520 00
PBR	PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR Est annual income $5,842 80, Est yield 2 36%	18,000 0000	13 7800	350,460 00	248,040.00
PBI	PITNEY BOWES INC Est annual income $9,000.00; Est yield 3 22%	12,000 0000	23 3000	127,680 00	279,600 00
RGLD	ROYAL GOLD INC Est. annual income $20,160 00, Est yield. 1 82%	24,000 0000	46 0700	-	1,105,680.00
SLB	SCHLUMBERGER LTD Est annual income $6,875 00; Est yield 1 39%	5,500 0000	90 1100	-	495,605 00
TM	TOYOTA MOTOR CORP SPONSORED ADR Est annual income $8,874 60; Est. yield 2 08%	3,500 0000	121 9200	326,375 00	426,720.00
	Long market value			**$7,148,584.35**	**$10,860,935.00**

Attachment 9A,
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406A 000000660200180 C4 - 1 - 307 - 7748 - 4

Vanguard®

Foundation account

Hershey Family Foundation

Vanguard Flagship Services®

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

Balances and holdings for Vanguard Brokerage Services account—61050675 continued

Stocks and options continued

Symbol	Name	Quantity	Price on 12/31/2013	Balance on 12/31/2012	Balance on 12/31/2013
GLD 140118 C $118 00	CALL SPDR GOLD TRUST $118 EXP 01/18/14	-70.0000	$1.1300	-	-$7,910 00
	Short market value			**$0.00**	**-$7,910.00**
	Total Est. annual income: $214,342.40; Est. yield: 1.97%			**$7,148,584.35**	**$10,853,025.00** C

Sum of C = $13,117,475

Account activity for Vanguard funds

Emerging Mkts Stk Idx Adm 5533-88023484298

Purchases	Withdrawals	Dividends
$400,000.00	$0 00	$4,829.84

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2012		$36 79		2,505 743	$92,186.28
03/21	Income dividend .048	$120 28	35 24	3 413	2,509 156	
05/03	Exchange from Prime Ist	100,000 00	36 47	2,741 980	5,251 136	
06/21	Income dividend .42	2,205 48	31.12	70 870	5,322 006	
09/20	Income dividend .288	1,532 74	34 43	44 518	5,366 524	
12/19	Income dividend 181	971 34	33 48	29 013	5,395.537	
12/24	Exchange from Prime Ist	300,000 00	33 67	8,910 009	14,305.546	
	Ending balance on 12/31/2013		**$33.96**		**14,305.546**	**$485,816.34**

Attachment 9A,
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406A 000000660200180 C4 - 1 - 307 - 7749 - 4

Vanguard®

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

Account activity for Vanguard funds continued

European Stock Index Adm 0579-88023484298

Purchases	Withdrawals	Dividends
$100,000.00	$0 00	$20,825 18

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2012		$60 55		8,739 368	$529,168 73
03/21	Income dividend 296	$2,586 85	61 74	41 899	8,781 267	
04/17	Exchange from Prime Ist	100,000 00	60 50	1,652.893	10,434.160	
06/21	Income dividend 1 189	12,406 22	60 00	206 770	10,640 930	
09/20	Income dividend 252	2,681 51	68.65	39 061	10,679 991	
12/19	Income dividend 295	3,150 60	70.65	44.594	10,724 585	
	Ending balance on 12/31/2013		**$73.22**		**10,724.585**	**$785,254.11**

High Dividend Yld Idx Inv 0623-88023484298

Purchases	Withdrawals	Dividends
$300,000.00	$0 00	$7,458 17

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2012		$19 54		0.000	$0 00
04/17	Exchange from Prime Ist	$300,000 00	21 69	13,831 259	13,831 259	
06/21	Income dividend 161	2,226.83	22 13	100 625	13,931 884	
09/20	Income dividend 168	2,340 56	23 17	101 017	14,032.901	
12/19	Income dividend .206	2,890 78	24 21	119 404	14,152 305	
	Ending balance on 12/31/2013		**$24.69**		**14,152.305**	**$349,420.41**

406A 000000660200180 C4 - 1 - 307 - 7750 - 4

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

Account activity for Vanguard funds continued

High-Yield Corp Fund Adm 0529-88023484298

Purchases	Withdrawals	Dividends
$300,000 00	$0 00	$102,789 89
30-day SEC yield as of 12/31/2013*		4.46%

*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 12/31/2012		$6 11		250,205.132	$1,528,753 36
01/31	Income dividend	$7,834 95	6 12	1,280.221	251,485 353	
02/28	Income dividend	7,045 24	6 11	1,153 067	252,638 420	
03/28	Income dividend	7,751 08	6 13	1,264 450	253,902 870	
04/17	Exchange from Prime Ist	100,000 00	6 15	16,260 163	270,163 033	
04/30	Income dividend	7,664 64	6 20	1,236 232	271,399 265	
05/03	Exchange from Prime Ist	200,000 00	6 23	32,102 729	303,501 994	
05/31	Income dividend	8,997 71	6 12	1,470 214	304,972 208	
06/28	Income dividend	8,930 09	5 91	1,511 014	306,483 222	
07/31	Income dividend	9,097 96	5 99	1,518.858	308,002 080	
08/30	Income dividend	9,067 42	5 90	1,536 851	309,538 931	
09/30	Income dividend	8,850.88	5 93	1,492 560	311,031 491	
10/31	Income dividend	9,206 29	6 05	1,521 701	312,553 192	
11/29	Income dividend	9,011.91	6 04	1,492 038	314,045 230	
12/31	Income dividend	9,331 72	6 03	1,547 549	315,592 779	
	Ending balance on 12/31/2013		**$6.03**		**315,592.779**	**$1,903,024.46**

406A 000000660200180 C4 - 1 - 307 - 7751 - 4

Vanguard®

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Account activity for Vanguard funds continued

Pacific Stock Index Adm 0572-88023484298

Purchases	Withdrawals	Dividends
$0 00	$0 00	$34,148.14

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2012		$65.79		17,942.289	$1,180,423 19
03/21	Income dividend 163	$2,924 59	71 06	41 157	17,983 446	
06/21	Income dividend .505	9,081 64	68.22	133 123	18,116 569	
09/20	Income dividend 247	4,474 79	75 23	59.481	18,176 050	
12/19	Income dividend 972	17,667 12	73 17	241.453	18,417 503	
	Ending balance on 12/31/2013		**$75.33**		**18,417.503**	**$1,387,390.50**

Prime Money Mkt Fund Inst 0066-88023484298

Purchases	Withdrawals	Dividends	Short-term capital gains	Long-term capital gains
$7,690,312 63	-$4,317,570 19	$1,822 96	$392.67	$0.00

7-day SEC yield as of 12/31/2013*	0 06%

*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 12/31/2012		$1 00		1,182,025.650	$1,182,025 65
01/03	Net sweep from brokerage	$4,300 00	1 00	4,300 000	1,186,325 650	
01/04	Net sweep from brokerage	387 47	1 00	387 470	1,186,713 120	
01/23	Net sweep from brokerage	51,998 83	1 00	51,998 830	1,238,711 950	

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

Account activity for Vanguard funds continued

Prime Money Mkt Fund Inst 0066-88023484298 continued

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
01/24	Net sweep from brokerage	1,041,476 70	1.00	1,041,476 700	2,280,188 650	
01/28	Net sweep from brokerage	9,500 00	1 00	9,500 000	2,289,688.650	
01/31	Income dividend	97 72	1 00	97 720	2,289,786 370	
02/04	Net sweep from brokerage	6,074 86	1 00	6,074 860	2,295,861 230	
02/15	Net sweep from brokerage	3,975 00	1.00	3,975 000	2,299,836 230	
02/20	Net sweep from brokerage	6,859 84	1.00	6,859 840	2,306,696 070	
02/21	Net sweep from brokerage	1,133,974.59	1 00	1,133,974 590	3,440,670.660	
02/22	Net sweep from brokerage	279,049 99	1 00	279,049 990	3,719,720 650	
02/26	Net sweep from brokerage	21,599 51	1 00	21,599.510	3,741,320.160	
02/28	Net sweep from brokerage	12,410 21	1 00	12,410 210	3,753,730.370	
02/28	Income dividend	144 40	1 00	144 400	3,753,874.770	
03/04	Net sweep from brokerage	14,249.73	1 00	14,249 730	3,768,124.500	
03/13	Net sweep from brokerage	4,500.00	1 00	4,500.000	3,772,624 500	
03/25	Net sweep from brokerage	450 00	1 00	450 000	3,773,074.500	
03/28	Income dividend	215 73	1 00	215 730	3,773,290 230	
04/01	Net sweep from brokerage	20,080 00	1 00	20,080.000	3,793,370 230	
04/02	Net sweep from brokerage	2,100 00	1 00	2,100 000	3,795,470 230	
04/16	Net sweep from brokerage	15,946.64	1.00	15,946 640	3,811,416 870	
04/17	Net sweep from brokerage	36,399 17	1 00	36,399 170	3,847,816 040	
04/17	Exchange to HiDivYdIxl	-300,000 00	1 00	-300,000 000	3,547,816 040	
04/17	Exchange to Eur Idx Ad	-100,000 00	1.00	-100,000 000	3,447,816.040	

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Vanguard Flagship Services®

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Account activity for Vanguard funds continued

Prime Money Mkt Fund Inst 0066-88023484298 continued

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
04/17	Exchange to HiYd Cp Ad	-100,000 00	1 00	-100,000.000	3,347,816.040	
04/18	Net sweep from brokerage	10,061.77	1 00	10,061 770	3,357,877 810	
04/25	Net sweep from brokerage	35,399 24	1 00	35,399 240	3,393,277.050	
04/26	Net sweep from brokerage	18,249 80	1 00	18,249 800	3,411,526 850	
04/30	Income dividend	193 14	1 00	193.140	3,411,719.990	
05/01	Sweep to brokerage	-468,250 44	1 00	-468,250 440	2,943,469 550	
05/03	Exchange to Em Mkt Adm	-100,000.00	1.00	-100,000 000	2,843,469 550	
05/03	Exchange to HiYd Cp Ad	-200,000 00	1.00	-200,000 000	2,643,469 550	
05/09	Net sweep from brokerage	16,559 62	1 00	16,559.620	2,660,029 170	
05/10	Net sweep from brokerage	16,499 63	1 00	16,499 630	2,676,528 800	
05/15	Sweep to brokerage	-1,348,860 37	1 00	-1,348,860 370	1,327,668 430	
05/16	Net sweep from brokerage	17,999 59	1 00	17,999 590	1,345,668 020	
05/17	Net sweep from brokerage	4,575 00	1 00	4,575 000	1,350,243 020	
05/21	Net sweep from brokerage	30,434 30	1 00	30,434 300	1,380,677 320	
05/22	Net sweep from brokerage	419,990 59	1 00	419,990 590	1,800,667 910	
05/23	Net sweep from brokerage	1,081,287 89	1 00	1,081,287 890	2,881,955 800	
05/30	Net sweep from brokerage	2,484 00	1.00	2,484 000	2,884,439 800	
05/31	Income dividend	118 47	1 00	118 470	2,884,558 270	
06/04	Net sweep from brokerage	2,500.00	1 00	2,500 000	2,887,058.270	
06/05	Net sweep from brokerage	1,602.18	1.00	1,602 180	2,888,660 450	
06/13	Net sweep from brokerage	2,250 00	1 00	2,250 000	2,890,910.450	

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Hershey Family Foundation

Vanguard Flagship Services®

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

Account activity for Vanguard funds continued

Prime Money Mkt Fund Inst 0066-88023484298 continued

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
06/21	Net sweep from brokerage	32,499 43	1 00	32,499.430	2,923,409 880	
06/24	Net sweep from brokerage	14,580 00	1 00	14,580 000	2,937,989.880	
06/26	Sweep to brokerage	-509,447 03	1 00	-509,447 030	2,428,542.850	
06/28	Net sweep from brokerage	11,089.37	1 00	11,089.370	2,439,632 220	
06/28	Income dividend	106 87	1 00	106 870	2,439,739 090	
07/01	Net sweep from brokerage	6,310 00	1 00	6,310 000	2,446,049.090	
07/02	Net sweep from brokerage	2,250 00	1 00	2,250.000	2,448,299 090	
07/08	Net sweep from brokerage	2,559.46	1 00	2,559 460	2,450,858 550	
07/22	Net sweep from brokerage	5,020 00	1 00	5,020 000	2,455,878 550	
07/24	Net sweep from brokerage	90,298 42	1.00	90,298 420	2,546,176 970	
07/25	Net sweep from brokerage	1,800.00	1 00	1,800 000	2,547,976 970	
07/26	Net sweep from brokerage	9,500 00	1 00	9,500 000	2,557,476 970	
07/31	Income dividend	94 88	1 00	94.880	2,557,571 850	
08/12	Net sweep from brokerage	494,991 38	1 00	494,991 380	3,052,563 230	
08/16	Net sweep from brokerage	10,370 00	1 00	10,370 000	3,062,933 230	
08/20	Net sweep from brokerage	21,999 61	1.00	21,999 610	3,084,932 840	
08/21	Net sweep from brokerage	1,331,629 02	1 00	1,331,629 020	4,416,561 860	
08/26	Net sweep from brokerage	18,749 67	1 00	18,749 670	4,435,311.530	
08/30	Net sweep from brokerage	115,655 58	1.00	115,655 580	4,550,967 110	
08/30	Income dividend	115 63	1 00	115 630	4,551,082 740	
09/09	Net sweep from brokerage	1,752 84	1 00	1,752 840	4,552,835 580	

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Hershey Family Foundation

Vanguard Flagship Services®

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

Account activity for Vanguard funds continued

Prime Money Mkt Fund Inst 0066-88023484298 continued

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
09/13	Net sweep from brokerage	13,049 81	1 00	13,049 810	4,565,885 390	
09/23	Net sweep from brokerage	14,580 00	1.00	14,580 000	4,580,465 390	
09/23	ST cap gain 00009	392 67	1 00	392 670	4,580,858 060	
09/25	Sweep to brokerage	-475,000 00	1 00	-475,000 000	4,105,858 060	
09/30	Net sweep from brokerage	5,450 00	1 00	5,450 000	4,111,308 060	
09/30	Income dividend	148 52	1 00	148 520	4,111,456 580	
10/01	Net sweep from brokerage	5,860 00	1 00	5,860 000	4,117,316 580	
10/02	Net sweep from brokerage	2,250 00	1 00	2,250 000	4,119,566 580	
10/11	Net sweep from brokerage	22,999 59	1 00	22,999 590	4,142,566 170	
10/15	Net sweep from brokerage	1,718 75	1 00	1,718 750	4,144,284 920	
10/21	Net sweep from brokerage	5,020.00	1 00	5,020 000	4,149,304 920	
10/23	Net sweep from brokerage	18,749 67	1 00	18,749 670	4,168,054 590	
10/24	Net sweep from brokerage	1,800 00	1 00	1,800 000	4,169,854.590	
10/28	Net sweep from brokerage	9,500 00	1 00	9,500 000	4,179,354 590	
10/31	Income dividend	169 73	1 00	169 730	4,179,524.320	
11/15	Net sweep from brokerage	4,575 00	1 00	4,575.000	4,184,099 320	
11/20	Net sweep from brokerage	323,994 36	1 00	323,994 360	4,508,093 680	
11/26	Net sweep from brokerage	117,790 94	1 00	117,790 940	4,625,884 620	
11/27	Net sweep from brokerage	11,250 00	1 00	11,250 000	4,637,134 620	
11/29	Income dividend	184 78	1 00	184 780	4,637,319.400	
12/03	Net sweep from brokerage	88,563 45	1 00	88,563 450	4,725,882 850	

Attachment 9A,
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Vanguard®

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Hershey Family Foundation

Vanguard Flagship Services®

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

Account activity for Vanguard funds continued

Prime Money Mkt Fund Inst 0066-88023484298 continued

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
12/05	Net sweep from brokerage	481,991 61	1.00	481,991 610	5,207,874.460	
12/10	Net sweep from brokerage	4,123 11	1 00	4,123 110	5,211,997 570	
12/12	Sweep to brokerage	-220,181 50	1 00	-220,181 500	4,991,816 070	
12/13	Net sweep from brokerage	2,250 00	1 00	2,250 000	4,994,066 070	
12/17	Sweep to brokerage	-195,830.85	1.00	-195,830 850	4,798,235 220	
12/23	Net sweep from brokerage	15,390 00	1 00	15,390 000	4,813,625 220	
12/24	Exchange to Em Mkt Adm	-300,000.00	1.00	-300,000 000	4,513,625.220	
12/26	Net sweep from brokerage	14,090 76	1 00	14,090 760	4,527,715 980	
12/30	Net sweep from brokerage	450 00	1.00	450 000	4,528,165.980	
12/31	Net sweep from brokerage	28,584.65	1 00	28,584 650	4,556,750.630	
12/31	Income dividend	233 09	1 00	233 090	4,556,983 720	
	Ending balance on 12/31/2013		**$1.00**		**4,556,983.720**	**$4,556,983.72**

Account activity for Vanguard Brokerage Services account—61050675

This section shows trades that have settled by December 31, 2013 All transactions sweep in and out of your Vanguard Prime Money Market Fund 88023484298

Income summary

	Dividends	Interest	Tax-exempt interest	Short-term capital gains	Long-term capital gains	Other income
December	$52,450 20	$0 00	$0 00	$0 00	$0.00	$0 00
Year-to-date	257,296 05	0.00	0 00	0.00	0 00	0 00

ATTACHMENT 10

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

DESCRIPTION		AMOUNT
TIMING DIFFERENCE - GRANTS (2013)		25,000.
	TOTAL	25,000.

ATTACHMENT 11

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

DESCRIPTION	AMOUNT
TIMING DIFFERENCES - GRANTS (2012)	1,155,000.
TOTAL	1,155,000.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
BARRY J. HERSHEY ROPES & GRAY LLP / WIL 800 BOYLSTON STREET, SUITE 3600 BOSTON, MA 02199-3600	TRUSTEE; NONE
CONNIE HERSHEY ROPES & GRAY LLP / WIL 800 BOYLSTON STREET, SUITE 3600 BOSTON, MA 02199-3600	TRUSTEE; NONE

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WISDOM PUBLICATIONS 199 ELM STPEET SOMERVILLE, MA 02144	NONE PC	FUNDING FOR THE PUBLISHING OF BOOKS INSPIRED BY ANCIENT BUDDHIST PHILOSOPHIES	63,940
HAITI PROJECTS, INC 31 LEONARD STREET ANNISQUAM, MA 01930	NONE PC	FUNDING FOR THE EMPLOYMENT OF LOCAL HAITIAN WOMEN TO CREATE EMBROIDERED PPODUCTS AND LINENS TO STIMULATE INCOME PRODUCTION AND EMPLOYMENT OPPORTUNITIES	72,000
EMERSON UMBRELLA CONCORD, MA	NONE PC	FUNDING FOR EDUCATION PROGRAMS, PERFORMANCES, PRESENTATIONS, AND COLLABORATIONS OF THE ARTS	15,000
ONE H E A R T 740 SOUTH 300 WEST SUITE 301 SALT LAKE CITY, UT 84101	NONE PC	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 PC	FUNDING FOR MEETINGS BETWEEN WESTERN SCIENTISTS AND LEADING CONTEMPLATIVE FIGURES TO STUDY SIMILARITIES AND DIFFERENCES BETWEEN WESTERN SCIENTIFIC PRACTICES AND CONTEMPLATIVE MEDITATIONAL TECHNIQUES	443,481
GLOBAL ARTS PROJECT FOR PEACE PO BOX 40445 TUCSON, AZ 85717	NONE PC	FUNDING FOR THE PROMOTION OF WORLD PEACE THROUGH USE OF THE ARTS	30,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FEEDING AMERICA 35 E WACKER DRIVE, SUITE 2000 CHICAGO, IL 60601	NONE PC	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 PC	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 PC	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 PC	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 PC	FUNDING IS FOR THE CREATION OF LASTING SOLUTIONS TO END POVERTY, HUNGER AND INJUSTICE 170(B)(1)(A)(VI)	150,000
GREATER BOSTON FOOD BANK 99 ATKINSON STREET BOSTON, MA 02118	NONE PC	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 13 (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 PC	FUNDING HELPS EXPAND THE BOUNDARIES OF THEATRE, PRODUCTION, PERFORMING, AND PRESENTING LITERARY WORKS	75,000
HUNTINGTON THEATRE COMPANY BOSTON, MA	NONE PC	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 PC	FUNDING HELPS TRANSLATE, EDIT, REPRODUCE, PUBLISH AND DISTRIBUTE EDUCATIONAL MATERIALS ON THE TEACHINGS OF LAMA YESHE AND LAMA ZAPA RINPOCHE TO THE GENERAL PUBLIC	40,000
FINCA WASHINGTON, DC	NONE PC	FUNDING HELPS PROVIDE FINANCIAL SERVICES TO THE WORLD'S LOWEST-INCOME ENTREPRENEURS	100,000
FOUNDATION FOR CANCER RESEARCH & EDUCATION FREE UNION, VA 22940	NONE PC	FUNDING FOR CANCER RESEARCH AND EDUCATION	25,000
SANTA BARBARA INSTITUTE PO BOX 3573 SANTA BARBARA, CA 93130	NONE PC	FUNDING FOR EDUCATIONAL STUDIES AND RESEARCH ON THE NATURE OF CONSCIOUSNESS.	40,000

ATTACHMENT 13

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE DALAI LAMA CTR FOR ETHICS AT MIT CAMBRIDGE, MA	NONE PC	FUNDING FOR PROGRAMS FOCUSED ON THE ETHICAL AND HUMANE DIMENSIONS OF LIFE THROUGH SCIENTIFIC AND TECHNOLOGIC EDUCATION AND RESEARCH	70,000
ST BONIFACE HAITI FOUNDATION 400 NORTH MAIN STREET RANDOLPH, MA 02368	NONE PC	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 PC	FUNDING FOR THE PRACTICE, SERVICE, AND TRAINING OF BUDDHISM CULTURE	75,000
PRISON DHARMA NETWORK PO BOX 4623 BOULDER, CO 80306	NONE PC	FUNDING FOR PRISON MINISTRY PROGRAMS AND EDUCATION	70,000
CENTER FOR CONTEMPLATIVE MIND IN SOCIETY 15 CONZ STREET SUITE 1 NORTHAMPTON, MA 01060	NONE PC	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 PC	FUNDING PROVIDES HUMANITARIAN AID PROGRAMS FOR TIBETAN REFUGEES AND TIBETANS IN TIBET	45,000

ATTACHMENT 13

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROWN UNIVERSITY 38 GEORGE STREET PROVIDENCE, RI 02912	NONE PC	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 PC	FUNDING FOR HARVARD UNIVERSITY GRADUATE SCHOOL OF ARTS AND SCIENCES TO EDUCATE STUDENTS	25,000
THOMPSON ISLAND OUTWARD BOUND PO BOX 127 BOSTON, MA 02127	NONE PC	TO PROVIDE INDIVIDUALS WITH ADVENTUROUS AND CHALLENGING EXPERIMENTAL LEARNING PROGRAMS THAT INSPIRE CHARACTER DEVELOPMENT, COMPASSION, COMMUNITY SERVICE, ENVIRONMENTAL RESPONSIBILITY AND ACADEMIC ACHIEVEMENT	50,000
UNITARIAN UNIVERSALIST URBAN MINISTRY 10 PUTNAM STREET ROXBURY, MA 02119	NONE PC	THE BENEVOLENT FRATERNITY PROVIDES FOR MINISTRIES TO THE POOR AND ALSO PROVIDES FOR A COMMUNITY CENTER, THE FIRST CHURCH IN ROXBURY AND RENEWAL HOUSE	24,000
ARTSEMERSON 120 BOYLSTON STREET BOSTON, MA 021164	NONE PC	EMERSON COLLEGE IS A FOUR-YEAR COLLEGE OFFERING DEGREES PRIMARILY IN THE FIELD OF PERFORMING ARTS AND COMMUNICATIONS	60,000
KARUNA SHECHEN 36 WEST 20 STREET 2ND FLOOR NEW YORK, NY 10011	NONE PC	FUNDING FOR EDUCATION, HEALTH CARE, AND SOCIAL SERVICES TO THOSE IN THE HIMALAYAN REGION	200,000

ATTACHMENT 13

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLOBAL BURN CARE & RECONSTRUCTIVE INSTITUTE SHOREWOOD, WI	NONE PC	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 PC	FUNDING HELPS AID THE DELIVERY OF QUALITY HEALTH CARE TO PEOPLE AND COMMUNITIES DEVASTATED BY THE BURDENS OF POVERTY AND DISEASE	1,165,000
DAWN MOUNTAIN 1925 RICHMOND AVE SUITE B HOUSTON, TX 77098	NONE PC	SUPPORTS EDUCATION AND RESERACH RELATED TO THE APPLICATION OF BUDDHIST PRACTICES TO MODERN LIFE	37,750
UNIVERSITY OF WISCONSIN 1848 UNIVERSITY AVE MADISON, WI 53726	NONE PC	FOUNDATION THAT WORKS ON BEHALF OF UNIVERSITY OF WISCONSIN TO ADMINISTER GRANTS AND GIFTS FOR THE ADVANCEMENT OF SCIENCE, LITERARY, EDUCATION, AND ATHLETIC PURPOSES	100,000
SRAVASTI ABBEY PO BOX 20644 SEATTLE, WA 98102	NONE PC	FUNDING FOR THE SUPPORT OF THE STUDY OF THE BUDDHIST TRADITION AND THE CONSTRUCTION AND REMODELING OF BUILDINGS IN PURSUIT OF THAT PURPOSE	25,000
TEENSMART INTERNATIONAL 107 APPLE CART WAY MORRISVILLE, NC 27560	NONE PC	FUNDING FOR LIFE SKILLS EDUCATION FOR TEENAGERS	50,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVE BOSTON, MA 02215	NONE PC	FUNDING FOR TERTIARY CARE ACADEMIC MEDICAL CENTER	400,000
UNIVERSITY OF HAWAII FOUNDATION PO BOX 11270 HONOLULU, HI 96828	NONE PC	FUNDING TO SUPPORT UNIVERSITY OF HAWAII EDUCATION	30,000
PRAJNOPAYA FOUNDATION 66 MORRISON AVENUE SOMERVILLE, MA 02143	NONE PC	FUNDING FOR THE STUDY AND EDUATION OF THE BUDDHIST TRADITION	30,000
INWARD BOUND MINDFULNESS EDUCATION 768 GREAT POND RD N ANDOVER, MA 01845	NONE PC	FUNDING FOR YOUTH TRAINING	25,000
STILL HARBOR 666 DORCHESTER AVE BOSTON, MA 02127	NONE PC	FUNDING TO SUPPORT THE OFFERING OF SPIRITUAL FORMATION AND ACCOMPANIMENT TO INDIVIDUALS AND ORGANIZATIONS CONCERNED WITH HUMAN THRIVING AND SOCIAL JUSTICE	20,000
		TOTAL CONTRIBUTIONS PAID	4,051,171

ATTACHMENT 13

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. However, we have not made adjustments to the cost basis of all partnerships

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
TELEFONICA EMISIONES S A U	TEF 13	87938WAK9	300000	07/30/12	04/26/13	$300,000 00	$300.000 00	$0 00
LOS ANGELES CA UNIF SCH DIST		544644QA8	150000	06/14/13	07/01/13	$150,000 00	$150.000 00	$0 00
WASHINGTON ST		93974AXJ8	250000	06/14/13	07/01/13	$250,000 00	$250.000 00	$0 00
SOUTHERN CALIF PUB PWR AUTH PW		842475ZT5	170000	06/14/13	07/01/13	$170,000 00	$170,000 00	$0 00
INDIANA ST OFFICE BLDG COMMN C		455063JE8	150000	06/14/13	07/01/13	$150,000 00	$150.000 00	$0 00
LOS ANGELES CA USD ELEC OF		544644RK5	500000	06/14/13	07/01/13	$500,000 00	$500,000 00	$0 00
ERIE CNTY N Y		295084DX2	140000	12/19/12	12/01/13	$140,000 00	$140,000 00	$0 00
Total short term gain/loss from sales:						$1,660,000 00	$1,660,000 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
GENERAL ELEC CAP CORP	GE 13	36962G4H4	200000	11/16/10	01/08/13	$200,000 00	$205.388 00	$-5,388 00
WELLS FARGO & CO NEW SR NTS	WFC 13	949746NY3	200000	12/13/10	01/31/13	$200.000 00	$211.790 00	$-11,790 00
HEWLETT PACKARD CO	HPQ 13	428236AQ6	300000	09/09/11	03/01/13	$300,000 00	$314.184 00	$-14,184 00
ANHEUSER BUSCH INBEV WORLDWIL	BUD 13	03523TAR9	200000	12/16/10	03/26/13	$200,000 00	$203 822 00	$-3,822 00
JPMORGAN CHASE & CO NTS	JPM 13	46625HHB9	200000	01/26/11	05/01/13	$200,000 00	$213,626 00	$-13,626 00
AVON PRODUCTS INC DTD 5/13/200	AVP 13	054303AQ5	300000	06/28/11	05/15/13	$300,000 00	$318,051 00	$-18,051 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
ARCELORMITTAL SA LUXEMBOURG	MT 13	03938LAC8	200000	03/31/11	06/01/13	$200,000 00	$212,920 00	$-12,920 00
AMERICAN EXPRESS CO NOTES	AXP 13	025816AQ2	300000	09/14/11	07/15/13	$300,000 00	$317,379 00	$-17,379 00
WESTPAC BKG CORP	WBK 13	961214BM4	300000	07/13/11	08/02/13	$300,000 00	$305,037 00	$-5,037 00
FPL GROUP CAP INC	FPLP13	302570BH8	300000	12/14/11	11/15/13	$300,000 00	$306,270 00	$-6,270 00
Total long term gain/loss from sales:						$2,500,000 00	$2,608.467 00	$-108,467 00

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. However, we have not made adjustments to the cost basis of all partnerships.

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
AT&T BROADBAND CORP NOTE	CMCS13	00209TAA3	1049000	05/06/97	03/15/13	$1,049,000 00	$1,049,000 00	$0 00
DELL INC	DELL	24702R101	5400	01/19/07	10/30/13	$74,250 00	$133,528 55	$-59,278 55
Total long term gain/loss from sales:						$1,123,250 00	$1,182,528 55	$-59,278 55

Cost not available

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
CST BRANDS INC	CST	12646R105	0 89	LT	06/12/13	$28 97	Unknown	
Total proceeds from transactions with missing cost basis:						$28 97		

Hershey Family Foundation 34-1574366
PUTS/CALLS GAIN/LOSS INFORMATION

12/31/2013

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity		SALES	Holding Period
EXPIRED CALLS (CALL PREMIUMS)								
1/25/2012	Margin	Sell	Call	PROSHARES ULTRASHRT $35 EXP 1/19/13	(165)	$	4,620	
1/22/2013	Margin	Expired	Call	PROSHARES ULTRASHRT $35 EXP 1/19/13	165	$	-	
					-		4,620	ST
1/26/2012	Margin	Sell	Call	ALCATEL LUCENT $5 EXP 1/19/13	(30)	$	300	
1/30/2012	Margin	Sell	Call	ALCATEL LUCENT $5 EXP 1/19/13	(47)	$	470	
2/6/2012	Margin	Sell	Call	ALCATEL LUCENT $5 EXP 1/19/13	(200)	$	2,000	
2/7/2012	Margin	Sell	Call	ALCATEL LUCENT $5 EXP 1/19/13	(3)	$	30	
2/13/2012	Margin	Sell	Call	ALCATEL LUCENT $5 EXP 1/19/13	(248)	$	2,480	
2/14/2012	Margin	Sell	Call	ALCATEL LUCENT $5 EXP 1/19/13	(72)	$	713	
1/22/2013	Margin	Expired	Call	ALCATEL LUCENT $5 EXP 1/19/13	600	$	-	
					-		5,993	ST
3/6/2012	Margin	Sell	Call	NOKIA CORP $5 EXP 1/19/13	(258)	$	23,736	
1/22/2013	Margin	Expired	Call	NOKIA CORP $5 EXP 1/19/13	258	$	-	
					-		23,736	ST
4/10/2012	Margin	Sell	Call	PETROLEO BRASILEIRO $35 EXP 1/19/13	(180)	$	5,040	
1/22/2013	Margin	Expired	Call	PETROLEO BRASILEIRO $35 EXP 1/19/13	180	$	-	
					-		5,040	ST
6/4/2012	Margin	Sell	Call	WEATHERFORD INTL $17 50 EXP 1/19/13	(300)	$	13,500	
1/22/2013	Margin	Expired	Call	WEATHERFORD INTL $17 50 EXP 1/19/13	300	$	-	
					-		13,500	ST
11/23/2012	Margin	Sell	Call	APPLE INC $630 EXP 01/19/13	(15)	$	11,625	
1/22/2013	Margin	Expired	Call	APPLE INC $630 EXP 01/19/13	15	$	-	
					-		11,625	ST
2/20/2013	Short	Sell	Call	SPDR GOLD TRUST $155 EXP 2/22/13	(70)	$	6,860	
2/25/2013	Margin	Expired	Call	SPDR OLD TRUST $155 EXP 2/22/13	70	$	-	
					-		6,860	ST
4/16/2013	Short	Sell	Call	SPDR GOLD TRUST $140 EXP 5/18/13	(70)	$	15,947	
5/20/2013	Margin	Expired	Call	SPDR GOLD TRUST $140 EXP 5/18/13	70	$	-	
					-		15,947	ST

Hershey Family Foundation
PUTS/CALLS GAIN/LOSS INFORMATION

34-1574366

12/31/2013

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity		SALES	Holding Period
4/17/2013	Cash	Sell	Call	NEWMONT MINING CORP $40 EXP 5/18/13	(400)	$	10,000	
5/20/2013	Cash	Expired	Call	NEWMONT MINING CORP $40 EXP 5/18/13	400	$	-	
					-		10,000	ST
4/25/2013	Short	Sell	Call	ASA LTD $15 EXP 5/18/13	(828)	$	33,119	
5/20/2013	Margin	Expired	Call	ASA LTD $15 EXP 5/18/13	828	$	-	
					-		33,119	
								ST
4/30/2013	Short	Sell	Call	BARRICK GOLD CORP $19 EXP 5/18/13	(250)	$	19,250	
5/20/2013	Margin	Expired	Call	BARRICK GOLD CORP $19 EXP 5/18/13	250	$	-	
					-		19,250	ST
5/14/2013	Short	Sell	Call	APPLE INC $455 EXP 5/18/13	(30)	$	16,140	
5/20/2013	Margin	Expired	Call	APPLE INC $455 EXP 5/18/13	30	$	-	
					-		16,140	ST
5/21/2013	Short	Sell	Call	APPLE INC $450 EXP 6/22/13	(30)	$	21,030	
6/24/2013	Margin	Expired	Call	APPLE INC $450 EXP 6/22/13	30	$	-	
					-		21,030	ST
8/26/2013	Margin	Sell	Call	ASA LTD $15 Exp 9/21/13	(750)	$	18,750	
9/23/2013	Margin	Expired	Call	ASA LTD $15 EXP 9/21/13	750	$	-	
					-	$	18,750	ST
2/4/2013	Short	Sell	Call	APPLE INC $600 EXP 10/19/13	(15)	$	6,075	
10/21/2013	Margin	Expired	Call	APPLE INC $600 EXP 10/19/13	15	$	-	
					-		6,075	ST
9/13/2013	Short	Sell	Call	NEWMONT MNG CORP $31 EXP 10/19/13	(200)	$	10,800	
10/21/2013	Margin	Expired	Call	NEWMONT MINING CORP $31 EXP 10/19/13	200	$	-	
					-		10,800	ST
10/23/2013	Short	Sell	Call	ASA LTD $15 EXP 11/16/13	(750)	$	18,750	
11/18/2013	Margin	Expired	Call	ASA LTD $15 EXP 11/16/13	750	$	-	
					-		18,750	ST

Expired Call Summary

Hershey Family Foundation
PUTS/CALLS GAIN/LOSS INFORMATION

34-1574366

12/31/2013

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity		SALES	Holding Period
					Proceeds		241,234	
					Cost Basis		-	
							241,234	
EXPIRED PUTS								
9/14/2012	Margin	Sell	Put	BERKSHIRE CL B NEW $82 50 EXP 01/19/13 CLASS B	(82)	$	10,086	
1/22/2013	Margin	Sell	Put	BERKSHIRE CL B NEW $82 50 EXP 01/19/13 CLASS B	82	$	-	
					-		10,086	ST
5/9/2013	Short	Sell	Put	APPLE INC $450 EXP 5/10/13	(30)	$	10,800	
5/13/2013	Margin	Expired	Put	APPLE INC $450 EXP 5/10/13	30	$	-	
					-		10,800	ST
4/17/2013	Short	Sell	Put	SONY CORP $16 EXP 5/18/13	(400)	$	26,399	
5/20/2013	Margin	Expired	Put	SONY CORP $16 EXP 5/18/13	400	$	-	ST
					-		26,399	

Expired Put Summary

Proceeds	47,285
Cost Basis	-
	47,285

Hershey Family Foundation **34-1574366**
EQUITY SECURITY GAIN/LOSS INFORMATION

12/31/2013

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	Sales	Holding Period
EQUITIES SOLD - ST							
10/11/2012	Margin	Buy	Equity	MICROSOFT GROUP	42,000	(1,259,160)	
12/5/2012	Margin	Sell	Call	MICROSOFT CORP $26 EXP 01/19/13	(420)	47,039	
1/18/2013	Margin	Assignment	Call	MICROSOFT CORP $26 EXP 1/19/13	20	-	
1/22/2013	Margin	Assignment	Call	MICROSOFT CORP $26 EXP 1/19/13	400	-	
1/24/2013	Margin	Sell	Equity	MICROSOFT CORP	(40,000)	1,039,977	
1/23/2013	Margin	Sell	Equity	MICROSOFT CORP	(2,000)	51,999	
					-	(120,145)	ST
4/26/2013	Short	Sell	Put	BARRICK GOLD CORP $19 50 EXP 4/26/13	(250)	8,750	
4/29/2013	Margin	Assignment	Put	BARRICK GOLD CORP $19 50 EXP 4/26/13	250	-	
5/1/2013	Margin	Buy	Equity	BARRICK GOLD CORP	25,000	(487,500)	
5/23/2013	Margin	Sell	Equity	BARRICK GOLD CORP	(8,000)	149,197	
5/23/2013	Margin	Sell	Equity	BARRICK GOLD CORP	(17,000)	318,105	
					-	(11,448)	ST
5/9/2013	Short	Sell	Put	APPLE INC $455 EXP 5/10/13	(30)	5,760	
5/13/2013	Margin	Assignment	Put	APPLE INC $455 EXP 5/10/13	30	-	
5/15/2013	Margin	Buy	Equity	APPLE INC	3,000	(1,365,000)	
6/25/2013	Margin	Sell	Call	APPLE INC $450 EXP 8/17/13	(30)	10,560	
8/8/2013	Margin	Assignment	Call	APPLE INC $450 EXP 8/17/13	11	-	
8/19/2013	Margin	Assignment	Call	APPLE INC $450 EXP 8/17/13	19	-	
8/21/2013	Margin	Sell	Equity	APPLE INC	(1,900)	854,985	
8/12/2013	Margin	Sell	Equity	APPLE INC	(1,100)	494,991	
					-	1,296	ST
5/10/2013	Margin	Sell	Put	BARRICK GOLD CORP $20 Exp 6/22/13	(250)	16,500	
6/24/2013	Margin	Assignment	Put	BARRICK GOLD CORP $20 EXP 6/22/13	250	-	
6/26/2013	Margin	Buy	Equity	BARRICK GOLD CORP	25,000	(500,000)	
6/25/2013	Short	Sell	Call	BARRICK GOLD CORP $19 EXP 8/17/13	(250)	10,000	
8/19/2013	Margin	Assignment	Call	BARRICK GOLD CORP $19 EXP 8/17/13	250	-	
8/21/2013	Margin	Sell	Equity	BARRICK GOLD CORP	(25,000)	474,992	
					-	1,492	ST
8/19/2013	Short	Sell to Open	Put	BARRICK GOLD CORP $19 EXP 9/21/13	(250)	22,000	

Hershey Family Foundation 34-1574366
EQUITY SECURITY GAIN/LOSS INFORMATION

12/31/2013

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	Sales	Holding Period
9/23/2013	Margin	Assignment	Put	BARRICK GOLD CORP $19 EXP 9/21/13	250	-	
9/25/2013	Margin	Buy	Equity	BARRICK GOLD CORP	25,000	(475,000)	
10/11/2013	Short	Sell to Open	Call	BARRICK GOLD CORP $18 EXP 11/16/13	(250)	23,000	
11/18/2013	Margin	Assignment	Call	BARRICK GOLD CORP $18 EXP 11/16/13	180	-	
11/18/2013	Margin	Expired	Call	BARRICK GOLD CORP $18 EXP 11/16/13	70	-	
11/20/2013	Margin	Sell	Equity	BARRICK GOLD CORP	(18,000)	323,994	
11/26/2013	Margin	Sell	Equity	BARRICK GOLD CORP	(1,000)	16,870	
11/26/2013	Margin	Sell	Equity	BARRICK GOLD CORP	(6,000)	100,921	
					-	11,785	ST

Proceeds	3,916,630
Cost Basis	(4,033,650)
	(117,020)

EQUITIES SOLD - LT

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	Sales	Holding Period
10/25/2011	Margin	Sell	Put	Microsoft Corp $27 EXP 11/19/11	(298)	17,582	
10/25/2011	Margin	Sell	Put	Microsoft Corp $27 EXP 11/19/11	(122)	7,442	
11/18/2011	Margin	Assignment	Put	Microsoft Corp $27 EXP 11/19/11	25		
11/21/2011	Margin	Assignment	Put	Microsoft Corp $27 EXP 11/19/11	395		
11/23/2011	Margin	Buy	Equity	Microsoft Corp @ 27	39,500	(1,066,500)	
11/22/2011	Margin	Buy	Equity	Microsoft Corp @27	2,500	(67,500)	
11/19/2012	Margin	Sell	Call	MICROSOFT CORP $27 EXP 02/16/13	(371)	38,629	
11/19/2012	Margin	Sell	Call	MICROSOFT CORP $27 EXP 02/16/13	(49)	5,145	
2/19/2013	Margin	Assignment	Call	MICROSOFT CORP $27 EXP 2/16/13	420	-	
2/21/2013	Margin	Sell	Equity	MICROSOFT CORP	(42,000)	1,133,975	
					-	68,773	LT
4/18/2011	Margin	Sell	Put	Proshares ULTRASHRT $36 EXP 5/21/11	(165)	10,230	
5/23/2011	Margin	Assignment	Put	Proshares ULTRASHRT $36 EXP 5/21/11	165		
2/22/2013	Margin	Sell	Equity	PROSHARES ULTRASHORT	(4,125)	279,050	
10/5/2012	Margin	Reverse split	equity	PROSHARES TRUST NEW REVERSE SPLIT	4,125	(594,000)	
					-	(304,720)	LT

Hershey Family Foundation 34-1574366
EQUITY SECURITY GAIN/LOSS INFORMATION

12/31/2013

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	Sales	Holding Period
2/23/2011	Margin	Buy	Equity	Ballard Power Systems Inc New @2 08	300	(624)	
2/24/2011	Margin	Buy	Equity	Ballard Power Systems Inc New @2 08	17,700	(36,816)	
2/28/2013	Margin	Sell	Equity	BALLARD POWER SYSTEMS INC	(4,350)	3,002	
2/28/2013	Margin	Sell	Equity	BALLARD POWER SYSTEMS INC	(8,650)	5,909	
2/28/2013	Margin	Sell	Equity	BALLARD POWER SYSTEMS INC	(5,000)	3,500	
					-	(25,029)	LT
9/19/2011	Margin	Sell	Put	Weatherford Intl $18 EXP 10/22/11	(300)	58,799	
10/4/2011	Margin	Assignment	Put	Weatherford Intl $18 EXP 10/22/11	31	-	
10/24/2011	Margin	Assignment	Put	Weatherford Intl $18 EXP 10/22/11	269	-	
10/6/2011	Margin	Buy	Equity	Weatherford Intl @ 18	3,100	(55,800)	
10/26/2011	Margin	Buy	Equity	Weatherford Intl @18	26,900	(484,200)	
2/26/2013	Short	Sell	Call	WEATHERFORD INTL $14 EXP 5/18/13	(300)	12,000	
5/20/2013	Margin	Assignment	Call	WEATHERFORD INTL $14 EXP 5/18/13	300	-	
5/22/2013	Margin	Sell	Equity	WEATHERFORD INTL LTD REG	(30,000)	419,991	
					-	(49,210)	LT
4/13/2005	Margin	Sell	Put	NEWMONT MNG CORP MAY 40 OPENING TRANSACTION CORR @ 95	(200)	18,749	
5/23/2005	Margin	Assignment	Put	NEWMONT MNG CORP MAY 40	200	-	
5/17/2005	Margin	Buy	Equity	NEWMONT MNG CORP MAY 40	2,500	(100,038)	
5/25/2005	Margin	Buy	Equity	NEWMONT MNG CORP HLDG CO ASSIGNED PUTS @40	17,500	(700,263)	
5/23/2013	Margin	Sell	Equity	NEWMONT MINING CORP	(10,000)	306,593	
5/23/2013	Margin	Sell	Equity	NEWMONT MINING CORP	(10,000)	307,393	
					-	(167,565)	LT
2/4/2009	Margin	Buy	Equity	Alcatel	200	(370)	
2/9/2009	Margin	Buy	Equity	Alcatel	286	(529)	
2/9/2009	Margin	Buy	Equity	Alcatel	1,200	(2,220)	
2/9/2009	Margin	Buy	Equity	Alcatel	112	(207)	
2/9/2009	Margin	Buy	Equity	Alcatel	600	(1,110)	
2/9/2009	Margin	Buy	Equity	Alcatel	500	(925)	
2/9/2009	Margin	Buy	Equity	Alcatel	1,200	(2,220)	
2/9/2009	Margin	Buy	Equity	Alcatel	1,000	(1,850)	
2/9/2009	Margin	Buy	Equity	Alcatel	292	(540)	
2/9/2009	Margin	Buy	Equity	Alcatel	286	(529)	
2/10/2009	Cash	Buy	Equity	Alcatel	2,600	(4,706)	
2/10/2009	Cash	Buy	Equity	Alcatel	51,724	(93,620)	

Hershey Family Foundation 34-1574366
EQUITY SECURITY GAIN/LOSS INFORMATION

12/31/2013

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	Sales	Holding Period
2/26/2013	Short	Sell	Call	ALCATEL LUCENT $1 50 EXP 6/22/13	(600)	9,600	
6/24/2013	Margin	Assignment	Call	ALCATEL LUCENT $1 50 EXP 6/22/13	600	-	
6/26/2013	Margin	Sell	Equity	ALCATEL LUCENT	(60,000)	89,998	
					-	(9,228)	LT
10/31/2011	Margin	Sell	Put	Ford Motor Co $13 EXP 11/19/11	(250)	27,499	
11/16/2011	Margin	Assignment	Put	Ford Motor Co $13 EXP 11/19/11	1	-	
11/17/2011	Margin	Assignment	Put	Ford Motor Co $13 EXP 11/19/11	72	-	
11/21/2011	Margin	Assignment	Put	Ford Motor Co $13 EXP 11/19/11	177	-	
11/18/2011	Margin	Buy	Equity	Ford Motor Co @ 13	100	(1,300)	
11/21/2011	Margin	Buy	Equity	Ford Motor Co @ 13	7,200	(93,600)	
11/23/2011	Margin	Buy	Equity	Ford Motor Company @13	17,700	(230,100)	
3/4/2013	Short	Sell	Call	FORD MTR CO $13 Exp 6/22/13	(250)	11,750	
6/19/2013	Margin	Assignment	Call	FORD MTR CO $13 EXP 6/22/13	25	-	
6/24/2013	Margin	Assignment	Call	FORD MTR CO $13 Exp 6/22/13	225	-	
6/26/2013	Margin	Sell	Equity	FORD MOTOR COMPANY	(22,500)	292,495	
6/21/2013	Margin	Sell	Equity	FORD MOTOR COMPANY	(2,500)	32,499	
					-	39,243	LT
2/29/2012	Margin	Buy	Equity	NOKIA CORP SPON ADR	25,800	(149,898)	
4/18/2013	Short	Sell	Call	NOKIA CORP $3 50 EXP 7/20/13	(258)	10,062	
7/22/2013	Margin	Assignment	Call	NOKIA CORP $3 50 EXP 7/20/13	258	-	
7/24/2013	Margin	Sell	Equity	NOKIA CORP	(25,800)	90,298	
					-	(49,538)	LT
1/22/2004	Margin	Buy	Equity	ASA BERMUDA LIMITED	9,000	(127,785)	
4/25/2013	Short	Sell	Call	ASA LTD $15 EXP 5/18/13	(12)	480	
5/14/2013	Margin	Assignment	Call	ASA LTD $15 EXP 5/18/13	12	-	
8/30/2013	Margin	Sell	Equity	ASA GOLD & PRECIOUS METALS LTD	(7,690)	115,656	
8/21/2013	Margin	Sell	Equity	ASA GOLD & PRECIOUS METALS LTD	(110)	1,652	
5/16/2013	Margin	Sell	Equity	ASA GOLD & PRECIOUS METALS LTD	(1,200)	18,000	
					-	8,003	LT
4/13/2005	Margin	Sell	Put	NEWMONT MNG CORP MAY 40 OPENING TRANSACTION CORR @ 95	(200)	18,749	
5/13/2005	Margin	Assignment	Put	NEWMONT MNG CORP MAY 40	25	-	
5/23/2005	Margin	Assignment	Put	NEWMONT MNG CORP MAY 40	175	-	

Hershey Family Foundation 34-1574366
EQUITY SECURITY GAIN/LOSS INFORMATION

12/31/2013

Settlement Date	Account Type	Transaction	Holding Type	Description	Quantity	Sales	Holding Period
5/23/2005	Margin	Buy	Equity	NEWMONT MNG CORP HLDG CO ASSIGNED PUTS @40	20,000	(800,300)	
12/5/2013	Margin	Sell	Equity	NEWMONT MINING CORP	(20,000)	481,992	
					-	(299,559)	LT
10/6/2003	Cash	Sell	Put	ROYAL GOLD OCT 20 PUT	(225)	48,190	
10/2/2003	Margin	Sell	Put	ROYAL GOLD OCT 20 PUT	(26)	5,559	
10/20/2003	Margin	Assignment	Put	ROYAL GOLD OCT 20 PUT	251	-	
10/22/2003	Margin	Buy	Equity	ROYAL GOLD	25,100	(502,377)	
12/3/2013	Short	Sell	Call	ROYAL GOLD INC $42 50 EXP 12/21/13	(251)	66,514	
12/21/2013	Margin	Assignment	Call	ROYAL GOLD INC $42 50 EXP 12/21/13	251	-	
12/26/2013	Margin	Sell	Equity	ROYAL GOLD INC	(25,100)	1,066,731	
					-	684,617	LT

Proceeds	4,802,914
Cost Basis	(4,907,127)
	(104,213)

Form **8868** (Rev January 2014) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions Is at *www.irs.gov/form8868.*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- 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 (other than individual)	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 14, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 13 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**	$ 57,816.
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**	$ 32,816.
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 funds withdrawal (direct debit) 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.

JSA
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