

Petitioners: Milton Hershey School and School Trust and Robert Reese, as
representative of the Milton Hershey School and School Trust
Address for Service: Milton Hershey School and School Trust, c/o Robert Reese, 100
Mansion Rd East, Hershey, PA 17033; Robert Reese, P. O. Box 767, Hershey,
PA 17033-0767
Telephone Number: 717.712.7778
E-mail Address: rreese@reasetrusts.com

**In the Matter of the Trust : In the Court of Common Pleas
under Deed of Milton S.
Hershey and Catherine S. : Dauphin County, Pennsylvania
Hershey
Dated November 15, 1909 : Orphans' Court Division No. 712,
Year of 1963**

**Amendment to Petition filed with this Court February 8, 2011, for
Citation for Rule to Show Cause Why (A) Breaches of Trust of the Duty
of Loyalty Should Not be Redressed and (B) Breaches of Trust of the
Duty of Exercise of Prudence and Due Care, the Duty of Impartiality,
the Duty to Administer, the Duty to Use Due Care in Investment
Decisions and the Duty to Inform Should Not Be Redressed Pursuant to
the Pennsylvania Uniform Trust Act, the Pennsylvania Probate, Estates
and Fiduciaries Code and Pennsylvania Common Law**

FILED

FEB 10 2011

**SANDRA C. SNYDER
REGISTER OF WILLS AND
CLERK OF THE ORPHANS' COURT**

1. The paragraph titled "PARTIES" on page 2 of the aforesaid Petition is amended to add at the end thereof after the words "other authority" the following:

"and the co-trustees, Directors and Managers (as hereinafter defined) whose acts or omissions are referenced in paragraphs 1 through 10 of this Petition. The co-trustees, Directors and Managers whose acts or omissions occurred during the relevant periods in paragraphs 1 through 10 of the Petition are: Le Roy Zimmerman, Robert Cavanaugh, Robert Vowler, Anthony Colistra, Richard Lenny, James Nevels, James Mead, Velma Redmond, Raymond Gover, Joseph Senser, Hiliary Pennington, and Joan Lipsitz. Not all acts or omissions in any particular paragraph or sub-paragraph were necessarily made or are being made by all of these individuals."

2. Paragraph "2" of the Petition is amended to add a sentence at the end: The "reasonable care" in this provision also requires notification to the Internal Revenue Service of this Petition and the matters contained herein and related hereto."

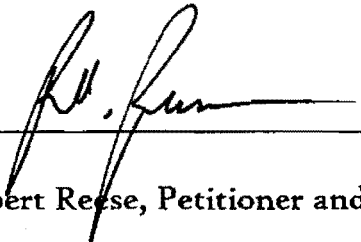
3. Paragraph "5. d." of the Petition is amended to add at the end thereof the following: "The School Trust admitted breach of fiduciary duty with respect to the foregoing matter in sending a letter of termination containing the following:

Hershey Trust Company hereby terminates your employment, effective today. The following outlines certain of the material grounds for this termination.

During a 2008 review of the operations of the Hershey Trust Company ("Company"), external auditors notified the Company that the placement of IRAs and certain revocable trusts in the Company's common trust funds violated the Securities and Exchange Commission's ("SEC") long-standing and clear prohibition against these investments being in common funds. During the exhaustive review that followed, the Company discovered that you recommended and approved the inclusion of these investments into the common funds despite earlier written advice from counsel indicating this practice violated the SEC's prohibition and despite repeated expressions of concern from the Pennsylvania Banking Department about this practice.

Recommending and approving the inclusion of these investments into the common funds was a knowing, willful violation of your duties as an officer and director of the Company. By including these investments in the common funds in violation of the SEC's direction, you exposed the Company to a claim that the common funds exceed the scope of the common fund exemption from registration under federal securities laws. The SEC could impose fines, penalties, and other liabilities on the Company for the sale of interests in an unregistered fund. Your recommendation and approval of the inclusion of these investments in the common funds and your failure to investigate and advise the Board of Directors of the Company of the possible consequences of these acts constituted a willful disregard for your responsibilities as an officer and a breach of your fiduciary duty as an officer and director of the Company.

Respectfully submitted,

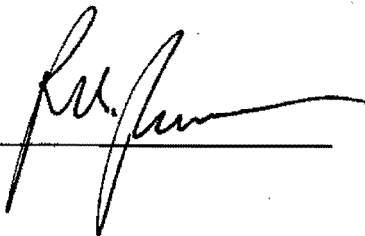


Robert Reese, Petitioner and Representative of Petitioner Milton Hershey
School and School Trust

Verification of Petitioner

The undersigned, as representative of the Milton Hershey School and School Trust, and for himself, verifies that any knowingly false statements made herein are made subject to the penalties of 18 Pa. C.S. § 4904 relating to unsworn falsification to authorities.

February 10, 2011



In the Matter of the Trust : In the Court of Common Pleas
Under Deed of Milton S.
Hershey and Catherine S. : Dauphin County, Pennsylvania
Hershey
Dated November 15, 1909 : Orphans' Court Division No. 712,
Year of 1963

AFFIDAVIT OF SERVICE

I, Robert Reese, as Trustee for Milton Hershey School and School Trust, and individually, made service of Amendment to Petition for Citation for Rule to Show Cause upon the office of Attorney-General for the Commonwealth of Pennsylvania, by handing a copy of the same to NINA CORREALE, of the Office of Attorney-General, 16th Floor, Strawberry Square, Harrisburg, PA 17120 on February 10, 2011 at ___ p.m. This affidavit is made subject to the penalties of 18 Pa.C.S. § 4904 relating to unsworn falsification to authorities.


Robert Reese