HERSHEY CO
Form 10-K
February 19, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

x **Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the fiscal year ended December 31, 2009

OR

¨ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from to

Commission File Number 1-183

Registrant, State of Incorporation, Address and Telephone Number

THE HERSHEY COMPANY

(a Delaware corporation)

100 Crystal A Drive

Hershey, Pennsylvania 17033

(717) 534-4200

I.R.S. Employer Identification Number 23-0691590

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	**Name of each exchange on which registered:**
Common Stock, one dollar par value	**New York Stock Exchange**
Securities registered pursuant to Section 12(g) of the Act:	**Class B Common Stock, one dollar par value**
	(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant s most recently completed second fiscal quarter.

Common Stock, one dollar par value $5,584,196,830 as of July 5, 2009.

Class B Common Stock, one dollar par value $3,549,358 as of July 5, 2009. While the Class B Common Stock is not listed for public trading on any exchange or market system, shares of that class are convertible into shares of Common Stock at any time on a share-for-share basis. The market value indicated is calculated based on the closing price of the Common Stock on the New York Stock Exchange on July 5, 2009.

Indicate the number of shares outstanding of each of the registrant s classes of common stock as of the latest practicable date.

Common Stock, one dollar par value 167,213,521 shares, as of February 10, 2010.

Class B Common Stock, one dollar par value 60,708,908 shares, as of February 10, 2010.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company s Proxy Statement for the Company s 2010 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

PART I

Item 1. *BUSINESS*

Company Overview

The Hershey Company was incorporated under the laws of the State of Delaware on October 24, 1927 as a successor to a business founded in 1894 by Milton S. Hershey. In this report, the terms Company, we, us, or our mean The Hershey Company and its wholly-owned subsidiaries and entities in which it has a controlling financial interest, unless the context indicates otherwise.

We are the largest producer of quality chocolate in North America and a global leader in chocolate and sugar confectionery. Our principal product groups include chocolate and confectionery products; snack products; gum and mint refreshment products; and pantry items, such as baking ingredients, toppings and beverages.

Reportable Segment

We operate as a single reportable segment in manufacturing, marketing, selling and distributing various package types of chocolate and confectionery products, pantry items and gum and mint refreshment products under more than 80 brand names. Our five operating segments comprise geographic regions including the United States, Canada, Mexico, Brazil and other international locations, such as India, Korea, Japan, the Middle East, China and the Philippines. We market confectionery products in approximately 50 countries worldwide.

For segment reporting purposes, we aggregate our operations in the Americas, which comprise the United States, Canada, Mexico and Brazil. We base this aggregation on similar economic characteristics; products and services; production processes; types or classes of customers; distribution methods; and the similar nature of the regulatory environment in each location. We aggregate our other international operations with the Americas to form one reportable segment. When combined, our other international operations share most of the aggregation criteria and represent less than 10% of consolidated revenues, operating profits and assets.

Selling and Marketing Organization

Our selling and marketing organization is comprised of Hershey North America, Hershey International and the Global Marketing Group. This organization is designed to:

- Leverage our marketing and sales leadership in the United States and Canada;
- Focus on key strategic growth areas in global markets; and
- Build capabilities that capitalize on unique consumer and customer trends.

Hershey North America

Hershey North America has responsibility for continuing to build our chocolate and confectionery market position, while capitalizing on our scale in the U.S. and Canada. This organization leverages our ability to capitalize on the unique consumer and customer trends within each country. This includes developing and growing our business in our chocolate, sugar confectionery, refreshment, pantry, and food service product lines. A component of Hershey North America, The Hershey Experience, manages our retail operations within the United States that include Hershey s Chocolate World in Hershey, Pennsylvania; Hershey s Times Square in New York, New York; and Hershey s Chicago in Chicago, Illinois.

Hershey International

Hershey International markets chocolate and confectionery products, beverages and pantry items worldwide and has responsibility for pursuing profitable growth opportunities in key markets, primarily in Latin America and Asia. This organization is responsible for international subsidiaries that manufacture, import, market, sell or distribute chocolate, confectionery and beverage products in Mexico, Brazil and India.

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Hershey International manufactures confectionery products for the markets in Asia, particularly in China, under a manufacturing agreement with Lotte Confectionery Co., Ltd.

A component of Hershey International, International Marketing and Innovation, manages our Hershey s Shanghai retail attraction in Shanghai, China.

Global Marketing Group

Our Global Marketing Group has responsibility for building global brands, developing transformational growth platforms, brand positioning and portfolio strategy. This organization also develops market-specific insights, strategies and platform innovation for Hershey North America and Hershey International.

Products

United States

The primary chocolate and confectionery products we sell in the United States include the following:

Under the *HERSHEY S* brand franchise:

HERSHEY S milk chocolate bar
HERSHEY S milk chocolate bar with almonds
HERSHEY S Extra Dark chocolates
HERSHEY S MINIATURES chocolate candy
HERSHEY S NUGGETS chocolates
HERSHEY S STICKS chocolates
HERSHEY S BLISS chocolates
HERSHEY S COOKIES N CRÈME candy bar
HERSHEY S POT OF GOLD boxed chocolates
HERSHEY S SUGAR FREE chocolate candy
HERSHEY S HUGS candies

Under the *REESE S* brand franchise:

REESE S peanut butter cups
REESE S PIECES candy
REESE S BIG CUP peanut butter cups
REESE S NUTRAGEOUS candy bar
REESE S Clusters candy
REESE S SUGAR FREE peanut butter cups
REESE S crispy crunchy bar
REESE S WHIPPS nougat bar
REESESTICKS wafer bars
FAST BREAK candy bar

Under the *KISSES* brand franchise:

HERSHEY S KISSES brand milk chocolates
HERSHEY S KISSES brand milk chocolates with almonds
HERSHEY S KISSES brand chocolate meltaway milk chocolates
HERSHEY S KISSES brand milk chocolates with cherry cordial crème
HERSHEY S KISSES brand milk chocolates filled with caramel

Our other chocolate and confectionery products sold in the United States include the following:

5th AVENUE candy bar
ALMOND JOY candy bar
CADBURY chocolates
CARAMELLO candy bar
GOOD & PLENTY candy
HEATH toffee bar
MILK DUDS candy
MOUNDS candy bar
MR. GOODBAR candy bar
PAYDAY peanut caramel bar
ROLO caramels in milk chocolate
SKOR toffee bar
TAKE5 candy bar
TWIZZLERS candy
WHATCHAMACALLIT candy bar
WHOPPERS malted milk balls
YORK peppermint pattie
YORK sugar free peppermint pattie

JOLLY RANCHER candy	*SPECIAL DARK* chocolate bar	*ZAGNUT* candy bar
JOLLY RANCHER sugar free hard candy	*SYMPHONY* milk chocolate bar	*ZERO* candy bar
KIT KAT wafer bar	*SYMPHONY* milk chocolate bar with almonds and toffee	

We also sell products in the United States under the following product lines:

Premium products

Artisan Confections Company, a wholly-owned subsidiary of The Hershey Company, markets *SCHARFFEN BERGER* high-cacao dark chocolate products, and *DAGOBA* natural and organic chocolate products. Our *SCHARFFEN BERGER* products include chocolate bars, tasting squares, home baking products and professional chocolate and cocoa items. *DAGOBA* products include chocolate bars, drinking chocolate and baking products.

Snack products

Our snack products include *HERSHEY S SNACKSTERS* snack mix; *HERSHEY S* and *REESE S* granola bars; *REESE S SNACK BARZ* and *MAUNA LOA* macadamia snack nuts and cookies in several varieties.

Refreshment products

Our line of refreshment products includes *ICE BREAKERS* mints and chewing gum, *BREATH SAVERS* mints, *BUBBLE YUM* bubble gum and *YORK* mints.

Pantry items

Pantry items include *HERSHEY S, REESE S, HEATH*, and *SCHARFFEN BERGER* baking products. Our toppings and sundae syrups include *REESE S*, *HEATH* and *HERSHEY S*. We sell hot cocoa mix under the *HERSHEY S, HERSHEY S GOODNIGHT HUGS* and *HERSHEY S GOODNIGHT KISSES* brand names.

Canada

Principal products we sell in Canada are *HERSHEY S* milk chocolate bars and milk chocolate bars with almonds; *OH HENRY!* candy bars; *REESE PEANUT BUTTER CUPS* candy; *HERSHEY S KISSES* brand milk chocolates; *TWIZZLERS* candy; *GLOSETTE* chocolate-covered raisins, peanuts and almonds; *JOLLY RANCHER* candy; *WHOPPERS* malted milk balls; *SKOR* toffee bars; *EAT MORE* candy bars; *POT OF GOLD* boxed chocolates; and *CHIPITS* chocolate chips.

Mexico

We manufacture, import, market, sell and distribute chocolate and confectionery products in Mexico, including *HERSHEY S*, *KISSES*, *JOLLY RANCHER*, and *PELÓN PELO RICO* chocolate, confectionery and beverage items.

Brazil

We manufacture, import and market chocolate and confectionery products in Brazil, including *HERSHEY S* chocolate and confectionery items and *IO-IO* items.

India

We manufacture, market, sell and distribute confectionery, beverage and cooking oil products in India, including *NUTRINE* and *GODREJ* confectionery and beverage products.

Customers

Full-time sales representatives and food brokers sell our products to our customers. Our customers are mainly wholesale distributors, chain grocery stores, mass merchandisers, chain drug stores, vending companies, wholesale clubs, convenience stores, dollar stores, concessionaires, department stores and natural food stores. Our customers then resell our products to end-consumers in over 2 million retail outlets in North America and other locations worldwide. In 2009, sales to McLane Company, Inc., one of the largest wholesale distributors in the United States to convenience stores, drug stores, wholesale clubs and mass merchandisers, amounted to approximately 27% of our total net sales. McLane Company, Inc. is the primary distributor of our products to Wal-Mart Stores, Inc.

Marketing Strategy and Seasonality

The foundation of our marketing strategy is our strong brand equities, product innovation, the consistently superior quality of our products, our manufacturing expertise and mass distribution capabilities. We also devote considerable resources to the identification, development, testing, manufacturing and marketing of new products. We have a variety of promotional programs for our customers as well as advertising and promotional programs for consumers of our products. We use our promotional programs to stimulate sales of certain products at various times throughout the year. Our sales are typically higher during the third and fourth quarters of the year, representing seasonal and holiday-related sales patterns.

Product Distribution

In conjunction with our sales and marketing efforts, our efficient product distribution network helps us maintain sales growth and provide superior customer service. We plan optimum stock levels and work with our customers to set reasonable delivery times. Our distribution network provides for the efficient shipment of our products from our manufacturing plants to distribution centers strategically located throughout the United States, Canada and Mexico. We primarily use common carriers to deliver our products from these distribution points to our customers.

Price Changes

We change prices and weights of our products when necessary to accommodate changes in costs, the competitive environment and profit objectives, while at the same time maintaining consumer value. Price increases and weight changes help to offset increases in our input costs, including raw and packaging materials, fuel, utilities, transportation, and employee benefits.

In August 2008, we announced an increase in wholesale prices across the United States, Puerto Rico and export chocolate and sugar confectionery lines. This price increase was effective immediately, and represented a weighted-average 11% increase on our instant consumable, multi-pack and packaged candy lines. These changes approximated a 10% increase over the entire domestic product line.

In January 2008, we announced an increase in the wholesale prices of our domestic confectionery line, effective immediately. This price increase applied to our standard bar, king-size bar, 6-pack and vending lines and represented a weighted-average increase of approximately 13% on these items. These price changes approximated a 3% increase over our entire domestic product line.

In April 2007, we announced an increase of approximately 4% to 5% in the wholesale prices of our domestic confectionery line, effective immediately. The price increase applied to our standard bar, king-size bar, 6-pack and vending lines. These products represent approximately one-third of our U.S. confectionery portfolio.

Usually there is a time lag between the effective date of list price increases and the impact of the price increases on net sales. The impact of price increases is often delayed because we honor previous commitments to planned consumer and customer promotions and merchandising events subsequent to the effective date of the price increases. In addition, promotional allowances may be increased subsequent to the effective date, delaying or partially offsetting the impact of price increases on net sales.

Raw Materials

Cocoa products are the most significant raw materials we use to produce our chocolate products. Cocoa products, including cocoa liquor, cocoa butter and cocoa powder processed from cocoa beans, are used to meet manufacturing requirements. Cocoa products are purchased directly from third party suppliers. These third party suppliers source cocoa beans which are grown principally in Far Eastern, West African and South American equatorial regions. West Africa accounts for approximately 70% of the world s supply of cocoa beans.

Historically, there have been instances of adverse weather, crop disease, civil disruptions, and other problems in cocoa-producing countries that have caused price fluctuations, but have never resulted in total loss of a particular producing country s cocoa crop and/or exports. In the event that such a disruption would occur in any given country, we believe cocoa from other producing countries and from current physical cocoa stocks in consuming countries would provide a significant supply buffer.

During 2009, the average cocoa futures contract prices increased compared with 2008, and traded in a range between $1.10 and $1.52 per pound, based on the IntercontinentalExchange futures contract. Cocoa futures prices during 2009 traded at prices which were near 30-year highs. The significant increase in cocoa futures prices reflected the impact of a weakening U.S. dollar as compared with other currencies, and an increase in asset allocation into commodity-based investments by various hedge funds. The table below shows annual average cocoa prices, and the highest and lowest monthly averages for each of the calendar years indicated. The prices are the monthly averages of the quotations at noon of the three active futures trading contracts closest to maturity on the IntercontinentalExchange.

	Cocoa Futures Contract Prices (dollars per pound)				
	2009	**2008**	**2007**	**2006**	**2005**
Annual Average	**$ 1.28**	$ 1.19	$ .86	$ .70	$ .68
High	**1.52**	1.50	.95	.75	.79
Low	**1.10**	.86	.75	.67	.64

Source: International Cocoa Organization Quarterly Bulletin of Cocoa Statistics

Our costs will not necessarily reflect market price fluctuations because of our forward purchasing and hedging practices, premiums and discounts reflective of varying delivery times, and supply and demand for our specific varieties and grades of cocoa liquor, cocoa butter and cocoa powder. As a result, the average futures contract prices are not necessarily indicative of our average costs.

The Food, Conservation and Energy Act of 2008, which is a five-year farm bill, impacts the prices of sugar, corn, peanuts and dairy products because it sets price support levels for these commodities.

During 2009, dairy prices started the year near $.13 per pound and dropped to approximately $.10 per pound on a class II fluid milk basis. Prices were weak in the face of strong production of milk and dairy products, and sluggish demand worldwide. Our costs for certain dairy products may not necessarily reflect market price fluctuations because of our forward purchasing practices.

The price of sugar is subject to price supports under U.S. farm legislation. This legislation establishes import quotas and duties to support the price of sugar. As a result, sugar prices paid by users in the U.S. are currently substantially higher than prices on the world sugar market. In 2009, sugar supplies in the U.S. continued to be negatively impacted by the 2008 catastrophic explosion at a sugar cane refinery in Georgia and by high world market prices. As a result, refined sugar prices remained firm, trading in a range from $.38 to $.50 per pound. Our costs for sugar will not necessarily reflect market price fluctuations primarily because of our forward purchasing and hedging practices.

Peanut prices in the U.S. began the year around $.49 per pound and gradually decreased during the year to $.46 per pound due to the effects of last year s large crop. Almond prices began the year at $1.60 per pound and increased to $1.95 per pound during the year driven by record demand which increased 19% over last year.

We attempt to minimize the effect of future price fluctuations related to the purchase of major raw materials and certain energy requirements primarily through forward purchasing to cover our future requirements, generally for periods from 3 to 24 months. We enter into futures contracts to manage price risks for cocoa products, sugar, corn sweeteners, natural gas, fuel oil and certain dairy products. However, the dairy futures markets are not as developed as many of the other commodities futures markets and, therefore, generally it is not possible to hedge our costs for dairy products by entering into futures contracts to extend coverage for longer periods of time. Currently, active futures contracts are not available for use in pricing our other major raw material requirements. For more information on price risks associated with our major raw material requirements, see Commodities Price Risk Management and Futures Contracts on page 39.

Product Sourcing

We are the primary manufacturer of the products we sell. In addition, we contract with third party suppliers to source certain ingredients and finished goods. We enter into manufacturing contracts with third parties to improve our strategic competitive position and determine cost effective production and sourcing of our products.

Competition

Many of our brands enjoy wide consumer acceptance and are among the leading brands sold in the marketplace in North America. We sell our brands in a highly competitive market with many other multinational, national, regional and local firms. Some of our competitors are much larger firms that have greater resources and more substantial international operations.

Trademarks, Service Marks and License Agreements

We own various registered and unregistered trademarks and service marks, and have rights under licenses to use various trademarks that are of material importance to our business.

We have license agreements with several companies to manufacture and/or sell certain products. Our rights under these agreements are extendible on a long-term basis at our option. Our most significant licensing agreements are as follows:

Company	Type	Brand	Location	Requirements
Cadbury Ireland Limited	License to manufacture and/or sell and distribute confectionery products	*YORK* *PETER PAUL ALMOND JOY* *PETER PAUL MOUNDS*	Worldwide	None
Cadbury UK Limited		*CADBURY* *CARAMELLO*	United States	Minimum sales requirement exceeded in 2009
Société des Produits Nestlé SA	License to manufacture and distribute confectionery products	*KIT KAT* *ROLO*	United States	Minimum unit volume sales exceeded in 2009
Huhtamäki Oy affiliate	Certain trademark licenses for confectionery products	*GOOD & PLENTY* *HEATH* *JOLLY RANCHER* *MILK DUDS* *PAYDAY* *WHOPPERS*	Worldwide	None

We also grant trademark licenses to third parties to produce and sell pantry items, flavored milks and various other products primarily under the *HERSHEY S* and *REESE S* brand names.

Backlog of Orders

We manufacture primarily for stock and fill customer orders from finished goods inventories. While at any given time there may be some backlog of orders, this backlog is not material in respect to our total annual sales, nor are the changes, from time to time, significant.

Research and Development

We engage in a variety of research and development activities. We develop new products, improve the quality of existing products, improve and modernize production processes, and develop and implement new technologies to enhance the quality and value of both current and proposed product lines. Information concerning our research and development expense is contained in the Notes to the Consolidated Financial Statements, *Note 1, Summary of Significant Accounting Policies*.

Food Quality and Safety Regulation

The manufacture and sale of consumer food products is highly regulated. In the United States, our activities are subject to regulation by various government agencies, including the Food and Drug Administration, the Department of Agriculture, the Federal Trade Commission, the Department of Commerce and the Environmental Protection Agency, as well as various state and local agencies. Similar agencies also regulate our businesses outside of the United States.

Our Product Excellence Program provides us with an effective product quality and safety program. This program assures that all products we purchase, manufacture and distribute are safe, are of high quality and comply with all applicable laws and regulations.

Through our Product Excellence Program, we evaluate the supply chain including ingredients, packaging, processes, products, distribution and the environment to determine where product quality and safety controls are necessary. We identify risks and establish controls to assure product quality and safety. Various government agencies, third party firms and our quality assurance staff conduct audits of all facilities that manufacture our products to assure effectiveness and compliance with our program and all applicable laws and regulations.

Environmental Considerations

We made routine operating and capital expenditures during 2009 to comply with environmental laws and regulations. These expenditures were not material with respect to our results of operations, capital expenditures, earnings or competitive position.

Employees

As of December 31, 2009, we employed approximately 12,100 full-time and 1,600 part-time employees worldwide. Collective bargaining agreements covered approximately 5,000 employees for which agreements covering approximately 43% of these employees, primarily outside of the United States, will expire during 2010. We believe that our employee relations are good.

Financial Information by Geographic Area

Our principal operations and markets are located in the United States. The percentage of total consolidated net sales for our businesses outside of the United States was 14.3% for 2009, 14.4% for 2008 and 13.8% for 2007. The percentage of total consolidated assets outside of the United States as of December 31, 2009 was 17.5% and as of December 31, 2008 was 16.0%. Operating profit margins vary among individual products and product groups.

Corporate Social Responsibility

Our founder, Milton S. Hershey, established an enduring model of responsible citizenship while creating a successful business. Making a difference in our communities, driving sustainable business practices and operating with the highest integrity are vital parts of our heritage and shapes our future.

Milton Hershey School, established by Milton and Catherine Hershey, lies at the center of our unique heritage. Mr. Hershey donated and bequeathed almost his entire fortune to the Milton Hershey School, which remains our primary beneficiary and provides a world-class education and nurturing home to nearly 2,000 children in need annually.

During 2009, we participated in the commemoration of Milton Hershey School s 100th Anniversary through a series of educational and outreach events. The anniversary celebration received wide local and national media coverage, highlighting our brands and our heritage and providing unique promotional opportunities for our products. By building awareness, the outreach initiatives also help the school recruit students and staff.

We practice environmental stewardship by reducing waste and greenhouse gas emissions, by reducing our use of natural resources, by improving the environmental sustainability of our packaging and by supporting environmentally sound cocoa farming and environmental organizations.

During 2009, we participated for the first time in the Carbon Disclosure Project, which is an independent not-for-profit organization holding the largest database of primary corporate climate change information in the world. Through this submission, we assessed the impact of climate change on our business as well as our plans to address the impact of climate change on Hershey s operations around the world. Hershey achieved a score of 64 out of 100 placing us in the top tier of our peer group. We implemented an energy and water conservation audit program in 2009. We are a member of the Climate Registry and were recognized as a Climate Leader by this organization in 2009.

Our employees and retirees share their time and resources generously in their communities. Both directly and through the United Way, we contribute to hundreds of agencies that deliver much needed services and resources. In 2009 we introduced the Dollars for Doers program that encourages community service by making select company contributions to non-profits in recognition of employee volunteer efforts. Our focus on Kids and Kids at Risk is supported through the Children s Miracle Network, Family Health International and a children s burn center in Guadalajara, Mexico, to name a few of the organizations we support.

We are a leader in working to improve the lives of cocoa farming families through our active engagement and financial support for the World Cocoa Foundation, the International Cocoa Initiative, Farmer Field Schools, the Sustainable Tree Crops program and other key initiatives.

Available Information

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended. We file or furnish annual, quarterly and current reports, proxy statements and other information with the United States Securities and Exchange Commission (SEC). You may obtain a copy of any of these reports, free of charge, from the Investor Relations section of our website, *www.hersheys.com* shortly after we file or furnish the information to the SEC.

You may obtain a copy of any of these reports directly from the SEC. Contact the SEC via fax at 202-772-9295 or by submitting a written request to U.S. Securities and Exchange Commission, Office of Investor Education and Advocacy, 100 F Street N.E., Washington, D.C. 20549-0213. These documents are also available electronically from the SEC internet website at *www.sec.gov*. You can obtain additional information on how to request public documents from the SEC on their website. The phone number for information about the operation of the SEC Office of Investor Education and Advocacy is 202-551-8090.

We have a Code of Ethical Business Conduct that applies to our Board of Directors, all company officers and employees, including, without limitation, our Chief Executive Officer and senior financial officers (including the Chief Financial Officer, Chief Accounting Officer and persons performing similar functions). You can obtain a copy of our Code of Ethical Business Conduct from the Investor Relations section of our website, *www.hersheys.com*. If we change or waive any portion of the Code of Ethical Business Conduct that applies to any of our directors, executive officers or senior financial officers, we will post that information on our website within four business days. In the case of a waiver, such information will include the name of the person to whom the waiver applied, along with the date and type of waiver.

We also post our Corporate Governance Guidelines and charters for each of the Board s standing committees in the Investor Relations section of our website, *www.hersheys.com*. The Board of Directors adopted these Guidelines and charters.

We will provide to any stockholder a copy of one or more of the Exhibits listed in Part IV of this report, upon request. We charge a small copying fee for these exhibits to cover our costs. To request a copy of any of these documents, you can contact us at The Hershey Company, Attn: Investor Relations Department, 100 Crystal A Drive, Hershey, Pennsylvania 17033-0810.

Item 1A. ***RISK FACTORS***

We are subject to changing economic, competitive, regulatory and technological risks and uncertainties because of the nature of our operations. In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, we note the following factors that, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied in this report. Many of the forward-looking statements contained in this document may be identified by the use of words such as intend, believe, expect, anticipate, should, planned, projected, estimated and potential, among others. Among the factors that could cause our actual re differ materially from the results projected in our forward-looking statements are the risk factors described below.

Issues or concerns related to the quality and safety of our products, ingredients or packaging could cause a product recall and/or result in harm to the Company s reputation, negatively impacting our operating results.

In order to sell our iconic, branded products, we need to maintain a good reputation with our customers and consumers. Issues related to quality and safety of our products, ingredients or packaging, could jeopardize our Company s image and reputation. Negative publicity related to these types of concerns, or related to product contamination or product tampering, whether valid or not, might negatively impact demand for our products, or cause production and delivery disruptions. We may need to recall products if any of our products become unfit for consumption. In addition, we could potentially be subject to litigation or government actions, which could result in payments of fines or damages. Costs associated with these potential actions could negatively affect our operating results.

Increases in raw material and energy costs along with the availability of adequate supplies of raw materials could affect future financial results.

We use many different commodities for our business, including cocoa products, sugar, dairy products, peanuts, almonds, corn sweeteners, natural gas and fuel oil.

Commodities are subject to price volatility and changes in supply caused by numerous factors, including:

- Commodity market fluctuations;
- Currency exchange rates;
- Imbalances between supply and demand;
- The effect of weather on crop yield;
- Speculative influences;
- Trade agreements among producing and consuming nations;
- Supplier compliance with commitments;
- Political unrest in producing countries; and
- Changes in governmental agricultural programs and energy policies.

Although we use forward contracts and commodity futures and options contracts, where possible, to hedge commodity prices, commodity price increases ultimately result in corresponding increases in our raw material and energy costs. If we are unable to offset cost increases for major raw materials and energy, there could be a negative impact on our results of operations and financial condition.

Market demand for new and existing products could decline.

We operate in highly competitive markets and rely on continued demand for our products. To generate revenues and profits, we must sell products that appeal to our customers and to consumers. Continued success is dependent on effective retail execution, appropriate advertising campaigns and marketing programs, the ability to secure adequate shelf space at retail locations and product innovation, including maintaining a strong pipeline of new products. In addition, success depends on our response to consumer trends, consumer health concerns, including obesity and the consumption of certain ingredients, and changes in product category consumption and consumer demographics.

Our largest customer, McLane Company, Inc., accounted for approximately 27% of our total net sales in 2009 reflecting the continuing consolidation of our customer base. In this environment, there continue to be competitive product and pricing pressures, as well as challenges in maintaining profit margins. We must maintain mutually beneficial relationships with our key customers, including retailers and distributors, to compete effectively. McLane Company, Inc. is one of the largest wholesale distributors in the United States to convenience stores, drug stores, wholesale clubs and mass merchandisers, including Wal-Mart Stores, Inc.

Increased marketplace competition could hurt our business.

The global confectionery packaged goods industry is intensely competitive, as is the broader snack market. Some of our competitors are much larger firms that have greater resources and more substantial international operations. In order to protect our existing market share or capture increased market share in this highly competitive retail environment, we may be required to increase expenditures for promotions and advertising, and continue to introduce and establish new products. Due to inherent risks in the marketplace associated with advertising and new product introductions, including uncertainties about trade and consumer acceptance, increased expenditures may not prove successful in maintaining or enhancing our market share and could result in lower sales and profits. In addition, we may incur increased credit and other business risks because we operate in a highly competitive retail environment.

Price increases may not be sufficient to offset cost increases and maintain profitability or may result in sales volume declines associated with pricing elasticity.

We may be able to pass some or all raw material, energy and other input cost increases to customers by increasing the selling prices of our products or decreasing the size of our products; however, higher product prices or decreased product sizes may also result in a reduction in sales volume. If we are not able to increase our selling prices or reduce product sizes sufficiently to offset increased raw material, energy or other input costs, including packaging, direct labor, overhead and employee benefits, or if our sales volume decreases significantly, there could be a negative impact on our results of operations and financial condition.

Disruption to our supply chain could impair our ability to produce or deliver our finished products, resulting in a negative impact on our operating results.

Disruption to our manufacturing operations or our supply chain could result from, but are not limited to, the following:

- Natural disaster;
- Pandemic outbreak of disease;
- Weather;
- Fire or explosion;
- Terrorism;
- Strikes;
- Unavailability of raw or packaging materials; and

Operational and/or financial instability of key suppliers, and other vendors or service providers.

We take adequate precautions to mitigate the impact of possible disruptions, and have plans in place to manage such events if they were to occur. If we are unable, or if it is not financially feasible, to effectively mitigate the likelihood or potential impact of such disruptive events, our results of operations and financial condition could be negatively impacted.

Our financial results may be adversely impacted by the failure to successfully execute acquisitions, divestitures and joint ventures.

From time to time, we may evaluate potential acquisitions, divestitures or joint ventures that align with our strategic objectives. The success of such activity depends, in part, upon our ability to identify suitable buyers, sellers or business partners; perform effective assessments prior to contract execution; negotiate contract terms and, if applicable, obtain government approval. These activities may present certain financial, managerial and operational risks, including diversion of management s attention from existing core businesses; difficulties integrating or separating businesses from existing operations; and challenges presented by acquisitions or joint ventures which may not achieve sales levels and profitability that justify the investments made. If the acquisitions, divestitures or joint ventures are not successfully implemented or completed, there could be a negative impact on our results of operations, financial condition and cash flows.

Changes in governmental laws and regulations could increase our costs and liabilities or impact demand for our products.

Changes in laws and regulations and the manner in which they are interpreted or applied may alter our business environment. This could affect our results of operations or increase our liabilities. These negative impacts could result from changes in food and drug laws, laws related to advertising and marketing practices, accounting standards, taxation requirements, competition laws, employment laws and environmental laws, among others. It is possible that we could become subject to additional liabilities in the future resulting from changes in laws and regulations that could result in an adverse effect on our results of operations and financial condition.

Political, economic, and/or financial market conditions could negatively impact our financial results.

Our operations are impacted by consumer spending levels and impulse purchases which are affected by general macroeconomic conditions, consumer confidence, employment levels, availability of consumer credit and interest rates on that credit, consumer debt levels, energy costs and other factors. Volatility in food and energy costs, sustained global recessions, rising unemployment and declines in personal spending could adversely impact the Company s revenues, profitability and financial condition.

Changes in financial market conditions may make it difficult to access credit markets on commercially acceptable terms which may reduce liquidity or increase borrowing costs for our Company, our customers and our suppliers. A significant reduction in liquidity could increase counterparty risk associated with certain suppliers and service providers, resulting in disruption to our supply chain and/or higher costs, and could impact our customers, resulting in a reduction in our revenue, including a possible increase in bad debt expense.

International operations could fluctuate unexpectedly and adversely impact our business.

In 2009, we derived approximately 14.3% of our net sales from customers located outside of the United States. Some of our assets are also located outside of the United States. As part of our global growth strategy, we are increasing our investments outside of the United States, particularly in Mexico, India and China. As a result, we are subject to numerous risks and uncertainties relating to international sales and operations, including:

- Unforeseen global economic and environmental changes resulting in business interruption, supply constraints, inflation, deflation or decreased demand;

Difficulties and costs associated with compliance and enforcement of remedies under a wide variety of complex laws, treaties and regulations;

Different regulatory structures and unexpected changes in regulatory environments;

Political and economic instability, including the possibility of civil unrest;

Nationalization of our properties by foreign governments;

Tax rates that may exceed those in the United States and earnings that may be subject to withholding requirements and incremental taxes upon repatriation;

Potentially negative consequences from changes in tax laws;

The imposition of tariffs, quotas, trade barriers, other trade protection measures and import or export licensing requirements;

Increased costs, disruptions in shipping or reduced availability of freight transportation;

The impact of currency exchange rate fluctuations between the U.S. dollar and foreign currencies; and

Failure to gain sufficient profitable scale in certain international markets resulting in losses from impairment or sale of assets.

Disruptions, failures or security breaches of our information technology infrastructure could have a negative impact on our operations.

Information technology is an important part of our business operations. We use information technology to manage business processes, collect and interpret business data and communicate internally and externally with employees, suppliers, customers and others. We have backup systems and business continuity plans in place; however, a disruption or failure could have a negative impact on our operations or business reputation. Failure of our systems to function as intended could cause transaction errors, loss of customers and sales, and could have negative consequences to our Company, our employees, and those with whom we do business.

Future developments related to the investigation by government regulators of alleged pricing practices by members of the confectionery industry could impact our reputation, the regulatory environment under which we operate, and our operating results.

Government regulators are investigating alleged pricing practices by members of the confectionery industry in certain jurisdictions. We are cooperating fully with all relevant authorities. These allegations could have a negative impact on our Company s reputation. We also may be required to incur defense costs in litigation and/or be subject to fines or damages. In addition, our costs could increase if we became subject to new or additional government-mandated regulatory controls. These possible actions could negatively impact our future operating results.

Pension costs or funding requirements could increase at a higher than anticipated rate.

We sponsor a number of defined benefit pension plans. Changes in interest rates or in the market value of plan assets could affect the funded status of our pension plans. This could cause volatility in our benefits costs and increase future funding requirements for our pension plans. Additionally, we could incur pension settlement losses if a significant number of employees who have retired or have left the Company decide to withdraw substantial lump sums from their pension accounts. A significant increase in pension expense, in pension settlement losses or in future funding requirements could have a negative impact on our results of operations, financial condition and cash flows. For more information, refer to page 43.

Item 1B. ***UNRESOLVED STAFF COMMENTS***

None.

Item 2. ***PROPERTIES***

Our principal properties include the following:

Country	Location	Type		Status (Own/ Lease)
United States	Hershey, Pennsylvania	Manufacturing	confectionery products and pantry items	Own
	(3 principal plants)			
	Lancaster, Pennsylvania	Manufacturing	confectionery products	Own
	Robinson, Illinois	Manufacturing	confectionery and snack products, and pantry items	Own
	Stuarts Draft, Virginia	Manufacturing	confectionery products and pantry items	Own
	Edwardsville, Illinois	Distribution		Own
	Palmyra, Pennsylvania	Distribution		Own
	Ogden, Utah	Distribution		Own
Canada	Mississauga, Ontario	Distribution		Lease
Mexico	Monterrey, Mexico	Manufacturing	confectionery products	Own

In addition to the locations indicated above, we also own or lease several other properties and buildings worldwide which we use for manufacturing, sales, distribution and administrative functions. Our facilities are well maintained. These facilities generally have adequate capacity and can accommodate seasonal demands, changing product mixes and certain additional growth. The largest facilities are located in Hershey and Lancaster, Pennsylvania; Monterrey, Mexico; and Stuarts Draft, Virginia. Many additions and improvements have been made to these facilities over the years and they include equipment of the latest type and technology.

Item 3. ***LEGAL PROCEEDINGS***

In connection with its pricing practices, the Company is the subject of an antitrust investigation by the Canadian Competition Bureau. In addition, the U.S. Department of Justice notified the Company that it opened an inquiry but has not requested any information or documents. The European Commission had requested information, but subsequently informed the Company that it had closed its file. We also are party to approximately 91 related civil antitrust suits in the United States and 14 in Canada. Certain of these claims contain class action allegations, instituted on behalf of direct purchasers of our products as well as indirect purchasers that purchase our products for use or for resale. These suits allege conspiracies in restraint of trade in connection with the pricing practices of the Company. Several other chocolate and confectionery companies are the subject of investigations and/or inquiries by the government entities referenced above and have also been named as defendants in the same litigation. One Canadian wholesaler is also a subject of the Canadian investigation. While it is not feasible to predict the final outcome of these proceedings, in our opinion they should not have a material adverse effect on the financial position, liquidity or results of operations of the Company. The Company is cooperating with the government investigations and inquiries and intends to defend the lawsuits vigorously.

We have no other material pending legal proceedings, other than ordinary routine litigation incidental to our business.

Item 4. ***SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS***

Not applicable.

PART II

Item 5. ***MARKET FOR THE REGISTRANT S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES***

We paid $263.4 million in cash dividends on our Common Stock and Class B Common Stock (Class B Stock) in 2009 and $262.9 million in 2008. The annual dividend rate on our Common Stock in 2009 was $1.19 per share.

On February 1, 2010, our Board of Directors declared a quarterly dividend of $.32 per share of Common Stock payable on March 15, 2010, to stockholders of record as of February 25, 2010. It is the Company s 321st consecutive Common Stock dividend. A quarterly dividend of $.29 per share of Class B Stock also was declared.

Our Common Stock is listed and traded principally on the New York Stock Exchange (NYSE) under the ticker symbol HSY. Approximately 379.3 million shares of our Common Stock were traded during 2009. The Class B Stock is not publicly traded.

The closing price of our Common Stock on December 31, 2009 was $35.79. There were 39,967 stockholders of record of our Common Stock and our Class B Stock as of December 31, 2009.

The following table shows the dividends paid per share of Common Stock and Class B Stock and the price range of the Common Stock for each quarter of the past 2 years:

	Dividends Paid Per Share		Common Stock Price Range*	
	Common Stock	Class B Stock	High	Low
2009				
1st Quarter	**$ .2975**	**$ .2678**	**$ 38.23**	**$ 30.27**
2nd Quarter	**.2975**	**.2678**	**37.83**	**33.70**
3rd Quarter	**.2975**	**.2678**	**42.25**	**35.78**
4th Quarter	**.2975**	**.2678**	**41.62**	**35.05**
Total	**$ 1.1900**	**$ 1.0712**		

	Dividends Paid Per Share		Common Stock Price Range*	
	Common Stock	Class B Stock	High	Low
2008				
1st Quarter	$ .2975	$ .2678	$ 39.45	$ 33.54
2nd Quarter	.2975	.2678	40.75	32.47
3rd Quarter	.2975	.2678	44.32	32.31
4th Quarter	.2975	.2678	40.55	32.10
Total	$ 1.1900	$ 1.0712		

* NYSE-Composite Quotations for Common Stock by calendar quarter.

Unregistered Sales of Equity Securities and Use of Proceeds

None.

Issuer Purchases of Equity Securities

Purchases of equity securities during the fourth quarter of the fiscal year ended December 31, 2009:

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(1) (in thousands of dollars)
October 5 through November 1, 2009		$		$ 100,017
November 2 through November 29, 2009		$		$ 100,017
November 30 through December 31, 2009		$		$ 100,017
Total		$		

(1) In December 2006, our Board of Directors approved a $250 million share repurchase program.

Performance Graph

The following graph compares our cumulative total stockholder return (Common Stock price appreciation plus dividends, on a reinvested basis) over the last five fiscal years with the Standard & Poor s 500 Index and the Standard & Poor s Packaged Foods Index.

Comparison of Five Year Cumulative Total Return*

The Hershey Company, S&P 500 Index and

S&P Packaged Foods Index

* Hypothetical $100 invested on December 31, 2004 in Hershey Common Stock, S&P 500 Index and S&P Packaged Foods Index, assuming reinvestment of dividends.

Item 6. ***SELECTED FINANCIAL DATA***

SIX-YEAR CONSOLIDATED FINANCIAL SUMMARY

All dollar and share amounts in thousands except market price

and per share statistics

	5-Year Compound Growth Rate	2009	2008	2007	2006	2005	2004
Summary of Operations							
Net Sales	3.7%	$ **5,298,668**	5,132,768	4,946,716	4,944,230	4,819,827	4,416,389
Cost of Sales	4.0%	$ **3,245,531**	3,375,050	3,315,147	3,076,718	2,956,682	2,672,716
Selling, Marketing and Administrative	6.9%	$ **1,208,672**	1,073,019	895,874	860,378	912,986	867,104
Business Realignment and Impairment Charges, Net		$ **82,875**	94,801	276,868	14,576	96,537	
Interest Expense, Net	6.3%	$ **90,459**	97,876	118,585	116,056	87,985	66,533
Provision for Income Taxes	0.0%	$ **235,137**	180,617	126,088	317,441	277,090	235,399
Net Income	(5.4)%	$ **435,994**	311,405	214,154	559,061	488,547	574,637
Net Income Per Share:							
Basic Class B Stock	(3.5)%	$ **1.77**	1.27	.87	2.19	1.85	2.11
Diluted Class B Stock	(3.3)%	$ **1.77**	1.27	.87	2.17	1.84	2.09
Basic Common Stock	(3.1)%	$ **1.97**	1.41	.96	2.44	2.05	2.31
Diluted Common Stock	(3.2)%	$ **1.90**	1.36	.93	2.34	1.97	2.24
Weighted-Average Shares Outstanding:							
Basic Common Stock		**167,136**	166,709	168,050	174,722	183,747	193,037
Basic Class B Stock		**60,709**	60,777	60,813	60,817	60,821	60,844
Diluted		**228,995**	228,697	231,449	239,071	248,292	256,934
Dividends Paid on Common Stock	4.4%	$ **198,371**	197,839	190,199	178,873	170,147	159,658
Per Share	7.3%	$ **1.19**	1.19	1.135	1.03	.93	.835
Dividends Paid on Class B Stock	7.1%	$ **65,032**	65,110	62,064	56,256	51,088	46,089
Per Share	7.2%	$ **1.0712**	1.0712	1.0206	.925	.84	.7576
Net Income as a Percent of Net Sales, GAAP Basis		**8.2%**	6.1%	4.3%	11.3%	10.1%	13.0%
Non-GAAP Adjusted Income as a Percent of Net Sales(a)		**9.4%**	8.4%	9.7%	11.5%	11.7%	11.6%
Depreciation	(1.6)%	$ **157,996**	227,183	292,658	181,038	200,132	171,229
Advertising	11.8%	$ **241,184**	161,133	127,896	108,327	125,023	137,931
Payroll	0.0%	$ **613,568**	645,456	645,083	645,480	647,825	614,037
Year-end Position and Statistics							
Capital Additions	(7.0)%	$ **126,324**	262,643	189,698	183,496	181,069	181,728
Capitalized Software Additions	6.2%	$ **19,146**	20,336	14,194	15,016	13,236	14,158
Total Assets	(0.6)%	$ **3,675,031**	3,634,719	4,247,113	4,157,565	4,262,699	3,794,750
Short-term Debt and Current Portion of Long-term Debt	(42.4)%	$ **39,313**	501,504	856,392	843,998	819,115	622,320
Long-term Portion of Debt	16.8%	$ **1,502,730**	1,505,954	1,279,965	1,248,128	942,755	690,602
Stockholders Equity	(7.7)%	$ **760,339**	349,944	623,520	683,423	1,016,380	1,137,103
Full-time Employees		**12,100**	12,800	12,400	12,800	13,750	13,700
Stockholders Data							
Outstanding Shares of Common Stock and Class B Stock at Year-end		**227,998**	227,035	227,050	230,264	240,524	246,588
Market Price of Common Stock at Year-end	(8.4)%	$ **35.79**	34.74	39.40	49.80	55.25	55.54
Range During Year		$ **42.25 30.27**	44.32 32.10	56.75 38.21	57.65 48.20	67.37 52.49	56.75 37.28

(a) Non-GAAP Adjusted Income as a Percent of Net Sales is calculated by dividing adjusted non-GAAP Income by Net Sales. A reconciliation of Net Income presented in accordance with U.S. generally accepted accounting principles (GAAP) to adjusted non-GAAP Income is provided on pages 19 and 20, along with the reasons why we believe that the use of adjusted non-GAAP financial measures provides useful information to investors.

Item 7. ***MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***

EXECUTIVE OVERVIEW

Our results for the year ended December 31, 2009 demonstrated excellent progress in a difficult economic environment. We exceeded net sales targets, while implementing price increases and operational efficiency improvements necessary to offset significant increases in input and employee benefits costs. We have essentially completed the global supply chain transformation program and have achieved our objectives. We increased advertising investment in our core brands in North America and in certain of our key international markets, while also achieving strong growth in adjusted earnings per share-diluted. We generated strong cash flow from operations and our financial position remains solid.

Net sales increased 3.2%, which was within our long-term growth target. The increase was driven by price realization, as sales volumes declined at less than expected rates due to pricing elasticity. Earnings per share growth exceeded our long-term objective and our North American market share increased during the year.

Our financial results and marketplace performance for the year indicate that our consumer-driven approach to core brand investment along with necessary pricing actions enable us to continue to meet our long-term financial goals. Our efforts will remain focused toward implementing our major strategic initiatives to deliver sustainable long-term growth in the evolving marketplace.

Adjusted Non-GAAP Financial Measures

Our Management s Discussion and Analysis of Financial Condition and Results of Operations section includes certain measures of financial performance that are not defined by U.S. generally accepted accounting principles (GAAP). For each of these non-GAAP financial measures, we are providing below (1) the most directly comparable GAAP measure; (2) a reconciliation of the differences between the non-GAAP measure and the most directly comparable GAAP measure; (3) an explanation of why our management believes these non-GAAP measures provide useful information to investors; and (4) additional purposes for which we use these non-GAAP measures.

We believe that the disclosure of these non-GAAP measures provides investors with a better comparison of our year-to-year operating results. We exclude the effects of certain items from Income before Interest and Income Taxes (EBIT), Net Income and Income per Share-Diluted-Common Stock (EPS) when we evaluate key measures of our performance internally, and in assessing the impact of known trends and uncertainties on our business. We also believe that excluding the effects of these items provides a more balanced view of the underlying dynamics of our business.

Adjusted non-GAAP financial measures exclude the impacts of charges or credits in 2009, 2008, 2007, 2006 and 2005 associated with our business realignment initiatives and a reduction of the income tax provision in 2004 resulting from adjustments to income tax contingency reserves.

For the years ended December 31,	2009			2008		
In millions of dollars except per share amounts	EBIT	Net Income	EPS	EBIT	Net Income	EPS
Results in accordance with GAAP	**$ 761.6**	**$ 436.0**	**$ 1.90**	$ 589.9	$ 311.4	$ 1.36
Adjustments:						
Business realignment charges included in cost of sales	**10.1**	**6.3**	**.03**	77.8	53.4	.23
Business realignment charges included in selling, marketing and administrative (SM&A)	**6.1**	**3.8**	**.02**	8.1	4.9	.02
Business realignment and impairment charges, net	**82.9**	**50.7**	**.22**	94.8	60.8	.27
Adjusted non-GAAP results	**$ 860.7**	**$ 496.8**	**$ 2.17**	$ 770.6	$ 430.5	$ 1.88

For the years ended December 31,	2007			2006		
In millions of dollars except per share amounts	EBIT	Net Income	EPS	EBIT	Net Income	EPS
Results in accordance with GAAP	$ 458.8	$ 214.2	$ .93	$ 992.6	$ 559.1	$ 2.34
Adjustments:						
Business realignment charges (credits) included in cost of sales	123.1	80.9	.35	(3.2)	(2.0)	(.01)
Business realignment charges included in SM&A	12.6	7.8	.03	.3	.2	
Business realignment and impairment charges, net	276.9	178.9	.77	14.5	9.3	.04
Adjusted non-GAAP results	$ 871.4	$ 481.8	$ 2.08	$ 1,004.2	$ 566.6	$ 2.37

For the years ended December 31,	2005			2004		
In millions of dollars except per share amounts	EBIT	Net Income	EPS	EBIT	Net Income	EPS
Results in accordance with GAAP	$ 853.6	$ 488.5	$ 1.97	$ 876.6	$ 574.6	$ 2.24
Adjustments:						
Business realignment charges included in cost of sales	22.5	13.4	.05			
Business realignment and impairment charges, net	96.5	60.7	.25			
Tax provision adjustment					(61.1)	(.24)
Adjusted non-GAAP results	$ 972.6	$ 562.6	$ 2.27	$ 876.6	$ 513.5	$ 2.00

	Adjusted Non-GAAP Results		
Key Annual Performance Measures	2009	2008	2007
Increase in Net Sales	**3.2%**	3.8%	0.1%
Increase (decrease) in adjusted EBIT	**11.7%**	(11.6)%	(13.2)%
Improvement (decline) in adjusted EBIT Margin in basis points (bps)	**120bps**	(260)bps	(270)bps
Increase (decrease) in adjusted EPS	**15.4%**	(9.6)%	(12.2)%

SUMMARY OF OPERATING RESULTS

Analysis of Selected Items from Our Income Statement

For the years ended December 31, In millions of dollars except per share amounts	2009	2008	2007	Percent Change Increase (Decrease) 2009-2008	2008-2007
Net Sales	**$ 5,298.7**	$ 5,132.8	$ 4,946.7	3.2%	3.8%
Cost of Sales	**3,245.5**	3,375.1	3,315.1	(3.8)	1.8
Gross Profit	**2,053.2**	1,757.7	1,631.6	16.8	7.7
Gross Margin	***38.7%***	*34.2%*	*33.0%*		
SM&A Expense	**1,208.7**	1,073.0	895.9	12.6	19.8
SM&A Expense as a percent of sales	***22.8%***	*20.9%*	*18.1%*		
Business Realignment and Impairment Charges, Net	**82.9**	94.8	276.9	(12.6)	(65.8)
EBIT	**761.6**	589.9	458.8	29.1	28.6
EBIT Margin	***14.4%***	*11.5%*	*9.3%*		
Interest Expense, Net	**90.5**	97.9	118.6	(7.6)	(17.5)
Provision for Income Taxes	**235.1**	180.6	126.0	30.2	43.2
Effective Income Tax Rate	***35.0%***	*36.7%*	*37.1%*		
Net Income	**$ 436.0**	$ 311.4	$ 214.2	40.0	45.4
Net Income Per Share Diluted	**$ 1.90**	$ 1.36	$ .93	39.7	46.2

Net Sales

2009 compared with 2008

The increase in net sales was primarily attributable to favorable price realization from list price increases and a reduction in promotional allowances, offset by sales volume decreases, primarily in the United States. Sales volume decreases were associated with pricing elasticity and the rationalization of certain products and businesses. Sales growth was primarily contributed by core brands, particularly *Hershey s*, *Reese s*, *Twizzlers* and *Kit Kat*, which benefited from our consumer-driven strategy, including advertising and in-store selling, merchandising and programming. Sales increases in local currency for our international businesses, particularly in Mexico, Canada, and Brazil, were more than offset by the unfavorable impact of foreign currency exchange rates which reduced total net sales by approximately 1.0%. The acquisition of Van Houten Singapore increased 2009 net sales by $12.0 million, or 0.2%.

2008 compared with 2007

The increase in net sales was attributable to favorable price realization from list price increases, substantially offset by sales volume decreases primarily in the United States. Increased sales in the United States were primarily attributable to our core brands, particularly *Hershey s* and *Reese s,* and incremental sales of new products, primarily *Hershey s Bliss*. Sales volume increases from our international businesses, particularly in India, China and the Philippines, also contributed to the sales increase, although were offset somewhat by the impact of unfavorable foreign currency exchange rates. Net sales for our Godrej Hershey Ltd. business increased $37.2 million, or 0.8%, in 2008 reflecting incremental sales for the full-year compared with results for 2007 which included only the seven months subsequent to the acquisition of the business.

Key U.S. Marketplace Metrics

For the 52 weeks ended December 31,	2009	2008	2007
Consumer Takeaway Increase	**7.2%**	3.3%	1.3%
Market Share Increase (Decrease)	**0.1**	(0.2)	(1.3)

Consumer takeaway is provided for channels of distribution accounting for approximately 80% of our U.S. confectionery retail business. These channels of distribution include food, drug, mass merchandisers, including Wal-Mart Stores, Inc., and convenience stores. The change in market share is provided for channels measured by syndicated data which include sales in the food, drug, convenience store and mass merchandiser classes of trade, excluding sales of Wal-Mart Stores, Inc.

Cost of Sales and Gross Margin

2009 compared with 2008

The cost of sales decrease in 2009 compared with 2008 was primarily due to sales volume decreases, favorable supply chain productivity and lower product obsolescence costs, offset substantially by higher input costs, particularly for raw materials and pension expense. During 2009, a reduction in inventories related to working capital initiatives resulted in a liquidation of applicable last-in, first-out (LIFO) inventory quantities carried at lower costs in prior years. This LIFO liquidation resulted in a $12.7 million cost of sales decrease. Lower business realignment charges included in cost of sales in 2009 compared with 2008 also contributed to the cost of sales decrease. Business realignment charges of $10.1 million were included in cost of sales in 2009 compared with $77.8 million in the prior year.

The gross margin improvement resulted primarily from favorable price realization and supply chain productivity improvements, offset partially by increased input costs and pension expense. Approximately 1.4 percentage points of the gross margin increase was attributable to the impact of lower business realignment charges recorded in 2009 compared with 2008.

2008 compared with 2007

The cost of sales increase compared with 2007 was primarily associated with higher input and energy costs, and the full-year cost of sales for Godrej Hershey Ltd. which in 2007 included cost of sales for only the seven months subsequent to the acquisition of the business. These cost increases were offset partially by favorable supply chain productivity. Lower business realignment charges included in cost of sales in 2008 compared with 2007 also partially offset the cost of sales increases. Business realignment charges of $77.8 million were included in cost of sales in 2008, compared with $123.1 million in the prior year.

Gross margin increased primarily as a result of lower business realignment charges recorded in 2008 compared with 2007, with approximately three-quarters of the increase attributable to lower business realignment charges in 2008. Favorable price realization and improved supply chain productivity also contributed to the increase, but were offset substantially by higher input and energy costs.

Selling, Marketing and Administrative

2009 compared with 2008

Selling, marketing and administrative expenses increased primarily due to higher advertising expense, and increases in administrative and selling costs, principally associated with higher pension and incentive compensation expenses. An increase in advertising expense of approximately 50% was slightly offset by lower consumer promotions. Costs associated with the evaluation of potential acquisitions and divestitures increased selling, marketing and administrative expenses by approximately $11.0 million in 2009 compared with 2008. Expenses of $6.1 million related to our 2007 business realignment initiatives were included in selling, marketing and administrative expenses in 2009 compared with $8.1 million in 2008.

2008 compared with 2007

Selling, marketing and administrative expenses increased primarily as a result of higher costs associated with employee-related expenses, including higher incentive compensation expense, increased levels of retail coverage primarily in the United States and expansion of our international businesses. Higher advertising, marketing research and merchandising expenses also contributed to the increase. Business realignment charges of $8.1 million were included in selling, marketing and administrative expenses in 2008 compared with $12.6 million in 2007.

Business Realignment Initiatives and Impairment Charges

In February 2007, we announced a comprehensive, three-year supply chain transformation program (the global supply chain transformation program or GSCT) and, in December 2007, we initiated a business realignment program associated with our business in Brazil (together, the 2007 business realignment initiatives). In December 2008, we approved a modest expansion in the scope of the global supply chain transformation program to include the closure of two subscale manufacturing facilities of Artisan Confections Company, a wholly-owned subsidiary, and consolidation of the associated production into existing U.S. facilities, along with rationalization of other select portfolio items. The affected facilities were located in Berkeley and San Francisco, California. Additional business realignment charges related to the expansion in scope were recorded in 2009 and included severance for approximately 150 employees.

The original estimated pre-tax cost of the program announced in February 2007 was from $525 million to $575 million over three years. The total included from $475 million to $525 million in business realignment costs and approximately $50 million in project implementation costs. The increase in scope approved in December 2008 increased the total expected cost by about $25 million. In addition, employee lump sum withdrawals from our defined benefit pension plans resulted in total non-cash pension settlement losses of $85.0 million which consisted of $60.4 million in 2009, $12.5 million in 2008 and $12.1 million in 2007.

Total pre-tax charges and non-recurring project implementation costs were $629.1 million for the GSCT. Excluding the higher than planned non-cash pension settlement losses, the GSCT total project costs were within the projected ranges. The GSCT was essentially complete as of December 31, 2009. Total costs of $99.1 million were recorded during 2009, costs of $130.0 million were recorded in 2008 and costs of $400.0 million were recorded in 2007 for this program. The current trends of employee lump sum withdrawals from the defined benefit pension plans could result in additional non-cash pension settlement losses of $12 million to $18 million in 2010. In addition, the manufacturing facilities in Naugatuck, Connecticut; Reading, Pennsylvania and Smiths Falls, Ontario have been closed and are being held for sale. Actual proceeds from the sale of these facilities could differ from expected proceeds which could cause additional charges or credits in 2010.

In an effort to improve the performance of our business in Brazil, in January 2008 Hershey do Brasil entered into a cooperative agreement with Pandurata Alimentos LTDA (Bauducco), a leading manufacturer of baked goods in Brazil whose primary brand is Bauducco. Business realignment and impairment charges of $4.9 million were recorded in 2008 and $12.6 million were recorded in 2007.

Charges (credits) associated with business realignment initiatives and impairment recorded during 2009, 2008 and 2007 were as follows:

For the years ended December 31, **In thousands of dollars**	**2009**	**2008**	**2007**
Cost of sales			
2007 business realignment initiatives:			
Global supply chain transformation program	**$ 10,136**	$ 77,767	$ 123,090
Selling, marketing and administrative			
2007 business realignment initiatives:			
Global supply chain transformation program	**6,120**	8,102	12,623
Business realignment and impairment charges, net			
2007 business realignment initiatives:			
Global supply chain transformation program:			
Net (gain on sale)/impairment of fixed assets	**(3,418)**	(4,882)	47,938
Plant closure expense	**22,157**	23,415	13,506
Employee separation costs	**2,474**	11,469	176,463
Pension settlement loss	**60,431**	12,501	12,075
Contract termination costs	**1,231**	1,637	14,316
Brazilian business realignment:			
Goodwill impairment			12,260
Employee separation costs		1,581	310
Fixed asset impairment charges		754	
Contract termination and other exit costs		2,587	
2008 impairment of trademarks		45,739	
Total business realignment and impairment charges, net	**82,875**	94,801	276,868
Total net charges associated with business realignment initiatives and impairment	**$ 99,131**	$ 180,670	$ 412,581

Global Supply Chain Transformation Program

The charge of $10.1 million recorded in cost of sales during 2009 related primarily to the start-up costs associated with the global supply chain transformation program and the accelerated depreciation of fixed assets over the estimated remaining useful life. The $6.1 million recorded in selling, marketing and administrative expenses related primarily to project administration for the global supply chain transformation program. The $3.4 million net gain on sale of fixed assets related primarily to higher proceeds from the sale of equipment. The $22.2 million of plant closure expenses for 2009 related primarily to the preparation of plants for sale and equipment removal costs. In determining the costs related to fixed asset impairments, fair value was estimated based on the expected sales proceeds. Certain real estate with a carrying value of $11.7 million was being held for sale as of December 31, 2009. The global supply chain transformation program had identified six manufacturing facilities which would be closed. As of December 31, 2009, manufacturing facilities located in Dartmouth, Nova Scotia; Oakdale, California; and Montreal, Quebec have been closed and sold. The facilities located in Naugatuck, Connecticut; Reading, Pennsylvania; and Smiths Falls, Ontario have been closed and are being held for sale. The global supply chain transformation program employee separation costs were primarily related to involuntary terminations at the manufacturing facilities of Artisan Confections Company which have been closed. The higher pension settlement loss in 2009 compared to 2008 resulted from an increase in actuarial losses associated with the significant decline in the fair value of pension assets in 2008, along with the increased level of lump sum withdrawals from a defined benefit pension plan related to employee departures associated with the global supply chain transformation program.

The 2008 charge of $77.8 million recorded in cost of sales for the global supply chain transformation program related primarily to the accelerated depreciation of fixed assets over a reduced estimated remaining useful life and start-up costs associated with the global supply chain transformation program. The $8.1 million recorded in selling, marketing and administrative expenses related primarily to project administration for the global supply chain transformation program. In determining the costs related to fixed asset impairments, fair value was estimated based on the expected sales proceeds. The $4.9 million of gains on sale of fixed assets resulted from the receipt of proceeds in excess of the carrying value primarily from the sale of a warehousing and distribution facility. The $23.4 million of plant closure expenses for 2008 related primarily to the preparation of plants for sale and production line removal costs. Certain real estate with a carrying value of $15.8 million was being held for sale as of December 31, 2008. The global supply chain transformation program employee separation costs were related to involuntary terminations at the North American manufacturing facilities which were being closed.

The 2007 charge of $123.1 million recorded in cost of sales for the global supply chain transformation program related primarily to the accelerated depreciation of fixed assets over a reduced estimated remaining useful life and costs related to inventory reductions. The $12.6 million recorded in selling, marketing and administrative expenses related primarily to project management and administration. In determining the costs related to fixed asset impairments, fair value was estimated based on the expected sales proceeds. Certain real estate with a carrying value of $40.2 million was being held for sale as of December 31, 2007. Employee separation costs included $79.0 million primarily for involuntary terminations at the 6 North American manufacturing facilities which were being closed. The employee separation costs also included $97.5 million for charges relating to pension and other post-retirement benefits curtailments and special termination benefits.

Brazilian Business Realignment

The 2008 Brazilian business realignment charges and the 2007 employee separation costs were related to involuntary terminations and costs associated with office consolidation related to the cooperative agreement with Bauducco. During the fourth quarter of 2007, we completed our annual impairment evaluation of goodwill and other intangible assets. As a result of reduced expectations for future cash flows resulting primarily from lower expected profitability, we determined that the carrying amount of our wholly-owned subsidiary, Hershey do Brasil, exceeded its fair value and recorded a non-cash impairment charge of $12.3 million in December 2007. There was no tax benefit associated with this charge.

2008 Impairment of Trademarks

As a result of our annual impairment tests of intangible assets with useful lives determined to be indefinite, we recorded total impairment charges of $45.7 million in December 2008. We determined that the carrying amounts of certain trademarks, primarily the *Mauna Loa* brand, exceeded their estimated fair value due to reduced expectations for future sales and cash flows compared with the valuations at the acquisition dates. For more information, refer to pages 46 and 47.

Liabilities Associated with Business Realignment Initiatives

The liability balance as of December 31, 2009 relating to the 2007 business realignment initiatives was $9.2 million, primarily for employee separation and plant closure costs to be paid in 2010. The liability balance as of December 31, 2009 was increased by $0.1 million as a result of foreign currency translation adjustments. The liability balance as of December 31, 2008 was $31.0 million, primarily related to employee separation costs. Charges for plant closure and employee separation costs of $6.6 million were recorded in 2009. We made payments of $28.5 million in 2009 and $46.9 million in 2008 against the liabilities recorded for the 2007 business realignment initiatives, principally related to employee separation and project administration.

Income Before Interest and Income Taxes and EBIT Margin

2009 compared with 2008

EBIT increased in 2009 compared with 2008 principally as a result of higher gross profit and reduced business realignment charges, partially offset by increased selling, marketing and administrative expenses. Net pre-tax business realignment charges of $99.1 million were recorded in 2009 compared with $180.7 million recorded in 2008, a decrease of $81.6 million.

EBIT margin increased from 11.5% for 2008 to 14.4% for 2009. The increase in EBIT margin was the result of the higher gross margin, partially offset by higher selling, marketing and administrative expense as a percentage of sales. Net business realignment and impairment charges reduced EBIT margin by 1.8 percentage points in 2009 and by 3.5 percentage points in 2008, resulting in an improvement in EBIT margin of 1.7 percentage points from 2008 to 2009.

2008 compared with 2007

EBIT increased in 2008 compared with 2007 as a result of lower net business realignment charges. Net pre-tax business realignment charges of $180.7 million were recorded in 2008 compared with $412.6 million in 2007. The increase in EBIT resulting from lower business realignment charges and an increase in gross profit was substantially offset by higher selling, marketing and administrative expenses.

EBIT margin increased from 9.3% in 2007 to 11.5% in 2008. Net business realignment and impairment charges reduced EBIT margin by 3.5 percentage points in 2008 and 8.3 percentage points in 2007, resulting in an improvement in EBIT margin of 4.8 percentage points from 2007 to 2008. This impact was substantially offset by higher selling, marketing and administrative expense as a percentage of sales.

Interest Expense, Net

2009 compared with 2008

Net interest expense was lower in 2009 than the comparable period of 2008 primarily due to lower interest rates and lower average debt balances.

2008 compared with 2007

Net interest expense was lower in 2008 than in 2007 primarily due to lower interest rates and reduced borrowings as compared with the prior year.

Income Taxes and Effective Tax Rate

2009 compared with 2008

Our effective income tax rate was 35.0% for 2009 and was decreased by 0.5 percentage points as a result of the effective tax rate associated with business realignment charges recorded during the year. Our effective income tax rate was also lower in 2009 due to changes in the mix of income among various tax jurisdictions as compared with 2008.

2008 compared with 2007

Our effective income tax rate was 36.7% in 2008, and was increased by 0.7 percentage points as a result of the effective tax rate associated with business realignment charges recorded during the year.

Net Income and Net Income Per Share

2009 compared with 2008

Net income in 2009 was reduced by $60.8 million, or $0.27 per share-diluted, and was reduced by $119.1 million, or $0.52 per share-diluted, in 2008 as a result of net charges associated with our business realignment initiatives. After considering the impact of business realignment and impairment charges in each period, earnings per share-diluted in 2009 increased $0.29, or 15.4%, as compared with 2008.

2008 compared with 2007

As a result of net charges associated with our business realignment initiatives, net income in 2008 was reduced by $119.1 million or $0.52 per share-diluted. After considering the impact of business realignment and impairment charges in each period, earnings per share-diluted in 2008 decreased $0.20 as compared with 2007.

FINANCIAL CONDITION

Our financial condition remained strong during 2009. Solid cash flow from operations and our liquidity, leverage and capital structure contributed to our continued investment grade credit rating by recognized rating agencies.

Acquisitions and Divestitures

In March 2009, we completed the acquisition of the Van Houten Singapore consumer business. The acquisition from Barry Callebaut, AG provides us with an exclusive license of the Van Houten brand name and related trademarks in Asia and the Middle East for the retail and duty free distribution channels. The purchase price for the acquisition of Van Houten Singapore and the licensing agreement was approximately $15.2 million. Total liabilities assumed were $3.6 million.

In January 2008, our Brazilian subsidiary, Hershey do Brasil, entered into a cooperative agreement with Bauducco. In the fourth quarter of 2007, we recorded a goodwill impairment charge and approved a business realignment program associated with initiatives to improve distribution and enhance performance of our business in Brazil. In the first quarter of 2008, we received approximately $2.0 million in cash and recorded an other intangible asset of $13.7 million associated with the cooperative agreement with Bauducco in exchange for our conveying to Bauducco a 49% interest in Hershey do Brasil. We maintain a 51% controlling interest in Hershey do Brasil.

In May 2007, we entered into an agreement with Godrej Beverages and Foods, Ltd., one of India s largest consumer goods, confectionery and food companies, to manufacture and distribute confectionery products, snacks and beverages across India. Under the agreement, we invested $61.5 million during 2007 and own a 51% controlling interest in Godrej Hershey Ltd. Total liabilities assumed were $51.6 million. Effective in May 2007, this business acquisition was included in our consolidated results, including the related noncontrolling interest.

Also in May 2007, we entered into a manufacturing agreement in China with Lotte Confectionery Co., LTD. to produce Hershey products and certain Lotte products for the markets in Asia, particularly in China. We invested $39.0 million in 2007 and own a 44% interest. We are accounting for this investment using the equity method.

We included results subsequent to the dates of acquisition in the consolidated financial statements. Had the results of the acquisitions been included in the consolidated financial statements for each of the periods presented, the effect would not have been material.

Assets

A summary of our assets is as follows:

December 31, **In thousands of dollars**	**2009**	**2008**
Current assets	**$ 1,385,434**	$ 1,344,945
Property, plant and equipment, net	**1,404,767**	1,458,949
Goodwill and other intangibles	**697,100**	665,449
Deferred income taxes	**4,353**	13,815
Other assets	**183,377**	151,561
Total assets	**$ 3,675,031**	$ 3,634,719

The change in current assets from 2008 to 2009 was primarily due to the following:

- Higher cash and cash equivalents in 2009 due to improved cash flows from operations, which significantly reduced the need for short-term borrowings;

A decrease in accounts receivable primarily resulting from the timing of sales and cash collections in December 2009 as compared with December 2008, along with a decrease in extended dated receivables associated with sales of seasonal items and new products;

A decrease in inventories primarily related to initiatives to improve sales forecasting and inventory planning;

A decrease in deferred income taxes primarily related to the effect of hedging transactions; and

A decrease in prepaid expenses and other current assets primarily reflecting the timing of income tax payments for various tax jurisdictions and the effect of certain hedging transactions.

Property, plant and equipment was lower in 2009 as depreciation expense of $158.0 million and asset retirements more than offset capital additions of $126.3 million. Accelerated depreciation of fixed assets at facilities which were being closed as well as certain asset retirements resulted primarily from the global supply chain transformation program.

Goodwill and other intangibles increased primarily as a result of the Van Houten Singapore acquisition and the effect of currency translation adjustments.

Other assets increased primarily due to the change in the funded status of our pension plans as well as the effect of certain hedging transactions.

Liabilities

A summary of our liabilities is as follows:

December 31, **In thousands of dollars**	**2009**	**2008**
Current liabilities	**$ 910,628**	$ 1,270,212
Long-term debt	**1,502,730**	1,505,954
Other long-term liabilities	**501,334**	504,963
Deferred income taxes		3,646
Total liabilities	**$ 2,914,692**	$ 3,284,775

Changes in current liabilities from 2008 to 2009 were primarily the result of the following:

Higher accounts payable reflecting the timing of inventory deliveries to support manufacturing requirements and higher costs of goods and services;

Higher accrued liabilities primarily associated with advertising and promotions, certain hedging transactions, as well as higher expected incentive compensation payments in 2010, partially offset by payments of liabilities associated with the 2007 business realignment initiatives; and

A decrease in short-term debt of $459.1 million reflecting repayments of commercial paper borrowings facilitated by strong cash flow during 2009.

Capital Structure

We have two classes of stock outstanding, Common Stock and Class B Stock. Holders of the Common Stock and the Class B Stock generally vote together without regard to class on matters submitted to stockholders, including the election of directors. Holders of the Common Stock have one vote per share. Holders of the Class B Stock have 10 votes per share. Holders of the Common Stock, voting separately as a class, are entitled to elect one-sixth of our Board of Directors. With respect to dividend rights, holders of the Common Stock are entitled to cash dividends 10% higher than those declared and paid on the Class B Stock.

Hershey Trust Company, as trustee for the benefit of Milton Hershey School (the Milton Hershey School Trust or the Trust) maintains voting control over The Hershey Company. Historically, the Milton Hershey School Trust had not taken an active role in setting our policy, nor had it exercised influence with regard to the ongoing business decisions of our Board of Directors or management. However, in October 2007, the Chairman of the Board of the Milton Hershey School Trust issued a statement indicating that the Trust continues to be guided by two key principles: first, that, in its role as controlling stockholder of the Company, it intends to retain its controlling interest in The Hershey Company and, second, that the long-term prosperity of the Company requires the Board of Directors of the Company and its management to build on its strong U.S. position by aggressively pursuing strategies for domestic and international growth. He further stated that the Milton Hershey School Trust had communicated to the Company s Board that the Trust was not satisfied with the Company s results and that, as a result, the Trust was actively engaged in an ongoing process, the goal of which has been to ensure vigorous Company Board focus on resolving the Company s current business challenges and on implementing new growth strategies. In that release, the Trust board chairman reiterated the Trust s longstanding position that the Company Board, and not the Trust board, is solely responsible and accountable for the Company s management and performance.

Arnold G. Langbo and Charles B. Strauss resigned from the Board of Directors of the Company effective August 10, 2009, following a decision by the Board of Directors to establish a Finance and Risk Management Committee that also delegated to such committee responsibilities with respect to reviewing and monitoring the Company s annual plan and certain strategic matters including but not limited to acquisitions and dispositions. Messrs. Langbo and Strauss decided to resign from the Board of Directors based on their views, expressed before the committee was established, that retaining responsibility for these matters with the Board of Directors as a whole was a better corporate governance structure for the Company.

On November 11, 2007 we announced that all of the members of our Board of Directors had resigned except for Richard H. Lenny, who was at that time our Chairman of the Board and Chief Executive Officer, David J. West, who was at that time President of the Company and currently serves as our President and Chief Executive Officer, and Robert F. Cavanaugh, who is also a member of the board of directors of Hershey Trust Company and board of managers (governing body) of Milton Hershey School. In addition, we announced that the Milton Hershey School Trust through stockholder action effected by written consent had amended the By-laws of the Company to allow the Company s stockholders to fix the number of directors to serve on our Board of Directors and from time to time to increase or decrease such number of directors, expanded the size of our Board of Directors from 11 directors to 13 directors, and appointed 8 new directors, including two who are also members of the board of directors of Hershey Trust Company and board of managers of Milton Hershey School.

The Milton Hershey School Trust decided to explore a sale of The Hershey Company in June 2002, but subsequently decided to terminate the sale process in September 2002. After terminating the sale process, the Trustee of the Milton Hershey School Trust advised the Pennsylvania Office of Attorney General in September 2002 that it would not agree to any sale of its controlling interest in The Hershey Company without approval of the court having jurisdiction over the Milton Hershey School Trust following advance notice to the Office of Attorney General. Subsequently, Pennsylvania enacted legislation that requires that the Office of Attorney General be provided advance notice of any transaction that would result in the Milton Hershey School Trust no longer having voting control of the Company. The law provides specific statutory authority for the Attorney General to intercede and petition the Court having jurisdiction over the Milton Hershey School Trust to stop such a transaction if the Attorney General can prove that the transaction is unnecessary for the future economic viability of the Company and is inconsistent with investment and management considerations under fiduciary obligations. This legislation could have the effect of making it more difficult for a third party to acquire a majority of our outstanding voting stock and thereby delay or prevent a change in control of the Company.

In December 2000, our Board of Directors unanimously adopted a Stockholder Protection Rights Agreement (Rights Agreement). The Milton Hershey School Trust supported the Rights Agreement. This action was not in response to any specific effort to acquire control of The Hershey Company. Under the Rights

Agreement, our Board of Directors declared a dividend of one right (Right) for each outstanding share of Common Stock and Class B Stock payable to stockholders of record at the close of business on December 26, 2000. The Rights will at no time have voting power or receive dividends. The issuance of the Rights has no dilutive effect, will not affect reported earnings per share, is not taxable and will not change the manner in which our Common Stock is traded. We discuss the Rights Agreement in more detail in *Note 16, Capital Stock and Net Income Per Share*.

Noncontrolling Interests in Subsidiaries

As of January 1, 2009, the Company adopted a Financial Accounting Standards Board (FASB) accounting standard that establishes new accounting and reporting requirements for the noncontrolling interest in a subsidiary (formerly known as minority interest) and for the deconsolidation of a subsidiary and requires the noncontrolling interest to be reported as a component of equity. In addition, changes in a parent s ownership interest while the parent retains its controlling interest will be accounted for as equity transactions, and any retained noncontrolling equity investment upon the deconsolidation of a subsidiary will be measured initially at fair value.

In May 2007, we entered into an agreement with Godrej Beverages and Foods, Ltd. to manufacture and distribute confectionery products, snacks and beverages across India. Under the agreement, we own a 51% controlling interest in Godrej Hershey Ltd. In January 2009, the Company contributed cash of approximately $8.7 million to Godrej Hershey Ltd. and owners of the noncontrolling interests in Godrej Hershey Ltd. contributed approximately $7.3 million. The ownership interest percentages in Godrej Hershey Ltd. did not change significantly as a result of these contributions. The noncontrolling interests in Godrej Hershey Ltd. are included in the equity section of the Consolidated Balance Sheets.

We also own a 51% controlling interest in Hershey do Brasil under the cooperative agreement with Bauducco. The noncontrolling interest in Hershey do Brasil is included in the equity section of the Consolidated Balance Sheets.

The increase in noncontrolling interests in subsidiaries from $31.7 million as of December 31, 2008 to $39.9 million as of December 31, 2009 reflected the $7.3 million contribution from the noncontrolling interests in Godrej Hershey Ltd. and the impact of currency translation adjustments, partially offset by a reduction resulting from the recording of the share of losses pertaining to the noncontrolling interests. The share of losses pertaining to the noncontrolling interests in subsidiaries was $4.1 million for the year ended December 31, 2009, $6.1 million for the year ended December 31, 2008 and $1.3 million for the year ended December 31, 2007. This was reflected in selling, marketing and administrative expenses.

LIQUIDITY AND CAPITAL RESOURCES

Our principal source of liquidity is operating cash flows. Our net income and, consequently, our cash provided from operations are impacted by: sales volume, seasonal sales patterns, timing of new product introductions, profit margins and price changes. Sales are typically higher during the third and fourth quarters of the year due to seasonal and holiday-related sales patterns. Generally, working capital needs peak during the summer months. We meet these needs primarily by issuing commercial paper.

Cash Flows from Operating Activities

Our cash flows provided from (used by) operating activities were as follows:

For the years ended December 31, In thousands of dollars	2009	2008	2007
Net income	**$ 435,994**	$ 311,405	$ 214,154
Depreciation and amortization	**182,411**	249,491	310,925
Stock-based compensation and excess tax benefits	**30,472**	22,196	9,526
Deferred income taxes	**(40,578)**	(17,125)	(124,276)
Business realignment and impairment charges, net of tax	**60,823**	119,117	267,653
Contributions to pension plans	**(54,457)**	(32,759)	(15,836)
Working capital	**157,812**	65,791	148,019
Changes in other assets and liabilities	**293,272**	(198,555)	(31,329)
Net cash provided from operating activities	**$ 1,065,749**	$ 519,561	$ 778,836

Over the past three years, total cash provided from operating activities was approximately $2.4 billion.

Depreciation and amortization expenses decreased in 2009 principally as the result of lower accelerated depreciation charges related to the 2007 business realignment initiatives compared with accelerated depreciation charges recorded in 2007 and 2008. Accelerated depreciation recorded in 2009 was approximately $4.2 million compared with approximately $60.6 million recorded in 2008 and $108.6 million recorded in 2007. Depreciation and amortization expenses represent non-cash items that impacted net income and are reflected in the consolidated statements of cash flows to reconcile cash flows from operating activities.

Cash used by deferred income taxes increased in 2009 compared with 2008 primarily as a result of the tax impact associated with hedging transactions. Cash used by deferred income taxes in 2008 and 2007, primarily reflected the impact of deferred taxes associated with the 2007 business realignment and impairment charges recorded during 2008 and 2007.

We contributed $103.1 million to our pension plans over the past three years to improve the plans funded status and to pay benefits under the non-funded plans. As of December 31, 2009, our pension benefit obligations exceeded the fair value of our pension plan assets by $15.1 million.

Over the three year period, cash provided from working capital tended to fluctuate due to the timing of sales and cash collections during December of each year and working capital management practices, including initiatives implemented to reduce working capital.

During the three year period, cash provided from or used by changes in other assets and liabilities primarily reflected the effect of hedging transactions and the impact of business realignment initiatives, along with the related tax effects.

The increase in income taxes paid in 2009 compared with 2008 primarily reflected the impact of higher taxable income for 2009.

Cash Flows from Investing Activities

Our cash flows provided from (used by) investing activities were as follows:

For the years ended December 31, In thousands of dollars	2009	2008	2007
Capital additions	**$ (126,324)**	$ (262,643)	$ (189,698)
Capitalized software additions	**(19,146)**	(20,336)	(14,194)
Proceeds from sales of property, plant and equipment	**10,364**	82,815	
Business acquisitions	**(15,220)**		(100,461)
Proceeds from divestitures		1,960	
Net cash used by investing activities	**$ (150,326)**	$ (198,204)	$ (304,353)

Capital additions in 2009 associated with our global supply chain transformation program were approximately $46.3 million compared with $162.6 million in 2008. Other capital additions were primarily related to modernization of existing facilities and purchases of manufacturing equipment for new products.

Capitalized software additions were primarily for ongoing enhancement of our information systems.

In 2009, we received $10.4 million in proceeds from the sale of manufacturing facilities and related equipment under the global supply chain transformation program compared with $82.8 million received in 2008.

We anticipate total capital expenditures, including capitalized software, of approximately $150 million to $160 million in 2010.

In March 2009, our Company completed the acquisition of the Van Houten Singapore consumer business. The purchase price for the acquisition of Van Houten Singapore and a licensing agreement was approximately $15.2 million.

In January 2008, our Brazilian subsidiary, Hershey do Brasil, entered into a cooperative agreement with Bauducco. We received approximately $2.0 million in cash associated with the cooperative agreement in exchange for a 49% interest in Hershey do Brasil.

In May 2007, we entered into an agreement with Godrej Beverages and Foods, Ltd. to manufacture and distribute confectionery products, snacks and beverages across India. Under the agreement, we invested $61.5 million in this business during 2007.

In May 2007, our Company and Lotte Confectionery Co. LTD. entered into a manufacturing agreement to produce Hershey products and certain Lotte products for markets in Asia, particularly in China. We invested $39.0 million in this business during 2007.

Cash Flows from Financing Activities

Our cash flows provided from (used by) financing activities were as follows:

For the years ended December 31,	2009	2008	2007

In thousands of dollars

Net change in short-term borrowings	**$ (458,047)**	$ (371,393)	$ 195,055
Long-term borrowings		247,845	
Repayment of long-term debt	**(8,252)**	(4,977)	(188,891)
Cash dividends paid	**(263,403)**	(262,949)	(252,263)
Exercise of stock options	**32,773**	38,383	59,958
Contributions from noncontrolling interests in subsidiaries	**7,322**		
Repurchase of Common Stock	**(9,314)**	(60,361)	(256,285)
Net cash used by financing activities	**$ (698,921)**	$ (413,452)	$ (442,426)

We use short-term borrowings (commercial paper and bank borrowings) to fund seasonal working capital requirements and ongoing business needs. Additional information on short-term borrowings is included under Borrowing Arrangements below.

In March 2008, we issued $250 million of 5.0% Notes due in 2013. The Notes were issued under a shelf registration statement on Form S-3 filed in May 2006 described under Registration Statements below.

In March 2007, we repaid $150.0 million of 6.95% Notes due in 2007.

We paid cash dividends of $198.4 million on our Common Stock and $65.0 million on our Class B Stock in 2009.

Cash received from the exercise of stock options was partially offset by cash used for the repurchase of Common Stock.

Repurchases and Issuances of Common Stock

For the years ended December 31,	**2009**		**2008**		**2007**	
In thousands	**Shares**	**Dollars**	**Shares**	**Dollars**	**Shares**	**Dollars**
Shares repurchased under pre-approved share repurchase programs:						
Open market repurchases		**$**		$	2,916	$ 149,983
Shares repurchased to replace Treasury Stock issued for stock options and employee benefits	**252**	**9,314**	1,610	60,361	2,046	106,302
Total share repurchases	**252**	**9,314**	1,610	60,361	4,962	256,285
Shares issued for stock options and employee benefits	**(1,215)**	**(39,616)**	(1,595)	(51,992)	(1,748)	(56,670)
Net change	**(963)**	**$ (30,302)**	15	$ 8,369	3,214	$ 199,615

We intend to repurchase shares of Common Stock in 2010 in order to replace Treasury Stock shares issued for exercised stock options. The value of shares purchased in a given period will vary based on stock options exercised over time and market conditions.

In December 2006, our Board of Directors approved a $250 million share repurchase program. As of December 31, 2009, $100.0 million remained available for repurchases of Common Stock under this program.

Cumulative Share Repurchases and Issuances

A summary of cumulative share repurchases and issuances is as follows:

	Shares	**Dollars**
	In thousands	
Shares repurchased under authorized programs:		
Open market repurchases	57,436	$ 1,984,431
Repurchases from the Milton Hershey School Trust	11,918	245,550
Shares retired	(1,056)	(12,820)
Total repurchases under authorized programs	68,298	2,217,161
Privately negotiated purchases from the Milton Hershey School Trust	67,282	1,501,373
Shares reissued for stock option obligations, supplemental retirement contributions, and employee stock ownership trust obligations	(30,305)	(802,159)

Shares repurchased to replace reissued shares	26,629	1,063,254
Total held as Treasury Stock as of December 31, 2009	131,904	$ 3,979,629

Borrowing Arrangements

We maintain debt levels we consider prudent based on our cash flow, interest coverage ratio and percentage of debt to capital. We use debt financing to lower our overall cost of capital which increases our return on stockholders equity.

In December 2006, we entered into a five-year agreement establishing an unsecured committed revolving credit facility to borrow up to $1.1 billion, with an option to increase borrowings to $1.5 billion with the consent of the lenders. During the fourth quarter of 2007, the lenders approved an extension of this agreement by one year in accordance with our option under the agreement. The five-year agreement will now expire in December 2012. As of December 31, 2009, $1.1 billion was available to borrow under the agreement. The unsecured revolving credit agreement contains certain financial and other covenants, customary representations, warranties, and events of default. As of December 31, 2009, we complied with all of these covenants. We may use these funds for general corporate purposes, including commercial paper backstop and business acquisitions.

In August 2007, we entered into an unsecured revolving short-term credit agreement to borrow up to an additional $300 million because we believed at the time that seasonal working capital needs, share repurchases and other business activities would cause our borrowings to exceed the $1.1 billion borrowing limit available under our five-year credit agreement. We used the funds borrowed under this new agreement for general corporate purposes, including commercial paper backstop. Although the new agreement was scheduled to expire in August 2008, we elected to terminate it in June 2008 because we determined that we no longer needed the additional borrowing capacity provided by the agreement.

In addition to the revolving credit facility, we maintain lines of credit with domestic and international commercial banks. As of December 31, 2009, we could borrow up to approximately $68.9 million in various currencies under the lines of credit and as of December 31, 2008, we could borrow up to $67.1 million.

Registration Statements

In May 2009, we filed a shelf registration statement on Form S-3 that registered an indeterminate amount of debt securities. This registration statement was effective immediately upon filing under Securities and Exchange Commission regulations governing well-known seasoned issuers (the WKSI Registration Statement). This WKSI Registration Statement was filed to replace a May 2006 WKSI Registration Statement which expired in May 2009.

In March 2008, we issued $250 million of 5.0% Notes due April 1, 2013. The Notes were issued under the 2006 WKSI Registration Statement.

Proceeds from the debt issuances and any other offerings under the WKSI Registration Statement may be used for general corporate requirements. These may include reducing existing borrowings, financing capital additions, funding contributions to our pension plans, future business acquisitions and working capital requirements.

OFF-BALANCE SHEET ARRANGEMENTS, CONTRACTUAL OBLIGATIONS AND CONTINGENT LIABILITIES AND COMMITMENTS

As of December 31, 2009, our contractual cash obligations by year were as follows:

	Payments Due by Year In thousands of dollars						
Contractual Obligations	**2010**	**2011**	**2012**	**2013**	**2014**	**Thereafter**	**Total**
Unconditional Purchase Obligations	$ 1,111,200	$ 589,500	$ 356,100	$ 234,900	$	$	$ 2,291,700
Non-cancelable Operating Leases	14,020	11,171	10,106	6,422	6,174	13,599	61,492
Long-term Debt	15,247	253,707	150,967	250,000		848,056	1,517,977
Total Obligations	$ 1,140,467	$ 854,378	$ 517,173	$ 491,322	$ 6,174	$ 861,655	$ 3,871,169

In entering into contractual obligations, we have assumed the risk that might arise from the possible inability of counterparties to meet the terms of their contracts. We mitigate this risk by performing financial assessments prior to contract execution, conducting periodic evaluations of counterparty performance and maintaining a diverse portfolio of qualified counterparties. Our risk is limited to replacing the contracts at prevailing market rates. We do not expect any significant losses resulting from counterparty defaults.

Purchase Obligations

We enter into certain obligations for the purchase of raw materials. These obligations were primarily in the form of forward contracts for the purchase of raw materials from third-party brokers and dealers. These contracts minimize the effect of future price fluctuations by fixing the price of part or all of these purchase obligations. Total obligations for each year presented above, consists of fixed price contracts for the purchase of commodities and unpriced contracts that were valued using market prices as of December 31, 2009.

The cost of commodities associated with the unpriced contracts is variable as market prices change over future periods. We mitigate the variability of these costs to the extent we have entered into commodities futures contracts to hedge our costs for those periods. Increases or decreases in market prices are offset by gains or losses on commodities futures contracts. This applies to the extent that we have hedged the unpriced contracts as of December 31, 2009 and in future periods by entering into commodities futures contracts. Taking delivery of and making payments for the specific commodities for use in the manufacture of finished goods satisfies our obligations under the forward purchase contracts. For each of the three years in the period ended December 31, 2009, we satisfied these obligations by taking delivery of and making payment for the specific commodities.

Asset Retirement Obligations

We have a number of facilities that contain varying amounts of asbestos in certain locations within the facilities. Our asbestos management program is compliant with current applicable regulations. Current regulations require that we handle or dispose of asbestos in a special manner if such facilities undergo major renovations or are demolished. We believe we do not have sufficient information to estimate the fair value of any asset retirement obligations related to these facilities. We cannot specify the settlement date or range of potential settlement dates and, therefore, sufficient information is not available to apply an expected present value technique. We expect to maintain the facilities with repairs and maintenance activities that would not involve or require the removal of asbestos.

As of December 31, 2009, certain real estate associated with the closure of facilities under the global supply chain transformation program is being held for sale. We are not aware of any significant obligations related to the environmental remediation of these facilities which have not been reflected in our current estimates.

Income Tax Obligations

We base our deferred income taxes, accrued income taxes and provision for income taxes upon income, statutory tax rates, the legal structure of our Company and interpretation of tax laws. We are regularly audited by federal, state and foreign tax authorities. From time to time, these audits result in assessments of additional tax. We maintain reserves for such assessments. We adjust the reserves based upon changing facts and circumstances, such as receiving audit assessments or clearing of an item for which a reserve has been established. Assessments of additional tax require cash payments. We are not aware of any significant income tax assessments. The amount of tax obligations is not included in the table of contractual cash obligations by year on page 36 because we are unable to reasonably predict the ultimate amount or timing of settlement of our reserves for income taxes.

ACCOUNTING POLICIES AND MARKET RISKS ASSOCIATED WITH DERIVATIVE INSTRUMENTS

We use certain derivative instruments, from time to time, including interest rate swaps, foreign currency forward exchange contracts and options, and commodities futures and options contracts, to manage interest rate, foreign currency exchange rate and commodity market price risk exposures, respectively. We enter into interest rate swap agreements and foreign exchange forward contracts and options for periods consistent with related underlying exposures. These derivative instruments do not constitute positions independent of those exposures. We enter into commodities futures and options contracts for varying periods. These futures and options contracts are intended to be, and are effective as hedges of market price risks associated with anticipated raw material purchases, energy requirements and transportation costs. We do not hold or issue derivative instruments for trading purposes and are not a party to any instruments with leverage or prepayment features. In entering into these contracts, we have assumed the risk that might arise from the possible inability of counterparties to meet the terms of their contracts. We mitigate this risk by performing financial assessments prior to contract execution, conducting periodic evaluations of counterparty performance and maintaining a diverse portfolio of qualified counterparties. We do not expect any significant losses from counterparty defaults.

Accounting Policies Associated with Derivative Instruments

We report the effective portion of the gain or loss on a derivative instrument designated and qualifying as a cash flow hedging instrument as a component of other comprehensive income. We reclassify the effective portion of the gain or loss on these derivative instruments into income in the same period or periods during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instrument resulting from hedge ineffectiveness, if any, must be recognized currently in earnings.

Fair value hedges pertain to derivative instruments that qualify as a hedge of exposures to changes in the fair value of a firm commitment or assets and liabilities recognized on the balance sheet. For fair value hedges, our policy is to record the gain or loss on the derivative instrument in earnings in the period of change together with the offsetting loss or gain on the hedged item. The effect of that accounting is to reflect in earnings the extent to which the hedge is not effective in achieving offsetting changes in fair value.

As of December 31, 2009, we designated and accounted for all derivative instruments, including foreign exchange forward contracts and options and commodities futures and options contracts, as cash flow hedges. Additional information regarding accounting policies associated with derivative instruments is contained in *Note 6, Derivative Instruments and Hedging Activities*.

The information below summarizes our market risks associated with long-term debt and derivative instruments outstanding as of December 31, 2009. Note 1, Note 6 and Note 7 to the Consolidated Financial Statements provide additional information.

Long-Term Debt

The table below presents the principal cash flows and related interest rates by maturity date for long-term debt, including the current portion, as of December 31, 2009. We determined the fair value of long-term debt based upon quoted market prices for the same or similar debt issues.

	Maturity Date						
In thousands of dollars except for rates	2010	2011	2012	2013	2014	Thereafter	Total	Fair Value
Long-term Debt	$ 15,247	$ 253,707	$ 150,967	$ 250,000	$	$ 848,056	$ 1,517,977	$ 1,654,367
Interest Rate	10.2%	5.3%	7.0%	5.0%		6.2%	6.0%	

We calculated the interest rates on variable rate obligations using the rates in effect as of December 31, 2009.

Interest Rate Swaps

In order to minimize financing costs and to manage interest rate exposure, from time to time, we enter into interest rate swap agreements.

In March 2009, we entered into forward starting interest rate swap agreements to hedge interest rate exposure related to the anticipated $250 million of term financing expected to be executed during 2011 to repay $250 million of 5.3% Notes maturing in September 2011. The weighted-average fixed rate on the forward starting swap agreements was 3.5%. The fair value of interest rate swap agreements was a net asset of $9.2 million as of December 31, 2009. Our risk related to interest rate swap agreements is limited to the cost of replacing such agreements at prevailing market rates. As of December 31, 2009, the potential net loss associated with interest rate swap agreements resulting from a hypothetical near-term adverse change in interest rates of ten percent was approximately $4.9 million. For more information see *Note 6*, *Derivative Instruments and Hedging Activities*.

As of December 31, 2008 we were not a party to any interest rate swap agreements.

Foreign Exchange Forward Contracts and Options

We enter into foreign exchange forward contracts and options to hedge transactions denominated in foreign currencies. These transactions are primarily purchase commitments or forecasted purchases of equipment, raw materials and finished goods. We also may hedge payment of forecasted intercompany transactions with our subsidiaries outside of the United States. These contracts reduce currency risk from exchange rate movements. We generally hedge foreign currency price risks for periods from 3 to 24 months.

Foreign exchange forward contracts are effective as hedges of identifiable foreign currency commitments. We designate our foreign exchange forward contracts as cash flow hedging derivatives. The fair value of these contracts is classified as either an asset or liability on the Consolidated Balance Sheets. We record gains and losses on these contracts as a component of other comprehensive income and reclassify them into earnings in the same period during which the hedged transaction affects earnings.

A summary of foreign exchange forward contracts and the corresponding amounts at contracted forward rates is as follows:

December 31,	2009		2008	
	Contract Amount	**Primary Currencies**	**Contract Amount**	**Primary Currencies**
In millions of dollars				
Foreign exchange forward contracts to purchase foreign currencies	**$ 2.7**	Euros Swiss francs	$ 0.8	Euros Swiss francs Mexican pesos
Foreign exchange forward contracts to sell foreign currencies	**$ 106.3**	Canadian dollars	$ 68.1	Canadian dollars Australian dollars

We define the fair value of foreign exchange forward contracts as the amount of the difference between the contracted and current market foreign currency exchange rates at the end of the period. We estimate the fair value of foreign exchange forward contracts on a quarterly basis by obtaining market quotes of spot and forward rates for contracts with similar terms, adjusted where necessary for maturity differences.

A summary of the fair value and market risk associated with foreign exchange forward contracts is as follows:

December 31, In millions of dollars	2009	2008
Fair value of foreign exchange forward contracts, net (liability) asset	**$ (4.8)**	$ 10.3
Potential net loss associated with foreign exchange forward contracts resulting from a hypothetical near-term adverse change in market rates of ten percent	**$ 10.9**	$ 7.1

Our risk related to foreign exchange forward contracts is limited to the cost of replacing the contracts at prevailing market rates.

Commodities Price Risk Management and Futures Contracts

Our most significant raw material requirements include cocoa products, sugar, dairy products, peanuts and almonds. The cost of cocoa products and prices for related futures contracts historically have been subject to wide fluctuations attributable to a variety of factors. These factors include:

- Commodity market fluctuations;
- Currency exchange rates;
- Imbalances between supply and demand;
- The effect of weather on crop yield;
- Speculative influences;
- Trade agreements among producing and consuming nations;

Political unrest in producing countries; and

Changes in governmental agricultural programs and energy policies.

We use futures and options contracts in combination with forward purchasing of cocoa products, sugar, corn sweeteners, natural gas, fuel oil and certain dairy products primarily to provide favorable pricing opportunities and flexibility in sourcing our raw material and energy requirements. We attempt to minimize the effect of future price fluctuations related to the purchase of raw materials by using forward purchasing to cover future manufacturing requirements generally for 3 to 24 months. However, the dairy futures markets are not as developed as many of the other commodities futures markets and, therefore, it is not possible to hedge our costs for dairy products by entering into futures contracts to extend coverage for longer periods of time. We use fuel oil futures contracts to minimize price fluctuations associated with our transportation costs. Our commodity procurement practices are intended to reduce the risk of future price increases and provide visibility to future costs, but also may potentially limit our ability to benefit from possible price decreases.

During 2009, the average cocoa futures contract prices increased compared with 2008, and traded in a range between $1.10 and $1.52 per pound, based on the prices of futures contracts traded on the IntercontinentalExchange. Cocoa futures prices during 2009 traded at prices which were near 30-year highs. The significant increase in cocoa futures prices reflected the impact of a weakening U.S. dollar as compared with other currencies, and an increase in asset allocation into commodity-based investments by various hedge funds.

During 2009, dairy prices started the year near $.13 per pound and dropped to approximately $.10 per pound on a class II fluid milk basis. Prices were weak in the face of strong production of milk and dairy products, and sluggish demand worldwide. Our costs for certain dairy products may not necessarily reflect market price fluctuations because of our forward purchasing practices.

We make or receive cash transfers to or from commodity futures brokers on a daily basis reflecting changes in the value of futures contracts on the IntercontinentalExchange or various other exchanges. These changes in value represent unrealized gains and losses. We report these cash transfers as a component of other comprehensive income. The cash transfers offset higher or lower cash requirements for the payment of future invoice prices of raw materials, energy requirements and transportation costs. Futures held in excess of the amount required to fix the price of unpriced physical forward contracts are effective as hedges of anticipated purchases.

Commodity Position Sensitivity Analysis

The following sensitivity analysis reflects our market risk to a hypothetical adverse market price movement of 10%, based on our net commodity positions at four dates spaced equally throughout the year. Our net commodity positions consist of the amount of futures contracts we hold over or under the amount of futures contracts we need to price unpriced physical forward contracts for the same commodities. Inventories, priced forward contracts and estimated anticipated purchases not yet under contract were not included in the sensitivity analysis calculations. We define a loss, for purposes of determining market risk, as the potential decrease in fair value or the opportunity cost resulting from the hypothetical adverse price movement. The fair values of net commodity positions reflect quoted market prices or estimated future prices, including estimated carrying costs corresponding with the future delivery period.

For the years ended December 31,	**2009**		**2008**	
In millions of dollars	**Fair Value**	**Market Risk (Hypothetical 10% Change)**	**Fair Value**	**Market Risk (Hypothetical 10% Change)**
Highest long position	**$ (209.0)**	**$ 20.9**	$ (357.1)	$ 35.7
Lowest long position	**(513.2)**	**51.3**	(574.1)	57.4
Average position (long)	**(363.1)**	**36.3**	(440.6)	44.1

The increase in fair values from 2008 to 2009 primarily reflected higher 2009 prices, slightly offset by a decrease in net commodity positions. The negative positions primarily resulted as unpriced physical forward contract futures requirements exceeded the amount of commodities futures that we held at certain points in time during the years.

USE OF ESTIMATES AND OTHER CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements are prepared in accordance with GAAP. In various instances, GAAP requires management to make estimates, judgments and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We believe that our most critical accounting policies and estimates relate to the following:

- Accounts Receivable Trade
- Accrued Liabilities
- Pension and Other Post-Retirement Benefits Plans
- Goodwill and Other Intangible Assets
- Commodities Futures Contracts

Management has discussed the development, selection and disclosure of critical accounting policies and estimates with the Audit Committee of our Board of Directors. While we base estimates and assumptions on our knowledge of current events and actions we may undertake in the future, actual results may ultimately differ from these estimates and assumptions. We discuss our significant accounting policies in *Note 1, Summary of Significant Accounting Policies*.

Accounts Receivable Trade

In the normal course of business, we extend credit to customers that satisfy pre-defined credit criteria based upon the results of our recurring financial account reviews and our evaluation of the current and projected economic conditions. Our primary concentration of credit risk is associated with McLane Company, Inc., one of the largest wholesale distributors in the United States to convenience stores, drug stores, wholesale clubs and mass merchandisers. McLane Company, Inc. accounted for approximately 22.5% of our total accounts receivable as of December 31, 2009. As of December 31, 2009, no other customer accounted for more than 10% of our total accounts receivable. We believe that we have little concentration of credit risk associated with the remainder of our customer base.

Accounts Receivable Trade, as shown on the Consolidated Balance Sheets, were net of allowances and anticipated discounts. An allowance for doubtful accounts is determined through analysis of the following:

- Aging of accounts receivable at the date of the financial statements;
- Assessments of collectability based on historical trends; and
- Evaluation of the impact of current and projected economic conditions.

We monitor the collectability of our accounts receivable on an ongoing basis by analyzing aged accounts receivable, assessing the credit worthiness of our customers and evaluating the impact of reasonably likely changes in economic conditions that may impact credit risks. Estimates with regard to the collectability of accounts receivable are reasonably likely to change in the future.

Information on our Accounts Receivable Trade, related expenses and assumptions is as follows:

For the three-year period In millions of dollars, except percents	2007-2009
Average expense for potential uncollectible accounts	$1.7
Average write-offs of uncollectible accounts	$1.6
Allowance for doubtful accounts as a percentage of gross accounts receivable	1%-2%

We recognize the provision for uncollectible accounts as selling, marketing and administrative expense in the Consolidated Statements of Income.

If we made reasonably possible near-term changes in the most material assumptions regarding collectability of accounts receivable, our annual provision could change within the following range:

- A reduction in expense of approximately $4.9 million; and

- An increase in expense of approximately $3.7 million.

Changes in estimates for future uncollectible accounts receivable would not have a material impact on our liquidity or capital resources.

Accrued Liabilities

Accrued liabilities requiring the most difficult or subjective judgments include liabilities associated with marketing promotion programs and potentially unsaleable products.

Liabilities associated with marketing promotion programs

We recognize the costs of marketing promotion programs as a reduction to net sales along with a corresponding accrued liability based on estimates at the time of revenue recognition.

Information on our promotional costs and assumptions is as follows:

For the years ended December 31, In millions of dollars	2009	2008	2007
Promotional costs	**$ 721.5**	$ 766.6	$ 702.1

We determine the amount of the accrued liability by:

- Analysis of programs offered;

- Historical trends;

- Expectations regarding customer and consumer participation;

- Sales and payment trends; and

- Experience with payment patterns associated with similar, previously offered programs.

The estimated costs of these programs are reasonably likely to change in the future due to changes in trends with regard to customer and consumer participation, particularly for new programs and for programs related to the introduction of new products.

Reasonably possible near-term changes in the most material assumptions regarding the cost of promotional programs could result in changes within the following range:

- A reduction in costs of approximately $13.1 million; and

- An increase in costs of approximately $5.6 million.

Changes in these assumptions would affect net sales and income before income taxes.

Over the three-year period ended December 31, 2009, actual promotion costs have not deviated from the estimated amounts by more than 2%.

Changes in estimates related to the cost of promotional programs would not have a material impact on our liquidity or capital resources.

Liabilities associated with potentially unsaleable products

At the time of sale, we estimate a cost for the possibility that products will become aged or unsaleable in the future. The estimated cost is included as a reduction to net sales.

A related accrued liability is determined using statistical analysis that incorporates historical sales trends, seasonal timing and sales patterns, and product movement at retail.

Estimates for costs associated with unsaleable products may change as a result of inventory levels in the distribution channel, current economic trends, changes in consumer demand, the introduction of new products and changes in trends of seasonal sales in response to promotional programs.

Over the three-year period ended December 31, 2009, costs associated with aged or unsaleable products have amounted to approximately 2% of gross sales.

Reasonably possible near-term changes in the most material assumptions regarding the estimates of such costs would have increased or decreased net sales and income before income taxes in a range from $1.0 million to $2.0 million.

Over the three-year period ended December 31, 2009, actual costs have not deviated from our estimates by more than approximately 1%.

Reasonably possible near-term changes in the estimates of costs associated with unsaleable products would not have a material impact on our liquidity or capital resources.

Pension and Other Post-Retirement Benefits Plans

Overview

We sponsor a number of defined benefit pension plans. The primary plans are The Hershey Company Retirement Plan and The Hershey Company Retirement Plan for Hourly Employees. These are cash balance plans that provide pension benefits for most domestic employees hired prior to January 1, 2007. We monitor legislative and regulatory developments regarding cash balance plans, as well as recent court cases, for any impact on our plans. We also sponsor 2 primary post-retirement benefit plans. The health care plan is contributory, with participants contributions adjusted annually, and the life insurance plan is non-contributory.

We fund domestic pension liabilities in accordance with the limits imposed by the Employee Retirement Income Security Act of 1974 and federal income tax laws. Beginning January 1, 2008, we complied with the funding requirements of the Pension Protection Act of 2006. We fund non-domestic pension liabilities in accordance with laws and regulations applicable to those plans. We broadly diversify our pension plan assets, consisting primarily of domestic and international common stocks and fixed income securities. Short-term and long-term liabilities associated with benefit plans are primarily determined based on actuarial calculations. These calculations consider payroll and employee data, including age and years of service, along with actuarial assumptions at the date of the financial statements. We take into consideration long-term projections with regard to economic conditions, including interest rates, return on assets and the rate of increase in compensation levels. With regard to liabilities associated with post-retirement benefit plans that provide health care and life insurance, we take into consideration the long-term annual rate of increase in the per capita cost of the covered benefits. We review the discount rate assumptions and may revise them annually. The expected long-term rate of return on assets assumption (asset return assumption) for funded plans is of a longer duration and revised only when long-term asset return projections demonstrate that need.

An employer that is a business entity and sponsors one or more single-employer defined benefit plans is required to:

Recognize the funded status of a benefit plan measured as the difference between plan assets at fair value and the benefit obligation in its statement of financial position. For a pension plan, the benefit obligation is the projected benefit obligation; for any other post-retirement benefit plan, such as a retiree health care plan, the benefit obligation is the accumulated post-retirement benefit obligation.

Recognize as a component of other comprehensive income, net of tax, the gains or losses and prior service costs or credits that arise during the period but are not recognized as components of net periodic benefit cost.

Measure defined benefit plan assets and obligations as of the date of the employer s fiscal year-end statement of financial position.

Disclose in the notes to financial statements additional information about certain effects on net periodic benefit cost for the next fiscal year that arise from delayed recognition of the gains or losses, prior service costs or credits, and transition asset or obligation.

Pension Plans

Our pension plan costs and related assumptions were as follows:

For the years ended December 31, In millions of dollars	2009	2008	2007
Net periodic pension benefit costs (income)	**$ 48.9**	$ (17.4)	$ (9.0)
Assumptions:			
Average discount rate assumptions net periodic benefit cost calculation	**6.4%**	6.3%	5.8%
Average discount rate assumptions benefit obligation calculation	**5.7%**	6.4%	6.2%
Asset return assumptions	**8.5%**	8.5%	8.5%

Net Periodic Pension Benefit Costs

We recorded net periodic pension benefit expense of $48.9 million in 2009. The increase from 2008 was primarily due to the significant decline in the value of pension assets during 2008 reflecting volatility and deterioration in financial market and economic conditions. We recorded net periodic pension benefit income in 2008 primarily due to the modifications announced in October 2006 which reduced future benefits under The Hershey Company Retirement Plan, The Hershey Company Retirement Plan for Hourly Employees and the Supplemental Executive Retirement Plan and the impact of a higher discount rate assumption as of December 31, 2007. Our periodic pension benefit costs in 2010 will be approximately $14 million lower due to the higher actual return on pension assets in 2009.

Actuarial gains and losses may arise when actual experience differs from assumed experience or when we revise the actuarial assumptions used to value the plans obligations. We only amortize the unrecognized net actuarial gains and losses in excess of 10% of a respective plan s projected benefit obligation, or the fair market value of assets, if greater. The estimated recognized net actuarial loss component of net periodic pension benefit expense for 2010 is $28.4 million. The 2009 recognized net actuarial loss component of net periodic pension benefit expense was $33.6 million. Projections beyond 2010 are dependent on a variety of factors such as changes to the discount rate and the actual return on pension plan assets.

Average Discount Rate Assumption Net Periodic Benefit Costs (Income)

The discount rate represents the estimated rate at which we could effectively settle our pension benefit obligations. In order to estimate this rate for 2009 and 2008, a single effective rate of discount was determined by our actuaries after discounting the pension obligation s cash flows using the spot rate of matching duration from the Citigroup Pension Discount Curve.

The use of a different discount rate assumption can significantly affect net periodic benefit cost (income):

A one-percentage point decrease in the discount rate assumption would have increased 2009 net periodic pension benefit expense by $6.7 million.

A one-percentage point increase in the discount rate assumption would have decreased 2009 net periodic pension benefit expense by $6.2 million.

Average Discount Rate Assumption Benefit Obligations

The discount rate assumption to be used in calculating the amount of benefit obligations is determined in the same manner as the average discount rate assumption used to calculate net periodic benefit cost (income) as described above. We reduced our 2009 discount rate assumption due to the declining interest rate environment consistent with the duration of our pension plan liabilities.

The use of a different discount rate assumption can significantly affect the amount of benefit obligations:

A one-percentage point decrease in the discount rate assumption would have increased the December 31, 2009 pension benefits obligations by $100.2 million.

A one-percentage point increase in the discount rate assumption would have decreased the December 31, 2009 pension benefits obligations by $85.5 million.

Asset Return Assumptions

We based the expected return on plan assets component of net periodic pension benefit costs (income) on the fair market value of pension plan assets. To determine the expected return on plan assets, we consider the current and expected asset allocations, as well as historical and expected returns on the categories of plan assets. The historical geometric average return over the 22 years prior to December 31, 2009 was approximately 8.3%. The actual return on assets was as follows:

For the years ended December 31,	2009	2008	2007
Actual return (loss) on assets	**21.2%**	(24.1)%	7.1%

The use of a different asset return assumption can significantly affect net periodic benefit cost (income):

A one-percentage point decrease in the asset return assumption would have increased 2009 net periodic pension benefit expense by $8.7 million.

A one-percentage point increase in the asset return assumption would have decreased 2009 net periodic pension benefit expense by $8.7 million.

Our investment policies specify ranges of allocation percentages for each asset class. The ranges for the domestic pension plans were as follows:

Asset Class	Allocation Range	
Equity securities	58%	85%
Debt securities	15%	42%
Cash and certain other investments	0%	5%

As of December 31, 2009, actual allocations were within the specified ranges. We expect the level of volatility in pension plan asset returns to be in line with the overall volatility of the markets and weightings within the asset classes. As of December 31, 2009 and 2008, the benefit plan fixed income assets were invested primarily in conventional instruments benchmarked to the Barclays Capital U.S. Aggregate Bond Index.

For 2009 and 2008, minimum funding requirements for the plans were not material. However, we made contributions of $54.5 million in 2009 and $32.8 million in 2008 to improve the funded status of our qualified plans and for the payment of benefits under our non-qualified pension plans. These contributions were fully tax deductible. A one-percentage point change in the funding discount rate would not have changed the 2009 minimum funding requirements significantly for the domestic plans. For 2010, there are no significant minimum funding requirements for our pension plans and planned voluntary funding of our pension plans in 2010 is not material.

Post-Retirement Benefit Plans

Other post-retirement benefit plan costs and related assumptions were as follows:

For the years ended December 31, In millions of dollars	2009	2008	2007
Net periodic other post-retirement benefit cost	**$ 19.9**	$ 21.9	$ 24.9
Assumptions:			
Average discount rate assumption	**6.4%**	6.3%	5.8%

The use of a different discount rate assumption can significantly affect net periodic other post-retirement benefit cost:

A one-percentage point decrease in the discount rate assumption would have decreased 2009 net periodic other post-retirement benefit cost by $.5 million.

A one-percentage point increase in the discount rate assumption would have increased 2009 net periodic other post-retirement benefit cost by $1.0 million.

Other post-retirement benefit obligations and assumptions were as follows:

December 31, In millions of dollars	2009	2008
Other post-retirement benefit obligation	**$ 324.6**	$ 315.4
Assumptions:		
Benefit obligations discount rate assumption	**5.7%**	6.4%

A one-percentage point decrease in the discount rate assumption would have increased the December 31, 2009 other post-retirement benefits obligations by $30.4 million.

A one-percentage point increase in the discount rate assumption would have decreased the December 31, 2009 other post-retirement benefits obligations by $25.7 million.

Goodwill and Other Intangible Assets

We account for goodwill and other intangible assets by classifying intangible assets into three categories: (1) intangible assets with definite lives subject to amortization; (2) intangible assets with indefinite lives not subject to amortization; and (3) goodwill. For intangible assets with definite lives, impairment testing is required if conditions exist that indicate the carrying value may not be recoverable. For intangible assets with indefinite lives and for goodwill, impairment testing is required at least annually or more frequently if events or circumstances indicate that these assets might be impaired.

We use a two-step process to evaluate goodwill for impairment. In the first step, we compare the fair value of each reporting unit with the carrying amount of the reporting unit, including goodwill. We estimate the fair value of the reporting unit based on discounted future cash flows. If the estimated fair value of the reporting unit is less than the carrying amount of the reporting unit, we complete a second step to determine the amount of the goodwill impairment that we should record. In the second step, we determine an implied fair value of the reporting unit s goodwill by allocating the reporting unit s fair value to all of its assets and liabilities other than goodwill (including any unrecognized intangible assets). We compare the resulting implied fair value of the goodwill to the carrying amount and record an impairment charge for the difference.

The assumptions we used to estimate fair value are based on the past performance of each reporting unit and reflect the projections and assumptions that we use in current operating plans. We also consider assumptions that market participants may use. Such assumptions are subject to change due to changing economic and competitive conditions.

We perform annual impairment tests of goodwill at the beginning of the fourth quarter of each year or when circumstances arise that indicate a possible impairment might exist. We determined than none of our goodwill was impaired as of December 31, 2009. The fair value of our Godrej Hershey Ltd. reporting unit exceeded its carrying value by approximately 6%. As of December 31, 2009, the goodwill allocated to the reporting unit was approximately $79.6 million. The assumptions used to estimate fair value were based on the past performance of the reporting unit as well as the projections incorporated in our current operating plans. Significant assumptions and estimates included in our current operating plans were associated with sales growth, profitability, and related cash flows, along with cash flows associated with taxes and capital spending. The discount rate used to estimate fair value was risk adjusted in consideration of the economic conditions of the reporting unit. We also considered assumptions that market participants may use. By their nature, these projections and assumptions are uncertain. Potential events and circumstances that could have an adverse effect on our assumptions include the unavailability of raw or packaging materials or significant cost increases, pricing constraints and possible disruptions to our supply chain. The fair values of our other reporting units were substantially in excess of their carrying values.

Our other intangible assets consist primarily of customer-related intangible assets, patents and trademarks obtained through business acquisitions. We amortize customer-related intangible assets and patents over their estimated useful lives. The useful lives of existing trademarks were determined to be indefinite and, therefore, we do not amortize them. We evaluate our trademarks for impairment by comparing the carrying amount of the assets to their estimated fair value. The fair value of trademarks is calculated using a relief from royalty payments methodology. This approach involves two steps. In the first step, we estimate reasonable royalty rates for each trademark. In the second step, we apply these royalty rates to a net sales stream and discount the resulting cash flows to determine fair value. This fair value is then compared with the carrying value of each trademark. If the estimated fair value is less than the carrying amount, we record an impairment charge to reduce the asset to its estimated fair value. The estimates of future cash flows are generally based on past performance of the brands and reflect net sales projections and assumptions for the brands that we use in current operating plans. We also consider assumptions that market participants may use. Such assumptions are subject to change due to changing economic and competitive conditions.

We perform annual impairment tests of other intangible assets with indefinite lives at the beginning of the fourth quarter of each year or when circumstances arise that indicate a possible impairment might exist. We determined that none of our other intangible assets was impaired as of December 31, 2009. In December 2008, we recorded total non-cash impairment charges of $45.7 million. We determined that the carrying amounts of certain trademarks, primarily the *Mauna Loa* brand, exceeded their estimated fair value due to reduced expectations for future sales and cash flows compared with the valuations at the acquisition dates.

Commodities Futures and Options Contracts

We use futures and options contracts in combination with forward purchasing of cocoa products and other commodities primarily to reduce the risk of future price increases, provide visibility to future costs and take advantage of market fluctuations. Additional information with regard to accounting policies associated with commodities futures and options contracts and other derivative instruments is contained in *Note 6, Derivative Instruments and Hedging Activities*.

Our gains (losses) on cash flow hedging derivatives were as follows:

For the years ended December 31, **In millions of dollars**	**2009**	**2008**	**2007**
Net after-tax gains on cash flow hedging derivatives	**$ 78.3**	$ 11.5	$ 6.8
Reclassification adjustments from accumulated other comprehensive loss to income	**1.9**	(34.1)	.2
Hedge ineffectiveness gains (losses) recognized in cost of sales, before tax	**.2**	(.1)	(.5)

We reflected reclassification adjustments related to gains or losses on commodities futures and options contracts in cost of sales.

No gains or losses on commodities futures and options contracts resulted because we discontinued a hedge due to the probability that the forecasted hedged transaction would not occur.

We recognized no components of gains or losses on commodities futures and options contracts in income due to excluding such components from the hedge effectiveness assessment.

The amount of net gains on cash flow hedging derivatives, including foreign exchange forward contracts and options, and commodities futures and options contracts, expected to be reclassified into earnings in the next 12 months was approximately $54.0 million after tax as of December 31, 2009. This amount was primarily associated with commodities futures contracts.

OUTLOOK

The outlook section contains a number of forward-looking statements, all of which are based on current expectations. Actual results may differ materially. Refer to Risk Factors beginning on page 10 for information concerning the key risks to achieving our future performance goals.

We expect the economic environment to continue to be challenging in 2010. In this environment, we will continue to build our business by focusing on a consumer-driven approach to core brand investment and new product innovation in North America, along with investments in our strategic international businesses.

We expect to increase advertising investment by 25% to 30% behind our core brands and new product introductions. We will also continue to invest in consumer insights, in-store selling, merchandising and programming to drive profitable growth for both our Company and our customers.

We expect our cost structure to remain at elevated levels in 2010. Key commodity markets remain volatile and prices for many commodities are near multi-year highs. We have good visibility into our full-year cost structure for 2010. We also expect to continue to achieve productivity and efficiency improvements, along with price realization in 2010, resulting in modestly enhanced margins.

For 2010, we expect to achieve net sales growth within our long-term objective of 3% to 5% and adjusted earnings per share-diluted growth within our long-term objective of 6% to 8%.

Outlook for Global Supply Chain Transformation Program

Total pre-tax charges and non-recurring project implementation costs over the last three years for the GSCT were $629.1 million. The GSCT was essentially complete as of December 31, 2009. However, the current trends of employee lump sum withdrawals from the defined benefit pension plans could result in additional non-cash pension settlement losses of $12 million to $18 million in 2010. In addition, the manufacturing facilities in Naugatuck, Connecticut; Reading, Pennsylvania; and Smiths Falls, Ontario have been closed and are being held for sale. Actual proceeds from the sale of these facilities could differ from expected proceeds which could cause additional charges or credits in 2010.

SUBSEQUENT EVENTS

In May 2009, the FASB issued a new standard effective for both interim and annual financial statements ending after June 15, 2009. It establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued.

We adopted this new standard as of July 5, 2009 and have evaluated all subsequent events through the date and time our financial statements were issued. The adoption of this standard did not have a material impact on our financial accounting or reporting. No subsequent events occurred during this reporting period that require recognition or disclosure in this filing.

NEW ACCOUNTING PRONOUNCEMENTS

In June 2009, the FASB issued two Statements of Financial Accounting Standards: No. 166, *Accounting for Transfers of Financial Assets an amendment of FASB Statement No. 140* (SFAS No. 166) and No. 167, *Amendments to FASB Interpretation No. 46(R)* (SFAS No. 167).

SFAS No. 166 addresses how information should be provided about transfers of financial assets; the effects of a transfer on a company s financial position, performance and cash flows; and a transferor s continuing involvement in transferred financial assets. SFAS No. 166 removes the concept of a qualifying special-purpose entity and modifies or eliminates certain other provisions related to transfers of financial assets. It also establishes additional requirements, including a requirement for enhanced disclosures to provide financial statement users with greater transparency.

SFAS No. 167 amends certain requirements of FASB Interpretation No. 46 (revised December 2003), *Consolidation of Variable Interest Entities,* to improve financial reporting by enterprises involved with variable interest entities, and to provide more relevant and reliable information to users of financial statements.

Each of these statements has now been included in the FASB Codification. SFAS No. 166 is now Topic 860 and SFAS No. 167 is now Topic 810. These standards are effective for us as of January 1, 2010; we believe there will be no significant impact on our consolidated financial statements upon adoption of these new accounting standards.

Item 7A. ***QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

Required information about market risk is included in the section entitled Accounting Policies and Market Risks Associated with Derivative Instruments, found on pages 37 through 40.

Item 8. ***FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA***

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Hershey Company is responsible for the financial statements and other financial information contained in this report. We believe that the financial statements have been prepared in conformity with U.S. generally accepted accounting principles appropriate under the circumstances to reflect in all material respects the substance of applicable events and transactions. In preparing the financial statements, it is necessary that management make informed estimates and judgments. The other financial information in this annual report is consistent with the financial statements.

We maintain a system of internal accounting controls designed to provide reasonable assurance that financial records are reliable for purposes of preparing financial statements and that assets are properly accounted for and safeguarded. The concept of reasonable assurance is based on the recognition that the cost of the system must be related to the benefits to be derived. We believe our system provides an appropriate balance in this regard. We maintain an Internal Audit Department which reviews the adequacy and tests the application of internal accounting controls.

The 2009, 2008 and 2007 financial statements have been audited by KPMG LLP, an independent registered public accounting firm. KPMG LLP s report on our financial statements is included on page 52.

The Audit Committee of the Board of Directors of the Company, consisting solely of independent, non-management directors, meets regularly with the independent auditors, internal auditors and management to discuss, among other things, the audit scopes and results. KPMG LLP and the internal auditors both have full and free access to the Audit Committee, with and without the presence of management.

David J. West	**Humberto P. Alfonso**
Chief Executive Officer	***Chief Financial Officer***

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders

The Hershey Company:

We have audited the accompanying consolidated balance sheets of The Hershey Company and subsidiaries (the Company) as of December 31, 2009 and 2008, and the related consolidated statements of income, cash flows and stockholders equity for each of the years in the three-year period ended December 31, 2009. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of The Hershey Company and subsidiaries as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 19, 2010 expressed an unqualified opinion on the effectiveness of the Company s internal control over financial reporting.

New York, New York

February 19, 2010

THE HERSHEY COMPANY

CONSOLIDATED STATEMENTS OF INCOME

For the years ended December 31, **In thousands of dollars except per share amounts**	**2009**	**2008**	**2007**
Net Sales	**$ 5,298,668**	$ 5,132,768	$ 4,946,716
Costs and Expenses:			
Cost of sales	**3,245,531**	3,375,050	3,315,147
Selling, marketing and administrative	**1,208,672**	1,073,019	895,874
Business realignment and impairment charges, net	**82,875**	94,801	276,868
Total costs and expenses	**4,537,078**	4,542,870	4,487,889
Income before Interest and Income Taxes	**761,590**	589,898	458,827
Interest expense, net	**90,459**	97,876	118,585
Income before Income Taxes	**671,131**	492,022	340,242
Provision for income taxes	**235,137**	180,617	126,088
Net Income	**$ 435,994**	$ 311,405	$ 214,154
Net Income Per Share Basic Class B Common Stock	**$ 1.77**	$ 1.27	$ .87
Net Income Per Share Diluted Class B Common Stock	**$ 1.77**	$ 1.27	$ .87
Net Income Per Share Basic Common Stock	**$ 1.97**	$ 1.41	$ .96
Net Income Per Share Diluted Common Stock	**$ 1.90**	$ 1.36	$ .93
Cash Dividends Paid Per Share:			
Common Stock	**$ 1.1900**	$ 1.1900	$ 1.1350
Class B Common Stock	**1.0712**	1.0712	1.0206

The notes to consolidated financial statements are an integral part of these statements.

THE HERSHEY COMPANY

CONSOLIDATED BALANCE SHEETS

December 31, **In thousands of dollars**	**2009**	**2008**
ASSETS		
Current Assets:		
Cash and cash equivalents	**$ 253,605**	$ 37,103
Accounts receivable trade	**410,390**	455,153
Inventories	**519,712**	592,530
Deferred income taxes	**39,868**	70,903
Prepaid expenses and other	**161,859**	189,256
Total current assets	**1,385,434**	1,344,945
Property, Plant and Equipment, Net	**1,404,767**	1,458,949
Goodwill	**571,580**	554,677
Other Intangibles	**125,520**	110,772
Deferred Income Taxes	**4,353**	13,815
Other Assets	**183,377**	151,561
Total assets	**$ 3,675,031**	$ 3,634,719
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities:		
Accounts payable	**$ 287,935**	$ 249,454
Accrued liabilities	**546,462**	504,065
Accrued income taxes	**36,918**	15,189
Short-term debt	**24,066**	483,120
Current portion of long-term debt	**15,247**	18,384
Total current liabilities	**910,628**	1,270,212
Long-term Debt	**1,502,730**	1,505,954
Other Long-term Liabilities	**501,334**	504,963
Deferred Income Taxes		3,646
Total liabilities	**2,914,692**	3,284,775
Commitments and Contingencies		
Stockholders Equity:		
The Hershey Company Stockholders Equity		
Preferred Stock, shares issued: none in 2009 and 2008		
Common Stock, shares issued: 299,192,836 in 2009 and 299,190,836 in 2008	**299,192**	299,190
Class B Common Stock, shares issued: 60,708,908 in 2009 and 60,710,908 in 2008	**60,709**	60,711
Additional paid-in capital	**394,678**	352,375
Retained earnings	**4,148,353**	3,975,762
Treasury Common Stock shares, at cost: 131,903,468 in 2009 and 132,866,673 in 2008	**(3,979,629)**	(4,009,931)
Accumulated other comprehensive loss	**(202,844)**	(359,908)
The Hershey Company stockholders equity	**720,459**	318,199
Noncontrolling interests in subsidiaries	**39,880**	31,745
Total stockholders equity	**760,339**	349,944

Total liabilities and stockholders equity	**$ 3,675,031**	$ 3,634,719

The notes to consolidated financial statements are an integral part of these balance sheets.

THE HERSHEY COMPANY

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended December 31, In thousands of dollars	2009	2008	2007
Cash Flows Provided from (Used by) Operating Activities			
Net income	**$ 435,994**	$ 311,405	$ 214,154
Adjustments to reconcile net income to net cash provided from operations:			
Depreciation and amortization	**182,411**	249,491	310,925
Stock-based compensation expense, net of tax of $19,223, $13,265 and $10,634, respectively	**34,927**	23,583	18,987
Excess tax benefits from exercise of stock options	**(4,455)**	(1,387)	(9,461)
Deferred income taxes	**(40,578)**	(17,125)	(124,276)
Business realignment and impairment charges, net of tax of $38,308, $61,553 and $144,928, respectively	**60,823**	119,117	267,653
Contributions to pension plans	**(54,457)**	(32,759)	(15,836)
Changes in assets and liabilities, net of effects from business acquisitions and divestitures:			
Accounts receivable trade	**46,584**	31,675	40,467
Inventories	**74,000**	7,681	45,348
Accounts payable	**37,228**	26,435	62,204
Other assets and liabilities	**293,272**	(198,555)	(31,329)
Net Cash Provided from Operating Activities	**1,065,749**	519,561	778,836
Cash Flows Provided from (Used by) Investing Activities			
Capital additions	**(126,324)**	(262,643)	(189,698)
Capitalized software additions	**(19,146)**	(20,336)	(14,194)
Proceeds from sales of property, plant and equipment	**10,364**	82,815	
Business acquisitions	**(15,220)**		(100,461)
Proceeds from divestitures		1,960	
Net Cash (Used by) Investing Activities	**(150,326)**	(198,204)	(304,353)
Cash Flows Provided from (Used by) Financing Activities			
Net change in short-term borrowings	**(458,047)**	(371,393)	195,055
Long-term borrowings		247,845	
Repayment of long-term debt	**(8,252)**	(4,977)	(188,891)
Cash dividends paid	**(263,403)**	(262,949)	(252,263)
Exercise of stock options	**28,318**	36,996	50,497
Excess tax benefits from exercise of stock options	**4,455**	1,387	9,461
Contributions from noncontrolling interests in subsidiaries	**7,322**		
Repurchase of Common Stock	**(9,314)**	(60,361)	(256,285)
Net Cash (Used by) Financing Activities	**(698,921)**	(413,452)	(442,426)
Increase (Decrease) in Cash and Cash Equivalents	**216,502**	(92,095)	32,057
Cash and Cash Equivalents as of January 1	**37,103**	129,198	97,141
Cash and Cash Equivalents as of December 31	**$ 253,605**	$ 37,103	$ 129,198
Interest Paid	**$ 91,623**	$ 97,364	$ 126,450
Income Taxes Paid	**252,230**	197,661	253,977

The notes to consolidated financial statements are an integral part of these statements.

THE HERSHEY COMPANY

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

In thousands of dollars	Preferred Stock	Common Stock	Class B Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Common Stock	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests in Subsidiaries	Total Stockholders Equity
Balance as of January 1, 2007	$	$ 299,085	$ 60,816	$ 298,243	$ 3,965,415	$ (3,801,947)	$ (138,189)	$	$ 683,423
Net income					214,154				214,154
Other comprehensive income							110,210		110,210
Comprehensive income									324,364
Dividends:									
Common Stock, $1.135 per share					(190,199)				(190,199)
Class B Common Stock, $1.0206 per share					(62,064)				(62,064)
Conversion of Class B Common Stock into Common Stock		10	(10)						
Incentive plan transactions				1,426		2,082			3,508
Stock-based compensation				29,790					29,790
Exercise of stock options				5,797		54,588			60,385
Repurchase of Common Stock						(256,285)			(256,285)
Noncontrolling interests in subsidiaries								30,598	30,598
Balance as of December 31, 2007		299,095	60,806	335,256	3,927,306	(4,001,562)	(27,979)	30,598	623,520
Net income					311,405				311,405
Other comprehensive loss							(331,929)		(331,929)
Comprehensive loss									(20,524)
Dividends:									
Common Stock, $1.19 per share					(197,839)				(197,839)
Class B Common Stock, $1.0712 per share					(65,110)				(65,110)
Conversion of Class B Common Stock into Common Stock		95	(95)						
Incentive plan transactions				(422)		12,989			12,567
Stock-based compensation				18,161					18,161
Exercise of stock options				(620)		39,003			38,383
Repurchase of Common Stock						(60,361)			(60,361)
Noncontrolling interests in subsidiaries								1,147	1,147
Balance as of December 31, 2008		299,190	60,711	352,375	3,975,762	(4,009,931)	(359,908)	31,745	349,944
Net income					435,994				435,994
Other comprehensive income							157,064		157,064
Comprehensive income									593,058
Dividends:									
Common Stock, $1.19 per share					(198,371)				(198,371)
Class B Common Stock, $1.0712 per share					(65,032)				(65,032)
Conversion of Class B Common Stock into Common Stock		2	(2)						
Incentive plan transactions				(355)		4,762			4,407
Stock-based compensation				44,704					44,704
Exercise of stock options				(2,046)		34,854			32,808
Repurchase of Common Stock						(9,314)			(9,314)

Noncontrolling interests in subsidiaries								8,135	8,135
Balance as of December 31, 2009	$	$ 299,192	$ 60,709	$ 394,678	$ 4,148,353	$ (3,979,629)	$ (202,844)	$ 39,880	$ 760,339

The notes to consolidated financial statements are an integral part of these statements.

THE HERSHEY COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Our significant accounting policies are discussed below and in other notes to the consolidated financial statements. We have made certain reclassifications to prior year amounts to conform to the 2009 presentation.

Principles of Consolidation

Our consolidated financial statements include the accounts of the Company and our majority-owned subsidiaries and entities in which we have a controlling financial interest after the elimination of intercompany accounts and transactions. We have a controlling financial interest if we own a majority of the outstanding voting common stock and minority shareholders do not have substantive participating rights or we have significant control over an entity through contractual or economic interests in which we are the primary beneficiary.

In May 2007, we entered into an agreement with Godrej Beverages and Foods, Ltd., to manufacture and distribute confectionery products, snacks and beverages across India. Under the agreement, we own a 51% controlling interest in Godrej Hershey Ltd. This business acquisition is included in our consolidated financial results, including the related noncontrolling interest.

In January 2008, our Brazilian subsidiary, Hershey do Brasil, entered into a cooperative agreement with Pandurata Alimentos LTDA (Bauducco), a leading manufacturer of baked goods in Brazil whose primary brand is Bauducco. Under this agreement we manufacture and market, and they sell and distribute our products. The agreement conveyed a 49% interest in Hershey do Brasil to Bauducco. We maintain a 51% controlling interest in Hershey do Brasil.

Equity Investments

We use the equity method of accounting when we have a 20% to 50% interest in other companies and exercise significant influence. Under the equity method, original investments are recorded at cost and adjusted by our share of undistributed earnings or losses of these companies. Equity investments are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the investments may not be recoverable. In May 2007, we entered into a manufacturing agreement in China with Lotte Confectionery Company, LTD. to produce Hershey products and certain Lotte products for the markets in Asia, particularly China. We own a 44% interest in this entity and are accounting for this investment using the equity method.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and revenues and expenses during the reporting period. Critical accounting estimates involved in applying our accounting policies are those that require management to make assumptions about matters that are highly uncertain at the time the accounting estimate was made and those for which different estimates reasonably could have been used for the current period. Critical accounting estimates are also those which are reasonably likely to change from period to period and would have a material impact on the presentation of our financial condition, changes in financial condition or results of operations. Our most critical accounting estimates pertain to accounting policies for accounts receivable trade; accrued liabilities; pension and other post-retirement benefit plans; and goodwill and other intangible assets.

These estimates and assumptions are based on management s best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors,

THE HERSHEY COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

including the current economic environment, which management believes to be reasonable under the circumstances. We adjust such estimates and assumptions when facts and circumstances dictate. Volatile credit, equity, foreign currency, commodity and energy markets, and declines in consumer spending have combined to increase the uncertainty inherent in such estimates and assumptions. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the financial statements in future periods.

Revenue Recognition

We record sales when all of the following criteria have been met:

- A valid customer order with a fixed price has been received;
- The product has been delivered to the customer;
- There is no further significant obligation to assist in the resale of the product; and
- Collectability is reasonably assured.

Net sales include revenue from the sale of finished goods and royalty income, net of allowances for trade promotions, consumer coupon programs and other sales incentives, and allowances and discounts associated with aged or potentially unsaleable products. Trade promotions and sales incentives primarily include reduced price features, merchandising displays, sales growth incentives, new item allowances and cooperative advertising.

Cost of Sales

Cost of sales represents costs directly related to the manufacture and distribution of our products. Primary costs include raw materials, packaging, direct labor, overhead, shipping and handling, warehousing and the depreciation of manufacturing, warehousing and distribution facilities. Manufacturing overhead and related expenses include salaries, wages, employee benefits, utilities, maintenance and property taxes.

Selling, Marketing and Administrative

Selling, marketing and administrative expenses represent costs incurred in generating revenues and in managing our business. Such costs include advertising and other marketing expenses, salaries, employee benefits, incentive compensation, research and development, travel, office expenses, amortization of capitalized software and depreciation of administrative facilities.

Cash Equivalents

Cash equivalents consist of highly liquid debt instruments, time deposits and money market funds with original maturities of 3 months or less. The fair value of cash and cash equivalents approximates the carrying amount.

Commodities Futures and Options Contracts

We enter into commodities futures and options contracts to reduce the effect of price fluctuations associated with the purchase of raw materials, energy requirements and transportation services. We report the effective portion of the gain or loss on a derivative instrument designated and qualifying as a cash flow hedging instrument

as a component of other comprehensive income and reclassify such gains or losses into earnings in the same period or periods during which the hedged transactions affect earnings. The remaining gain or loss on the derivative instrument, if any, must be recognized currently in earnings.

For a derivative designated as hedging the exposure to changes in the fair value of a recognized asset or liability or a firm commitment (referred to as a fair value hedge), the gain or loss must be recognized in earnings in the period of change together with the offsetting loss or gain on the hedged item attributable to the risk being hedged. The effect of that accounting is to reflect in earnings the extent to which the hedge is not effective in achieving offsetting changes in fair value.

All derivative instruments which we are currently utilizing, including commodities futures and options contracts, are designated and accounted for as cash flow hedges. Additional information with regard to accounting policies associated with derivative instruments is contained in *Note 6, Derivative Instruments and Hedging Activities.*

Property, Plant and Equipment

Property, plant and equipment are stated at cost and depreciated on a straight-line basis over the estimated useful lives of the assets, as follows: 3 to 15 years for machinery and equipment; and 25 to 40 years for buildings and related improvements. Maintenance and repairs are expensed as incurred. We capitalize applicable interest charges incurred during the construction of new facilities and production lines and amortize these costs over the assets estimated useful lives.

We review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. We measure the recoverability of assets to be held and used by a comparison of the carrying amount of long-lived assets to future undiscounted net cash flows expected to be generated. If these assets are considered to be impaired, we measure impairment as the amount by which the carrying amount of the assets exceeds the fair value of the assets. We report assets held for sale or disposal at the lower of the carrying amount or fair value less cost to sell.

Asset Retirement Obligations

Asset retirement obligations generally apply to legal obligations associated with the retirement of a tangible long-lived asset that result from the acquisition, construction or development and normal operation of a long-lived asset. We assess asset retirement obligations on a periodic basis. We recognize the fair value of a liability for an asset retirement obligation in the period in which it is incurred if a reasonable estimate of fair value can be made. We capitalize associated asset retirement costs as part of the carrying amount of the long-lived asset.

Goodwill and Other Intangible Assets

We classify intangible assets into 3 categories: (1) intangible assets with definite lives subject to amortization; (2) intangible assets with indefinite lives not subject to amortization; and (3) goodwill.

Our intangible assets with definite lives consist primarily of customer-related intangible assets and patents. We are amortizing customer-related intangible assets over their estimated useful lives of approximately 13 years. We are amortizing patents over their remaining legal lives of approximately 9 years. We conduct impairment tests when events or changes in circumstances indicate that the carrying value of these assets may not be recoverable.

THE HERSHEY COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Our intangible assets with indefinite lives consist of trademarks obtained through business acquisitions. We do not amortize existing trademarks because we determined their useful lives to be indefinite. We conduct impairment tests for other intangible assets with indefinite lives and goodwill at the beginning of the fourth quarter of each year, or when circumstances arise that indicate a possible impairment might exist.

We evaluate our trademarks for impairment by comparing their carrying amount to their estimated fair value. The fair value of trademarks is calculated using a relief from royalty payments methodology. This approach involves a two-step process. In the first step, we estimate reasonable royalty rates for each trademark. In the second step, we apply these royalty rates to a net sales stream and discount the resulting cash flows to determine fair value. This fair value is then compared with the carrying value of each trademark. If the estimated fair value is less than the carrying amount, we record an impairment charge to reduce the asset to its estimated fair value. The estimates of future cash flows are generally based on past performance of the brands and reflect net sales projections and assumptions for the brands that we use in current operating plans. We also consider assumptions that market participants may use. Such assumptions are subject to change due to changing economic and competitive conditions.

We use a two-step process to evaluate goodwill for impairment. In the first step, we compare the fair value of each reporting unit with the carrying amount of the reporting unit, including goodwill. We estimate the fair value of the reporting unit based on discounted future cash flows. If the estimated fair value of the reporting unit is less than the carrying amount of the reporting unit, we complete a second step to determine the amount of the goodwill impairment that we should record. In the second step, we determine an implied fair value of the reporting unit s goodwill by allocating the reporting unit s fair value to all of its assets and liabilities other than goodwill (including any unrecognized intangible assets). We compare the resulting implied fair value of the goodwill to the carrying amount and record an impairment charge for the difference.

The assumptions we use to estimate fair value are based on the past performance of each reporting unit and reflect the projections and assumptions that we use in current operating plans. We also consider assumptions that market participants may use. Such assumptions are subject to change due to changing economic and competitive conditions.

In December 2008, we recorded total non-cash impairment charges of $45.7 million. We determined that the carrying amounts of certain trademarks, primarily the *Mauna Loa* brand, exceeded their estimated fair value due to reduced expectations for future sales and cash flows compared with the valuations at the acquisition dates.

As a result of reduced expectations for future cash flows resulting from lower expected profitability, we determined that the carrying amount of our wholly-owned subsidiary, Hershey do Brasil, exceeded its fair value and recorded a non-cash impairment charge of $12.3 million in December 2007. There was no tax benefit associated with this charge.

We provide more information on intangible assets and the impairment testing results in *Note 18, Supplemental Balance Sheet Information.*

Comprehensive Income

We report comprehensive income (loss) on the Consolidated Statements of Stockholders Equity and accumulated other comprehensive income (loss) on the Consolidated Balance Sheets. Additional information regarding comprehensive income is contained in *Note 9, Comprehensive Income*.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We translate results of operations for foreign entities using the average exchange rates during the period. For foreign entities, assets and liabilities are translated to U.S. dollars using the exchange rates in effect at the balance sheet date. Resulting translation adjustments are recorded as a component of other comprehensive income (loss), Foreign Currency Translation Adjustments.

Changes to the balances of the unrecognized prior service cost and the unrecognized net actuarial loss, net of income taxes, associated with our pension and post-retirement benefit plans are recorded as a component of other comprehensive income (loss), Pension and Post-retirement Benefit Plans. Additional information regarding accounting policies associated with benefit plans is contained in *Note 14, Pension and Other Post-Retirement Benefit Plans*.

Gains and losses on cash flow hedging derivatives, to the extent effective, are included in other comprehensive income (loss), net of related tax effects. Reclassification adjustments reflecting such gains and losses are ratably recorded in income in the same period during which the hedged transactions affect earnings. Additional information with regard to accounting policies associated with derivative instruments is contained in *Note 6, Derivative Instruments and Hedging Activities*.

Foreign Exchange Forward Contracts and Options

We enter into foreign exchange forward contracts and options to hedge transactions denominated in foreign currencies. These transactions are primarily related to firm commitments or forecasted purchases of equipment, certain raw materials and finished goods. We also hedge payment of forecasted intercompany transactions with our subsidiaries outside the United States. These contracts reduce currency risk from exchange rate movements.

Foreign exchange forward contracts and options are intended to be and are effective as hedges of identifiable foreign currency commitments and forecasted transactions. Foreign exchange forward contracts and options are designated as cash flow hedging derivatives and the fair value of such contracts is recorded on the Consolidated Balance Sheets as either an asset or liability. Gains and losses on these contracts are recorded as a component of other comprehensive income and are reclassified into earnings in the same period during which the hedged transactions affect earnings. Additional information with regard to accounting policies for derivative instruments, including foreign exchange forward contracts and options is contained in *Note 6, Derivative Instruments and Hedging Activities*.

License Agreements

We enter into license agreements under which we have access to certain trademarks and proprietary technology, and manufacture and/or market and distribute certain products. The rights under these agreements are extendible on a long-term basis at our option subject to certain conditions, including minimum sales and unit volume levels, which we have met. License fees and royalties, payable under the terms of the agreements, are expensed as incurred and included in selling, marketing and administrative expenses.

Research and Development

We expense research and development costs as incurred. Research and development expense was $28.1 million in 2009, $28.1 million in 2008 and $28.0 million in 2007. Research and development expense is included in selling, marketing and administrative expenses.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Advertising

We expense advertising costs as incurred. Advertising expense, which is included in selling, marketing and administrative expenses, was $241.2 million in 2009, $161.1 million in 2008 and $127.9 million in 2007. We had no prepaid advertising expense as of December 31, 2009 and as of December 31, 2008.

Computer Software

We capitalize costs associated with software developed or obtained for internal use when both the preliminary project stage is completed and it is probable that computer software being developed will be completed and placed in service. Capitalized costs include only (i) external direct costs of materials and services consumed in developing or obtaining internal-use software, (ii) payroll and other related costs for employees who are directly associated with and who devote time to the internal-use software project and (iii) interest costs incurred, when material, while developing internal-use software. We cease capitalization of such costs no later than the point at which the project is substantially complete and ready for its intended purpose.

The unamortized amount of capitalized software was $44.7 million as of December 31, 2009 and was $42.3 million as of December 31, 2008. We amortize software costs using the straight-line method over the expected life of the software, generally 3 to 5 years. Accumulated amortization of capitalized software was $194.3 million as of December 31, 2009 and $176.7 million as of December 31, 2008.

We review the carrying value of software and development costs for impairment in accordance with our policy pertaining to the impairment of long-lived assets. Generally, we measure impairment under the following circumstances:

- When internal-use computer software is not expected to provide substantive service potential;
- A significant change occurs in the extent or manner in which the software is used or is expected to be used;
- A significant change is made or will be made to the software program; and
- Costs of developing or modifying internal-use computer software significantly exceed the amount originally expected to develop or modify the software.

2. ACQUISITIONS AND DIVESTITURES

In March 2009, we completed the acquisition of the Van Houten Singapore consumer business. The acquisition from Barry Callebaut, AG provides us with an exclusive license of the Van Houten brand name and related trademarks in Asia and the Middle East for the retail and duty free distribution channels. The purchase price for the acquisition of Van Houten Singapore and the licensing agreement was approximately $15.2 million. Total liabilities assumed were $3.6 million.

In January 2008, our Brazilian subsidiary, Hershey do Brasil, entered into a cooperative agreement with Bauducco. In the fourth quarter of 2007, we recorded a goodwill impairment charge and approved a business realignment program associated with initiatives to improve distribution and enhance performance of our business in Brazil. In the first quarter of 2008, we received approximately $2.0 million in cash and recorded an other intangible asset of $13.7 million associated with the cooperative agreement with Bauducco in exchange for our conveying to Bauducco a 49% interest in Hershey do Brasil. We maintain a 51% controlling interest in Hershey do Brasil.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In May 2007, we entered into an agreement with Godrej Beverages and Foods, Ltd., one of India s largest consumer goods, confectionery and food companies, to manufacture and distribute confectionery products, snacks and beverages across India. Under the agreement, we invested $61.5 million during 2007 and own a 51% controlling interest in Godrej Hershey Ltd. Total liabilities assumed in 2007 were $51.6 million.

Also in May 2007, we entered into a manufacturing agreement in China with Lotte Confectionery Co., LTD., to produce Hershey products and certain Lotte products for the markets in Asia, particularly in China. We invested $39.0 million in 2007 and own a 44% interest. We are accounting for this investment using the equity method.

We included results subsequent to the dates of acquisition in the consolidated financial statements. Had the results of the acquisitions been included in the consolidated financial statements for each of the periods presented, the effect would not have been material.

3. BUSINESS REALIGNMENT INITIATIVES

In February 2007, we announced a comprehensive, three-year supply chain transformation program (the global supply chain transformation program or GSCT) and, in December 2007, we initiated a business realignment program associated with our business in Brazil (together, the 2007 business realignment initiatives). In December 2008, we approved a modest expansion in the scope of the global supply chain transformation program to include the closure of two subscale manufacturing facilities of Artisan Confections Company, a wholly-owned subsidiary, and consolidation of the associated production into existing U.S. facilities, along with rationalization of other select portfolio items. The affected facilities were located in Berkeley and San Francisco, California. Additional business realignment charges related to the expansion in scope were recorded in 2009 and included severance for approximately 150 employees.

The original estimated pre-tax cost of the program announced in February 2007 was from $525 million to $575 million over three years. The total included from $475 million to $525 million in business realignment costs and approximately $50 million in project implementation costs. The increase in scope approved in December 2008 increased the total expected cost by about $25 million. In addition, employee lump sum withdrawals from our defined benefit pension plans resulted in total non-cash pension settlement losses of $85.0 million which consisted of $60.4 million in 2009, $12.5 million in 2008 and $12.1 million in 2007.

Total pre-tax charges and non-recurring project implementation costs were $629.1 million for the GSCT. Excluding the higher than planned non-cash pension settlement losses, the GSCT total project costs were within the projected ranges. The GSCT was essentially complete as of December 31, 2009. Total costs of $99.1 million were recorded during 2009, costs of $130.0 million were recorded in 2008 and costs of $400.0 million were recorded in 2007 for this program. The current trends of employee lump sum withdrawals from the defined benefit pension plans could result in additional non-cash pension settlement losses of $12 million to $18 million in 2010. In addition, the manufacturing facilities in Naugatuck, Connecticut; Reading, Pennsylvania and Smiths Falls, Ontario have been closed and are being held for sale. Actual proceeds from the sale of these facilities could differ from expected proceeds which could cause additional charges or credits in 2010.

In an effort to improve the performance of our business in Brazil, in January 2008 Hershey do Brasil entered into a cooperative agreement with Bauducco. Business realignment and impairment charges of $4.9 million were recorded in 2008 and $12.6 million were recorded in 2007.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Charges (credits) associated with business realignment initiatives and impairment recorded during 2009, 2008 and 2007 were as follows:

For the years ended December 31, In thousands of dollars	2009	2008	2007
Cost of sales			
2007 business realignment initiatives:			
Global supply chain transformation program	**$ 10,136**	$ 77,767	$ 123,090
Selling, marketing and administrative			
2007 business realignment initiatives:			
Global supply chain transformation program	**6,120**	8,102	12,623
Business realignment and impairment charges, net			
2007 business realignment initiatives:			
Global supply chain transformation program:			
Net (gain on sale)/impairment of fixed assets	**(3,418)**	(4,882)	47,938
Plant closure expense	**22,157**	23,415	13,506
Employee separation costs	**2,474**	11,469	176,463
Pension settlement loss	**60,431**	12,501	12,075
Contract termination costs	**1,231**	1,637	14,316
Brazilian business realignment:			
Goodwill impairment			12,260
Employee separation costs		1,581	310
Fixed asset impairment charges		754	
Contract termination and other exit costs		2,587	
2008 impairment of trademarks		45,739	
Total business realignment and impairment charges, net	**82,875**	94,801	276,868
Total net charges associated with business realignment initiatives and impairment	**$ 99,131**	$ 180,670	$ 412,581

Global Supply Chain Transformation Program

The charge of $10.1 million recorded in cost of sales during 2009 related primarily to the start-up costs associated with the global supply chain transformation program and the accelerated depreciation of fixed assets over the estimated remaining useful life. The $6.1 million recorded in selling, marketing and administrative expenses related primarily to project administration for the global supply chain transformation program. The $3.4 million net gain on sale of fixed assets related primarily to higher proceeds from the sale of equipment. The $22.2 million of plant closure expenses for 2009 related primarily to the preparation of plants for sale and equipment removal costs. In determining the costs related to fixed asset impairments, fair value was estimated based on the expected sales proceeds. Certain real estate with a carrying value of $11.7 million was being held for sale as of December 31, 2009. The global supply chain transformation program had identified six manufacturing facilities which would be closed. As of December 31, 2009, manufacturing facilities located in Dartmouth, Nova Scotia; Oakdale, California; and Montreal, Quebec have been closed and sold. The facilities located in Naugatuck, Connecticut; Reading, Pennsylvania; and Smiths Falls, Ontario have been closed and are being held for sale. The global supply chain transformation program employee separation costs were primarily related to involuntary terminations at the manufacturing facilities of Artisan Confections Company which have been closed. The higher pension settlement loss in 2009 compared to 2008 resulted from an increase in actuarial losses associated with the significant decline in the fair value of pension assets in 2008, along with the increased level of lump sum withdrawals from a defined benefit pension plan related to employee departures associated with the global supply chain transformation program.

The 2008 charge of $77.8 million recorded in cost of sales for the global supply chain transformation program related primarily to the accelerated depreciation of fixed assets over a reduced estimated remaining useful life and start-up costs associated with the global supply chain transformation program. The $8.1 million recorded in selling, marketing and administrative expenses related primarily to project administration for the global supply chain transformation program. In determining the costs related to fixed asset impairments, fair value was estimated based on the expected sales proceeds. The $4.9 million of gains on sale of fixed assets resulted from the receipt of proceeds in excess of the carrying value primarily from the sale of a warehousing and distribution facility. The $23.4 million of plant closure expenses for 2008 related primarily to the preparation of plants for sale and production line removal costs. Certain real estate with a carrying value of $15.8 million was being held for sale as of December 31, 2008. The global supply chain transformation program employee separation costs were related to involuntary terminations at the North American manufacturing facilities which were being closed.

The 2007 charge of $123.1 million recorded in cost of sales for the global supply chain transformation program related primarily to the accelerated depreciation of fixed assets over a reduced estimated remaining useful life and costs related to inventory reductions. The $12.6 million recorded in selling, marketing and administrative expenses related primarily to project management and administration. In determining the costs related to fixed asset impairments, fair value was estimated based on the expected sales proceeds. Certain real estate with a carrying value of $40.2 million was being held for sale as of December 31, 2007. Employee separation costs included $79.0 million primarily for involuntary terminations at the 6 North American manufacturing facilities which were being closed. The employee separation costs also included $97.5 million for charges relating to pension and other post-retirement benefits curtailments and special termination benefits.

Brazilian Business Realignment

The 2008 Brazilian business realignment charges and the 2007 employee separation costs were related to involuntary terminations and costs associated with office consolidation related to the cooperative agreement with Bauducco. During the fourth quarter of 2007, we completed our annual impairment evaluation of goodwill and other intangible assets. As a result of reduced expectations for future cash flows resulting primarily from lower expected profitability, we determined that the carrying amount of our wholly-owned subsidiary, Hershey do Brasil, exceeded its fair value and recorded a non-cash impairment charge of $12.3 million in December 2007. There was no tax benefit associated with this charge.

2008 Impairment of Trademarks

As a result of our annual impairment tests of intangible assets with useful lives determined to be indefinite, we recorded total impairment charges of $45.7 million in December 2008. We determined that the carrying amounts of certain trademarks, primarily the *Mauna Loa* brand, exceeded their estimated fair value due to reduced expectations for future sales and cash flows compared with the valuations at the acquisition dates. For more information, refer to pages 59 and 60.

Liabilities Associated with Business Realignment Initiatives

The liability balance as of December 31, 2009 relating to the 2007 business realignment initiatives was $9.2 million, primarily for employee separation and plant closure costs to be paid in 2010. The liability balance

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

as of December 31, 2009 was increased by $0.1 million as a result of foreign currency translation adjustments. The liability balance as of December 31, 2008 was $31.0 million, primarily related to employee separation costs. Charges for plant closure and employee separation costs of $6.6 million were recorded in 2009. We made payments of $28.5 million in 2009 and $46.9 million in 2008 against the liabilities recorded for the 2007 business realignment initiatives, principally related to employee separation and project administration.

4. NONCONTROLLING INTERESTS IN SUBSIDIARIES

As of January 1, 2009, we adopted a FASB accounting standard that establishes new accounting and reporting requirements for the noncontrolling interest in a subsidiary (formerly known as minority interest) and for the deconsolidation of a subsidiary and requires the noncontrolling interest to be reported as a component of equity. In addition, changes in a parent s ownership interest while the parent retains its controlling interest will be accounted for as equity transactions, and any retained noncontrolling equity investment upon the deconsolidation of a subsidiary will be measured initially at fair value. Reclassifications have been made to all periods presented to conform to the 2009 presentation.

In May 2007, we entered into an agreement with Godrej Beverages and Foods, Ltd. to manufacture and distribute confectionery products, snacks and beverages across India. Under the agreement, we own a 51% controlling interest in Godrej Hershey Ltd. In January 2009, the Company contributed cash of approximately $8.7 million to Godrej Hershey Ltd. and owners of the noncontrolling interests in Godrej Hershey Ltd. contributed approximately $7.3 million. The ownership interest percentages in Godrej Hershey Ltd. did not change significantly as a result of these contributions. The noncontrolling interests in Godrej Hershey Ltd. are included in the equity section of the Consolidated Balance Sheets.

We also own a 51% controlling interest in Hershey do Brasil under the cooperative agreement with Bauducco. The noncontrolling interest in Hershey do Brasil is included in the equity section of the Consolidated Balance Sheets.

The increase in noncontrolling interests in subsidiaries from $31.7 million as of December 31, 2008 to $39.9 million as of December 31, 2009 reflected the $7.3 million contribution from the noncontrolling interests in Godrej Hershey Ltd. and the impact of currency translation adjustments, partially offset by a reduction resulting from the recording of the share of losses pertaining to the noncontrolling interests. The share of losses pertaining to the noncontrolling interests in subsidiaries was $4.1 million for the year ended December 31, 2009, $6.1 million for the year ended December 31, 2008 and $1.3 million for the year ended December 31, 2007. This was reflected in selling, marketing and administrative expenses.

5. COMMITMENTS AND CONTINGENCIES

We enter into certain obligations for the purchase of raw materials. These obligations are primarily in the form of forward contracts for the purchase of raw materials from third-party brokers and dealers. These contracts minimize the effect of future price fluctuations by fixing the price of part or all of these purchase obligations. Total obligations for each year consisted of fixed price contracts for the purchase of commodities and unpriced contracts that were valued using market prices as of December 31, 2009.

The cost of commodities associated with the unpriced contracts is variable as market prices change over future periods. We mitigate the variability of these costs to the extent that we have entered into commodities futures and options contracts to hedge our costs for those periods. Increases or decreases in market prices are offset by gains or losses on commodities futures contracts. Taking delivery of and making payments for the

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

specific commodities for use in the manufacture of finished goods satisfies our obligations under the forward purchase contracts. For each of the three years in the period ended December 31, 2009, we satisfied these obligations by taking delivery of and making payment for the specific commodities.

As of December 31, 2009, we had entered into purchase agreements with various suppliers. Subject to meeting our quality standards, the purchase obligations covered by these agreements were as follows as of December 31, 2009:

Obligations **In millions of dollars**	**2010**	**2011**	**2012**	**2013**
Purchase obligations	$ 1,111.2	$ 589.5	$ 356.1	$ 234.9

We have commitments under various operating leases. Future minimum payments under non-cancelable operating leases with a remaining term in excess of one year were as follows as of December 31, 2009:

Lease Commitments **In millions of dollars**	**2010**	**2011**	**2012**	**2013**	**2014**	**Thereafter**
Future minimum rental payments	$ 14.0	$ 11.2	$ 10.1	$ 6.4	$ 6.2	$ 13.6

We have a number of facilities that contain varying amounts of asbestos in certain locations within the facilities. Our asbestos management program is compliant with current applicable regulations. Current regulations require that we handle or dispose of asbestos in a special manner if such facilities undergo major renovations or are demolished. We believe we do not have sufficient information to estimate the fair value of any asset retirement obligations related to these facilities. We cannot specify the settlement date or range of potential settlement dates and, therefore, sufficient information is not available to apply an expected present value technique. We expect to maintain the facilities with repairs and maintenance activities that would not involve or require the removal of asbestos.

As of December 31, 2009, certain real estate associated with the closure of facilities under the global supply chain transformation program was being held for sale. We are not aware of any significant obligations related to the environmental remediation of these facilities which have not been reflected in our current estimates.

In connection with its pricing practices, the Company is the subject of an antitrust investigation by the Canadian Competition Bureau. In addition, the U.S. Department of Justice notified the Company that it opened an inquiry but has not requested any information or documents. The European Commission had requested information, but subsequently informed the Company that it had closed its file. We also are party to approximately 91 related civil antitrust suits in the United States and 14 in Canada. Certain of these claims contain class action allegations, instituted on behalf of direct purchasers of our products as well as indirect purchasers that purchase our products for use or for resale. These suits allege conspiracies in restraint of trade in connection with the pricing practices of the Company. Several other chocolate and confectionery companies are the subject of investigations and/or inquiries by the government entities referenced above and have also been named as defendants in the same litigation. One Canadian wholesaler is also a subject of the Canadian investigation. While it is not feasible to predict the final outcome of these proceedings, in our opinion they should not have a material adverse effect on the financial position, liquidity or results of operations of the Company. The Company is cooperating with the government investigations and inquiries and intends to defend the lawsuits vigorously.

We have no other material pending legal proceedings, other than ordinary routine litigation incidental to our business.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

We classify derivatives as assets or liabilities on the balance sheet. Accounting for the change in fair value of the derivative depends on:

- Whether the instrument qualifies for, and has been designated as, a hedging relationship; and
- The type of hedging relationship.

There are three types of hedging relationships:

- Cash flow hedge;
- Fair value hedge; and
- Hedge of foreign currency exposure of a net investment in a foreign operation.

As of December 31, 2009 and 2008, all of our derivative instruments were classified as cash flow hedges.

The amount of net gains on cash flow hedging derivatives, including foreign exchange forward contracts and options, interest rate swap agreements and commodities futures contracts and options, expected to be reclassified into earnings in the next 12 months was approximately $54.0 million after tax as of December 31, 2009. This amount was primarily associated with commodities futures contracts.

Objectives, Strategies and Accounting Policies Associated with Derivative Instruments

We use certain derivative instruments, from time to time, to manage interest rate, foreign currency exchange rate and commodity market price risk exposures. We enter into interest rate swap agreements and foreign exchange forward contracts and options for periods consistent with their related underlying exposures. We enter into commodities futures and options contracts for varying periods. Our commodities futures and options contracts are effective as hedges of market price risks associated with anticipated raw material purchases, energy requirements and transportation costs.

We do not hold or issue derivative instruments for trading purposes and are not a party to any instruments with leverage or prepayment features. In entering into these contracts, we have assumed the risk that might arise from the possible inability of counterparties to meet the terms of their contracts. We mitigate this risk by performing financial assessments prior to contract execution, conducting periodic evaluations of counterparty performance and maintaining a diverse portfolio of qualified counterparties. We do not expect any significant losses from counterparty defaults.

Interest Rate Swaps

In order to minimize financing costs and to manage interest rate exposure, from time to time, we enter into interest rate swap agreements. We included gains and losses on these interest rate swap agreements in other comprehensive income. We recognize the gains and losses on these interest rate swap agreements as an adjustment to interest expense in the same period as the hedged interest payments affect earnings. We classify cash flows from interest rate swap agreements as net cash provided from operating activities on the Consolidated Statements of Cash Flows. Our risk related to the swap agreements is limited to the cost of replacing the agreements at prevailing market rates.

Foreign Exchange Forward Contracts and Options

We enter into foreign exchange forward contracts and options to hedge transactions primarily related to commitments and forecasted purchases of equipment, raw materials and finished goods denominated in foreign currencies. We may also hedge payment of forecasted intercompany transactions with our subsidiaries outside

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

the United States. These contracts reduce currency risk from exchange rate movements. We generally hedge foreign currency price risks for periods from 3 to 24 months. In entering into these contracts, we have assumed the risk that might arise from the possible inability of counterparties to meet the terms of their contracts. We do not expect any significant losses from counterparty defaults.

Foreign exchange forward contracts and options are effective as hedges of identifiable foreign currency commitments. Since there is a direct relationship between the foreign currency derivatives and the foreign currency denomination of the transactions, the derivatives are highly effective in hedging cash flows related to transactions denominated in the corresponding foreign currencies. We designate our foreign exchange forward contracts and options as cash flow hedging derivatives.

These contracts meet the criteria for cash flow hedge accounting treatment. We classify the fair value of foreign exchange forward contracts as prepaid expenses and other current assets, other non-current assets, accrued liabilities or other long-term liabilities on the Consolidated Balance Sheets. We report the offset to the futures and options contracts in accumulated other comprehensive loss, net of income taxes. We record gains and losses on these contracts as a component of other comprehensive income and reclassify them into earnings in the same period during which the hedged transactions affect earnings. For hedges associated with the purchase of equipment, we designate the related cash flows as net cash flows (used by) provided from investing activities on the Consolidated Statements of Cash Flows. We classify cash flows from other foreign exchange forward contracts as net cash provided from operating activities.

As of December 31, 2009, the fair value of foreign exchange forward contracts with gains totaled $2.9 million and the fair value of foreign exchange forward contracts with losses totaled $7.7 million. Over the last three years the volume of activity for foreign exchange forward contracts to purchase foreign currencies ranged from a contract amount of $0.8 million to $31.9 million. Over the same period, the volume of activity for foreign exchange forward contracts to sell foreign currencies ranged from a contract amount of $14.7 million to $165.1 million.

Commodities Futures and Options Contracts

We enter into commodities futures and options contracts to reduce the effect of future price fluctuations associated with the purchase of raw materials, energy requirements and transportation services. We generally hedge commodity price risks for 3 to 24 month periods. The commodities futures and options contracts are highly effective in hedging price risks for our raw material requirements, energy requirements and transportation costs. Because our commodities futures and options contracts meet hedge criteria, we account for them as cash flow hedges. Accordingly, we include gains and losses on hedging in other comprehensive income. We recognize gains and losses ratably in cost of sales in the same period that we record the hedged raw material requirements in cost of sales.

We use exchange traded futures contracts to fix the price of unpriced physical forward purchase contracts. Physical forward purchase contracts meet the definition of normal purchases and sales and, therefore, are not accounted for as derivative instruments. On a daily basis, we receive or make cash transfers reflecting changes in the value of futures contracts (unrealized gains and losses). As mentioned above, such gains and losses are included as a component of other comprehensive income. The cash transfers offset higher or lower cash requirements for payment of future invoice prices for raw materials, energy requirements and transportation costs. Futures held in excess of the amount required to fix the price of unpriced physical forward contracts are effective as hedges of anticipated purchases.

Over the last three years our total annual volume of futures and options traded in conjunction with commodities hedging strategies ranged from approximately 55,000 to 75,000 contracts. We use futures and options contracts in combination with forward purchasing of cocoa products, sugar, corn sweeteners, natural gas,

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

fuel oil and certain dairy products primarily to provide favorable pricing opportunities and flexibility in sourcing our raw material and energy requirements. Our commodity procurement practices are intended to reduce the risk of future price increases and provide visibility to future costs, but also may potentially limit our ability to benefit from possible price decreases.

Hedge Effectiveness Commodities

We perform an assessment of hedge effectiveness for commodities futures and options contracts on a quarterly basis. Because of the rollover strategy used for commodities futures contracts, as required by futures market conditions, some ineffectiveness may result in hedging forecasted manufacturing requirements. This occurs as we switch futures contracts from nearby contract positions to contract positions that are required to fix the price of anticipated manufacturing requirements. Hedge ineffectiveness may also result from variability in basis differentials associated with the purchase of raw materials for manufacturing requirements. We record the ineffective portion of gains or losses on commodities futures and options contracts currently in cost of sales.

The prices of commodities futures contracts reflect delivery to the same locations where we take delivery of the physical commodities. Therefore, there is no ineffectiveness resulting from differences in location between the derivative and the hedged item.

Financial Statement Location and Amounts Pertaining to Derivative Instruments

The fair value of derivative instruments in the Consolidated Balance Sheet as of December 31, 2009 was as follows:

Balance Sheet Caption In thousands of dollars	Interest Rate Swap Agreements	Foreign Exchange Forward Contracts and Options	Commodities Futures and Options Contracts
Prepaid expense and other current assets	$	$ 2,872	$ 11,835
Other assets	$ 9,171	$	$
Accrued liabilities	$	$ 7,708	$ 3,228

The fair value of the interest rate swap agreements represents the difference in the present values of cash flows calculated at the contracted interest rates and at current market interest rates at the end of the period. We calculate the fair value of interest rate swap agreements quarterly based on the quoted market price for the same or similar financial instruments.

We define the fair value of foreign exchange forward contracts and options as the amount of the difference between the contracted and current market foreign currency exchange rates at the end of the period. We estimate the fair value of foreign exchange forward contracts and options on a quarterly basis by obtaining market quotes of spot and forward rates for contracts with similar terms, adjusted where necessary for maturity differences.

As of December 31, 2009, prepaid expense and other current assets were associated with the fair value of commodity options contracts. Accrued liabilities were related to cash transfers payable on commodities futures contracts reflecting the change in quoted market prices on the last trading day for the period. We make or receive cash transfers to or from commodity futures brokers on a daily basis reflecting changes in the value of futures contracts on the IntercontinentalExchange or various other exchanges. These changes in value represent unrealized gains and losses.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The effect of derivative instruments on the Consolidated Statements of Income for the year ended December 31, 2009 was as follows:

Cash Flow Hedging Derivatives In thousands of dollars	Interest Rate Swap Agreements	Foreign Exchange Forward Contracts and Options	Commodities Futures and Options Contracts
Gains (losses) recognized in other comprehensive income (OCI) (effective portion)	$ 9,171	$ (3,737)	$ 119,764
Gains (losses) reclassified from accumulated OCI into income (effective portion)[a]	$	$ 8,587	$ (11,600)
Gains (losses) recognized in income (ineffective portion)[b]	$	$	$ 169

(a) Gains (losses) reclassified from accumulated OCI into earnings were included in cost of sales for commodities futures and options contracts and for foreign exchange forward contracts and options designated as hedges of intercompany purchases of inventory. Other gains and losses for foreign exchange forward contracts and options were included in selling, marketing and administrative expenses.

(b) Gains (losses) recognized in earnings were included in cost of sales.

All gains (losses) recognized in earnings were related to the ineffective portion of the hedging relationship. We recognized no components of gains and losses on cash flow hedging derivatives in income due to excluding such components from the hedge effectiveness assessment.

7. FINANCIAL INSTRUMENTS

The carrying amounts of financial instruments including cash and cash equivalents, accounts receivable, accounts payable and short-term debt approximated fair value as of December 31, 2009 and December 31, 2008, because of the relatively short maturity of these instruments.

The carrying value of long-term debt, including the current portion, was $1,518.0 million as of December 31, 2009, compared with a fair value of $1,654.4 million based on quoted market prices for the same or similar debt issues. The carrying value of long-term debt, including the current portion, was $1,524.3 million as of December 31, 2008 compared with a fair value of $1,595.0 million.

Interest Rate Swaps

In order to minimize financing costs and to manage interest rate exposure, the Company, from time to time, enters into interest rate swap agreements. In March 2009, the Company entered into forward starting interest rate swap agreements to hedge interest rate exposure related to the anticipated $250 million of term financing expected to be executed during 2011 to repay $250 million of 5.3% Notes maturing in September 2011. The weighted-average fixed rate on the forward starting swap agreements was 3.5%. The fair value of interest rate swap agreements was a net asset of $9.2 million as of December 31, 2009. The Company s risk related to interest rate swap agreements is limited to the cost of replacing such agreements at prevailing market rates. For more information see *Note 6, Derivative Instruments and Hedging Activities*.

Foreign Exchange Forward Contracts

For information on the objectives, strategies and accounting polices related to our use of foreign exchange forward contracts, see *Note 6, Derivative Instruments and Hedging Activities*.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table summarizes our foreign exchange activity:

December 31,	**2009**		**2008**	
In millions of dollars	**Contract Amount**	**Primary Currencies**	**Contract Amount**	**Primary Currencies**
Foreign exchange forward contracts to purchase foreign currencies	**$2.7**	Euros Swiss francs	$0.8	Euros Swiss francs Mexican pesos
Foreign exchange forward contracts to sell foreign currencies	**$106.3**	Canadian dollars	$68.1	Canadian dollars Australian dollars

The fair value of foreign exchange forward contracts is included in prepaid expenses and other current assets, other non-current assets, accrued liabilities or other long-term liabilities, as appropriate.

We define the fair value of foreign exchange forward contracts as the amount of the difference between contracted and current market foreign currency exchange rates at the end of the period. On a quarterly basis, we estimate the fair value of foreign exchange forward contracts by obtaining market quotes of spot and forward rates for contracts with similar terms, adjusted where necessary for maturity differences.

The combined fair value of our foreign exchange forward contracts included in prepaid expenses and other current assets, other non-current assets, accrued liabilities or other long-term liabilities on the Consolidated Balance Sheets was as follows:

December 31, **In millions of dollars**	**2009**	**2008**
Fair value of foreign exchange forward contracts, net (liability) asset	**$ (4.8)**	$ 10.3

8. FAIR VALUE ACCOUNTING

We follow a fair value measurement hierarchy to price certain assets or liabilities. The fair value is determined based on inputs or assumptions that market participants would use in pricing the asset or liability. These assumptions consist of (1) observable inputs market data obtained from independent sources, or (2) unobservable inputs market data determined using the Company s own assumptions about valuation.

We prioritize the inputs to valuation techniques, with the highest priority being given to Level 1 inputs and the lowest priority to Level 3 inputs, as defined below:

Level 1 Inputs quoted prices in active markets for identical assets or liabilities;

Level 2 Inputs quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices that are observable; and inputs that are derived from or corroborated by observable market data by correlation; and

Level 3 Inputs unobservable inputs used to the extent that observable inputs are not available. These reflect the entity s own assumptions about the assumptions that market participants would use in pricing the asset or liability.

We use certain derivative instruments, from time to time, to manage interest rate, foreign currency exchange rate and commodity market price risk exposures, all of which are recorded at fair value based on quoted market prices or rates.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

A summary of our cash flow hedging derivative assets and liabilities measured at fair value on a recurring basis as of December 31, 2009, is as follows:

Description In thousands of dollars	Fair Value as of December 31, 2009	Quoted Prices in Active Markets of Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Cash flow hedging derivatives	$ 23,878	$ 11,835	$ 12,043	$
Liabilities				
Cash flow hedging derivatives	$ 10,936	$ 3,228	$ 7,708	$

As of December 31, 2009, cash flow hedging derivative Level 1 assets were associated with the fair value of commodity options contracts. As of December 31, 2009, cash flow hedging derivative Level 1 liabilities were related to cash transfers payable on commodities futures contracts reflecting the change in quoted market prices on the last trading day for the period. We make or receive cash transfers to or from commodity futures brokers on a daily basis reflecting changes in the value of futures contracts on the IntercontinentalExchange or various other exchanges. These changes in value represent unrealized gains and losses.

As of December 31, 2009, cash flow hedging derivative Level 2 assets were related to the fair value of interest rate swap agreements and foreign exchange forward contracts with gains. Cash flow hedging Level 2 liabilities were related to the fair value of foreign exchange forward contracts with losses. We define the fair value of foreign exchange forward contracts as the amount of the difference between the contracted and current market foreign currency exchange rates at the end of the period. We estimate the fair value of foreign exchange forward contracts on a quarterly basis by obtaining market quotes of spot and forward rates for contracts with similar terms, adjusted where necessary for maturity differences.

9. COMPREHENSIVE INCOME

A summary of the components of comprehensive income is as follows:

For the year ended December 31, 2009 In thousands of dollars	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount
Net income			$ 435,994
Other comprehensive income (loss):			
Foreign currency translation adjustments	$ 38,302	$	38,302
Pension and post-retirement benefit plans	68,217	(29,574)	38,643
Cash flow hedges:			
Gains on cash flow hedging derivatives	125,198	(46,941)	78,257
Reclassification adjustments	3,014	(1,152)	1,862
Total other comprehensive income	$ 234,731	$ (77,667)	157,064
Comprehensive income			$ 593,058

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended December 31, 2008 **In thousands of dollars**	**Pre-Tax Amount**	**Tax (Expense) Benefit**	**After-Tax Amount**
Net income			$ 311,405
Other comprehensive income (loss):			
Foreign currency translation adjustments	$ (74,563)	$	(74,563)
Pension and post-retirement benefit plans	(385,482)	150,694	(234,788)
Cash flow hedges:			
Gains on cash flow hedging derivatives	17,886	(6,390)	11,496
Reclassification adjustments	(53,297)	19,223	(34,074)
Total other comprehensive loss	$ (495,456)	$ 163,527	(331,929)
Comprehensive loss			$ (20,524)

For the year ended December 31, 2007 **In thousands of dollars**	**Pre-Tax Amount**	**Tax (Expense) Benefit**	**After-Tax Amount**
Net income			$ 214,154
Other comprehensive income (loss):			
Foreign currency translation adjustments	$ 44,845	$	44,845
Pension and post-retirement benefit plans	104,942	(46,535)	58,407
Cash flow hedges:			
Gains on cash flow hedging derivatives	10,623	(3,838)	6,785
Reclassification adjustments	252	(79)	173
Total other comprehensive income	$ 160,662	$ (50,452)	110,210
Comprehensive income			$ 324,364

Comprehensive income is included on the Consolidated Statements of Stockholders Equity. The components of accumulated other comprehensive loss, as shown on the Consolidated Balance Sheets, are as follows:

December 31, **In thousands of dollars**	**2009**	**2008**
Foreign currency translation adjustments	**$ 8,549**	$ (29,753)
Pension and post-retirement benefit plans, net of tax	**(275,710)**	(314,353)
Cash flow hedges, net of tax	**64,317**	(15,802)
Total accumulated other comprehensive loss	**$ (202,844)**	$ (359,908)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. INTEREST EXPENSE

Net interest expense consisted of the following:

For the years ended December 31, In thousands of dollars	2009	2008	2007
Long-term debt and lease obligations	**$ 89,575**	$ 88,726	$ 80,351
Short-term debt	**4,401**	16,731	43,485
Capitalized interest	**(2,640)**	(5,779)	(2,770)
Interest expense, gross	**91,336**	99,678	121,066
Interest income	**(877)**	(1,802)	(2,481)
Interest expense, net	**$ 90,459**	$ 97,876	$ 118,585

11. SHORT-TERM DEBT

As a source of short-term financing, we utilize commercial paper or bank loans with an original maturity of 3 months or less. Our five-year unsecured revolving credit agreement expires in December 2012. The credit limit is $1.1 billion with an option to borrow an additional $400 million with the concurrence of the lenders.

The unsecured committed revolving credit agreement contains a financial covenant whereby the ratio of (a) pre-tax income from operations from the most recent four fiscal quarters to (b) consolidated interest expense for the most recent four fiscal quarters may not be less than 2.0 to 1 at the end of each fiscal quarter. The credit agreement contains customary representations and warranties and events of default. Payment of outstanding advances may be accelerated, at the option of the lenders, should we default in our obligation under the credit agreement. As of December 31, 2009, we complied with all customary affirmative and negative covenants and the financial covenant pertaining to our credit agreement. There were no significant compensating balance agreements that legally restricted these funds.

In addition to the revolving credit facility, we maintain lines of credit with domestic and international commercial banks. Our credit limit in various currencies was $68.9 million in 2009 and $67.1 million in 2008. These lines permit us to borrow at the banks prime commercial interest rates, or lower. We had short-term foreign bank loans against these lines of credit for $24.1 million in 2009 and $28.1 million in 2008.

The maximum amount of our short-term borrowings during 2009 was $486.4 million. The weighted-average interest rate on short-term borrowings outstanding was 8.1% as of December 31, 2009 and 1.2% as of December 31, 2008. The higher rate as of December 31, 2009, was primarily associated with short-term borrowings of our international businesses, particularly in India.

We pay commitment fees to maintain our lines of credit. The average fee during 2009 was less than .1% per annum of the commitment.

We maintain a consolidated cash management system that includes overdraft positions in certain accounts at several banks. We have the contractual right of offset for the accounts with overdrafts. These offsets reduced cash and cash equivalents by $2.1 million as of December 31, 2009 and $3.3 million as of December 31, 2008.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

12. LONG-TERM DEBT

Long-term debt consisted of the following:

December 31, In thousands of dollars	2009	2008
5.30% Notes due 2011	**$ 250,000**	$ 250,000
6.95% Notes due 2012	**150,000**	150,000
5.00% Notes due 2013	**250,000**	250,000
4.85% Notes due 2015	**250,000**	250,000
5.45% Notes due 2016	**250,000**	250,000
8.8% Debentures due 2021	**100,000**	100,000
7.2% Debentures due 2027	**250,000**	250,000
Other obligations, net of unamortized debt discount	**17,977**	24,338
Total long-term debt	**1,517,977**	1,524,338
Less current portion	**15,247**	18,384
Long-term portion	**$ 1,502,730**	$ 1,505,954

Aggregate annual maturities during the next five years are as follows:

2010	$15.2 million
2011	$253.7 million
2012	$151.0 million
2013	$250.0 million
2014	$0.0 million

Our debt is principally unsecured and of equal priority. None of our debt is convertible into our Common Stock.

13. INCOME TAXES

Our income (loss) before income taxes was as follows:

For the years ended December 31, In thousands of dollars	2009	2008	2007
Domestic	**$ 670,753**	$ 568,282	$ 456,856
Foreign	**378**	(76,260)	(116,614)
Income before income taxes	**$ 671,131**	$ 492,022	$ 340,242

The 2008 and 2007 foreign losses before income taxes were due primarily to the business realignment and impairment charges recorded during each year.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Our provision for income taxes was as follows:

For the years ended December 31, In thousands of dollars	**2009**	**2008**	**2007**
Current:			
Federal	**$ 235,282**	$ 181,611	$ 208,754
State	**42,206**	13,839	26,082
Foreign	**(1,773)**	2,292	15,528
Current provision for income taxes	**275,715**	197,742	250,364
Deferred:			
Federal	**(37,298)**	(11,855)	(74,658)
State	**(2,682)**	1,843	(10,324)
Foreign	**(598)**	(7,113)	(39,294)
Deferred income tax benefit	**(40,578)**	(17,125)	(124,276)
Total provision for income taxes	**$ 235,137**	$ 180,617	$ 126,088

The income tax benefits associated with the exercise of non-qualified stock options reduced accrued income taxes on the Consolidated Balance Sheets by $4.5 million as of December 31, 2009 and by $1.4 million as of December 31, 2008. We credited additional paid-in capital to reflect these income tax benefits. The deferred income tax benefit in 2009, 2008 and 2007 primarily reflected the tax effect of the charges for the global supply chain transformation program recorded during the year.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Deferred taxes reflect temporary differences between the tax basis and financial statement carrying value of assets and liabilities. The tax effects of the significant temporary differences that comprised the deferred tax assets and liabilities were as follows:

December 31, **In thousands of dollars**	**2009**	**2008**
Deferred tax assets:		
Post-retirement benefit obligations	**$ 122,815**	$ 122,815
Accrued expenses and other reserves	**108,633**	103,694
Stock-based compensation	**70,224**	63,122
Accrued trade promotion reserves	**5,041**	4,819
Derivative Instruments		10,538