


Form 990



Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

Information about Form 990 and its instructions is at [www.IRS.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

THE MS HERSHEY FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite

63 WEST CHOCOLATE AVENUE Suite

City or town, state or province, country, and ZIP or foreign postal code

Hershey, PA 17033

F Name and address of principal officer

DONALD PAPSON

63 W CHOCOLATE AVENUE

HERSHEY,PA 17033

H(a) Is this a group return for subordinates?

☐ Yes☒ No

H(b) Are all subordinates included?

☐ Yes☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

D Employer identification number

23-6242734

E Telephone number

(717) 298-2200

G Gross receipts \$ 18,084,458

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) () ☐ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website:

www.mshersheyfoundation.org

K Form of organization

☐ Corporation☒ Trust☐ Association☐ Other

L Year of formation

1935

M State of legal domicile

PA

Part I	Summary																																
Activities & Governance	<div><div>1</div><div>Briefly describe the organization's mission or most significant activities</div><div>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</div></div>																																
	<div><div>2</div><div>Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets</div></div>																																
	<table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>3</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>0</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2013 (Part V, line 2a)</td><td>141</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>787</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>0</td></tr><tr><td>7b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td>0</td></tr></table>	3	Number of voting members of the governing body (Part VI, line 1a)	3	4	Number of independent voting members of the governing body (Part VI, line 1b)	0	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	141	6	Total number of volunteers (estimate if necessary)	787	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0	7b	Net unrelated business taxable income from Form 990-T, line 34	0														
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Revenue	<table><tr><td>8</td><td>Contributions and grants (Part VIII, line 1h)</td><td>Prior Year</td><td>Current Year</td></tr><tr><td>9</td><td>Program service revenue (Part VIII, line 2g)</td><td>1,420,186</td><td>1,040,364</td></tr><tr><td>10</td><td>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td><td>6,913,082</td><td>7,383,500</td></tr><tr><td>11</td><td>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td><td>8,737,532</td><td>1,887,564</td></tr><tr><td>12</td><td>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td><td>53,326</td><td>425,671</td></tr><tr><td></td><td></td><td>17,124,126</td><td>10,737,099</td></tr></table>	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	9	Program service revenue (Part VIII, line 2g)	1,420,186	1,040,364	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,913,082	7,383,500	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	8,737,532	1,887,564	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	53,326	425,671			17,124,126	10,737,099								
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Expenses	<table><tr><td>13</td><td>Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td><td>0</td><td>0</td></tr><tr><td>14</td><td>Benefits paid to or for members (Part IX, column (A), line 4)</td><td>0</td><td>0</td></tr><tr><td>15</td><td>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td>3,268,223</td><td>3,799,020</td></tr><tr><td>16a</td><td>Professional fundraising fees (Part IX, column (A), line 11e)</td><td>0</td><td>0</td></tr><tr><td>16b</td><td>Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0</td><td></td><td></td></tr><tr><td>17</td><td>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td><td>8,047,875</td><td>8,184,887</td></tr><tr><td>18</td><td>Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td>11,316,098</td><td>11,983,907</td></tr><tr><td>19</td><td>Revenue less expenses Subtract line 18 from line 12</td><td>5,808,028</td><td>-1,246,808</td></tr></table>	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	3,268,223	3,799,020	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0	16b	Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0			17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	8,047,875	8,184,887	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	11,316,098	11,983,907	19	Revenue less expenses Subtract line 18 from line 12	5,808,028	-1,246,808
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Net Assets or Fund Balances	<table><tr><td></td><td></td><td>Beginning of Current Year</td><td>End of Year</td></tr><tr><td>20</td><td>Total assets (Part X, line 16)</td><td>58,708,153</td><td>58,658,859</td></tr><tr><td>21</td><td>Total liabilities (Part X, line 26)</td><td>22,680,523</td><td>19,317,193</td></tr><tr><td>22</td><td>Net assets or fund balances Subtract line 21 from line 20</td><td>36,027,630</td><td>39,341,666</td></tr></table>			Beginning of Current Year	End of Year	20	Total assets (Part X, line 16)	58,708,153	58,658,859	21	Total liabilities (Part X, line 26)	22,680,523	19,317,193	22	Net assets or fund balances Subtract line 21 from line 20	36,027,630	39,341,666																
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Part II

Signature Block

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

Sign Here

Signature of officer

DONALD PAPSON EXECUTIVE DIRECTOR

Type or print name and title

Prnt/Type preparer's name

Preparer's signature

Firm's name

PricewaterhouseCoopers LLP

Firm's address

2001 MARKET ST SUITE 1700

PHILADELPHIA, PA 19103

Paid Preparer Use Only

May the IRS discuss this return with the preparer shown above? (see instructions)

For Paperwork Reduction Act Notice, see the separate instructions.

Part III

Statement of Program Service Accomplishments

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

☐ Yes ☒ No

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?

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?

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 \$ 5,887,996 including grants of \$) (Revenue \$ 5,459,084)
	SEE SCHEDULE O
4b	(Code) (Expenses \$ 3,968,128 including grants of \$) (Revenue \$ 1,465,750)
	SEE SCHEDULE O
4c	(Code) (Expenses \$ 1,328,733 including grants of \$) (Revenue \$ 700,159)
	SEE SCHEDULE O
	(Code) (Expenses \$ 259,369 including grants of \$) (Revenue \$ 130,264)
	Hershey Community Archives & Other
4d	Other program services (Describe in Schedule O)
	(Expenses \$ 259,369 including grants of \$) (Revenue \$ 130,264)
4e	Total program service expenses 11,444,226






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	No
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 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 individuals in the United States 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) and 501(c)(4) 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 so, 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		No
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		No
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.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	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.		
2b	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).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.		
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)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	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?	Yes	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	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.		
13b	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.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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	3	
	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	0	
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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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, physical address, and telephone number of the person who possesses the books and records of the organization ▶DONALD PAPSON EXEC DIRECTOR 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	5 7 5	X						0	187,667	120,000
(2) VELMA A REDMOND ESQ BOARD OF MANAGERS	5 5 5	X						0	97,667	0
(3) RICHARD ZILMER BD OF MANAGERS PRES/CHRMN	5 7 0	X		X				0	99,333	0
(4) HERSHEY TRUST COMPANY INSTITUTIONAL TRUSTEE	0 0 0 0		X					1,000	0	0
(5) GAYLA M BUSH ASST TREASURER/Asst Sec	2 0 53 0			X				0	246,254	46,326
(6) DONALD PAPSON EXECUTIVE DIRECTOR	40 0 0 0			X				148,911	81,161	25,311
(7) MARC WOOLLEY secretary	2 0 48 0			X				0	431,216	22,241
(8) ERIC HENRY ACTING TREASURER	2 0 63 0			X				0	750,171	33,115
(9) KENNETH GALL FORMER OFFICER to 7/09	0 0 55 0						X	0	136,964	47,611
(10) MARY LOUISE PORTER ESQ SECRETARY TO 9/11	0 0 0 0						X	0	154,000	0

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	149,911	2,184,433	294,604

\$100,000 of reportable compensation from the organization

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

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	244,400
BOSTON PRODUCTIONS INC, 290 VANDERBILT AVENUE NORWOOD MA 02062	DESIGN & FABRICATION	125,689

\$100,000 of compensation from the organization ➡ 2

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	144,535					
	c	Fundraising events	1c						
	d	Related organizations	1d	243,047					
	e	Government grants (contributions)	1e	616,593					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	36,189					
	g	Noncash contributions included in lines 1a-1f \$							
	h	Total. Add lines 1a-1f		1,040,364					
Program Service Revenue			Business Code						
	2a	ADMISSIONS	713990	6,302,821	6,302,821				
	b	THEATRE COMMUNITY RENTAL INCOME	531120	186,919	186,919				
	c	THEATRE SERVICE FEE INCOME	900099	222,209	222,209				
	d	PROGRAM REVENUE FROM HE&R AGREEMENTS	900099	91,417	91,417				
	e	OTHER INCOME	900099	580,134	580,134				
	f	All other program service revenue							
	g	Total. Add lines 2a-2f		7,383,500					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		944,340			944,340		
	4	Income from investment of tax-exempt bond proceeds . .		0					
	5	Royalties		0					
	6a	(i) Real							
		(ii) Personal							
	b	Less rental expenses		10,000			10,000		
	c	Rental income or (loss)							
	d	Net rental income or (loss)							
	7a	(i) Securities							
		(ii) Other							
	b	Less cost or other basis and sales expenses		943,224			943,224		
	c	Gain or (loss)							
	d	Net gain or (loss)							
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18		43,914			43,914		
	a	61,866							
	b	Less direct expenses							
	b	17,952							
	c	Net income or (loss) from fundraising events . .		0					
	9a	Gross income from gaming activities See Part IV, line 19							
	a								
	b	Less direct expenses							
	c	Net income or (loss) from gaming activities . .		371,757	371,757				
	10a	Gross sales of inventory, less returns and allowances							
	a	669,869							
	b	Less cost of goods sold							
	b	298,112							
c	Net income or (loss) from sales of inventory . .								
Miscellaneous Revenue		Business Code							
11a									
b									
c									
d	All other revenue								
e	Total. Add lines 11a-11d		0						
12	Total revenue. See Instructions		10,737,099	7,755,257		1,941,478			

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 governments and organizations in the United States. See Part IV, line 21.	0			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. 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.	175,222		175,222	
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.	2,545,477	2,445,431	100,046	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	391,606	345,801	45,805	
9	Other employee benefits.	392,238	339,287	52,951	
10	Payroll taxes.	294,477	276,156	18,321	
11	Fees for services (non-employees):				
a	Management.	316,421	293,519	22,902	
b	Legal.	1,889		1,889	
c	Accounting.	45,230		45,230	
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	0			
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.	597,050	594,278	2,772	
13	Office expenses.	40,481	38,278	2,203	
14	Information technology.	63,482	49,396	14,086	
15	Royalties.	0			
16	Occupancy.	573,423	572,964	459	
17	Travel.	1,751	1,751		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	4,473	3,239	1,234	
20	Interest.	380,655	380,655		
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	2,071,017	2,068,875	2,142	
23	Insurance.	141,347	127,583	13,764	
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	2,975,300	2,975,300		
b	PROGRAM SUPPLIES	230,293	229,633	660	
c	COLLECTIONS MANAGEMENT	175,946	175,946		
d	CREDIT CARD FEES	54,760	54,760		
e	All other expenses	511,369	471,374	39,995	
25	Total functional expenses. Add lines 1 through 24e.	11,983,907	11,444,226	539,681	0
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 <input type="checkbox"/> 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		60,457	1	166,716
	2	Savings and temporary cash investments		1,153,608	2	371,752
	3	Pledges and grants receivable, net		56,564	3	0
	4	Accounts receivable, net		3,652,163	4	3,492,666
	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		0	8	0
	9	Prepaid expenses and deferred charges		199,420	9	177,883
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a33,037,263			
	b	Less accumulated depreciation	10b14,688,110	20,075,566	10c	18,349,153
	11	Investments—publicly traded securities		26,771,297	11	14,246,000
	12	Investments—other securities See Part IV, line 11		6,739,078	12	21,854,689
	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)		58,708,153	16	58,658,859
Liabilities	17	Accounts payable and accrued expenses		860,976	17	425,392
	18	Grants payable		0	18	0
	19	Deferred revenue		2,065,717	19	1,189,224
	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		19,753,830	25	17,702,577
	26	Total liabilities. Add lines 17 through 25		22,680,523	26	19,317,193
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		9,144,893	27	9,215,312
	28	Temporarily restricted net assets		26,882,737	28	30,126,354
	29	Permanently restricted net assets		0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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		36,027,630	33	39,341,666
	34	Total liabilities and net assets/fund balances		58,708,153	34	58,658,859

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	10,737,099
2	Total expenses (must equal Part IX, column (A), line 25)	2	11,983,907
3	Revenue less expenses Subtract line 2 from line 1	3	-1,246,808
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	36,027,630
5	Net unrealized gains (losses) on investments	5	2,789,162
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	1,771,682
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	39,341,666

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 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		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 <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	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	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?		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		

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

OMB No 1545-0047

2013

Open to Public
Inspection

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

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 33¹/₃% 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 33¹/₃% 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 that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(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 in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 IV)						
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 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2012 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2013. 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—2012. 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—2013. 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 IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
b 10%-facts-and-circumstances test—2012. 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 IV 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	1,603,659	3,348,260	1,940,423	1,495,078	1,102,230	9,489,650
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	2,672,057	6,599,077	5,193,188	6,913,082	8,053,369	29,430,773
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	4,275,716	9,947,337	7,133,611	8,408,160	9,155,599	38,920,423
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	132,903	2,432,599	960,249	347,002	243,047	4,115,800
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	132,903	2,432,599	960,249	347,002	243,047	4,115,800
8 Public support (Subtract line 7c from line 6.)						34,804,623

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	4,275,716	9,947,337	7,133,611	8,408,160	9,155,599	38,920,423
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	312,030	840,028	953,375	938,715	954,340	3,998,488
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	312,030	840,028	953,375	938,715	954,340	3,998,488
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 IV.)						0
13 Total support. (Add lines 9, 10c, 11, and 12.)	4,587,746	10,787,365	8,086,986	9,346,875	10,109,939	42,918,911
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage			
15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	81.094 %	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	80.708 %	

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	9 316 %
18	Investment income percentage from 2012 Schedule A, Part III, line 17	18	8 204 %
19a	33 1/3% support tests—2013. 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 <input checked="" type="checkbox"/>		
b	33 1/3% support tests—2012. 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 <input type="checkbox"/>		
20	Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference	Explanation	
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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. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

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 contributions to (during year)	
3	Aggregate 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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

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) Revenues 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

Revenues 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

d

☐

Loan or exchange programs

b

☒

Scholarly research

e

☐

Other

c

☒

Preservation for future generations
- 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
- c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	
- 2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ 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	26,882,737	25,193,826	25,003,061	21,949,743	20,214,188
b Contributions	86,366	28,958	25,910	34,320	1,686,453
c Net investment earnings, gains, and losses	3,186,425	1,711,659	173,169	3,036,666	1,712,890
d Grants or scholarships					
e Other expenditures for facilities and programs	29,174	51,706	8,314	17,668	1,663,788
f Administrative expenses					
g End of year balance	30,126,354	26,882,737	25,193,826	25,003,061	21,949,743

- 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		21,982,131	6,924,046	15,058,085
c Leasehold improvements		8,262,284	5,493,653	2,768,631
d Equipment		2,650,540	2,150,756	499,784
e Other		141,308	119,655	21,653
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				18,349,153

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	13,842,335
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	2,789,162
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	316,074
e	Add lines 2a through 2d	2e	3,105,236
3	Subtract line 2e from line 1	3	10,737,099
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	10,737,099

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	10,528,299
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	-1,455,608
e	Add lines 2a through 2d	2e	-1,455,608
3	Subtract line 2e from line 1	3	11,983,907
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	11,983,907

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	Special Event Expenses (reclass) \$ 17,952 Retail Expense (reclass) 298,122 ----- \$ 316,074 =====
Schedule D, Part XII, Line 2d	Other Expenses not on return SPECIAL EVENT EXPENSES (reclass) \$17,952 Retail Expense (reclass) 298,122 DECREASE IN UNRECOGNIZED BENEFIT COST (1,094,361) DECREASE IN INTEREST RATE SWAP LIABILITY (677,321) ----- \$(1,455,608) =====

[illegible]

SCHEDULE G
(Form 990 or 990-EZ)

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. ▶ See separate instructions.

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

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

e

☐ Solicitation of non-government grants

b

☐ Internet and email solicitations

f

☐ Solicitation of government grants

c

☐ Phone solicitations

g

☐ Special fundraising events

d

☐ In-person solicitations
- 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						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶						

- 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.
-
-

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	
			<u>BYND FOOTLIGHTS</u>	<u>CULTURAL EXPRES</u>	<u>1</u>	(add col (a) through	
			(event type)	(event type)	(total number)	col (c))	
1	Gross receipts	. . .	17,691	21,425	22,750	61,866	
2	Less Contributions	. .					
3	Gross income (line 1 minus line 2)	. . .	17,691	21,425	22,750	61,866	
Direct Expenses	4	Cash prizes	. . .				
	5	Noncash prizes	. .				
	6	Rent/facility costs	. .				
	7	Food and beverages	.				
	8	Entertainment	. . .				
	9	Other direct expenses	.	4,356	13,161	435	17,952
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶					(17,952)
	11	Net income summary Subtract line 10 from line 3, column (d) ▶					43,914

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			
	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses . . .			
Direct Expenses	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> 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 operates gaming activities _____

a Is the organization licensed to operate 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 _____

Does the organization operate 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 activity operated in			
a The organization's facility	<table><tr><td>13a</td><td>%</td></tr></table>	13a	%
13a	%		
b An outside facility	<table><tr><td>13b</td><td>%</td></tr></table>	13b	%
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 ▶ \$ _____

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 complete this part to provide any additional information (see instructions).

Return Reference	Explanation
------------------	-------------

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. ▶ See separate instructions.

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

OMB No 1545-0047

2013

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			
	<div><input type="checkbox"/> First-class or charter travel</div> <div><input type="checkbox"/> Travel for companions</div> <div><input type="checkbox"/> Tax idemnification and gross-up payments</div> <div><input type="checkbox"/> Discretionary spending account</div> <div><input type="checkbox"/> Housing allowance or residence for personal use</div> <div><input type="checkbox"/> Payments for business use of personal residence</div> <div><input type="checkbox"/> Health or social club dues or initiation fees</div> <div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div>			
b	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	1b		
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?	2		
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			
	<div><input type="checkbox"/> Compensation committee</div> <div><input type="checkbox"/> Independent compensation consultant</div> <div><input checked="" type="checkbox"/> Form 990 of other organizations</div> <div><input type="checkbox"/> Written employment contract</div> <div><input type="checkbox"/> Compensation survey or study</div> <div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div>			
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?	4a	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	Yes	
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only 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?	5a		No
b	Any related organization?	5b		No
	If "Yes," to line 5a or 5b, describe in Part III			
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?	6a		No
b	Any related organization?	6b		No
	If "Yes," to line 6a or 6b, describe in Part III			
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	7		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	8		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

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 reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)GAYLA M BUSH ASST TREASURER/Asst Sec	(i)	0	0	0	0	0	0	0
	(ii)	175,830	67,898	2,526	36,694	9,632	292,580	0
(2)KENNETH GALL FORMER OFFICER to 7/09	(i)	0	0	0	0	0	0	0
	(ii)	113,475	22,915	574	21,139	26,472	184,575	0
(3)MARY LOUISE PORTER ESQ SECRETARY TO 9/11	(i)	0	0	0	0	0	0	0
	(ii)	0	0	154,000	0	0	154,000	0
(4)JAMES M MEAD BOARD OF MANAGERS	(i)	0	0	0	0	0	0	0
	(ii)	187,667	0	0	120,000	0	307,667	0
(5)DONALD PAPSON EXECUTIVE DIRECTOR	(i)	148,911	0	0	10,500	14,811	174,222	0
	(ii)	81,161	0	0	0	0	81,161	0
(6)MARC WOOLLEY secretary	(i)	0	0	0	0	0	0	0
	(ii)	379,236	50,000	1,980	17,850	4,391	453,457	0
(7)ERIC HENRY ACTING TREASURER	(i)	0	0	0	0	0	0	0
	(ii)	448,500	300,000	1,671	17,500	15,615	783,286	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 4a	<p>During the 2013 year, a severance payment was made by related organizations to a former officer of the foundation. None of the payments were made by the Foundation. 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 12/31/2013): (A) serves as trustee for the \$12 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 \$290 million resort and entertainment company, (3) an actively managed portfolio of approximately \$4.3 billion in securities and other investments, and (4) approximately 10,000 acres of real estate), and (B) serves as trustee for the \$36 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 also 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. Former Officers Mary Louise Porter, Esq. Ms. Porter served as the Secretary for The M S Hershey Foundation until September 2011. Ms. Porter also served as the Chief Compliance Officer, General Counsel, and Secretary of Hershey Trust Company (EIN 23-0692150), a for-profit related corporation, until SEPTEMBER 2011. She also served as VP-LEGAL AFFAIRS, General Counsel, AND SECRETARY of Milton Hershey School (EIN 23-1353340) until JANUARY 2012. 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 Hershey Trust Company, Trustee, is paid \$1,000 annually for its services as stipulated in the Deed of Trust. The Trustee's actual time spent per week on The M S Hershey Foundation matters would be an accumulation of the officer and staff time. Each officer's individual time is detailed on Form 990, Part VII.</p>
HOURS SPENT ON RELATED ORGANIZATIONS	<p>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 ENTERTAINMENT HERSHEY SCHOOL COMPANY & RESORTS CO. SCHOOL TRUST JAMES MEAD 4 5 3 0 - VELMA REDMOND 5 5 - - RICHARD ZILMER 7 0 - - GAYLA BUSH 53 - - ERIC HENRY 55 - 8 KENNETH GALL 55 - - MARC WOOLLEY 48 - - NOTE: Time spent on Hershey Trust Company matters is included in the Milton Hershey School & School Trust average hours worked per week.</p>
RELATED ORGANIZATION COMPENSATION	<p>THE RELATED ORGANIZATIONS PROVIDE THE FOUNDATION WITH ALL PERTINENT PAYROLL INFORMATION REQUIRED TO COMPLETE PART VII AND SCHEDULE J OF THE FORM 990.</p>

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 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

2013

**Open to Public
Inspection**

Name of the organization
THE MS HERSHEY FOUNDATION

Employer identification number

23-6242734

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, LINE 4A-D	<p>STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS Program Service Accomplishment #1 (Line 4a) HERSHEY THEATRE - Completed during Milton Hersheys 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 Theatres 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 \$5,887,996 Revenue \$5,459,084</p> <p>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 124,000 Expenses \$ 3,968,128 Revenue \$ 1,465,750</p> <p>Program Service Accomplishment #3 (Line 4c) Hershey Gardens was originally developed in 1937 at Milton Hersheys request It has since expanded and now features 23 acres of seasonal displays and rare trees within 11 theme gardens The Childrens 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 Childrens 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 Number Benefitted 105,000 Expenses \$1,328,733 Revenue \$700,159</p> <p>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 \$ 259,369 Revenue \$130,264</p>

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

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 3	<p>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, the Hershey Story, and Chocolatetown Square, 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</p>

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 review ed 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	<p>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 policies 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</p>

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINES 15A AND 15B	<p>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</p>

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 Decrease in unrecognized benefit cost \$1,094,361 Decrease in interest rate sw ap liability 677,321 ----- TOTAL \$1,771,682

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

OMB No 1545-0047

2013

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	NA		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)		HTC		No
(4) HERSHEY CEMETERY PERPETUAL MAINTENANCE PO BOX 445 HERSHEY, PA 17033 23-6629638	SUPP CEMET CO	PA	501(C)(13)		HCC		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) Disproporionate 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?

a

Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

Lease of facilities, equipment, or other assets to related organization(s)

k

Lease of facilities, equipment, or other assets from related organization(s)

l

Performance of services or membership or fundraising solicitations for related organization(s)

m

Performance of services or membership or fundraising solicitations by related organization(s)

n

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

Other transfer of cash or property to related organization(s)

s

Other transfer of cash or property from related organization(s)

Yes

No

No

No

Yes

No

No

No

No

No

Yes

No

Yes

Yes

No

Yes

No

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

Schedule R (Form 990) 2013

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.

[illegible]

Part VII

Supplemental Information

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

Return Reference	Explanation
PART V, LINE 2, TRANSACTIONS WITH RELATED ORGANIZATIONS	SUPPLEMENTAL INFORMATION No disclosures are required for Schedule R, Part V, Line 2 because the M S Hershey Foundation does not control any other related organization