

0975

**SULLIVAN & CROMWELL**

TELEPHONE: 1-212-558-4000  
FACSIMILE: 1-212-558-3588  
WWW.SULLCROM.COM

*125 Broad Street  
New York, NY 10004-2498*

LOS ANGELES • PALO ALTO • WASHINGTON, D.C.

FRANKFURT • LONDON • PARIS

BEIJING • HONG KONG • TOKYO

MELBOURNE

**RECEIVED  
OFFICE OF THE SECRETARY**

**AUG 13 2002**

August 13, 2002

**RECD S.E.C.  
AUG 13 2002  
1086**

By Hand

Securities and Exchange Commission,  
450 Fifth Street, N.W.,  
Washington, D.C. 20549.

Re: Hershey Foods Corporation

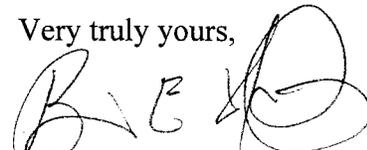
Dear Sirs:

On behalf of Hershey Foods Corporation (the "Company"), enclosed for filing are statements under oath of the Company's principal executive officer and principal financial officer regarding facts and circumstances relating to filings under the Securities Exchange Act of 1934, as amended.

Should you have any questions regarding this filing, please contact the undersigned at (212) 558-4801.

To evidence receipt of these materials, please date-stamp the enclosed copy of this letter and return it to our messenger, who has been instructed to wait.

Very truly yours,



Brian E. Hamilton

(Enclosures)

cc: Richard H. Lenny  
Frank Cerminara  
Burton Snyder  
(Hershey Foods Corporation)

0975

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer  
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Richard H. Lenny, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Hershey Foods Corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Hershey Foods Corporation's Audit Committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

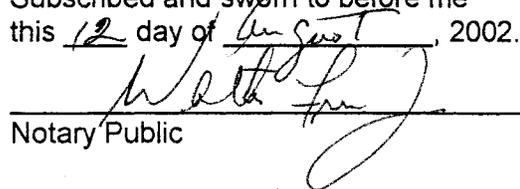
- the 2001 Annual Report on Form 10-K of Hershey Foods Corporation;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Hershey Foods Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.



Richard H. Lenny

Date: 8/12/02

Subscribed and sworn to before me  
this 12 day of August, 2002.

  
Notary Public

My commission expires:

RECEIVED  
OFFICE OF THE SECRETARY  
AUG 13 2002

WALTER FREE JR.  
Notary Public, State of New York  
No. 01FR6014516  
Qualified in Kings County  
Commission Expires Oct. 13, 2006