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Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

☐ ☒

1

Briefly describe the organization's mission

TO PRESERVE AND ENHANCE MILTON HERSHEY'S LEGACY AND COMMUNITY VISION AND TO PROVIDE EDUCATIONAL AND CULTURAL ENRICHMENT TO THE RESIDENTS OF THE HERSHEY AREA, THE FOUNDATION OPERATES THE HERSHEY STORY, HERSHEY GARDENS, HERSHEY THEATRE AND HERSHEY COMMUNITY ARCHIVES THROUGH COUNTLESS VOLUNTEERS AND GENEROUS CONTRIBUTIONS, THE NON-PROFIT M S HERSHEY FOUNDATION CONTINUES TO ENHANCE THE COMMUNITY MR HERSHEY BUILT

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a	(Code) (Expenses \$ 4,540,990 including grants of \$) (Revenue \$ 4,026,129) See Schedule O - Hershey Theatre
4b	(Code) (Expenses \$ 3,365,225 including grants of \$) (Revenue \$ 1,436,918) See Schedule O - The Hershey Story Museum
4c	(Code) (Expenses \$ 1,433,216 including grants of \$) (Revenue \$ 777,615) See Schedule O - Hershey Gardens See Additional Data
4d	Other program services (Describe in Schedule O) (Expenses \$ 237,036 including grants of \$) (Revenue \$ 120,800)
4e	Total program service expenses 9,576,467

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8 Yes	
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) 	17 Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18 Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II . . .</i>	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III . . .</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J . . .</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a . . .</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . .	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . .	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . .	24d		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I . . .</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I . . .</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II . . .</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III . . .</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . .</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . .</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV . . .</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M . . .</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M . . .</i>	30	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I . . .</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II . . .</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I . . .</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 . . .</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2 . . .</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2 . . .</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI . . .</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O . . .	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	55	
1b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	159
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		2b	Yes
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a	No
b If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation in Schedule O</i>		3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	No
b If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		7a	Yes
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	Yes
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	No
d If "Yes," indicate the number of Forms 8282 filed during the year		7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		8	
9a Did the sponsoring organization make any taxable distributions under section 4966?		9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		9b	
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12		10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		10b	
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders		11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year		12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O		13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		13b	
c Enter the amount of reserves on hand		13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a	No
b If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation in Schedule O</i>		14b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	Yes
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	a The governing body?	8a	Yes
8b	b Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
10b	b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
	b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
12b	b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	a The organization's CEO, Executive Director, or top management official	15a	Yes
15b	b Other officers or key employees of the organization	15b	Yes
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
16b	b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶PA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, address, and telephone number of the person who possesses the organization's books and records ▶DONALD PAPSON EXEC DIRECTO 63 WEST CHOCOLATE AVE HERSHEY,PA 17033 (717) 298-2200

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a

Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JAMES M MEAD BOARD OF MANAGERS	1 0 10 0	X						0	207,000	135,000
(2) VELMA A REDMOND ESQ BOARD OF MANAGERS	0 5 8 5	X						0	111,500	0
(3) RICHARD ZILMER BD OF MANAGERS PRES/CHRMN	0 5 6 5	X						0	111,500	0
(4) HERSHEY TRUST COMPANY INSTITUTIONAL TRUSTEE	0 0 0 0		X					1,000	0	0
(5) GAYLA M BUSH ASST TREASURER	2 0 53 0			X				0	287,740	48,148
(6) DONALD PAPSON EXECUTIVE DIRECTOR	40 0 0 0			X				150,000	69,697	24,801
(7) MARC WOOLLEY SECRETARY	2 0 48 0			X				0	443,987	21,831
(8) ERIC HENRY ACTING TREASURER	2 0 63 0			X				0	1,350,168	34,034
(9) LINDA VETTORI ASST SECRETARY	2 0 48 0			X				0	80,482	38,970
(10) KENNETH GALL FORMER OFFICER to 7/09	0 0 55 0						X	0	146,061	46,806

Form 990 (2014)

Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			

1b	Sub-Total	▶			
c	Total from continuation sheets to Part VII, Section A	▶			
d	Total (add lines 1b and 1c)	▶	151,000	2,808,135	349,590

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶1

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
HERSHEY ENTERTAINMENT RESORTS COM, 27 WEST CHOCOLATE AVENUE HERSHEY, PA 17033	MANAGEMENT SERVICES	348,922

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶1

Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b	133,614			
	c	Fundraising events	1c				
	d	Related organizations	1d	93,936			
	e	Government grants (contributions)	1e	849,715			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,934,609			
	g	Noncash contributions included in lines 1a-1f \$		226,685			
	h	Total. Add lines 1a-1f		3,011,874			
Program Service Revenue			Business Code				
	2a	Admissions	713990	4,867,014	4,867,014		
	b	Theatre Community Rental Income	531120	278,188	278,188		
	c	Theatre Service Fee Income	900099	218,932	218,932		
	d	Program Revenue from HE&R agreements	900099	111,234	111,234		
	e	Other Income	900099	531,180	531,180		
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		6,006,548			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		997,400			997,400
	4	Income from investment of tax-exempt bond proceeds . .		0			
	5	Royalties		0			
			(i) Real	(ii) Personal			
	6a	Gross rents	10,000				
	b	Less rental expenses					
	c	Rental income or (loss)	10,000	0			
	d	Net rental income or (loss)		10,000			10,000
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	10,152,208				
	b	Less cost or other basis and sales expenses	7,978,218				
	c	Gain or (loss)	2,173,990				
	d	Net gain or (loss)		2,173,990			2,173,990
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . .	a	53,921			
	b	Less direct expenses	b	15,100			
	c	Net income or (loss) from fundraising events . .		38,821			38,821
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities . .		0			
	10a	Gross sales of inventory, less returns and allowances . .	a	635,319			
b	Less cost of goods sold . . .	b	280,405				
c	Net income or (loss) from sales of inventory . .		354,914	354,914			
Miscellaneous Revenue		Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		0				
12	Total revenue. See Instructions		12,593,547	6,361,462		3,220,211	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21	0			
2	Grants and other assistance to domestic individuals See Part IV, line 22	0			
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	175,801		88,401	87,400
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	2,464,685	2,360,419	104,266	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	212,178	184,274	27,904	
9	Other employee benefits	421,803	366,989	54,814	
10	Payroll taxes	260,139	241,461	18,678	
11	Fees for services (non-employees)				
a	Management	420,505	405,899	14,606	
b	Legal	8,209		8,209	
c	Accounting	44,205		44,205	
d	Lobbying	0			
e	Professional fundraising services See Part IV, line 17	18,000			18,000
f	Investment management fees	56,571		56,571	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	0			
12	Advertising and promotion	487,598	444,434	2,045	41,119
13	Office expenses	39,935	37,852	2,083	
14	Information technology	83,391	71,413	11,978	
15	Royalties	0			
16	Occupancy	550,184	549,868	316	
17	Travel	755	755		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	4,527	3,046	1,481	
20	Interest	463,158	463,158		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	1,641,834	1,640,814	1,020	
23	Insurance	152,086	137,319	14,767	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	COST OF ATTRACTIONS	2,127,984	2,127,984		
b	PROGRAM SUPPLIES	293,500	292,173	1,327	
c	equipment	25,780	21,628	4,152	
d	DUES AND SUBSCRIPTIONS	11,501	10,591	910	
e	All other expenses	217,924	216,390	1,534	
25	Total functional expenses. Add lines 1 through 24e	10,182,253	9,576,467	459,267	146,519
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ☐ if following SOP 98-2 (ASC 958-720)				

Part X

Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		166,716	1	38,086
	2	Savings and temporary cash investments		371,752	2	819,368
	3	Pledges and grants receivable, net		0	3	872,913
	4	Accounts receivable, net		3,492,666	4	2,282,579
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		93,964	8	68,366
	9	Prepaid expenses and deferred charges		83,919	9	102,081
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a33,094,478			
	b	Less accumulated depreciation	10b15,883,584	18,349,153	10c	17,210,894
	11	Investments—publicly traded securities		14,246,000	11	18,178,860
	12	Investments—other securities See Part IV, line 11		21,854,689	12	20,000,360
	13	Investments—program-related See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		0	15	0
	16	Total assets. Add lines 1 through 15 (must equal line 34)		58,658,859	16	59,573,507
Liabilities	17	Accounts payable and accrued expenses		425,392	17	434,909
	18	Grants payable		0	18	0
	19	Deferred revenue		1,189,224	19	1,749,346
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D		0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		17,702,577	25	19,722,238
	26	Total liabilities. Add lines 17 through 25		19,317,193	26	21,906,493
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		9,215,312	27	5,091,906
	28	Temporarily restricted net assets		30,126,354	28	32,575,108
	29	Permanently restricted net assets		0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		39,341,666	33	37,667,014
	34	Total liabilities and net assets/fund balances		58,658,859	34	59,573,507

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	12,593,547
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,182,253
3	Revenue less expenses Subtract line 2 from line 1	3	2,411,294
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	39,341,666
5	Net unrealized gains (losses) on investments	5	-1,490,515
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-2,595,431
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	37,667,014

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2a	No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2b	Yes
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

Additional Data

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

Form 990, Part III - Line 4c: Program Service Accomplishments (See the Instructions)

(Code	) (Expenses \$	237,036	including grants of \$	) (Revenue \$	120,800)
Hershey Community Archives					

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization THE MS HERSHEY FOUNDATION	Employer identification number 23-6242734
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Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9

☒

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g

a

☐

Type I. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**

b

☐

Type II. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**

c

☐

Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**

d

☐

Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**

e

☐

Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f

Enter the number of supported organizations _____

g

Provide the following information about the supported organization(s)

(i)Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
11 Total support Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						▶

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2013 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2014. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
b 33 1/3% support test—2013. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
17a 10%-facts-and-circumstances test—2014. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
b 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions						▶

Part IIISupport Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	3,348,260	1,940,423	1,495,078	1,102,230	3,181,797	11,067,788
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	6,599,077	5,193,188	6,913,082	8,053,369	6,525,865	33,284,581
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	9,947,337	7,133,611	8,408,160	9,155,599	9,707,662	44,352,369
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	2,432,599	960,249	347,002	243,047	93,936	4,076,833
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	2,432,599	960,249	347,002	243,047	93,936	4,076,833
8 Public support (Subtract line 7c from line 6.)						40,275,536

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6	9,947,337	7,133,611	8,408,160	9,155,599	9,707,662	44,352,369
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	840,028	953,375	938,715	954,340	1,007,400	4,693,858
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	840,028	953,375	938,715	954,340	1,007,400	4,693,858
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						0
13 Total support. (Add lines 9, 10c, 11, and 12.)	10,787,365	8,086,986	9,346,875	10,109,939	10,715,062	49,046,227
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	15	82 117 %	
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	80 710 %	

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	9 570 %	
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	8 200 %	
19a 33 1/3% support tests—2014. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶			
b 33 1/3% support tests—2013. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶			
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶			

Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	1	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).	2	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.	3a	
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.	3b	
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.	3c	
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.	4a	
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.	4b	
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.	4c	
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).	5a	
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b	
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	5c	
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations, (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .	6	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).	7	
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part II of Schedule L (Form 990).	8	
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .	9a	
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .	9b	
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .	9c	
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer b below.	10a	
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).	10b	
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.	11c	

Part IV

Supporting Organizations (continued)

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)			
a ☐ The organization satisfied the Activities Test. Complete line 2 below.			
b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.			
c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 <u>Activities Test</u> Answer (a) and (b) below.			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.			
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.			
3 <u>Parent of Supported Organizations</u> Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.			
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			

Part V – Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI) _____		
2	Acquisition indebtedness applicable to non-exempt use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	☐ Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2014			
a From 2009.			
b From 2010.			
c From 2011.			
d From 2012.			
e From 2013.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2014 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2014, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2014 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2015. Add lines 3j and 4c			
8 Breakdown of line 7			
a From 2010.			
b From 2011.			
c From 2012.			
d From 2013.			
e From 2014.			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990.
Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization THE MS HERSHEY FOUNDATION	Employer identification number 23-6242734
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Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate value of contributions to (during year)	
3	Aggregate value of grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4

Number of states where property subject to conservation easement is located ► _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenue included in Form 990, Part VIII, line 1

► \$ _____

(ii) Assets included in Form 990, Part X

► \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenue included in Form 990, Part VIII, line 1

► \$ _____

b

Assets included in Form 990, Part X

► \$ _____

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☒

Public exhibition

b

☒

Scholarly research

c

☒

Preservation for future generations

d

☒

Loan or exchange programs

e

☐

Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☒ No
- Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.
- 1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

☐
- Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.
- | | (a)Current year | (b)Prior year | b (c)Two years back | (d)Three years back | (e)Four years back |
|--|-----------------|---------------|---------------------|---------------------|--------------------|
| 1a Beginning of year balance | 30,126,354 | 26,882,737 | 25,193,826 | 25,003,061 | 21,949,743 |
| b Contributions | 1,834,788 | 86,366 | 28,958 | 25,910 | 34,320 |
| c Net investment earnings, gains, and losses | 700,324 | 3,186,425 | 1,711,659 | 173,169 | 3,036,666 |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 86,358 | 29,174 | 51,706 | 8,314 | 17,668 |
| f Administrative expenses | | | | | |
| g End of year balance | 32,575,108 | 30,126,354 | 26,882,737 | 25,193,826 | 25,003,061 |
- 2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Temporarily restricted endowment ▶ 100 000 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

Yes

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,000		1,000
b Buildings		21,982,130	8,048,271	13,933,859
c Leasehold improvements		8,284,741	5,457,799	2,826,942
d Equipment		2,826,607	2,377,514	449,093
e Other		0	0	0
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				17,210,894

Schedule D (Form 990) 2014

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	11,426,882
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	-1,490,515
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	323,850
e	Add lines 2a through 2d	2e	-1,166,665
3	Subtract line 2e from line 1	3	12,593,547
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	12,593,547

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	13,101,534
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	2,919,281
e	Add lines 2a through 2d	2e	2,919,281
3	Subtract line 2e from line 1	3	10,182,253
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	10,182,253

Part XIII

Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Return Reference	Explanation
SCHEDULE D, PART III, LINE 1A	MUSEUM COLLECTIONS THE MUSEUM'S COLLECTIONS ARE COMPRISED OF HISTORICAL ITEMS USED AS A MEANS TO EDUCATE THE PUBLIC ABOUT THE LIVES OF AMERICA'S EARLIEST INHABITANTS, THE LIFE OF MILTON S HERSHEY, AND THE HERSHEY COMMUNITY EACH OF THESE ITEMS IS CATALOGED, PRESERVED, AND CARED FOR THE FOUNDATION'S POLICY IS TO EXPENSE COLLECTIONS WHEN THEY ARE ACQUIRED SCHEDULE D, PART III, LINE 4 COLLECTIONS OF ART, HISTORICAL TREASURES, AND OTHER SIMILAR ASSETS THE M S HERSHEY FOUNDATION'S COLLECTION INCLUDES THE FOLLOWING (1) ARTIFACTS AND HISTORICAL ORAL AND WRITTEN DOCUMENTS RELATED TO THE LIFE AND LEGACY OF MILTON S HERSHEY FROM HIS PERSONAL LIFE TO HIS VARIOUS BUSINESSES TO HIS PHILANTHROPIES (2) ARTIFACTS AND HISTORICAL ORAL AND WRITTEN DOCUMENTS RELATED TO THE COMMUNITY OF HERSHEY (3) ARTIFACTS THAT DOCUMENT PENNSYLVANIA GERMAN CULTURE (4) ETHNOGRAPHIC MATERIALS RELATED TO INDIGENOUS PEOPLE OF THE UNITED STATES (5) PLANTINGS AT THE HERSHEY GARDEN THE ABOVE COLLECTIONS FURTHER M S HERSHEY FOUNDATION'S EXEMPT PURPOSE OF EDUCATION AND CULTURAL ENRICHMENT FOR THE RESIDENTS OF THE HERSHEY AREA BY BEING DISPLAYED IN AN ACCESSIBLE PUBLIC MUSEUM, PUBLIC ARCHIVE AND PUBLIC GARDENS
SCHEDULE D, PART V, LINE 4	INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS MILTON S HERSHEY MADE HIS GIFT TO THE M S HERSHEY FOUNDATION ON DECEMBER 5, 1935 WITH THE PURPOSE OF CREATING AND ENDOWING IN PERPETUITY THIS FOUNDATION FOR EDUCATIONAL PURPOSES THE TRUST WAS FUNDED FOR SEVERAL USES, INTENTS AND PURPOSES AS FOLLOWS (1) FOR THE ESTABLISHMENT AND MAINTENANCE IN WHOLE OR IN PART OF ONE OR MORE EDUCATIONAL INSTITUTIONS IN DERRY TOWNSHIP, PENNSYLVANIA, AND/OR (2) THE SUPPORT OF PUBLIC SCHOOLS OF DERRY TOWNSHIP AND THE IMPROVEMENT AND ELEVATION OF THE STANDARD OF EDUCATION, AND/OR (3) THE VOCATIONAL, CULTURAL OR PROFESSIONAL EDUCATION OF ANY RESIDENT OF DERRY TOWNSHIP IN ADDITION, UPON APPROVAL BY THE BOARD OF MANAGERS, THE ENDOWMENT FUNDS CAN BE UTILIZED TO PURCHASE LAND AND ERECT A BUILDING OR BUILDINGS UPON SUCH LAND
SCHEDULE D, PART X, OTHER LIABILITIES	LOAN GUARANTEE OBLIGATION THE M S HERSHEY FOUNDATION (FOUNDATION) CONSTRUCTED A BUILDING, WHICH IS THE SITE OF THE HERSHEY STORY MUSEUM IN ORDER TO PROVIDE FUNDING FOR THE PROJECT, THE FOUNDATION ENTERED INTO AGREEMENTS DATED MARCH 1, 2007, WITH THE TOWNSHIP OF DERRY INDUSTRIAL AND COMMERCIAL DEVELOPMENT AUTHORITY (AUTHORITY) UNDER THESE AGREEMENTS, THE FOUNDATION WAS RESPONSIBLE FOR THE CONSTRUCTION OF THE BUILDING UPON COMPLETION, THE FOUNDATION SOLD THE BUILDING TO THE AUTHORITY AT THE COST TO CONSTRUCT AND LEASED IT BACK FOR \$20,000 PER YEAR FOR A PERIOD OF 29 YEARS, AT WHICH TIME THE BUILDING OWNERSHIP WILL REVERT BACK TO THE FOUNDATION IN ADDITION, THE FOUNDATION GUARANTEED A \$9,000,000 NONRECOURSE LOAN BETWEEN THE AUTHORITY AND PNC BANK, NATIONAL ASSOCIATION (PNC BANK) TO FUND THE CONSTRUCTION OF THE PROJECT DURING DECEMBER 2007, THE FOUNDATION GUARANTEED A FLOATING-TO-FIXED RATE SWAP IN THE NOTIONAL AMOUNT OF \$8,100,000 BETWEEN THE AUTHORITY AND PNC BANK TO MANAGE THE RISK OF INCREASED DEBT SERVICE COST FROM RISING INTEREST RATES DURING MAY 2008, THE FOUNDATION GUARANTEED AN ADDITIONAL \$6,000,000 NONRECOURSE LOAN BETWEEN THE AUTHORITY AND PNC TO FURTHER FUND THE CONSTRUCTION OF THE PROJECT SCHEDULE D, PART X, LINE 2 FIN 48 (ASC 740) FOOTNOTE TAX POSITIONS ARE RECOGNIZED OR DERECOGNIZED BASED ON A "MORE LIKELY THAN NOT" THRESHOLD FOR POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN THE FOUNDATION'S ACCOUNTING POLICY FOR EVALUATING UNCERTAIN TAX POSITIONS IS THAT RECOGNIZED INCOME TAX POSITIONS ARE MEASURED AT THE LARGEST AMOUNT THAT IS GREATER THAN 50% LIKELY OF BEING RECOGNIZED THE FOUNDATION DOES NOT BELIEVE THERE ARE ANY UNRECOGNIZED TAX BENEFITS OR LIABILITIES THAT SHOULD BE RECORDED
SCHEDULE D, PART XI, LINE 2D	DEACCESSION EXPENSES (RECLASS) \$ 28,345 SPECIAL EVENT EXPENSES (RECLASS) 15,100 RETAIL EXPENSE (RECLASS) 280,405 ----- \$323,850
SCHEDULE D, PART XII, LINE 2D	OTHER EXPENSES NOT ON RETURN DEACCESSION EXPENSES (RECLASS) \$ 28,345 SPECIAL EVENT EXPENSES (RECLASS) 15,100 RETAIL EXPENSE(RECLASS) 280,405 INCREASE IN UNRECOGNIZED BENEFIT COST 2,216,528 INCREASE IN INTEREST RATE SWAP LIABILITY 378,903 ----- \$2,919,281

[illegible]

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public
Inspection

Name of the organization
THE MS HERSHEY FOUNDATION

Employer identification number
23-6242734

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1

Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a

☒ Mail solicitations

b

☐ Internet and email solicitations

c

☒ Phone solicitations

d

☒ In-person solicitations

e

☒ Solicitation of non-government grants

f

☒ Solicitation of government grants

g

☒ Special fundraising events
- 2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☒ Yes ☐ No
- b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 THE NCS GROUP LTD 3920 MARKET ST SUITE 350 CAMP HILL, PA 17011	precampaign consulting		No	0	18,000	-18,000
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶				0	18,000	-18,000

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

PA

.....

.....

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

Revenue			(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))	
			<u>Beyond the Foot</u> (event type)	<u>Cultural Expres</u> (event type)	<u>1</u> (total number)		
	1	Gross receipts	10,221	22,950	20,750	53,921	
	2	Less Contributions					
3	Gross income (line 1 minus line 2)	10,221	22,950	20,750	53,921		
Direct Expenses	4	Cash prizes					
	5	Noncash prizes					
	6	Rent/facility costs					
	7	Food and beverages		7,920		7,920	
	8	Entertainment	4,882			4,882	
	9	Other direct expenses		1,427	871	2,298	
	10	Direct expense summary Add lines 4 through 9 in column (d) ►					(15,100)
	11	Net income summary Subtract line 10 from line 3, column (d) ►					38,821

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Subtract line 7 from line 1, column (d) ▶			

9 Enter the state(s) in which the organization conducts gaming activities _____

a Is the organization licensed to conduct gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

11

Does the organization conduct gaming activities with nonmembers?

☐ Yes ☐ No

12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

☐ Yes ☐ No

13

Indicate the percentage of gaming activities conducted in

a	The organization's facility	13a	%
b	An outside facility	13b	%

14

Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name

Address

15a

Does the organization have a contract with a third party from whom the organization receives gaming revenue?

☐ Yes ☐ No

b

If "Yes," enter the amount of gaming revenue received by the organization and the amount of gaming revenue retained by the third party

\$ and the \$

c

If "Yes," enter name and address of the third party

Name

Address

16

Gaming manager information

Name

Gaming manager compensation

Description of services provided

☐ Director/officer

☐ Employee

☐ Independent contractor

17

Mandatory distributions

a

Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

☐ Yes ☐ No

b

Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year

\$

Part IV

Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

Return Reference	Explanation
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Schedule G (Form 990 or 990-EZ) 2014

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
THE MS HERSHEY FOUNDATION

Employer identification number
23-6242734

Part I

Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
1b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.		
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?		
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. ☐ Compensation committee ☒ Independent compensation consultant ☒ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:		
a Receive a severance payment or change-of-control payment?		No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	Yes	
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a The organization?		No
b Any related organization? If "Yes," to line 5a or 5b, describe in Part III.		No
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a The organization?		No
b Any related organization? If "Yes," to line 6a or 6b, describe in Part III.		No
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.		No
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.		No
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column(B) reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 GAYLA M BUSH, ASST TREASURER	(i)	0	0	0	0	0	0	0
	(ii)	213,909	70,614	3,217	39,000	9,148	335,888	0
2 KENNETH GALL, FORMER OFFICER to 7/09	(i)	0	0	0	0	0	0	0
	(ii)	121,834	23,603	624	22,571	24,235	192,867	0
3 JAMES M MEAD, BOARD OF MANAGERS	(i)	0	0	0	0	0	0	0
	(ii)	207,000	0	0	135,000	0	342,000	0
4 DONALD PAPSON, EXECUTIVE DIRECTOR	(i)	150,000	0	0	10,500	14,301	174,801	0
	(ii)	69,697	0	0	0	0	69,697	0
5 MARC WOOLLEY, SECRETARY	(i)	0	0	0	0	0	0	0
	(ii)	391,437	50,000	2,550	18,200	3,631	465,818	0
6 ERIC HENRY, ACTING TREASURER	(i)	0	0	0	0	0	0	0
	(ii)	498,452	850,000	1,716	18,200	15,834	1,384,202	0

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II

Also complete this part for any additional information

Return Reference	Explanation
SCHEDULE J, PART I, QUESTION 4B	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN DONALD PAPSON RETIRED FROM THE HERSHEY COMPANY PRIOR TO HIS EMPLOYMENT WITH THE M S HERSHEY FOUNDATION INCLUDED IN HIS COMPENSATION ARE PAYMENTS MADE BY THE HERSHEY COMPANY FOR DEFERRED COMPENSATION NONE OF THE PAYMENTS WERE MADE BY THE M S HERSHEY FOUNDATION AND DID NOT RELATE TO HIS SERVICE FOR THE FOUNDATION SCHEDULE J, PART I, QUESTION 4C EQUITY-BASED COMPENSATION ARRANGEMENT DONALD PAPSON RETIRED FROM THE HERSHEY COMPANY PRIOR TO HIS EMPLOYMENT WITH THE M S HERSHEY FOUNDATION INCLUDED IN HIS COMPENSATION ARE PAYMENTS MADE BY THE HERSHEY COMPANY FOR THE EXERCISING OF STOCK OPTIONS NONE OF THE PAYMENTS WERE MADE BY THE M S HERSHEY FOUNDATION AND DID NOT RELATE TO HIS SERVICE FOR THE FOUNDATION PART VII/SCHEDULE J REPORTABLE COMPENSATION THE M S HERSHEY FOUNDATION IS ASSOCIATED WITH THE MILTON HERSHEY SCHOOL AND SCHOOL TRUST ("THE SCHOOL") AND OTHER HERSHEY CHARITIES AND FOR-PROFIT ENTITIES MR AND MRS HERSHEY ORGANIZED THE MILTON HERSHEY SCHOOL ("THE SCHOOL") IN THE FORM OF A TRUST ("SCHOOL TRUST") CREATED UNDER AN ORIGINAL 1909 DEED OF TRUST THAT, AS AMENDED, STILL GOVERNS THE OPERATION OF THE SCHOOL THE DEED OF TRUST SETS FORTH THE RESPECTIVE POWERS AND AUTHORITIES OF THE TRUSTEE AND MANAGERS OF THE SCHOOL, NAMES THE HERSHEY TRUST COMPANY, A STATE-CHARTERED TRUST COMPANY, AS TRUSTEE FOR COMPENSATION OF NO MORE THAN \$1,000 PER YEAR AND PROVIDES FOR THE TRUSTEE TO APPOINT THE INDIVIDUAL MANAGERS OF THE SCHOOL FROM ITS OWN BOARD OF DIRECTORS THE MANAGERS SUBSEQUENTLY INCORPORATED THAT CORPORATION, ACTING AS MANAGER UNDER THE DEED OF TRUST, TOGETHER WITH THE SCHOOL TRUST ARE THE COMPONENTS OF THE INTEGRATED TAX-EXEMPT ORGANIZATION, THE MILTON HERSHEY SCHOOL AND SCHOOL TRUST (EIN 23-1353340) MR HERSHEY CREATED THE SAME STRUCTURE FOR HIS OTHER CHARITY, THE M S HERSHEY FOUNDATION THE MEMBERS OF THE BOARD OF MANAGERS OF THE M S HERSHEY FOUNDATION ARE APPOINTED BY THE HERSHEY TRUST COMPANY IN ITS CAPACITY AS TRUSTEE FROM AMONG ITS OWN BOARD OF DIRECTORS AS A RESULT OF THE STRUCTURE CREATED BY MR HERSHEY, HERSHEY TRUST COMPANY (AS OF 12/31/2014) (A) SERVES AS TRUSTEE FOR THE \$13 BILLION MILTON HERSHEY SCHOOL & SCHOOL TRUST (ADMINISTRATION OF WHICH TRUST INCLUDES RESPONSIBILITY FOR (1) THE HERSHEY COMPANY, A FORTUNE 500 COMPANY, (2) HERSHEY ENTERTAINMENT & RESORTS COMPANY, A \$356.5 MILLION RESORT AND ENTERTAINMENT COMPANY, (3) AN ACTIVELY MANAGED PORTFOLIO OF APPROXIMATELY \$4.5 BILLION IN SECURITIES AND OTHER INVESTMENTS, AND (4) APPROXIMATELY 10,000 ACRES OF REAL ESTATE), AND (B) SERVES AS TRUSTEE FOR THE \$39 MILLION ACTIVELY MANAGED PORTFOLIO OF THE M S HERSHEY FOUNDATION TRUST THE FOLLOWING INFORMATION DETAILS THE COMPENSATION ARRANGEMENTS OF THE M S HERSHEY FOUNDATION BOARD OF MANAGERS, WHO ARE COMPENSATED BY RELATED FOR-PROFIT ENTITIES THE COMPENSATION OF BOARD MEMBERS SERVING ON THE BOARDS OF ANY OF THE RELATED FOR-PROFIT ENTITIES (HERSHEY TRUST COMPANY, HERSHEY ENTERTAINMENT & RESORTS COMPANY AND THE HERSHEY COMPANY) IS COMMENSURATE WITH THEIR RESPONSIBILITIES WITH RESPECT TO THE RELEVANT FOR-PROFIT ENTITY NONE OF THE COMPENSATION WAS PAID BY THE M S HERSHEY FOUNDATION (EIN 23-6242734) JAMES M MEAD COMPENSATION REPORTED CONSISTS ONLY OF DIRECTOR FEES RECEIVED FROM RELATED FOR-PROFIT COMPANIES, HERSHEY TRUST COMPANY (EIN 23-0692150) AND THE HERSHEY COMPANY (EIN 23-0691590) VELMA A REDMOND COMPENSATION REPORTED CONSISTS ONLY OF DIRECTOR FEES RECEIVED FROM A RELATED FOR-PROFIT COMPANY, HERSHEY TRUST COMPANY (EIN 23-0692150) RICHARD ZILMER COMPENSATION REPORTED CONSISTS ONLY OF DIRECTOR FEES RECEIVED FROM A RELATED FOR-PROFIT COMPANY, HERSHEY TRUST COMPANY (EIN 23-0692150) THE FOLLOWING INFORMATION DETAILS THE COMPENSATION ARRANGEMENTS OF CERTAIN FOUNDATION OFFICERS THEY ARE COMPENSATED BY RELATED FOR-PROFIT OR NON-PROFIT ENTITIES THEIR COMPENSATION IS DETERMINED BY INDEPENDENT COMPENSATION CONSULTANTS THIS PROCESS IS BASED ON POSITION COMPARABLES TAKING INTO ACCOUNT RESPONSIBILITIES AND DUTIES, AUTHORITY, AND OBJECTIVES NONE OF THEIR COMPENSATION, EMPLOYEE BENEFIT CONTRIBUTIONS OR NON-TAXABLE BENEFITS WAS PAID DIRECTLY BY THE M S HERSHEY FOUNDATION DURING THE REPORTING PERIOD GAYLA BUSH MS BUSH SERVES AS THE ASSISTANT TREASURER OF THE M S HERSHEY FOUNDATION SHE SERVED AS THE ASSISTANT SECRETARY UNTIL JANUARY 2014 SHE ALSO SERVES AS THE VICE PRESIDENT, FINANCE OF HERSHEY TRUST COMPANY (EIN 23-0692150), A FOR-PROFIT RELATED CORPORATION ERIC HENRY MR HENRY SERVES AS THE ACTING TREASURER OF THE M S HERSHEY FOUNDATION HE ALSO SERVES AS THE CHIEF EXECUTIVE OFFICER AND CHIEF INVESTMENT OFFICER OF HERSHEY TRUST COMPANY (EIN 23-0692150), A FOR-PROFIT RELATED CORPORATION AND ACTING TREASURER OF HERSHEY TRUST COMPANY AND MILTON HERSHEY SCHOOL (EIN 23-1353340), A RELATED TAX-EXEMPT ORGANIZATION MARC WOOLLEY MR WOOLLEY SERVES AS THE SECRETARY OF THE M S HERSHEY FOUNDATION HE IS ALSO THE DEPUTY GENERAL COUNSEL, SECRETARY AND CHIEF COMPLIANCE OFFICER FOR THE HERSHEY TRUST COMPANY (EIN 23-0692150), A RELATED FOR-PROFIT CORPORATION, AND SECRETARY OF MILTON HERSHEY SCHOOL (EIN 23-1353340), A RELATED TAX-EXEMPT ORGANIZATION LINDA VETTORI MS VETTORI SERVES AS THE ASSISTANT SECRETARY OF THE M S HERSHEY FOUNDATION SHE IS ALSO THE ASSISTANT SECRETARY OF THE HERSHEY TRUST COMPANY (EIN 23-0692150), A RELATED FOR-PROFIT CORPORATION, AND MILTON HERSHEY SCHOOL (EIN 23-1353340), A RELATED TAX-EXEMPT ORGANIZATION FORMER OFFICERS KENNETH GALL MR GALL SERVED AS THE ASSISTANT SECRETARY & ASSISTANT TREASURER OF THE M S HERSHEY FOUNDATION UNTIL JULY 2009 HE SERVES AS THE DIRECTOR OF REAL ESTATE OF HERSHEY TRUST COMPANY (EIN 23-0692150), A FOR-PROFIT RELATED CORPORATION TRUSTEE HERSHEY TRUST COMPANY
FORM 990, PART VII/SCHEDULE J	HOURS SPENT ON RELATED ORGANIZATIONS The following table details M S Hershey Foundation board of managers members and officers who are also board of managers members and officers of related organizations and the hours spent per week on duties for these related organizations MILTON HERSHEY HERSHEY entertAINMNT HERSHEY SCHOOL Company & RESORTS CO SCHOOL TRUST JAMES MEAD 7 0 3 0 - VELMA REDMOND 8 5 - - RICHARD ZILMER 6 5 - - GAYLA BUSH 53 - - ERIC HENRY 55 - 8 KENNETH GALL 55 - - MARC WOOLLEY 48 - - LINDA VETTORI 48 - - NOTE Time spent on Hershey Trust Company matters is included in the Milton Hershey School & School Trust average hours worked per week
FORM 990, PART VII/SCHEDULE J	THE RELATED ORGANIZATIONS PROVIDE THE FOUNDATION WITH ALL PERTINENT PAYROLL INFORMATION REQUIRED TO COMPLETE PART VII AND SCHEDULE J OF THE FORM 990

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.
▶Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
THE MS HERSHEY FOUNDATION

Employer identification number
23-6242734

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	7	226,685	average value on day
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts	X	39	0	N/A
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (ARCHIVAL DOCUMENTS)	X	834	0	N/A
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29

Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

30a

During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b

If "Yes," describe the arrangement in Part II

31

Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a

Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b

If "Yes," describe in Part II

33

If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Yes

No

No

No

Yes

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 51227J

Schedule M (Form 990) (2014)

Part II

Supplemental Information.

Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Return Reference	Explanation
SCHEDULE M, PART I, LINE 25	Archival Documents contributed consisted of 26 cubic feet of paper documents, 720 photographs, 72 moving image items, and 16 architectural plans and maps for a total of 834 contributions SCHEDULE M, PART I, LINE 32B Hershey Trust Co as trustee processes all stock received and sold

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.**
▶ Attach to Form 990 or 990-EZ.
**▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**

OMB No 1545-0047

2014

**Open to Public
Inspection**

Name of the organization THE MS HERSHEY FOUNDATION	Employer identification number 23-6242734
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Return Reference	Explanation
FORM 990, PART I, LINE 6	SUMMARY SECTION Volunteers are a vital part of the M S Hershey Foundation Many of our volunteers have introduced a child to history, nature or live theatre Others have helped beautify Hershey Gardens, ushered a show at the Hershey Theatre or proudly answered questions about our community's rich history at the museum The Hershey Story

Return Reference	Explanation
FORM 990, PART III, LINES 4A - 4D	STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS PROGRAM SERVICE ACCOMPLISHMENT #1 (LINE 4A) HERSHEY THEATRE - COMPLETED DURING MILTON HERSHEY'S GREAT BUILDING CAMPAIGN PROGRAM IN THE 1930S, THE NEW COMMUNITY CENTER BUILDING HOUSED HERSHEY THEATRE, WHICH FIRST OPENED AS A VAUDEVILLE AND MOVIE HOUSE TODAY, THE THEATRE IS THE AREA'S PREMIER PERFORMING ARTS CENTER PRESENTING TOURING BROADWAY SHOWS, CLASSICAL MUSIC, DANCE ATTRACTIONS AND WORLD-RENOWNED ENTERTAINERS, THE THEATRE'S RICH HISTORY AND PERFORMING ARTS PRESENTATIONS PROVIDE CULTURAL AND EDUCATIONAL ENRICHMENT TO PATRONS OF ALL AGES DEVELOPED IN 2008, THE HERSHEY THEATRE APOLLO AWARDS IS A SCHOLARSHIP PROGRAM WHICH RECOGNIZES EXCELLENCE IN LOCAL HIGH SCHOOL THEATER PRODUCTIONS ALL DERRY TOWNSHIP SCHOOL DISTRICT STUDENTS MAY PARTICIPATE IN FIELD TRIPS TO THE HERSHEY THEATRE AT NO CHARGE. NUMBER BENEFITTED 103,000 EXPENSES \$4,540,990 REVENUE \$4,026,129 PROGRAM SERVICE ACCOMPLISHMENT #2 (LINE 4B) THE HERSHEY STORY, THE MUSEUM ON CHOCOLATE AVENUE OPENED IN 2009 THE MUSEUM EXPERIENCE IS AN EDUCATIONAL, INTERACTIVE PERMANENT EXHIBIT SPACE THAT SHARES THE STORIES OF MILTON S. HERSHEY, HIS BUSINESSES, PHILANTHROPIES AND COMMUNITY THE APPRENTICE PROGRAM IS AN ACTIVITY DESIGNED TO FURTHER ENGAGE CHILDREN AS THEY EXPLORE THE EXHIBITS IN THE CHOCOLATE LAB, GUESTS LEARN ABOUT THE ORIGINS OF CHOCOLATE AND PARTICIPATE IN HANDS-ON ACTIVITIES USING CHOCOLATE. SPECIAL EXHIBITS HIGHLIGHT THE NATIVE AMERICAN AND PENNSYLVANIA GERMAN COLLECTIONS, ORIGINALLY PURCHASED BY MILTON HERSHEY SCHOOL FIELD TRIPS, HOMESCHOOL AND SUMMER CAMP PROGRAMS ALL MEET PA STATE ACADEMIC STANDARDS ALL DERRY TOWNSHIP SCHOOL DISTRICT STUDENTS MAY PARTICIPATE IN FIELD TRIPS TO THE MUSEUM EXPERIENCE AT NO CHARGE. NUMBER BENEFITTED 173,000 EXPENSES \$3,365,225 REVENUE \$1,436,918 PROGRAM SERVICE ACCOMPLISHMENT #3 (LINE 4C) HERSHEY GARDENS WAS ORIGINALLY DEVELOPED IN 1937 AT MILTON HERSHEY'S REQUEST IT HAS SINCE EXPANDED AND NOW FEATURES 23 ACRES OF SEASONAL DISPLAYS AND RARE TREES WITHIN 11 THEME GARDENS THE CHILDREN'S GARDEN AND BUTTERFLY HOUSE OFFER CHILDREN HANDS-ON LEARNING AS THEY DISCOVER THE WONDERS OF NATURE AND PLANTS THE GREAT GARDEN ADVENTURE IS A PROGRAM FEATURING AN INTERACTIVE GUIDE THAT HELPS CHILDREN EXPLORE AND LEARN THROUGHOUT THE CHILDREN'S GARDEN ADULT EDUCATION OPPORTUNITIES INCLUDE CLASSES ON GARDENING AND NATURE SCHOOL FIELD TRIPS, HOMESCHOOL AND SUMMER CAMP PROGRAMS ALL MEET PA STATE ACADEMIC STANDARDS ALL DERRY TOWNSHIP SCHOOL DISTRICT STUDENTS MAY PARTICIPATE IN FIELD TRIPS TO HERSHEY GARDENS AT NO CHARGE. During the 2014 calendar year, the Gardens has begun a project to build a year round education facility which will include a year round butterfly habitat and educational classroom This will enable the Foundation to more than double the number of educational groups served. NUMBER BENEFITTED 113,000 EXPENSES \$1,433,216 REVENUE \$777,615 PROGRAM SERVICE ACCOMPLISHMENT - OTHER ARCHIVES & OTHER MISCELLANEOUS SERVICES - THE HERSHEY COMMUNITY ARCHIVES COLLECTS AND MAINTAINS HISTORICAL DOCUMENTATION SUCH AS PHOTOGRAPHS, ORAL HISTORIES, AND OTHER TWO DIMENSIONAL ARTIFACTS CHRONICLING THE HISTORY OF THE COMMUNITY EDUCATIONAL PROGRAMMING IS OFFERED TO THE THIRD GRADERS OF THE DERRY TOWNSHIP SCHOOL DISTRICT AND IN THE FORM OF LECTURES AND DEMONSTRATIONS AT VARIOUS VENUES. NUMBER BENEFITTED 18,000 EXPENSES \$237,036 REVENUE \$120,800

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	GOVERNING BODY & MANAGEMENT SEVERAL OF THE BOARD OF MANAGERS MEMBERS AND OFFICERS OF THE FILING ORGANIZATION ALSO SERVE AS DIRECTORS AND OFFICERS OF BUSINESS ENTITIES THAT ARE RELATED TO THIS FILING ORGANIZATION that are related to this filing organization FORM 990, PART VI, SECTION A, LINE 3 GOVERNING BODY & MANAGEMENT THE M S HERSHEY FOUNDATION HAS SEVERAL OPERATIONS IN HERSHEY, PENNSYLVANIA, INCLUDING THE HERSHEY GARDENS, THE HERSHEY COMMUNITY ARCHIVES, THE HERSHEY THEATRE, AND THE HERSHEY STORY, COLLECTIVELY REFERRED TO AS "FOUNDATION OPERATIONS" THESE OPERATIONS EXIST TO PRESERVE AND ENHANCE MILTON HERSHEY'S LEGACY AND COMMUNITY VISION AND TO PROVIDE EDUCATIONAL AND CULTURAL ENRICHMENT TO RESIDENTS AND VISITORS OF HERSHEY, PA HERSHEY ENTERTAINMENT & RESORTS COMPANY (HE&R), A RELATED FOR PROFIT OPERATION, HAS ESTABLISHED A REPUTATION FOR PROVIDING HIGH QUALITY SERVICES, AND HAS EXTENSIVE EXPERIENCE PROVIDING LIVE PERFORMANCE ENTERTAINMENT, RETAIL, CATERING, FOOD AND BEVERAGE AND ASSOCIATES SERVICES HE&R OWNS AND OPERATES NUMEROUS ENTERTAINMENT AND HOSPITALITY VENUES IN HERSHEY, PENNSYLVANIA FOUNDED IN 1927, BY MILTON HERSHEY, HE&R'S MISSION AND GOALS INCLUDE DEMONSTRATING SENSITIVITY ABOUT THE QUALITY OF LIFE FOR THE COMMUNITY AND USING ITS RESERVOIR OF TALENT AND EXPERIENCE TO MAKE A POSITIVE DIFFERENCE WITH THE M S HERSHEY FOUNDATION IN ORDER TO ENHANCE FOUNDATION OPERATIONS AND FURTHER ITS TAX-EXEMPT MISSION, THE M S HERSHEY FOUNDATION ENTERED INTO A CONTRACT WITH HE&R TO PROVIDE VARIOUS SERVICES INCLUDING THE FOLLOWING 1 WEDDING, PARTY AND EVENT CATERINGS 2 RETAIL OPERATIONS SUPPORT 3 THEATRE OPERATIONS MANAGEMENT 4 IT, COMMUNICATIONS AND SECURITY SERVICES PRIOR TO THE COMMENCEMENT OF SERVICES, THE M S HERSHEY FOUNDATION, ASSISTED BY INDEPENDENT OUTSIDE COUNSEL, EVALUATED THE PROPOSED SERVICES TO ENSURE COMPLIANCE WITH INTERMEDIATE SANCTIONS RULES PURSUANT TO IRC SECTION 4958 AND PRIVATE INUREMENT RULES PURSUANT TO TREASURY REGULATIONS 53 4958-4 THESE SERVICES ARE REVIEWED AND APPROVED BY THE BOARD OF MANAGERS ON AN ANNUAL BASIS THE M S HERSHEY FOUNDATION HAS ESTABLISHED AN INDEPENDENT COMMITTEE TO PERIODICALLY REVIEW THE SERVICES BEING PERFORMED AND THE CONTRACTUAL RELATIONSHIP WITH HE&R TO ENSURE IT IS IN THE BEST INTEREST OF THE M S HERSHEY FOUNDATION TO CONTINUE USING THE SERVICES OF HE&R AND TO ENSURE COMPLIANCE WITH THE IRC SECTION AND TREASURY REGULATION NOTED ABOVE

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	FORM 990 REVIEW PROCESS THE FORM 990 IS PREPARED UNDER THE DIRECTION OF THE DIRECTOR OF FINANCE OF THE M S HERSHEY FOUNDATION THE FORM 990 IS REVIEWED BY THE EXECUTIVE DIRECTOR OF THE M S HERSHEY FOUNDATION, OUTSIDE COUNSEL AND ITS INDEPENDENT TAX ADVISORS WHO SIGN THE RETURN AS "PAID PREPARERS " THE BOARD OF MANAGERS OF THE M S HERSHEY FOUNDATION REVIEWS AND DISCUSSES THE FORM 990 EITHER VIA CONFERENCE CALL OR AT ONE OF ITS SCHEDULED MEETINGS PRIOR TO FILING THE RETURN WITH THE INTERNAL REVENUE SERVICE, NOTING KEY DISCLOSURES

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST THE BOARD OF MANAGERS, OFFICERS AND KEY EMPLOYEES OF THE M S HERSHEY FOUNDATION HAVE A FIDUCIARY RELATIONSHIP WITH THE M S HERSHEY FOUNDATION WHICH REQUIRES THAT THEY ACT IN GOOD FAITH WITH REGARD TO THE M S HERSHEY FOUNDATION'S BEST INTERESTS IT IS ESSENTIAL IN FULFILLING THEIR DUTIES THAT THEY APPLY THE HIGHEST MORAL, LEGAL, AND ETHICAL STANDARDS IN THEIR CONDUCT AND BUSINESS RELATIONSHIPS BOTH, THE M S HERSHEY FOUNDATION AND THE HERSHEY TRUST COMPANY, TRUSTEE FOR THE M S HERSHEY FOUNDATION, HAVE WRITTEN CONFLICT OF INTEREST POLICES WHICH ARE INTENDED TO PERMIT THE M S HERSHEY FOUNDATION AND ITS MANAGERS, OFFICERS AND OTHER KEY EMPLOYEES TO IDENTIFY, EVALUATE AND ADDRESS ANY CONFLICT OF INTEREST THAT MIGHT CALL INTO QUESTION THIS FIDUCIARY DUTY TO THE M S HERSHEY FOUNDATION THE CONFLICT OF INTEREST POLICY COVERING THE MANAGERS, OFFICERS AND KEY EMPLOYEES IS DOCUMENTED IN THE "CONFLICT OF INTEREST" SECTION OF THE GOVERNANCE GUIDELINES FOR THE M S HERSHEY FOUNDATION ADDITIONALLY, THE CONFLICT OF INTEREST POLICY COVERING MANAGERS, OFFICERS AND KEY EMPLOYEES IS DOCUMENTED IN "ETHICAL STANDARDS" AND "CONFLICT OF INTEREST" AND "CODE OF CONDUCT" SECTIONS OF THE POLICY MANUAL FOR THE HERSHEY TRUST COMPANY EACH MANAGER, OFFICER AND KEY EMPLOYEE IS REQUIRED TO AVOID ALL ACTIVITY THAT COULD CREATE A CONFLICT OF INTEREST OR EVEN GIVE AN APPEARANCE OF A CONFLICT OF INTEREST ANY CONFLICTS OF INTEREST ARE TO BE REPORTED AS SOON AS PRACTICAL AFTER THEY BECOME AWARE OF SUCH A CONFLICT ANNUALLY EACH MANAGER, OFFICER AND KEY EMPLOYEE IS REQUIRED TO COMPLETE AN ANNUAL STATEMENT OF DISCLOSURE THE FORMS IDENTIFY VENDORS, INVESTMENTS, OTHER BOARD MEMBERSHIPS, AND FAMILY MEMBERS THAT COULD GIVE RISE TO CONFLICTS OF INTEREST THE STATEMENTS ARE REVIEWED BY THE FOUNDATION'S EXECUTIVE DIRECTOR AND THE DIRECTOR OF FINANCE IN ORDER FOR THEM TO BE AWARE OF ACTIVITIES THAT COULD GIVE RISE TO CONFLICTS OF INTEREST POTENTIAL CONFLICTS OF INTEREST RELATED TO MANAGERS, OFFICERS AND KEY EMPLOYEES ARE BROUGHT TO THE ATTENTION OF THE CHAIRPERSON OF THE BOARD OF MANAGERS OF THE M S HERSHEY FOUNDATION THE CHAIRPERSON (OR HIS DESIGNEE) DETERMINES THE CORRECTIVE MEASURE, IF ANY, TO BE TAKEN TO RESOLVE THE CONFLICT, OR WILL IMPOSE APPROPRIATE RESTRICTIONS, IF ANY ON THE PERSON WITH THE CONFLICT FOR CONFLICTS OF INTEREST INVOLVING THE CHAIRPERSON, THE MATTER WOULD BE DISCUSSED WITH THE CHAIR OF THE AUDIT COMMITTEE AND THE CHAIR OF THE BOARD OF THE HERSHEY TRUST COMPANY THE TWO CHAIR PERSONS, IN CONSULTATION WITH THE OTHER BOARD MEMBERS, EXCLUDING SUCH CONFLICTED PERSON, HAVE THE FINAL APPROVAL OF ANY RECOMMENDED CORRECTIVE MEASURES OR IMPOSED RESTRICTIONS

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINES 15A AND 15B	COMPENSATION PROCESS THE M S HERSHEY FOUNDATION'S BOARD OF MANAGERS (THE GOVERNING BODY OF THE M S HERSHEY FOUNDATION) CONTROLS THE PROCESS IN DETERMINING WHETHER THE TOTAL COMPENSATION OF THE EXECUTIVE DIRECTOR IS FAIR AND REASONABLE. THIS PROCESS OCCURS AT THE INITIAL HIRE OF THE EXECUTIVE DIRECTOR AND AT REGULAR INTERVALS THEREAFTER. THE REVIEW OF THE TOTAL COMPENSATION OF THE EXECUTIVE DIRECTOR, INCLUDES BUT IS NOT LIMITED TO, A REVIEW OF COMPARABLE EXECUTIVE DIRECTOR TOTAL COMPENSATION AS DISCLOSED IN THE FORMS 990 OF SIMILAR-SIZED EXEMPT ORGANIZATIONS. AS PART OF THIS PROCESS, THE COMPENSATION INFORMATION IS REVIEWED AND APPROVED BY THE BOARD OF MANAGERS FOR THE EXECUTIVE DIRECTOR. THOSE BOARD OF MANAGERS WITH A CONFLICT IN REGARD TO THE EXECUTIVE DIRECTOR'S COMPENSATION REVIEW PROCESS ABSTAIN FROM THE DELIBERATIONS. THE BOARD OF MANAGERS DO NOT RECEIVE ANY COMPENSATION FROM M S HERSHEY FOUNDATION. THE BOARD OF MANAGERS RECEIVE COMPENSATION FROM HERSHEY TRUST COMPANY AS DIRECTORS OF THE TRUST COMPANY IN ACCORDANCE WITH ARTICLE III, SECTION 16 OF ITS BYLAWS. THE COMPENSATION IS PERIODICALLY REVIEWED BY THIRD PARTY COMPENSATION CONSULTANTS. ANY MEMBER OF THE BOARD OF MANAGERS WHO ALSO SERVES AS A DIRECTOR OR OFFICER OF THE HERSHEY COMPANY OR OF HERSHEY ENTERTAINMENT & RESORTS CO. RECEIVES COMPENSATION FROM SUCH RELATED FOR-PROFIT COMPANY, PURSUANT TO SUCH COMPANY'S PROCEDURES. THE COMPENSATION OF THE M S HERSHEY FOUNDATION'S OFFICERS, WHO ARE DIRECTORS OR EMPLOYEES OF THE HERSHEY TRUST COMPANY (TRUSTEE OF M S HERSHEY FOUNDATION), IS DETERMINED BY PERIODIC REVIEW (GENERALLY PERFORMED AT LEAST EVERY 3 YEARS) BY THIRD PARTY COMPENSATION CONSULTANTS TO DETERMINE THAT IT IS FAIR AND REASONABLE AS PART OF THE HERSHEY TRUST COMPANY'S COMPENSATION REVIEW PROCESS. THE COMPENSATION OF HERSHEY TRUST COMPANY, THE STATUTORY OFFICERS, THE CHIEF EXECUTIVE OFFICER AND CHIEF COMPLIANCE OFFICER IS FIXED BY THE BOARD OF DIRECTORS OF HERSHEY TRUST COMPANY IN ACCORDANCE WITH ARTICLE V, SECTION 5 OF ITS BYLAWS. THE CEO OF HERSHEY TRUST COMPANY APPROVES COMPENSATION OF THE OTHER OFFICERS AND KEY EMPLOYEES AND REPORTS THIS COMPENSATION TO THE BOARD OF DIRECTORS OR A DESIGNATED COMMITTEE OF THE BOARD OF DIRECTORS AS ANY CHANGES ARE MADE.

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	PUBLIC AVAILABILITY OF DOCUMENTS THE FOUNDATION MAKES THE DEED OF TRUST AVAILABLE TO THE PUBLIC ON ITS WEBSITE. THE FOUNDATION'S CONFLICT OF INTEREST POLICY AND ITS AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST

Return Reference	Explanation
FORM 990, PART XI, LINE 9	RECONCILIATION OF NET ASSETS Increase in unrecognized benefit cost (\$2,216,528) Increase in interest rate sw ap liability (378,903) ----- TOTAL (\$2,595,431)

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
THE MS HERSHEY FOUNDATION

Employer identification number
23-6242734

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) THE MILTON HERSHEY SCHOOL & SCHOOL TRUST PO BOX 445 HERSHEY, PA 17033 23-1353340	SCHOOL	PA	501(c)(3)	2	HTC-Trustee		No
(2) THE WILLIAM E DEARDEN ALUMNI CAMPUS INC PO BOX 830 HERSHEY, PA 17033 20-2579678	SVCS TO ALUM	PA	501(c)(3)	7	NA		No
(3) HERSHEY CEMETERY COMPANY PO BOX 445 HERSHEY, PA 17033 23-1973529	CEMETERY	PA	501(c)(13)		NA		No
(4) HERSHEY CEMETERY PERPETUAL MAINTENANCE PO BOX 445 HERSHEY, PA 17033 23-6629638	SUPP CEMET CO	PA	501(C)(13)		HTC-Trustee		No

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) HERSHEY TRUST COMPANY PO BOX 445 HERSHEY, PA 17033 23-0692150	STATE TRUST C	PA	na	C CORP					
(2) HERSHEY ENTERTAINMENT & RESORTS COMPANY 27 WEST CHOCOLATE AVENUE HERSHEY, PA 17033 23-0691815	ENTERTAINMENT	PA	na	C CORP					
(3) THE HERSHEY COMPANY 100 CRYSTAL A DRIVE HERSHEY, PA 17033 23-0691590	CONFECTIONERY	PA	na	C CORP					

Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k	Yes	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	Yes	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	Yes	
o Sharing of paid employees with related organization(s)	1o	Yes	
p Reimbursement paid to related organization(s) for expenses	1p		No
q Reimbursement paid by related organization(s) for expenses	1q	Yes	
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	1s	Yes	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.
Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII

Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
SCHEDULE R, PART V	No disclosures are required for Schedule R, Part V, Line 2 because the M S Hershey Foundation does not control any other related organization