

Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Department of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

2002

Open to Public
InspectionA For the 2002 calendar year, or tax year beginning **August 1**, 2002, and ending **July 31, 2003**

<input type="checkbox"/>	Check if applicable
<input type="checkbox"/>	Address change
<input type="checkbox"/>	Name change
<input type="checkbox"/>	Initial return
<input type="checkbox"/>	Final return
<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Application pending

Please use IRS label or print or type
*****5-DIGIT 17033
29 IB JH 23-1353340 200307
MILTON HERSHEY SCHOOL & SCHOOL
TRUSTCSESR PHILADELPHIA
PO BOX 445
HERSHEY PA 17033-0445 P-14 P89

D Employer identification number
23-1353340

R S

E Telephone number
(717) 534-3225

F Accounting method Cash Accrual
 Other (specify) ►

- Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Web site: ► www.mhs-pa.orgJ Organization type (check only one) ► 501(c)(3) (insert no) 4947(a)(1) or 527K Check here ► if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ► **681,590,215**

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates ►

H(c) Are all affiliates included? Yes No
(If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Enter 4-digit GEN ►

M Check ► if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 17 of the instructions)

1	Contributions, gifts, grants, and similar amounts received		
a	Direct public support	1a	2,967
b	Indirect public support	1b	0
c	Government contributions (grants)	1c	0
d	Total (add lines 1a through 1c) (cash \$ 2,967 noncash \$ 0)	1d	2,967
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	356,313
3	Membership dues and assessments	3	0
4	Interest on savings and temporary cash investments	4	901,459
5	Dividends and interest from securities	5	123,411,502
6 a	Gross rents (MAR 2 J 2004) <i>RECEIVED</i>	6a	4,074,391
b	Less rental expenses	6b	2,609,664
c	Net rental income (loss) (subtract line 6b from line 6a)		
7	Other investment income (describe) ►	7	0
8 a	Gross amount from sales of assets other than inventory	(A) Securities	(B) Other
b	Less cost or other basis and sales expenses	8a	1,297,368
c	Gain or (loss) (attach schedule)	8b	184,781
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8c	1,112,587
8d			(68,508,779)
9	Special events and activities (attach schedule)		
a	Gross revenue (not including \$ 0 of contributions reported on line 9a)	9a	0
b	Less direct expenses other than fundraising expenses	9b	0
c	Net income or (loss) from special events (subtract line 9b from line 9a)		
9c			0
10 a	Gross sales of inventory, less returns and allowances	10a	0
b	Less cost of goods sold	10b	0
c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)		
10c			0
11	Other revenue (from Part VII, line 103)		
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	57,628,189
13	Program services (from line 44, column (B))	13	136,739,889
14	Management and general (from line 44, column (C))	14	25,324,787
15	Fundraising (from line 44, column (D))	15	0
16	Payments to affiliates (attach schedule)	16	0
17	Total expenses (add lines 16 and 44, column (A))	17	162,064,676
18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	(104,436,487)
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	5,742,735,825
20	Other changes in net assets or fund balances (attach explanation)	20	109,665,834
21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	5,747,965,172

19

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See page 21 of the instructions)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule)	22	0	0	
	(cash \$ 0 noncash \$ 0)				
23	Specific assistance to individuals (attach schedule)	23	0	0	
24	Benefits paid to or for members (attach schedule)	24	0	0	
25	Compensation of officers, directors, etc	25	1,560,586	1,173,350	387,236
26	Other salaries and wages	26	43,916,187	41,681,148	2,235,039
27	Pension plan contributions	27	15,438,905	11,579,179	3,859,726
28	Other employee benefits	28	18,428,261	13,821,196	4,607,065
29	Payroll taxes	29	3,781,078	2,835,808	945,270
30	Professional fundraising fees	30	0	0	0
31	Accounting fees	31	72,300	36,045	36,255
32	Legal fees	32	436,177	229,509	206,668
33	Supplies	33	2,760,749	2,588,005	172,744
34	Telephone	34	617,296	573,278	44,018
35	Postage and shipping	35	145,470	114,712	30,758
36	Occupancy	36	4,981,632	3,437,326	1,544,306
37	Equipment rental and maintenance	37	2,433,846	1,731,643	702,203
38	Printing and publications	38	154,138	138,013	16,125
39	Travel	39	939,195	900,245	38,950
40	Conferences, conventions, and meetings	40	312,882	285,637	27,245
41	Interest	41	0	0	0
42	Depreciation, depletion, etc (attach schedule)	42	26,630,437	26,630,437	0
43	Other expenses not covered above (itemize) a other	43a	8,238,147	6,137,805	2,100,342
b	Continuing Ed/Computers	43b	11,250,720	11,248,701	2,019
c	Food, Clothing, & Provisions	43c	4,771,376	4,431,366	340,010
d	Contracted Services	43d	7,612,408	7,166,486	445,922
e	Outside Mgr & Trustee Exp	43e	7,582,886	0	7,582,886
44	Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15	44	162,064,676	136,739,889	25,324,787

Joint Costs. Check ► if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____.

(iii) the amount allocated to Management and general \$, and (iv) the amount allocated to Fundraising \$

Part III Statement of Program Service Accomplishments (See page 24 of the instructions.)

What is the organization's primary exempt purpose? ► **School**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

a	<u>Education & Guidance (See Attached)</u>		
		(Grants and allocations \$	0) 63,720,788
b	<u>Boarding, Lodging, & Clothing (See Attached)</u>		
		(Grants and allocations \$	0) 48,816,140
c	<u>Health Services, Recreation, & Social Life (See Attached)</u>		
		(Grants and allocations \$	0) 24,202,961
d			
		(Grants and allocations \$	0) 0
e	<u>Other program services (attach schedule)</u>	(Grants and allocations \$) 0
f	<u>Total of Program Service Expenses (should equal line 44, column (B), Program services).</u>	(Grants and allocations \$) 0
		► 136,739,889	

Part IV Balance Sheets (See page 24 of the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only			(A) Beginning of year	(B) End of year
Assets				
45	Cash - non-interest-bearing		0 45	0
46	Savings and temporary cash investments		63,507,513 46	65,974,407
47a	Accounts receivable	47a	20,713,204	
	b Less allowance for doubtful accounts	47b	0	16,254,309 47c 20,713,204
48a	Pledges receivable	48a	0	
	b Less allowance for doubtful accounts	48b	0	0 48c 0
49	Grants receivable			0 49 0
50	Receivables from officers, directors, trustees, and key employees (attach schedule)			0 50 0
51a	Other notes and loans receivable (attach schedule)	51a	0	
	b Less. allowance for doubtful accounts	51b	0	0 51c 0
52	Inventories for sale or use			1,146,698 52 2,571,112
53	Prepaid expenses and deferred charges			3,540,147 53 0
54	Investments - securities (attach schedule)	► <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		5,350,115,019 54 5,385,913,644
55a	Investments - land, buildings, and equipment basis	55a	31,917,513	
	b Less accumulated depreciation (attach schedule)	55b	9,796,307	18,913,904 55c 22,121,206
56	Investments - other (attach schedule)			0 56 0
57a	Land, buildings, and equipment basis	57a	503,139,174	
	b Less accumulated depreciation (attach schedule)	57b	152,331,665	363,394,768 57c 350,807,509
58	Other assets (describe ► See Attached)			15,000 58 3,233,315
59	Total assets (add lines 45 through 58) (must equal line 74)		5,816,887,358 59	5,851,334,397
Liabilities				
60	Accounts payable and accrued expenses		74,151,533 60	103,369,225
61	Grants payable		0 61	0
62	Deferred revenue		0 62	0
63	Loans from officers, directors, trustees, and key employees (attach schedule)		0 63	0
64a	Tax-exempt bond liabilities (attach schedule)		0 64a	0
	b Mortgages and other notes payable (attach schedule)		0 64b	0
65	Other liabilities (describe ►)		0 65	0
66	Total liabilities (add lines 60 through 65)		74,151,533 66	103,369,225
Net Assets or Fund Balances				
Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines				
	67 through 69 and lines 73 and 74			
67	Unrestricted		833,324,851 67	845,330,851
68	Temporarily restricted		0 68	0
69	Permanently restricted		4,909,410,974 69	4,902,634,321
Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 70 through 74				
70	Capital stock, trust principal, or current funds		0 70	0
71	Paid-in or capital surplus, or land, building, and equipment fund		0 71	0
72	Retained earnings, endowment, accumulated income, or other funds		0 72	0
73	Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)		5,742,735,825 73	5,747,965,172
74	Total liabilities and net assets / fund balances (add lines 66 and 73)		5,816,887,358 74	5,851,334,397

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part VI Other Information (See page 27 of the instructions)

	Yes	No
76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	77	X
78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? b If "Yes," has it filed a tax return on Form 990-T for this year?	78a	X
78b	78b	X
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? b If "Yes," enter the name of the organization ► <u>See Attached</u>	80a	X
81a Enter direct or indirect political expenditures See line 81 instructions	81a	None
b Did the organization file Form 1120-POL for this year?	81b	N/A
82a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value? b If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)	82a	X
82b	82b	Not Valued
83a Did the organization comply with the public inspection requirements for returns and exemption applications? b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83a	X
83b	83b	N/A
84a Did the organization solicit any contributions or gifts that were not tax deductible? b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84a	X
84b	84b	N/A
85 501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members? b Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year	85a	N/A
c Dues, assessments, and similar amounts from members	85c	N/A
d Section 162(e) lobbying and political expenditures	85d	N/A
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86 501(c)(7) orgs Enter a Initiation fees and capital contributions included on line 12 b Gross receipts, included on line 12, for public use of club facilities	86a	N/A
86b	86b	N/A
87 501(c)(12) orgs Enter a Gross income from members or shareholders b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	87a	N/A
87b	87b	N/A
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Part IX	88	X
89a 501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 ► <u>None</u> , section 4912 ► <u>None</u> , section 4955 ► <u>None</u> b 501(c)(3) and 501(c)(4) orgs Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		► <u>None</u>
d Enter Amount of tax on line 89c, above, reimbursed by the organization		► <u>None</u>
90a List the states with which a copy of this return is filed ► <u>PA - Bureau of Charitable Organizations</u>		
b Number of employees employed in the pay period that includes March 12, 2002 (See instructions)	90b	1,348
91 The books are in care of ► <u>Hershey Trust Company</u> Telephone no ► <u>(717) 534-3225</u> Located at ► <u>100 Mansion Road East, Hershey, PA</u> ZIP + 4 ► <u>17033-0445</u>		
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year	92	► <u>N/A</u>

Part VII Analysis of Income-Producing Activities (See page 31 of the instructions.)

Note: Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue		0	03		308,344
a <u>Scholastic</u>		0	03		8,831
b <u>President's Office</u>		0	03		39,138
c <u>All Others/Operations</u>		0	03		
d		0			
e		0			
f Medicare/Medicaid payments		0			
g Fees and contracts from government agencies		0			
94 Membership dues and assessments		0			
95 Interest on savings and temporary cash investments		0	14	901,459	
96 Dividends and interest from securities		0	14	123,411,502	
97 Net rental income or (loss) from real estate					
a debt-financed property		0			
b not debt-financed property	900003	0	16	1,464,727	
98 Net rental income or (loss) from personal property		0			
99 Other investment income		0			
100 Gain or (loss) from sales of assets other than inventory		0	18	(68,508,779)	
101 Net income or (loss) from special events		0			
102 Gross profit or (loss) from sales of inventory		0			
103 Other revenue a		0			
b		0			
c		0			
d		0			
e		0			
104 Subtotal (add columns (B), (D), and (E))		0		57,268,909	356,313
105 Total (add line 104, columns (B), (D), and (E))					57,625,222

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 32 of the instructions)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93	Revenue is primarily generated from our agricultural & environmental education program designed for our students as part of our educational curriculum.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 32 of the instructions)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
Hershey Trust Company	%	State Bank		
Hershey, PA (23-0692150)	100	% Trust Powers	6,893,794	49,551,367
Hershey Entertainment & Resorts Co	%	Entertainment/		
Hershey, PA (23-0691815)	100	% Resort	197,310,251	189,193,968

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 33 of the instructions)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes X No

(b) Did the organization, during the year, pay premiums, directly

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

Please Sign Here	Under penalties of perjury, I declare that I have examined this return and belief, it is true, correct, and complete Declaration of preparer	
	► <u>Gayla M. Bush</u>	Signature of officer
	► <u>Gayla M. Bush, Treasurer</u>	Type or print name and title
Paid Preparer's Use Only	Preparer's signature	
	Firm's name (or yours if self-employed), address, and ZIP + 4	

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation and Section 501(e), 501(f), 501(k),

501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

► MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

2002

Name of the organization

Milton Hershey School & School Trust

Employer identification number

23-1353340

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions List each one. If there are none, enter "None ")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
<u>Evan Pattishall, MD</u> <u>158 Hotel Rd. Hershey, PA</u>	Dean of Community Service Full-Time	136,670	56,342	3,000
<u>Dr. Gene Van Dyke</u> <u>121 Dogwood Dr. Hershey, PA</u>	Dean of Scholastic Affairs Full-Time	125,560	64,789	3,000
<u>Dr. Rick Pierce</u> <u>765 Brook Dr. Hershey, PA</u>	Dean, Neighborhood & Family Life Full-Time	111,198	23,855	12,401
<u>Robert Sloane</u> <u>820 Pamela Ln. Mechanicsburg, PA</u>	Director, Systems Planning & Development Full-Time	108,370	21,836	0
<u>Dr. David Thompson</u> <u>122 Lynnwood Dr. Palmyra, PA</u>	Director of Clinical Assessment Full-Time	98,540	80,225	0
Total number of other employees paid over \$50,000 ►	242			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms) If there are none, enter "None ")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>University of Chicago - Chapin Hall</u> <u>1225 E. 60th St. Chicago, IL</u>		
<u>Buchanan Ingersoll PC</u> <u>One Oxford Center, 20th Floor</u> <u>301 Grant St. Pittsburgh, PA</u>	Educational Researchers Legal Services	1,117,410 1,100,809
<u>Reynolds Construction Management</u> <u>3300 North Third St. Harrisburg, PA</u>	Construction Management	1,042,968
<u>Hershey Medical Center</u> <u>P.O. Box 850 Hershey, PA</u>	Physician Professional Services	992,887
<u>Silchester International Investors</u> <u>780 Third Ave, 42nd Floor New York, NY</u>	Investment Management	806,760
Total number of others receiving over \$50,000 for professional services ►	38	

Part III Statements About Activities (See page 2 of the instructions.)			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ <u>2,200</u> (Must equal amounts on line 38, Part VI-A, or line i or Part VI-B)		1	X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities				
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)			
a	Sale, exchange, or leasing of property? See Attached		2a	X
b	Lending of money or other extension of credit?		2b	X
c	Furnishing of goods, services, or facilities? See Attached		2c	X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? See Attached		2d	X
e	Transfer of any part of its income or assets?		2e	X
3	Does the organization make grants for scholarships, fellowships, student loans, etc ? (See Note below) See Attached		3	X
4	Do you have a section 403(b) annuity plan for your employees?		4	X
Note: Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments See Attached				

Part IV Reason for Non-Private Foundation Status (See pages 3 through 5 of the instructions.)

The organization is not a private foundation because it is (Please check only ONE applicable box)

5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)

6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)

7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)

8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)

9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ►

10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)

11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

11b A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

12 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc , functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)

13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 5 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) **Use cash method of accounting.****Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)					0
16 Membership fees received					0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					0
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					0
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					0
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets					0
23 Total of lines 15 through 22	0	0	0	0	0
24 Line 23 minus line 17	0	0	0	0	0
25 Enter 1% of line 23	0	0	0	0	0
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24				26a	0
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1998 through 2001 exceeded the amount shown in line 26a Do not file this list with your return. Enter the total of all these excess amounts				26b	
c Total support for section 509(a)(1) test Enter line 24, column (e)				26c	0
d Add Amounts from column (e) for lines 18 0 19 0				26d	0
22 0 26b				26e	0
e Public support (line 26c minus line 26d total)				26f	0.0000 %
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person" Do not file this list with your return. Enter the sum of such amounts for each year:					
(2001) (2000) (1999) (1998)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11, as well as individuals) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year					
(2001) (2000) (1999) (1998)					
c Add Amounts from column (e) for lines 15 0 16 0				27c	0
17 0 20 0 21 0				27d	0
d Add Line 27a total 0 and line 27b total 0				27e	0
e Public support (line 27c total minus line 27d total)				27f	0
f Total support for section 509(a)(2) test Enter amount from line 23, column (e)				27g	0.0000 %
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))				27h	0.0000 %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1998 through 2001, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant Do not file this list with your return. Do not include these grants in line 15.					

Part V Private School Questionnaire (See page 7 of the instructions)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	X
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	X
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement) <u>See Attached</u> ----- ----- -----	31	X
32	Does the organization maintain the following a Records indicating the racial composition of the student body, faculty, and administrative staff? b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? d Copies of all material used by the organization or on its behalf to solicit contributions?	32a	X
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement) -----	32b	X
	-----	32c	X
	-----	32d	N/A
33	Does the organization discriminate by race in any way with respect to a Students' rights or privileges? b Admissions policies? c Employment of faculty or administrative staff? d Scholarships or other financial assistance? e Educational policies? f Use of facilities? g Athletic programs? h Other extracurricular activities?	33a	X
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement) ----- ----- -----	33b	X
	-----	33c	X
	-----	33d	X
	-----	33e	X
	-----	33f	X
	-----	33g	X
	-----	33h	X
34a	Does the organization receive any financial aid or assistance from a governmental agency? <u>See Attached</u>	34a	X
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b	X
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev. Proc. 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35	X

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions)
(To be completed ONLY by an eligible organization that filed Form 5768)

Check a if the organization belongs to an affiliated group
Check b if you checked "a" and "limited control" provisions apply

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.)

See the instructions for lines 45 through 50 on page 11 of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in) ►	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
Lobbying nontaxable 45 amount					0
Lobbying ceiling amount 46 (150% of line 45(e)) . .					0
47 Total lobbying expenditures					0
Grassroots nontaxable 48 amount					0
Grassroots ceiling amount 49 (150% of line 48(e)) . .					0
Grassroots lobbying 50 expenditures					0

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of		Yes	No	Amount
a	Volunteers		X	
b	Paid staff or management (Include compensation in expenses reported on lines c through h)		X	
c	Media advertisements		X	
d	Mailings to members, legislators, or the public		X	
e	Publications, or published or broadcast statements		X	
f	Grants to other organizations for lobbying purposes		X	
g	Direct contact with legislators, their staffs, government officials, or a legislative body	X		2,200
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i	Total lobbying expenditures (Add lines c through h)			2,200

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

See Attached

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions)**

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization or to a nonexempt organization

- (i) Cash
- (ii) Other assets

b Other transactions

- (i) Sales or exchanges of assets with a noncharitable exempt organization
- (ii) Purchases of assets from a noncharitable exempt organization
- (iii) Rental of facilities, equipment, or other assets
- (iv) Reimbursement arrangements
- (v) Loans or loan guarantees
- (vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

	Yes	No
51a(i)		X
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c		X

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

► Yes X No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
NOT APPLICABLE		

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**Part I, Line 1a, CONTRIBUTIONS, GIFTS, GRANTS, AND SIMILAR AMOUNTS RECEIVED:
DIRECT PUBLIC SUPPORT**

Miscellaneous contributions under \$5,000	2,967
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2,967

MILTON HERSHEY SCHOOL AND SCHOOL TRUST

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PART I. DIVIDENDS AND INTEREST FROM SECURITIES, LINE 5

Dividends

Hershey Foods Corporation	51,843,526
Hershey Entertainment & Resorts Co.	2,272,600
Hershey Trust Company	187,000
Other dividends	29,574,909

Interest

U.S. Government Securities	15,464,875
Corporate & Agency Bonds	24,068,592
	<hr/> <u>123,411,502</u>

MILTON HERSHEY SCHOOL AND SCHOOL TRUST
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PART I. SALES OF ASSETS OTHER THAN INVENTORY, LINE 8:

Description and Manner of Acquisition	Date Sold	Purchaser	Gross Sales Price	Cost	Expense of Sale	Accumulated Depreciation	Gain(Loss) on Sale	
Other Sales:								
Sale 8.6539 acres Farm 39	04/21/2003	State Police Museum	256,126	572	0		255,554	
Sale of 37 acres Farm 47A	06/20/2003	DTMA	1,019,000	36,997	0	34,369	1,016,372	
Transfer Overview Farm 44 to MHS to be used for School purposes	07/17/2003		0	155,158	0	152,691	(2,467)	
Writeoff Parcel 140 development costs			0	151,280	0	0	(151,280)	
School Equipment Dismantled or Sold	Various	Various	<u>22,242</u>	<u>1,038,972</u>	<u>0</u>	<u>1,011,138</u>	<u>(5,592)</u>	
			1,297,368	1,382,979	0	1,198,198	1,112,587	
Security Sales:								
Various Publicly Traded Securities	Various	Various	<u>551,546,215</u>	<u>621,167,581</u>	<u>0</u>	<u>0</u>	<u>(69,621,366)</u>	
			TOTAL	<u>552,843,583</u>	<u>622,550,561</u>	<u>0</u>	<u>1,198,198</u>	<u>(68,508,779)</u>

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PART I, OTHER CHANGES IN NET ASSETS OR FUND BALANCES, LINE 20:

Unrealized gains(losses) on investments in unaffiliated issuers carried at market value, Principal Fund	163,732,683
Unrealized gain on investment, Hershey Foods Corporation	(240,592,125)
Unrealized gain on investment, Hershey Trust Company	964,909
Unrealized gain on investment, Hershey Entertainment & Resorts Co.	140,069,000
Unrealized gains(losses) on investments in unaffiliated issuers carried at market value, Income Fund	45,491,367
	<hr/>
	<u>109,665,834</u>

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PART II. DEPRECIATION, DEPLETION, ETC., LINE 42:

<u>Description</u>	<u>Date Placed in Service</u>	<u>Method of Depreciation</u>	<u>Life (Years)</u>	<u>Depreciation Expense</u>	<u>Program Services</u>	<u>Management and General</u>
Buildings & Improvements	Various	Straight-Line	15-50	19,285,270	19,285,270	0
School Machinery & Equipment	Various	Straight-Line	2-18	6,157,130	6,157,130	0
Trucks & Buses	Various	Straight-Line	2-10	1,188,037	1,188,037	0
				<u>26,630,437</u>	<u>26,630,437</u>	<u>0</u>

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PART III - STUDENT CARE:

Milton Hershey School provides, through its Elementary, Intermediate, and Senior High Programs, an education and residential opportunity for approximately 1,200 children whose natural family relationships have been disrupted. Life in the student homes provides the warmth of family living and the personal satisfaction needed to enable children to make full use of the educational advantages.

Line a. EDUCATION AND GUIDANCE - The student centered program provides for the educational, physical, social, and psychological needs of the students. Teachers and specialists give their attention to each student individually. During periods of career choice or planning of the student's program, the results of his or her achievement and aptitude tests are used in vocational guidance counseling to assist the student in making wise and appropriate choices.

Line b. BOARD, LODGING, AND CLOTHING - With the help of the houseparents and older students, the new student soon feels at home in the new environment. Meals consist of appetizing, nourishing food. A complete wardrobe of appropriate clothes for all occasions is selected at the time of admission and is replenished as needed.

Line c. HEALTH SERVICES, RECREATION & SOCIAL LIFE - During the year, students have regular physical and dental checkups. Medical care is provided by the School physician, School nurses, and consulting medical specialists. The School's well-equipped health center is available when needed. Proper dental care is assured through the services of a complete professional staff.

Student home recreational activities include intramurals, team sports, individual sports, hobbies, ice skating, swimming, fishing, boy and girl scouting, dance classes, camping, dances, tournaments and special events. Extracurricular activities include art, athletics, music, dramatics, student government, photography, student publications and video production. In their social life, students participate in parties, dances, privileges in town, Hersheypark privileges, volunteer work, and work programs. Most of these social activities take place on campus, however, there is opportunity for our students to associate with students in the town of Hershey.

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PART IV, INVESTMENTS-SECURITIES, LINE 54: MARKET VALUE

PRINCIPAL FUND:

Stocks:

Hershey Foods Corporation	3,100,444,712
Hershey Entertainment & Resorts Company	196,705,000
Hershey Trust Company	7,143,989
Common Stocks - other	789,976,885
REIT stocks	180,251,430
Alternative Assets-Marketable	16,194,092
Alternative Assets-Non Marketable-see detailed listing	<u>15,156,256</u>

4,305,872,364

Bonds and Notes:

U.S. Government Obligations	176,330,024
Agency Bonds	116,069,931
Corporate Bonds	<u>258,997,182</u>

551,397,136

Investment in Real Estate:

Real Estate	<u>559,689</u>
-------------	----------------

TOTAL PRINCIPAL FUND 4,857,829,189

INCOME FUND:

Stocks:

Hershey Trust Company	33,035,926
Common Stocks	<u>429,798,474</u>

462,834,400

Bonds and Notes:

U.S. Government Obligations	<u>65,250,055</u>
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TOTAL INCOME FUND 528,084,455

Investments-Securities 5,385,913,644

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PART IV, INVESTMENTS-SECURITIES, LINE 54:

MARKET VALUE

Detailed listing of securities that are not publicly traded

Alternative Assets

ABRY Partners IV, LP	1,729,205
Alloy Ventures 2002, LP	822,811
Benchmark Europe Founders' Fund I-A LP	597,516
Berkshire Fund VI, LP	733,633
Charles River Ventures XI LP	656,055
Greenbriar Equity Fund LP	301,292
Greenbriar Equity US Fund, LP	4,488
Ignition Venture Partners II, LP	321,657
JW Childs Equity Partners III LP	874,553
Lime Rock Partners II, LP	608,644
Madison Dearborn Capital Partners IV LP	240,789
Madison Dearborn CP IV Global Investments LP	557,035
MDV VII, LP	559,885
Polaris Venture Partners IV LP	102,652
Providence Equity Offshore Partners IV	2,714,364
Providence Equity Partners IV	1,806,226
Shoreview Capital Partners, LP	96,099
Summit Ventures VI B, LP	642,432
Three Arch Capital, LP	1,786,920
	15,156,256

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PART IV, INVESTMENTS - LAND, BUILDINGS AND EQUIPMENT, LINE 55:

	<u>Cost or Other Basis</u>	<u>Accumulated Depreciation</u>	<u>Book Value</u>
Land	8,840,179	-	8,840,179
Buildings & Improvements	22,762,421	9,481,394	13,281,027
Furniture & Equipment	314,913	314,913	0
	<hr/> <u>31,917,513</u>	<hr/> <u>9,796,307</u>	<hr/> <u>22,121,206</u>

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PART IV, LAND, BUILDINGS AND EQUIPMENT, LINE 57:

	<u>Cost or Other Basis</u>	<u>Accumulated Depreciation</u>	<u>Book Value</u>
Buildings & Improvements	455,277,730	128,477,830	326,799,900
Construction in Progress	2,957,369	0	2,957,369
School machinery & Fixtures	36,374,517	18,470,278	17,904,239
Trucks & Buses	8,529,558	5,383,557	3,146,001
	<hr/> <u>503,139,174</u>	<hr/> <u>152,331,665</u>	<hr/> <u>350,807,509</u>

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NOTE TO FORM 990, PART IV, LINES 55b & 57b:

As of January 1, 1974, buildings and improvements are depreciated on a straight-line basis over their estimated remaining useful lives ranging from fifteen to fifty years. Buildings recorded in the Principal Fund of the Trust do not reflect a provision for depreciation, since it is not a proper charge to this Fund under the provisions of the Deed of Trust.

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PART IV, OTHER ASSETS, LINE 58:

Deposit bonds	15,000
Intangible Pension Asset	3,218,315

3,233,315

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PART V. LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES:

(A) <u>Name and Address</u>	(B) <u>Title and Time in Position</u>	(C) <u>Compensation</u>	(D) <u>Contributions to Employee Benefit Plans & Deferred Comp.</u>	(E) <u>Expense Account & Other Allow.</u>
William H. Alexander 16 Wagner Street Hummelstown, PA 17036	Director/Manager Part-Time to 1/03	0	0	0
Gayla M. Bush 100 Mansion Road East Hershey, PA 17033-0445	Treasurer Part-Time	0	0	0
Robert F. Cavanaugh 553 Moreno Avenue Los Angeles, CA 90049	Director/Manager Part-Time	0	0	0
Anthony J. Colistra 429 Sioux Drive Mechanicsburg, PA 17055	Director/Manager Part-Time Chair beginning 1/03	0	0	0
W. Don Cornwell 192 Columbia Heights Brooklyn, NY 11201	Director/Manager Part-Time to 1/03	0	0	0
A. John Gabig, Esq 546 Thomas Bransby Williamsburg, VA 23185	Director/Manager Chair to 1/03 Part-Time	0	0	0
Raymond L. Gover 905 Grandon Way Mechanicsburg, PA 17055	Director/Manager Part-Time beginning 1/03	0	0	0
Peter Gurt 850 Miller Street Palmyra, PA 17078	Vice President Administration Full-Time	38,273	6,670	2,702
Lucy Durr Hackney 2128 Pine Street Philadelphia, PA 19103	Director/Manager Part-Time to 1/03	0	0	0

MILTON HERSHEY SCHOOL AND SCHOOL TRUST

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PART V, LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES:

(A) <u>Name and Address</u>	(B) <u>Title and Time in Position</u>	(C) <u>Compensation</u>	(D) <u>Contributions to Employee Benefit Plans & Deferred Comp.</u>	(E) <u>Expense Account & Other Allow.</u>
J. Robert Hillier, FAIA 2846 River Road New Hope, PA 18938	Director/Manager Part-Time to 1/03	0	0	0
Mavis E. Kelley 643 Heiden Court Hummelstown, PA 17036	Vice President of Programs Full-Time No longer employed	206,903	62,102	13,426
Richard H. Lenny 685 Woodthrush Way Hummelstown, PA 17036	Director/Manager Part-Time beginning 1/03	0	0	0
Dr. William L. Lepley 14166 Pinnacle Point Drive Clive, Iowa 50325-8370	President Director/Manager Full-Time to 11/02	500,050	4,476	31,149
Dr. Joan S. Lipsitz 895 Fearrington Post Pittsboro, NC 27312	Director/Manager Part-Time	0	0	0
Dr. Michael W. Matier 700 Warren Road, #21-2A Ithaca, NY 14850	Director/Manager Part-Time to 11/02	0	0	0
The Rev. John S. McDowell, Jr. 131 Beverly Road Ashland, VA 23005	Director/Manager Part-Time to 1/03	0	0	0
Ruben Nazario 920 Beach Drive Hershey, PA 17033	Vice President -Human Resources Full-Time	168,220	61,462	23,270
John O'Brien 735 Brook Drive Hershey, PA 17033	President Full-time beginning 12/02	193,548	7,158	0

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PART V. LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES:

<u>(A) Name and Address</u>	<u>(B) Title and Time in Position</u>	<u>(C) Compensation</u>	<u>(D) Contributions to Employee Benefit Plans & Deferred Comp.</u>	<u>(E) Expense Account & Other Allow.</u>
Hilary C. Pennington 232 Prospect Street Belmont, MA 02178	Director/Manager Part-Time	0	0	0
Wendy D. Puriefoy 2001 Columbia Road Washington, DC 20009	Director/Manager Part-Time to 1/03	0	0	0
Velma Q. Redmond, Esq. 410 McLand Road Mount Holly Springs, PA 17085	Director/Manager Part-Time beginning 1/03	0	0	0
Juliet C. Rowland 5815 Bastille Place Columbus, OH 43213	Director/Manager Part-Time	0	0	0
Joseph M. Senser 5308 Evanswood Lane Edina, MN 55436	Director/Manager Part-Time	0	0	0
Robert Stets 910 Appenzell Drive Hummelstown, PA 17036	General Counsel Full-Time	201,405	80,008	23,270
Dr. Ronald Thompson 505 Meadow Lane Hershey, PA 17033	Vice President-Research & Organizational Devel. Full-Time No longer employed	134,100	89,146	23,270

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PART V. LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES:

<u>(A)</u> <u>Name and Address</u>	<u>(B)</u> <u>Title and Time in Position</u>	<u>(C)</u> <u>Compensation</u>	<u>(D)</u> <u>Contributions to Employee Benefit Plans & Deferred Comp.</u>	<u>(E)</u> <u>Expense Account & Other Allow.</u>
Robert C. Vowler 100 Mansion Road East Hershey, PA 17033-0445	Director Manager to 1/03 Part-Time	0	0	0
A. Morris Williams, Jr. 120 Righters Mill Road Gladwyne, PA 19035	Director/Manager Part-Time to 1/03	0	0	0
LeRoy S. Zimmerman, Esq. 4525 Custer Terrace Harrisburg, PA 17110	Director/Manager Part-Time beginning 1/03	0	0	0
Hershey Trust Company 100 Mansion Road East Hershey, PA 17033	Trustee Part-Time	1,000	0	0
<hr/> 1,443,499	<hr/> 117,087			

Tie in to Part II

Col (C) Compensation	1,443,499
Col (E) Expense Account & Other Allowances	<hr/> 117,087
Part II, line 25	<hr/> 1,560,586

MILTON HERSHEY SCHOOL AND SCHOOL TRUST

STATEMENT ATTACHED TO AND MADE PART OF
 RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX FORM 990
 FOR THE FISCAL YEAR ENDED JULY 31, 2003

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PART V, LINE 75

(A) <u>Name and Address</u>	(B) <u>Title and Time in Position</u>	(C) <u>Compensation</u>	(D) <u>Contributions to Employee Benefit Plans</u>	(E) <u>Expense Account & Other Allow.</u>
Robert C. Vowler 100 Mansion Road East Hershey, PA 17033-0445	President, CEO & Secretary Hershey Trust Co. EIN 23-0692150 Full-time (1) Director/Manager	684,727	227,579	22,066
Gayla M. Bush 100 Mansion Road East Hershey, PA 17033-0445	Vice President, Finance & Treasurer, Hershey Trust Co. EIN 23-0692150 Treasurer, Milton Hershey School Full-time (2)	155,832	25,461	0
Dr. Anthony J. Colistra 429 Sioux Drive Mechanicsburg, PA 17055	Director/Manager Part-time (4)	117,865	8,311	8,164
Richard H. Lenny 100 Crystal A Drive Hershey, PA 17033	Chairman, President & CEO Hershey Foods Corporation EIN 23-0691590 Full-time (3) Director/Manager	4,604,405	108,359	0

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PART V, LINE 75, continued

(1) Individual is an officer of a controlled for-profit entity. All compensation agreements are established by an independent Compensation Committee and by the Board of Directors of Hershey Trust Company (EIN 23-0692150) with the advice of third party compensation consultants. The amount and composition of the individual's compensation is based on marketplace competitive considerations, financial and business objectives, and results achieved. The Hershey Trust Company receives a fee of \$1,000 for its services from the tax-exempt entity. None of the compensation, employee benefit contributions or other allowances are paid for by the tax-exempt entity.

The compensation amount includes base salary and incentive payments for services rendered in connection with the for-profit company. The contributions to benefit plans consist of health, life and disability insurance as well as retirement and 401(k) savings plan expense associated with the individual's service as an officer of the for-profit entity. Compensation for Mr. Vowler also includes director fees received from Hershey Entertainment & Resorts Company, a controlled for-profit entity.

(2) Individual is an officer of a controlled for-profit entity, Hershey Trust Company (EIN 23-0692150). Compensation is established upon the advice of third party compensation consultants. The amount and composition of the individual's compensation is based on marketplace competitive considerations, financial and business objectives, and results achieved. The Hershey Trust Company receives a fee of \$1,000 for its services from the tax-exempt entity. None of the compensation, employee benefit contributions or other allowances are paid for by the tax-exempt entity.

The compensation amount includes base salary and annual incentive paid for services rendered in connection with the for-profit company. The contributions to benefit plans consist of health, life and disability insurance as well as retirement and 401(k) savings plan expense associated with the individual's service as an officer of the for-profit entity.

(3) Individual is the Chairman of the Board of Directors, President and Chief

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PART V, LINE 75, continued

Executive Officer of Hershey Foods Corporation (EIN 23-0691590), a for-profit, publicly traded company, voting control of which is held by the tax-exempt organization. Hershey Foods Corporation, the leading confectionery company in North America, had revenues of \$4.1 billion for 2002; at December 31, 2002, Hershey Foods Corporation had approximately 38,750 registered public stockholders and a market capitalization of approximately \$9.1 billion. All compensation arrangements and amounts for Mr. Lenny as Chairman, President and Chief Executive Officer of Hershey Foods Corporation were established and set by the Compensation and Executive Organization Committee and Board of Directors of Hershey Foods Corporation. Both Hershey Foods' Compensation and Executive Organization Committee and Board of Directors are composed of a majority of individuals unrelated and not subject to the control of any disqualified person. The Hershey Foods Corporation Compensation Committee obtained and relied upon appropriate third party data as to comparability, and adequately documented the basis for determining Mr. Lenny's compensation. The amount and composition of Mr. Lenny's compensation is based on marketplace competitive considerations, financial and business objectives and results achieved, and is consistent with that reported in Hershey Foods' Proxy Statement on Form 14A filed with the U.S. Securities and Exchange Commission.

(4) Compensation consists only of director fees paid or deferred by the wholly-owned for-profit entity, Hershey Trust Company, and the wholly-owned for-profit entity, Hershey Entertainment & Resorts Company (EIN 23-0691815). None of the compensation was paid by the tax-exempt entity.

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PART VI, LINE 80b:

Although it is not clear what "related" in the question of Part VI - 80a necessarily is meant to encompass, the following relationships are noted:

- (a) Milton Hershey School and School Trust (MHS&ST) owns (i) approximately twelve percent of the common stock and ninety-nine percent of the Class B common stock of Hershey Foods Corporation (23-0691590), a Delaware business corporation, and one hundred percent of the common stock of Hershey Entertainment & Resorts Company, Inc. (23-0691815), a Pennsylvania business corporation. These corporations control numerous subsidiary corporations. Some members of the Board of Managers of MHS also serve on the Boards of Directors of one or the other of these corporations.
- (b) All members of the Board of Managers of MHS are also directors of Hershey Trust Company (23-0692150), an institution with trust powers formed under the Banking Laws of Pennsylvania. Hershey Trust Company is wholly owned by MHS&ST and is Trustee for MHS&ST.
- (c) Some of the Board of Managers of MHS also serve on and comprise all the members of the Board of Managers of the M. S. Hershey Foundation (23-6242734), a trust which is exempt under IRS Sec. 501(c)(3).
- (d) Hershey Trust Company is Trustee of a testamentary trust (23-6242722) under the will of Milton S. Hershey, deceased, for the benefit of the School District of Derry Township, Pennsylvania. Milton S. Hershey was the creator of and primary contributor of MHS&ST.
- (e) Hershey Trust Company, Trustee for MHS&ST, operates a commercial trust business generally available to the public and in the course of its business has been named and acts as fiduciary of many trusts and estates, some of which are exempt under IRC Sec. 501(c)(3). If the only connection between any such trust or estate and MHS&ST is the fact that they have the same fiduciary, namely Hershey Trust Company, no such trust or estate is listed in this response to PART VI - 80b.

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SCHEDULE A, PART III, LINE 2:

The following response is based on the premise that the "affiliated" organizations and corporations about which information is asked in Part III - 2 are meant to be the same "related" organizations about which information is asked in Form 990 Part VI - 80b.

- 2(a) MHS&ST leased real estate to subsidiaries of Hershey Entertainment & Resorts Company, Inc. The rental income as to each of the leases is reported as part of this Form 990 return.
- 2(c) MHS&ST purchased various commodities and services needed for its operations from Hershey Entertainment & Resorts Company, Inc. and Hershey Foods Corporation, or from subsidiaries thereof.
- 2(d) One former member of the Board of Managers of MHS was compensated by MHS&ST for services performed in capacities other than as a member of the Board of Managers. All such compensation is reported elsewhere as part of this Form 990 return. A fee for service as fiduciary is paid by MHS&ST to Hershey Trust Company.

MILTON HERSHEY SCHOOL AND SCHOOL TRUST
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SCHEDULE A, PART III, LINE 3:

Pursuant to the Deed of Trust under which Milton Hershey School and School Trust (MHS&ST) was created, a financial aid plan is provided for qualified students of Milton Hershey School to assure them of the opportunity to continue with post-secondary education.

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SCHEDULE A, PART III, LINE 4:

The recipients of "benefits" disbursed from Milton Hershey School and School Trust (MHS&ST) are the students of Milton Hershey School. The Deed of Trust under which MHS&ST functions requires that a student must be a poor, healthy child who has attained his or her fourth birthday but shall not yet have attained his or her sixteenth birthday at the time of his or her admission, and who in the opinion of the Board of Managers is not receiving adequate care from one of his or her natural parents, is of good character and behavior, has potential for scholastic achievement, and is likely to benefit from the program offered by MHS&ST, in addition to meeting the other qualifications set forth in the Deed of Trust. To assure that these conditions are met, MHS&ST makes an elaborate and detailed study of all applicants for enrollment.

MILTON HERSHEY SCHOOL AND SCHOOL TRUST
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SCHEDULE A , PART V, LINE 31:

MHS&ST enrolls students before the start of each academic semester. In addition, enrollments are made throughout the year for emergency situations. There is no specific period of solicitation or registration. MHS&ST customarily draws a substantial percentage of its students from a large geographic section of the United States, follows a racially non-discriminatory policy as to students, and includes a statement of its racially non-discriminatory policy as to students in brochures, direct mailing, newspaper supplements, and catalogs dealing with student admissions, programs, and scholarships, thereby complying with the publicity requirement under Rev. Proc. 75-50, Sec. 4.03, 2(b).

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SCHEDULE A, PART V, LINE 34a:

Milton Hershey School participates in a book loan program through the PA State Department of Education which makes books available directly to students through Access-PA. Milton Hershey School does not itself receive any financial aid.

MILTON HERSHEY SCHOOL AND SCHOOL TRUST
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SCHEDULE A, PART VI-B, LINE g:

Registered lobbyists represented the exempt organization in exploring government participation in redevelopment projects and for state funded improvements to Trust land.

Form **8868**

(December 2000)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return

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

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

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

Note: Form 990-T corporations requesting an automatic 6-month extension—check this box and complete Part I only ►

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization Milton Hershey School & School Trust	Employer identification number 23 1353340
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions P.O. Box 445	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Hershey, PA 17033	

Check type of return to be filed (file a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

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

- 1 I request an automatic 3-month (6-month, for **990-T corporation**) extension of time until **March 15, 2004**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 - calendar year 20 .. or
 - tax year beginning **August 1, 2002**, and ending **July 31, 2003**
- 2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

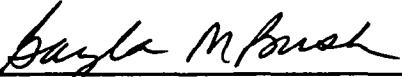
3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ _____

Signature and Verification

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

Signature ► 

Vice President, Finance
Title **Hershey Trust Co, Trustee** ►

10/2/03

For Paperwork Reduction Act Notice, see Instruction

Cat. No. 27916D

Form **8868** (12-2000)

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box ►
- Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.**
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time—Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization		Employer identification number
	Number, street, and room or suite no. If a P O box, see instructions		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

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

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

- 4 I request an additional 3-month extension of time until , 20.....
- 5 For calendar year , or other tax year beginning , 20... and ending , 20.....
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension
.....

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ _____

c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ _____

Signature and Verification

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

Signature ►

Title ►

Date ►

Notice to Applicant—To Be Completed by the IRS

- We **have** approved this application. Please attach this form to the organization's return
- We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return
- We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period
- We **cannot consider** this application because it was filed after the due date of the return for which an extension was requested
- Other
.....

Director

By _____

Date _____

Alternate Mailing Address — Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	Name	
	Number and street (include suite, room, or apt. no.) Or a P.O. box number	
	City or town, province or state, and country (including postal or ZIP code)	