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Form **990-PF** C&E 996

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation THE HERSHEY FAMILY FOUNDATION
ROPES & GRAY LLP/CCASEY

A Employer identification number 34-1574366

Number and street (or P O box number if mail is not delivered to street address): 800 BOYLSTON STREET

Room/suite: 3600

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

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

C If exemption application is pending check here ▶ ☐ 6

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation 04
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 71,948,872.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions gifts, grants, etc , received (attach schedule)	2,077,950.	ATCH 1		
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	139,409.	139,409.		
	4 Dividends and interest from securities	1,875,336.	1,875,336.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,278,431.			
	b Gross sales price for all assets on line 6a 14,715,760.				
	7 Capital gain net income (from Part IV, line 2)		7,278,431.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	11,371,126.	9,293,176.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	4,378.	4,378.		
	b Accounting fees (attach schedule) ATCH 3	20,500.	10,250.		10,250.
	c Other professional fees (attach schedule) [4]	33,668.	33,668.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	59,697.	16,107.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	118,243.	64,403.		10,250.
	25 Contributions, gifts, grants paid	5,931,206.			5,931,206.
	26 Total expenses and disbursements Add lines 24 and 25	6,049,449.	64,403.	0.	5,941,456.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,321,677.			
	b **Net investment income** (if negative, enter -0-)		9,228,773.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	8,708,937.	6,492,759.	6,492,759.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	26,167,777.	32,962,169.	57,804,199.
	c	Investments - corporate bonds (attach schedule) ATCH 7	7,302,876.	7,651,339.	7,651,914.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	42,179,590.	47,106,267.	71,948,872.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	42,179,590.	47,106,267.	
	30	**Total net assets or fund balances** (see instructions)	42,179,590.	47,106,267.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	42,179,590.	47,106,267.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	42,179,590.
2	Enter amount from Part I, line 27a	2	5,321,677.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	105,000.
4	Add lines 1, 2, and 3	4	47,606,267.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	500,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,106,267.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	7,278,431.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions. If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	4,407,074.	74,422,668.	0.059217
2016	4,965,322.	70,929,357.	0.070004
2015	4,968,372.	76,782,576.	0.064707
2014	4,516,570.	75,880,153.	0.059522
2013	4,048,573.	66,808,920.	0.060599

2	**Total** of line 1, column (d)	2	0.314049
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.062810
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	75,119,580.
5	Multiply line 4 by line 3	5	4,718,261.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	92,288.
7	Add lines 5 and 6	7	4,810,549.
8	Enter qualifying distributions from Part XII, line 4	8	5,941,456.

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

3

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	92,288.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	
3	Add lines 1 and 2	3	92,288.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	92,288.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a 30,000.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 80,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	110,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	393.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	17,319.
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 17,319. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ MA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BARRY J. HERSHEY Telephone no ▶ 617-951-7918

Located at ▶ ROPES & GRAY, 800 BOYLSTON ST, STE 3600 BOSTON, MA ZIP+4 ▶ 02199

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		X

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No			

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	68,472,339.
b	Average of monthly cash balances	1b	7,791,194.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	76,263,533.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	76,263,533.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,143,953.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	75,119,580.
6	**Minimum investment return.** Enter 5% of line 5	6	3,755,979.

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

1	Minimum investment return from Part X, line 6			1	3,755,979.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	92,288.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	92,288.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,663,691.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,663,691.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,663,691.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,941,456.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,941,456.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b. See instructions	5	92,288.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,849,168.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,663,691.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20 16 ,20 15 ,20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013 . . . . . . 740,123.				
b From 2014 . . . . . . 758,166.				
c From 2015 . . . . . . 1,164,839.				
d From 2016 . . . . . . 1,644,160.				
e From 2017 . . . . . . 721,259.				
f Total of lines 3a through e	5,028,547.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 5,941,456.				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount				3,663,691.
e Remaining amount distributed out of corpus	2,277,765.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,306,312.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	740,123.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	6,566,189.			
10 Analysis of line 9				
a Excess from 2014 . . . 758,166.				
b Excess from 2015 . . . 1,164,839.				
c Excess from 2016 . . . 1,644,160.				
d Excess from 2017 . . . 721,259.				
e Excess from 2018 . . . 2,277,765.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

BARRY HERSHEY

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total . . . . ▶ **3a**				5,931,206.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	139,409.	
4 Dividends and interest from securities			14	1,875,336.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	7,278,431.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				9,293,176.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 9,293,176.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/11/19 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTOPHER P KEARLEY	Christopher P. Kearley CPA	November 6, 2019		P01245937
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 725 SOUTH FIGUEROA STREET LOS ANGELES, CA 90017-5418			Phone no 213-240-7000	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to *www.irs.gov/Form990* for the latest information.

OMB No 1545-0047

2018

Name of the organization
THE HERSHEY FAMILY FOUNDATION
ROPES & GRAY LLP/CCASEY

Employer identification number
34-1574366

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000, or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization THE HERSHEY FAMILY FOUNDATION
ROPES & GRAY LLP/CCASEY

Employer identification number
34-1574366

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARRY J. HERSHEY 381 GARFIELD ROAD CONCORD, MA 01742	$ 2,077,950.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization THE HERSHEY FAMILY FOUNDATION
ROPES & GRAY LLP/CCASEY

Employer identification number
34-1574366

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	6,822 SHS OF MONSANTO CO	$ 857,321.	04/17/2018
2	10,103 SHS OF PSX	$ 894,570.	12/10/2018
3	15,400 SHS OF MONSANTO CO	$ 1,927,926.	04/18/2018
		$	
		$	
		$	

Name of organization THE HERSHEY FAMILY FOUNDATION
ROPES & GRAY LLP/CCASEY

Employer identification number
34-1574366

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions.) ▶ $ __________
Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		ABBVIE INC					03/28/2018	05/14/2018
300,000.		299,784.					216.	
		ANHEUSER-BUSCH INBEV FIN INC					01/13/2016	04/23/2018
192,000.		191,480.					520.	
		ANHEUSER-BUSCH INBEV FIN INC					01/14/2016	04/23/2018
108,000.		107,785.					215.	
		BANK NOVA SCOTIA					05/11/2017	06/11/2018
300,000.		300,252.					-252.	
		CVS CAREMARK CORP					08/07/2015	07/20/2018
300,000.		301,050.					-1,050.	
		DEERE JOHN CAP CORP					07/09/2015	07/13/2018
115,000.		114,956.					44.	
		DEERE JOHN CAP CORP					07/10/2015	07/13/2018
185,000.		184,821.					179.	
		HSBC USA INC NEW					01/14/2015	01/16/2018
300,000.		301,434.					-1,434.	
		LOCKHEED MARTIN CORP					11/16/2015	11/23/2018
49,000.		48,916.					84.	
		LOCKHEED MARTIN CORP					11/17/2015	11/23/2018
128,000.		127,992.					8.	
		LOCKHEED MARTIN CORP					11/17/2015	11/23/2018
123,000.		123,006.					-6.	
		NORTHEAST UTILS					01/12/2015	01/15/2018
300,000.		299,640.					360.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		WISCONSIN ENERGY CORP					06/08/2017	06/15/2018
300,000.		300,222.					-222.	
		MONSANTO CO					08/14/2002	06/07/2018
873,216.		73,810.					799,406.	
		RESIDEO TECHNOLOGIES INC					03/24/2004	12/27/2018
13.		4.					9.	
		AMGEN INC					01/24/2008	11/20/2018
7,831,841.		1,877,212.					5,954,629.	
		AT&T					06/04/2018	06/19/2018
276,418.		280,560.					-4,142.	
		TIME WARNER NEW INC					06/04/2018	06/15/2018
322,500.		282,655.					39,845.	
		MONSANTO COMPANY NEW					01/26/2011	06/07/2018
1,971,200.		1,109,570.					861,630.	
		PITNEY BOWES INC					04/16/2010	11/01/2018
95,759.		296,880.					-201,121.	
		VANECK RUSSIA					12/16/2011	06/25/2018
644,813.		815,300.					-170,487.	
TOTAL GAIN(LOSS)							7,278,431.	

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

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
BARRY HERSHEY 381 GARFIELD ROAD CONCORD, MA 01742-4906	VARIOUS	2,077,950.
TOTAL CONTRIBUTION AMOUNTS		2,077,950.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	4,378.	4,378.		
TOTALS	4,378.	4,378.		

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG	20,500.	10,250.		10,250.
TOTALS	20,500.	10,250.		10,250.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN FEES AND BANK CHARGE	33,668.	33,668.
TOTALS	33,668.	33,668.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	15,607.	15,607.
STATE TAXES	500.	500.
FEDERAL TAXES	43,590.	
TOTALS	59,697.	16,107.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TRUST	14,688,078.	12,810,862.	35,480,876.
VANGUARD BROKERAGE	8,160,074.	15,703,608.	10,586,613.
VANGUARD MUTUAL FUNDS	3,319,625.	4,447,699.	11,736,710.
TOTALS	26,167,777.	32,962,169.	57,804,199.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TRUST - CORP BONDS	7,302,876.	7,651,339.	7,651,914.
TOTALS	7,302,876.	7,651,339.	7,651,914.

ATTACHMENT 8

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

DESCRIPTION		AMOUNT
TIMING DIFFERENCE - GRANTS (2018)		105,000.
	TOTAL	105,000.

ATTACHMENT 9

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

DESCRIPTION	AMOUNT
TIMING DIFFERENCES - GRANTS (2017)	500,000.
TOTAL	500,000.

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HAITI PROJECTS, INC 31 LEONARD STREET ANNISQUAM, MA 01930	NONE Public Charity	FUNDING FOR THE EMPLOYMENT OF LOCAL HAITIAN WOMEN TO CREATE EMBROIDERED PRODUCTS AND LINENS TO STIMULATE INCOME PRODUCTION AND EMPLOYMENT OPPORTUNITIES	72,000
MIND AND LIFE INSTITUTE 7007 WINCHESTER CIRCLE SUITE 100 BOULDER, CO 80301	NONE PC	FUNDING FOR MEETINGS BETWEEN WESTERN SCIENTISTS AND LEADING CONTEMPLATIVE FIGURES TO STUDY SIMILARITIES AND DIFFERENCES BETWEEN WESTERN SCIENTIFIC PRACTICES AND CONTEMPLATIVE MEDITATIONAL TECHNIQUES	748,527.
GLOBAL ARTS PROJECT FOR PEACE PO BOX 40445 TUCSON, AZ 85717	NONE PC	FUNDING FOR THE PROMOTION OF WORLD PEACE THROUGH USE OF THE ARTS	30,000
FEEDING AMERICA 35 E WACKER DRIVE, SUITE 2000 CHICAGO, IL 60601	NONE PC	FUNDING FOR AMERICA'S HUNGRY THROUGH A NATIONWIDE NETWORK OF FOOD BANKS IN THE FIGHT TO END HUNGER.	100,000
THE HUNGER PROJECT 15 EAST 26TH STREET NEW YORK, NY 10010	NONE PC	FUNDING GOES TOWARDS EMPOWERING PEOPLE TO CREATE LASTING PROGRESS THROUGH EDUCATION, HEALTH, NUTRITION, FAMILY INCOMES AND GENDER EQUALITY	100,000.
PROJECT BREAD 145 BORDER STREET BOSTON, MA 02128	NONE PC	FUNDING PROVIDES HUNGER RELIEF GRANTS TO FOOD PANTRIES, SOUP KITCHENS, FOOD BANKS, FOOD SALVAGE PROGRAMS, AND FOOD TRANSPORTATION PROGRAMS.	30,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROSIE'S PLACE 889 HARRISON AVENUE BOSTON, MA 02118	NONE PC	FUNDING HELPS PROVIDE FOOD AND NUTRITION, HOUSING, EMPLOYMENT, AND HEALTH SERVICES FOR POOR AND HOMELESS WOMEN IN BOSTON.	30,000
OXFAM AMERICA 26 WEST STREET BOSTON, MA 02111 BOSTON, MA 02111	NONE PC	FUNDING IS FOR THE CREATION OF LASTING SOLUTIONS TO END POVERTY, HUNGER AND INJUSTICE. 170(B)(1)(A)(VI)	150,000
AMERICAN REPERTORY THEATRE 64 BRATTLE ST CAMBRIDGE, MA 02138	NONE PC	FUNDING HELPS EXPAND THE BOUNDARIES OF THEATRE, PRODUCTION, PERFORMING, AND PRESENTING LITERARY WORKS	75,000.
HUNTINGTON THEATRE COMPANY 264 HUNTINGTON AVE BOSTON, MA 02115	NONE PC	FUNDING HELPS TRAIN AND SUPPORT THE NEXT GENERATION OF THEATRE ARTISTS, PROVIDES ART EDUCATION PROGRAMS THAT PROMOTE LIFE-LONG LEARNING TO A DIVERSE COMMUNITY, AND CELEBRATES THE ESSENTIAL POWER OF THE THEATRE	50,000
LAMA YESHE WISDOM PUBLICATIONS PO BOX 356 WESTON, MA 02493	NONE PC	FUNDING HELPS TRANSLATE, EDIT, REPRODUCE, PUBLISH AND DISTRIBUTE EDUCATIONAL MATERIALS ON THE TEACHINGS OF LAMA YESHE AND LAMA ZAPA RINPOCHE TO THE GENERAL PUBLIC.	75,000.
FINCA 1201 15TH STREET NW 8TH FLOOR WASHINGTON, DC 20005	NONE PC	FUNDING HELPS PROVIDE FINANCIAL SERVICES TO THE WORLD'S LOWEST-INCOME ENTREPRENEURS.	100,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE TIBET FUND 241 EAST 32ND STREET NEW YORK, NY 10016	NONE PC	FUNDING PROVIDES HUMANITARIAN AID PROGRAMS FOR TIBETAN REFUGEES AND TIBETANS IN TIBET	90,000
BROWN UNIVERSITY 38 GEORGE STREET PROVIDENCE, RI 02912	NONE PC	FUNDING FOR BROWN UNIVERSITY TO EDUCATE STUDENTS	126,591
HARVARD UNIV GRAD SCH ARTS/SCIENCES 1350 MASSACHUSETTS AVE HOLYOKE CENTER 350 CAMBRIDGE, MA 02138	NONE PC	FUNDING FOR HARVARD UNIVERSITY GRADUATE SCHOOL OF ARTS AND SCIENCES TO EDUCATE STUDENTS.	200,000.
THOMPSON ISLAND OUTWARD BOUND PO BOX 127 BOSTON, MA 02127	NONE PC	TO PROVIDE INDIVIDUALS WITH ADVENTUROUS AND CHALLENGING EXPERIMENTAL LEARNING PROGRAMS THAT INSPIRE CHARACTER DEVELOPMENT, COMPASSION, COMMUNITY SERVICE, ENVIRONMENTAL RESPONSIBILITY AND ACADEMIC ACHIEVEMENT.	75,000
INWARD BOUND MINDFULNESS EDUCATION 768 GREAT POND RD N ANDOVER, MA 01845	NONE PC	FUNDING FOR YOUTH TRAINING	100,000
MONTESSORI DEVELOPMENT PARTNERSHIP 13693 BUTTERNUT ROAD BURTON, OH 44021	NONE PC	TO DEVELOP AND IMPLEMENT MONTESSORI PROJECTS SUCH AS MEDIA DEVELOPMENT, STUDY GROUPS, PROFESSIONAL DEVELOPMENT, TEACHER TRAINING, CURRICULUM DEVELOPMENT, AND COLLABORATIVE PROGRAMS.	200,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRISON MINDFULNESS INSTITUTE 98 COLUMBIA AVENUE CRANSTON, RI 02908	NONE PC	PROVIDES PRISONERS, AND THOSE WHO WORK WITH THEM, WITH THE MOST EFFECTIVE CONTEMPLATIVE TOOLS FOR SELF-TRANSFORMATION AND REHABILITATION.	125,000.
PRAJNOPAYA INSTITUTE OF BUDDHIST STUDIES 40 MASSACHUSETTS AVE SUITE 063 CAMBRIDGE, MA 02139	NONE PC	PURPOSE IS TO DEVOTE TO A NON-SECTARIAN AND NON-DENOMINATIONAL APPROACH TO DHARMA. STUDENTS ARE ENCOURAGED TO ENGAGE IN THE STUDY OF THE THERAVADA, MAHAYANA, AND VAJRAYANA (TRIYANA) SCHOOLS PRAJNOPAYA ALSO BRINGS TOGETHER ALL FIVE SCHOOLS OF TIBETAN BUDDHISM.	100,000
DALAI LAMA CTR FOR ETHICS & TRANSFORMATIVE VALUES 77 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	NONE PC	DEDICATED TO INQUIRY, DIALOGUE, AND EDUCATION ON THE ETHICAL AND HUMANE DIMENSIONS OF LIFE. AS A COLLABORATIVE AND NONPARTISAN THINK TANK, THE CENTER FOCUSES ON THE DEVELOPMENT OF INTERDISCIPLINARY RESEARCH AND PROGRAMS IN VARIED FIELDS OF KNOWLEDGE, FROM SCIENCE AND TECHNOLOGY TO EDUCATION AND INTERNATIONAL RELATIONS OUR PROGRAMS EMPHASIZE RESPONSIBILITY AND EXAMINE MEANINGFULNESS AND MORAL PURPOSE BETWEEN INDIVIDUALS, ORGANIZATIONS, AND SOCIETIES.	25,000
WISDOM PUBLICATIONS 199 ELM ST SOMERVILLE, MA 02144	NONE PC	THE LEADING PUBLISHER OF CONTEMPORARY AND CLASSIC BOOKS AND PRACTICAL WORKS ON BUDDHISM, MINDFULNESS, MEDITATION, AND OTHER CONTEMPLATIVE TRADITIONS. WISDOM IS A NONPROFIT CHARITABLE ORGANIZATION DEDICATED TO CULTIVATING WRITERS AND TEACHERS THE WORLD OVER, ADVANCING CRITICAL SCHOLARSHIP, PRESERVING AND SHARING THE LITERARY CULTURE OF VARIOUS CONTEMPLATIVE TRADITIONS, AND HELPING PEOPLE FIND AND ENGAGE WITH THE TEACHERS, TEACHINGS, AND PRACTICES FOR A WISE AND COMPASSIONATE LIFE	60,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HERSHEY MONTESSORI SCHOOL 10229 PROUTY RD CONCORD TWP, OH 44077	NONE PC	FUNDING FOR EDUCATING CHILDREN FROM INFANCY TO 12 YEARS OF AGE AND ADOLESCENTS.	1,070,000.
THE UMBRELLA COMMUNITY ARTS CENTER 40 STOW ST CONCORD, MA 01742	NONE PC	THE UMBRELLA ENRICHES THE LIFE OF THE COMMUNITY BY, NURTURING CREATIVE EXPRESSION IN PEOPLE OF ALL AGES, FOSTERING A COMMUNITY OF ARTISTS, BUILDING INNOVATIVE MULTIDISCIPLINARY INITIATIVES, AND ENCOURAGING COMMUNITY ORGANIZATIONS AND COMMUNITY COLLABORATION.	120,000.
ONE HEART WORLD-WIDE 1818 PACHECO ST SAN FRANCISCO, CA 94116	NONE PC	PURPOSE IS TO DECREASE MATERNAL AND NEONATAL MORTALITY AND MORBIDITY IN REMOTE, RURAL AREAS.	25,000
UC DAVIS FOUNDATION 1 SHIELDS AVE DAVIS, CA 95616	NONE PC	FUNDING FOR UNIVERSITY OF CALIFORNIA, DAVIS TO EDUCATE STUDENTS	89,088.
GREATER BOSTON FOOD BANK 70 S BAY AVE BOSTON, MA 02118	NONE PC	PURPOSE IS TO END HUNGER IN EASTERN MASSACHUSETTS. OUR OBJECTIVE IS TO DISTRIBUTE ENOUGH FOOD TO PROVIDE AT LEAST ONE MEAL A DAY TO THOSE IN NEED	30,000.
STILL HARBOR 666 DORCHESTER AVE BOSTON, MA 02127	NONE PC	FUNDING TO SUPPORT THE OFFERING OF SPIRITUAL FORMATION AND ACCOMPANIMENT TO INDIVIDUALS AND ORGANIZATIONS CONCERNED WITH HUMAN THRIVING AND SOCIAL JUSTICE.	20,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIV OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726	NONE PC	AIDS UNIVERSITY OF WISCONSIN-MADISON BY SOLICITING GIFTS AND BEQUESTS, ADMINISTERS AND INVESTS SECURITIES AND PROPERTY AND DISTRIBUTES PAYMENTS FOR BENEFIT OF UW-MADISON	150,000.
BIDMC 330 BROOKLINE AVE BOSTON, MA 02215	NONE PC	BETH ISRAEL DEACONESS MEDICAL CENTER SERVES PATIENTS COMPASSIONATELY AND EFFECTIVELY, AND CREATES A HEALTHY FUTURE FOR THEM AND THEIR FAMILIES. OUR MISSION IS SUPPORTED BY OUR COMMITMENT TO PERSONALIZED, EXCELLENT CARE FOR OUR PATIENTS; A WORKFORCE COMMITTED TO INDIVIDUAL ACCOUNTABILITY, MUTUAL RESPECT AND COLLABORATION, AND A COMMITMENT TO MAINTAINING OUR FINANCIAL HEALTH	250,000.
RESURGE INTERNATIONAL 145 N. WOLFE ROAD SUNNYVALE, CA 94086	NONE PC	RESURGE HAS FOCUSED ON PROVIDING PEOPLE IN DEVELOPING COUNTRIES WITH ACCESS TO LIFE-CHANGING RECONSTRUCTIVE SURGICAL CARE THAT IS SAFE, TIMELY AND AFFORDABLE. WE TRAIN THE NEXT GENERATION OF RECONSTRUCTIVE SURGEONS IN AFRICA, LATIN AMERICA AND ASIA; WORK WITH THEM TO CREATE A SUSTAINABLE BUSINESS MODEL, AND TOGETHER, WE PROVIDE HIGH QUALITY RECONSTRUCTIVE SURGICAL CARE TO PEOPLE LIVING IN POVERTY AND IN REMOTE AREAS	25,000.
ALTRUISM IN MEDICINE INSTITUTE 101 S CEDAR ST CORTEZ, CO 81321	NONE PC	THE MISSION OF THE ALTRUISM MEDICINE INSTITUTE IS TO PROMOTE AND SUPPORT RIGOROUS, MULTI-DISCIPLINARY SCIENTIFIC INVESTIGATION OF THE ROLE OF ALTRUISM AND HEALTHY MENTAL STATES IN FOSTERING A MORE PEACEFUL AND HAPPY SOCIETY. RESEARCH AND KNOWLEDGE SERVE AS THE FOUNDATION FOR THE PROMOTION AND EDUCATION OF ALTRUISM	25,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEENSMART INTERNATIONAL 107 APPLE CART WAY MORRISVILLE, NC 27560	NONE PC	LIFE-SKILLS EDUCATION FOR TEENAGERS	50,000
CENTER FOR CONTEMPLATIVE MIND IN SOCIETY 296 NONOTUCK STREET SUITE 5 FLORENCE, MA 01062	NONE PC	THE CENTER FOR CONTEMPLATIVE MIND IN SOCIETY TRANSFORMS HIGHER EDUCATION BY SUPPORTING AND ENCOURAGING THE USE OF CONTEMPLATIVE/INTROSPECTIVE PRACTICES AND PERSPECTIVES TO CREATE ACTIVE LEARNING AND RESEARCH ENVIRONMENTS THAT LOOK DEEPLY INTO EXPERIENCE AND MEANING FOR ALL IN SERVICE OF A MORE JUST AND COMPASSIONATE SOCIETY.	30,000.
ST. BARBARA INSTITUTE FOR CONSCIOUSNESS STUDIES PO BOX 3573 SANTA BARBARA, CA 93130	NONE PC	CONTEMPLATIVE RESEARCH AND EDUCATION.	40,000
KARUNA-SHECHEN 237 WEST 35TH STREET SUITE 1101 NEW YORK, NY 10001	NONE PC	KARUNA-SHECHEN WORKS TO PROVIDE HEALTH CARE, EDUCATION, AND SOCIAL SERVICES FOR THE UNDER-SERVED POPULATIONS OF INDIA, NEPAL, AND TIBET.	200,000.
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104	NONE PC	EJI IS COMMITTED TO ENDING MASS INCARCERATION AND EXCESSIVE PUNISHMENT IN THE UNITED STATES, TO CHALLENGING RACIAL AND ECONOMIC INJUSTICE, AND TO PROTECTING BASIC HUMAN RIGHTS FOR THE MOST VULNERABLE PEOPLE IN AMERICAN SOCIETY	50,000.
BRIGHAM AND WOMENS	NONE	MISSION BRIGHAM AND WOMEN'S HOSPITAL IS DEDICATED TO: SERVING THE NEEDS OF OUR LOCAL AND GLOBAL COMMUNITY, PROVIDING THE HIGHEST QUALITY HEALTH CARE TO PATIENTS AND THEIR FAMILIES, EXPANDING THE BOUNDARIES OF MEDICINE THROUGH RESEARCH,	250,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
75 FRANCIS STREET BOSTON, MA 02115	PC	EDUCATING THE NEXT GENERATION OF HEALTH CARE PROFESSIONALS.	
FUNDERBURG SCHOLARS 199 PARK LANE CONCORD, MA 01742	NONE PC	FUNDERBURG SCHOLARS IS AN ALL VOLUNTEER ORGANIZATION THAT HELPS INNER CITY YOUTH ATTEND COLLEGE. 86% OF OUR FUNDS WERE USED FOR TUITION AND 13% FOR TEXTBOOKS. THE STUDENTS ARE THOSE WHO ATTENDED THE UNITARIAN UNIVERSALIST URBAN MINISTRY'S AFTER SCHOOL ROXBURY YOUTH PROGRAM	20,000.
WOMEN'S STUDIO WORKSHOP PO BOX 489 ROSENDALE, NY 12472	NONE PC	THE MISSION OF THE WOMEN'S STUDIO WORKSHOP IS TO OPERATE AND MAINTAIN AN ARTISTS' WORKSPACE THAT ENCOURAGES THE VOICE AND VISION OF INDIVIDUAL WOMEN ARTISTS WE WORK TO PROVIDE PROFESSIONAL OPPORTUNITIES AND EMPLOYMENT FOR WOMEN ARTISTS AT VARIOUS STAGES OF THEIR CAREERS, AND TO PROMOTE PROGRAMS DESIGNED TO STIMULATE PUBLIC INVOLVEMENT, AWARENESS AND SUPPORT FOR THE VISUAL ARTS.	50,000
PEACEJAM FOUNDATION 11200 RALSTON ROAD ARVADA, CO 80004	NONE PC	THE MISSION OF THE PEACEJAM FOUNDATION IS TO CREATE UNG LEADERS COMMITTED TO POSITIVE CHANGE IN THEMSELVES, THEIR COMMUNITIES, AND THE WORLD THROUGH THE INSPIRATION OF NOBEL PEACE LAUREATES	25,000
UPAYA INSTITUE AND ZEN CENTER	NONE	UPAYA ZEN CENTER IS MODEL OF SOCIALLY ENGAGED BUDDHISM IT BRINGS TOGETHER MANY PROJECTS FOCUSED ON SOCIAL TRANSFORMATION, INCLUDING WORK IN PRISONS, END-OF-LIFE CARE, SERVING THE HOMELESS, TRAINING OF CHAPLAINS IN SOCIALLY ENGAGED PRACTICE, PEACE AND NON-VIOLENCE WORK, TRAINING OF CLINICIANS ALL OVER THE WORLD IN COMPASSIONATE CARE, AND DELIVERING HEALTHCARE IN	200,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
1404 CERRO GORDO RD SANTA FE, NM 87501	PC	REMOTE REGIONS OF THE HIMALAYAS. UPAYA IS A GLOBAL COMMUNITY FOR THOSE WORKING TO CREATE RACIAL, ECONOMIC, AND ENVIRONMENTAL JUSTICE, COMPASSIONATE CARE FOR THE MOST VULNERABLE, AND A PLACE OF COMMITTED, DAILY CONTEMPLATIVE PRACTICE AND LEARNING THROUGH ITS RETREATS, TRAININGS, AND PROGRAMS, FREE DHARMA PODCASTS AND COMMUNITY SERVICES.	
PARTNERS IN HEALTH 800 BOYLSTON ST, SUITE 300 BOSTON, MA 02199	NONE PC	OUR MISSION IS A PREFERENTIAL OPTION FOR THE POOR IN HEALTH CARE BY ESTABLISHING LONG-TERM RELATIONSHIPS WITH SISTER ORGANIZATIONS BASED IN SETTINGS OF POVERTY, PARTNERS IN HEALTH STRIVES TO ACHIEVE TWO OVERARCHING GOALS: TO BRING BENEFITS OF MODERN MEDICAL SCIENCE TO THOSE MOST IN NEED OF THEM AND TO SERVE AS AN ANTIDOTE TO DESPAIR.	500,000
YHOUSE, INC 401 PARK AVENUE NEW YORK, NY 10016	NONE PC	TO ACCELERATE UNDERSTANDING OF THE NATURE OF AWARENESS, THROUGH INNOVATIVE RESEARCH AND PUBLIC DISCOURSE THAT BREAKS FREE OF THE INSTITUTIONAL BARRIERS IN ACADEMIA AND SOCIETY	50,000.
		TOTAL CONTRIBUTIONS PAID	5,931,206

ATTACHMENT 11

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BARRY J. HERSHEY ROPES & GRAY LLP / CCASEY 800 BOYLSTON STREET, SUITE 3600 BOSTON, MA 02199-3600	TRUSTEE .10			
CONNIE HERSHEY ROPES & GRAY LLP / CCASEY 800 BOYLSTON STREET, SUITE 3600 BOSTON, MA 02199-3600	TRUSTEE .10			
	GRAND TOTALS	0.	0.	0.