Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning July 1 **, 2010, and ending** June 30 **, 20** 11

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation
Campbell Soup Foundation

A Employer identification number
21-6019196

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1 Campbell Place

B Telephone number (see page 10 of the instructions)
856-342-4800

City or town, state, and ZIP code
Camden, NJ, 08101

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 18,882,702

J Accounting method: ☐ Cash ☑ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,976	1,976		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	511,305			
	b	Gross sales price for all assets on line 6a 3,949,542				
	7	Capital gain net income (from Part IV, line 2)		511,305		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	513,281	513,281		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	74,232	74,232		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	7,669			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	47,525	47,525		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	129,426	121,757		
	25	Contributions, gifts, grants paid	1,616,501			1,616,501
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,745,927	121,757		1,616,501
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(1,232,646)			
	b	**Net investment income** (if negative, enter -0-)		391,524		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,278	2,712	2,712
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	7,077	0	0
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less. allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	16,725,994	18,879,848	18,879,848
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Interest Receivable)	155	142	142
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	16,735,504	18,882,702	18,882,702
Liabilities	17	Accounts payable and accrued expenses	62,557	63,411	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	62,557	63,411	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	16,672,947	18,819,291	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	16,672,947	18,819,291	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,735,504	18,882,702	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,672,947
2	Enter amount from Part I, line 27a	2	(1,232,646)
3	Other increases not included in line 2 (itemize) ▶ Unrealized Gain	3	3,378,990
4	Add lines 1, 2, and 3	4	18,819,291
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,819,291

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	RZW Barclays Global Investors - Sale of Securities	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,949,542		3,438,237	511,305
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				511,305
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	511,305
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,567,056	16,372,447	0.0957
2008	1,501,641	13,639,240	0.1101
2007	1,519,971	18,699,470	0.0813
2006	1,565,278	20,248,651	0.0773
2005	1,537,941	19,947,793	0.0771

2	**Total** of line 1, column (d)	2	0.4415
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0883
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	18,319,787
5	Multiply line 4 by line 3	5	1,617,637
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,915
7	Add lines 5 and 6	7	1,621,552
8	Enter qualifying distributions from Part XII, line 4	8	1,616,501

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	7,830
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	7,830
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	7,830
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 7,238		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	7,238
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	592
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ | **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ New Jersey			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶			
14	The books are in care of ▶ Campbell Soup Foundation Management Telephone no. ▶ 856-342-4800 Located at ▶ 1 Campbell Place ZIP+4 ▶ 08101-0391			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		✓
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☐ No If "Yes," list the years ▶ 20 ___ , 20 ___ , 20 ___ , 20 ___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 ___ , 20 ___ , 20 ___ , 20 ___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		✓
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		✓

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See attached schedule				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over $50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,582,526
b	Average of monthly cash balances	1b	12,556
c	Fair market value of all other assets (see page 25 of the instructions)	1c	3,687
d	**Total** (add lines 1a, b, and c)	1d	18,598,769
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	18,598,769
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	278,982
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,319,787
6	**Minimum investment return.** Enter 5% of line 5	6	915,989

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	915,989
2a	Tax on investment income for 2010 from Part VI, line 5	2a	7,830		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,830
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	908,159
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	908,159
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	908,159

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,616,501
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,616,501
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,616,501

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				908,159
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 . . . 546,152				
b	From 2006 . . . 563,410				
c	From 2007 . . . 594,887				
d	From 2008 . . . 827,883				
e	From 2009 . . . 753,964				
f	**Total** of lines 3a through e	3,286,296			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,616,501				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2010 distributable amount				908,159
e	Remaining amount distributed out of corpus	708,342			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,994,638			
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	546,152			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	3,448,486			
10	Analysis of line 9:				
a	Excess from 2006 . . . 563,410				
b	Excess from 2007 . . . 594,887				
c	Excess from 2008 . . . 827,883				
d	Excess from 2009 . . . 753,964				
e	Excess from 2010 . . . 708,342				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

Wendy Milanese, Campbell Soup Foundation, 1 Campbell Place, Camden, NJ, 08101-0391

b The form in which applications should be submitted and information and materials they should include:

A descriptive letter that includes a financial budget, statement of primary interest, and agency's goals and/or services

c Any submission deadlines:

No

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Nutrition and nutrition-related health matters, in addition to improving the quality of life within host communities

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Schedule				**1,616,501**
Total . . . . ▶ **3a**				**1,616,501**
b *Approved for future payment*				
N/A				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue·					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,976	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	511,305	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				513,281	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 513,281

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date: 3/23/12 — Title: President, Campbell Soup Foundation

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

CAMPBELL SOUP FOUNDATION
21-6019196
RETURN OF PRIVATE FOUNDATION
FISCAL YEAR ENDED JUNE 30, 2011

Part I - Line 1 -Contributions, Gifts, Grants, etc. Received

Contributions	$	-

Part I - Line 16 (c) - Other Professional

Bank Fees	$	9,193
Investment Management Fees	$	65,039
	$	74,232

Part I - Line 18 - Taxes

Excise & Other Taxes	$	7,669

Part I - Line 23 - Other Expenses

Outside Services	$	47,115
Administrative	$	410
	$	47,525

Part I - Line 25 - Contributions Paid

See List attached to Part XV	$	1,616,501

CAMPBELL SOUP FOUNDATION
21-6019196
RETURN OF PRIVATE FOUNDATION
FISCAL YEAR ENDED JUNE 30, 2011
PART VIII - LINE 1 - LIST OF OFFICERS, TRUSTEES, ETC.

TRUSTEES

Name & Address	Title/Average Hours Worked per Week	Compensation	Contributions to Employee Benefit Plans	Expense Account Other Allowances
Helen Bray Campbell Place Camden, NJ 08103	As Required	0	None	None
Mark Cacciatore Campbell Place Camden, NJ 08103	As Required	0	None	None
Karen Lewis Campbell Place Camden, NJ 08103	As Required	0	None	None
Maureen Linder Campbell Place Camden, NJ 08103	As Required	0	None	None
Steve White Campbell Place Camden, NJ 08103	As Required	0	None	None

CAMPBELL SOUP FOUNDATION
21-6019196
RETURN OF PRIVATE FOUNDATION
FISCAL YEAR ENDED JUNE 30, 2011
PART VIII - LINE 1 - LIST OF OFFICERS, TRUSTEES, ETC.

OFFICERS

Name & Address	Title/Average Hours Worked per Week	Compensation	Contributions to Employee Benefit Plans	Expense Account Other Allowances
Jerry S Buckley Campbell Place Camden, NJ 08103	Chairman	0	None	None
Carlos del Sol Campbell Place Camden, NJ 08103	Vice Chairman	0	None	None
Ashok Madhavan Campbell Place Camden, NJ 08103	Treasurer	0	None	None
Anthony DiSilvestro Campbell Place Camden, NJ 08103	Controller	0	None	None
Wendy Milanese Campbell Place Camden, NJ 08103	Secretary	0	None	None

Campbell Soup Foundation
Summary of Charitable Contributions
FYE 6/30/2011

Organization	***Amount***
United Way of Camden County	200,000
Please Touch Museum	15,000
The Philadelphia Zoo	20,000
Teach for America	25,000
Arden Theatre Company	20,000
Food Bank of South Jersey	25,000
Cathedral Kitchn	15,000
New Jersey After 3, Inc	25,000
Other Foundation Contributions	54,415
Summer Program	385,000
WHQ Dollars for Doers	253,500
Total Plant Program	447,387
Matching Gifts	140,364
Voids	(9,165)
Grand total - Contributions, Gifts and Grants	1,616,501

Campbell Soup Foundation
Summary of Dollars for Doers Program
FYE 6/30/2011

Organization	Amount
Franklin County Historical Association	$ 500
American Legion Jersey Boys State	$ 500
Angel Flight West	$ 500
Hopeline Women's Center Inc	$ 500
Glen Highland Farm Inc	$ 500
4H Clubs & Affiliated 4H Organizations	$ 500
Pet Savers	$ 1,000
Optimist International	$ 500
Boys Scouts of America, Troop 117	$ 500
Lutheran Community Services Northwest	$ 500
Ayersville Athletic Booster	$ 500
Consumer Credit Counsel Service of Delaware Valley	$ 500
Henry County Hospital, Inc	$ 500
Henry County Hospital, Inc	$ 500
Henry County Hospital, Inc	$ 500
Henry County Hospital, Inc	$ 500
American Cancer Society	$ 500
American Cancer Society	$ 500
Angel West Flight	$ 500
Collingswood Partner Inc	$ 500
Girl Scouts of America	$ 500
GODS LITTLE CRITTERS INC	$ 500
KINGS CHRISTIAN SCHOOL	$ 500
MOMMYS LIGHT LIVES ON FUND	$ 500
New Hope Church	$ 1,000
OAKLYN COUGAR ATHLETIC ASSOCIATION	$ 500
Christian Chapel CME Church	$ 500
Burlington County Animal Alliance	$ 500
Boy Scouts of America Troop 317	$ 500
Loaves & Fishes Hospitality House Inc	$ 500
American Red Cross	$ 1,000
Bright and Beautiful Therapy Dogs Inc	$ 500
Back on My Feet	$ 500
New Hope Christian Center	$ 500
Parkside United Methodist Church	$ 500
Food Bank of South Jersey	$ 500
Genesis Counseling Center Inc	$ 500
Da Vinci Art Alliance	$ 500
Helping Hand Rescue Mission	$ 500
Neighborhood Center	$ 500
Mickaboo Cockatiel Rescue	$ 500
Texas Special Olympics - Bonham	$ 500
Boy Scouts of America Council	$ 500
St John Baptist Church	$ 1,000
Holgate Athletic Boosters	$ 500
Neighborhood Center	$ 500
Boy Scouts of America Council	$ 500
KoreanAmericanStory org Inc	$ 500
New Hope Christian Center	$ 500
Ridley Park Fireman's Relief Assoc of Ridley Park	$ 1,000
Presbyterian Church of Morris Plains NJ	$ 500
Kiwanis International	$ 500
Mercy Willard Hospital Foundation	$ 1,000
Texas Special Olympics - Bonham	$ 500
Texas Special Olympics - Bonham	$ 1,000
American Cancer Society - Northwest Region	$ 500
KoreanAmericanStory org Inc	$ 500
Junior League of Eastern fairfield County Inc	$ 500
King's Christian School	$ 500
Restoring Hope Center	$ 500
Christian Shelter for the Homeless	$ 1,000
Burlington Congregational Church	$ 1,000
Barry R Kirshner Wildlife Foundation	$ 1,000
Senior Services of Snohomish County	$ 500
Parents and Friends of Lesbians and Gays	$ 500
Twin Valley Fire Department	$ 500
Patrick Henry Community Foundation	$ 500
Restoring Hope Center	$ 1,000
National Nursing Center Consortium Inc	$ 500
African American Heritage Committee Inc	$ 500
Napoleon Aquatic Club Inc	$ 500
Boy Scouts of America - Troop 317	$ 500
Da Vinci Art Alliance	$ 500

Boy Scouts of America Troop 117	$ 500
Senior Services of Snohomish County	$ 500
United Way of Snohomish County	$ 500
Life Transforming Ministries	$ 500
Catholic Partnership Schools	$ 1,000
Alice Paul Institute inc	$ 500
Boy Scouts of America, Troop 62	$ 500
Boy Scouts of America, Troop 52	$ 500
Center for Family Services Inc	$ 500
Community Law Offices, Inc	$ 1,000
Helping Hand Rescue Mission	$ 500
MOMMYS LIGHT LIVES ON FUND	$ 500
North and Southampton Reformed Church	$ 500
Philadelphia Childrens Alliance	$ 500
The Parent Teacher Council of Stamford	$ 500
Scotland County Education Foundation	$ 1,000
Senior Services of Snohomish County	$ 500
The Center for Pregnancy Choices	$ 1,000
Franklin County Historical Association	$ 500
Bridge Players Theater Company	$ 500
Families with Children from China-SJ Inc	$ 500
Kings Christian School	$ 500
Henry County Hospital, Inc	$ 1,000
Henry County Hospital, Inc	$ 1,000
Napoleon Aquatic Club Inc	$ 500
Alice Paul Institute Inc	$ 500
The Lindenwold High School Varsity Club	$ 500
Animal Welfare Society of Camden County	$ 500
Wagontown Volunteer Fire Company	$ 500
Consumer Credit Counseling Services of Delaware Valley	$ 500
Edmonds Center for the Arts	$ 1,000
Families with Children from China-SJ Inc	$ 500
Henry County Hospital, Inc	$ 500
Hometown Opportunities for the Mentally Handicapped	$ 500
Kings Christian School	$ 500
Linus Projects	$ 1,000
Mickaboo cockatiel Rescue	$ 500
South Jersey Mothers of Multiples	$ 500
Students in Free Enterprises	$ 500
Victory Outreach - South Sacramento	$ 500
Henry County Hospital, Inc	$ 1,000
Henry County Hospital, Inc	$ 1,000
Burlington County Footlighters Inc	$ 500
Henry County Hospital, Inc	$ 500
Henry County Hospital, Inc	$ 1,000
Abundant Life Fellowship and World Outreach	$ 500
Plast Ukranian Youth Organization Inc	$ 500
Pet Animal Welfare Society of Connecticut	$ 500
Henry County Hospital, Inc	$ 500
Henry County Hospital, Inc	$ 500
Raices Culturales Latino Americanas Inc	$ 500
Boys&Girls Club of Camden County	$ 500
Philadelphia Childrens Alliance	$ 500
Habitat for Humanity	$ 500
Friends of Old Pine Street	$ 1,000
Brookline Labrador Retriever Rescue Inc	$ 1,000
Families with Children from China-SJ Inc	$ 500
Center for FaithJustice	$ 500
YMCA	$ 500
Future Stars Childrens Foundation Inc	$ 500
Optimist International	$ 500
Greyhound Friends of New Jersey	$ 500
Abundant Life Fellowship and World Outreach	$ 500
Lindenwold Varsity Club	$ 500
Haddonfield Symphony Society	$ 1,000
Scotland County American Red Cross	$ 500
Bright and Beautiful Therapy Dogs Inc	$ 500
Philabundance	$ 2,000
Ronald McDonald House	$ 500
Ronald McDonald House	$ 3,000
Ronald McDonald House	$ 1,000
Ronald McDonald House	$ 500
Scotland Church & Community Service	$ 1,000
Norwalk Children's Foundation	$ 3,000
American Cancer Society	$ 2,000
American Cancer Society	$ 10,000
Ronald McDonald House of Southern NJ	$ 500

Camden Neighborhood Center	$ 8,000
Connecticut Food Bank	$ 1,500
Christian Community Action	$ 1,000
Heart of Camden	$ 1,000
People for Puget Sound	$ 500
Philabundance	$ 1,000
Food Bank of South Jersey	$ 500
Boys&Girls Club of Camden County	$ 8,000
The Center for Child & Family Advocacy, Inc	$ 1,500
Ronald McDonald House	$ 2,000
Philabundance	$ 11,000
NJ Farmers Against Hunger	$ 3,000
Food Trust	$ 1,000
Food Bank of South Jersey	$ 4,500
Center for Family Services	$ 4,500
Camden Children's Garden	$ 1,500
Boys&Girls Club of Camden County	$ 500
Food Bank of South Jersey	$ 1,000
Cathedral Kitchen	$ 2,000
Ronald McDonald House	$ 1,000
Metro Camden Habitat for Humanity	$ 2,000
Ronald McDonald House	$ 1,500
Burnt Swamp Baptist Association	$ 1,000
The Attic Youth Center	$ 1,000
St Joseph's Carpenter Society	$ 2,500
Restoring Hope Center	$ 1,000
Restoring Hope Center	$ 2,000
American Red Cross	$ 6,750
Baptist Childrens Homes of NC	$ 6,750
Christian Community Action	$ 1,000
George Washington Carver Center	$ 1,000
African American Heritage Committee Inc	$ 1,000
Community FoodBank of New Jersey	$ 1,500
Senior Services of Snohomish County	$ 6,000
St John Baptist Church	$ 2,000
United Way of Snohomish County	$ 500
Catholic Partnership Schools	$ 3,000
Victory Outreach - South Sacramento	$ 2,000
Cathedral Kitchen	$ 500
Second Harvest Food Bank	$ 500
Food Bank of SJ	$ 500
CT Food Bank	$ 1,000
The Guest House	$ 3,000
USO of Pennsylvania and Southern NJ	$ 4,000
Loaves & Fishes Food Bank of the Ozarks, Inc	$ 2,000
Sandhills-Moore Coalition for Human Care	$ 1,000
New Life Community Development Corporation	$ 500
People for Puget Sound	$ 500
Respond, Inc	$ 500
Cathedral Kitchen	$ 500
Christian Community Action	$ 500
Neighborhood Center, Inc	$ 1,000
New Jersey ACT-SO/NAACP	$ 3,000
Norwalk Children's Foundation	$ 3,000
Philadelphia Childrens Alliance	$ 2,500
Sacramento Loaves and Fishes	$ 3,500
The Neighborhood Center	$ 2,500
Cathedral Kitchen	$ 1,000
Greater Philadelphia Cares	$ 5,000
Catholic Partnership Schools	$ 5,500
Parkside Business & Community in Partnership	$ 1,500
The Work Group	$ 500
Senior Services of Snohomish County	$ 1,000
Ohio Special Olympics - Henry County	$ 500
Northwestern Ohio Community Action Commission	$ 2,500
Together We Can Make a Difference Initiative	$ 2,000
Total Dollar for Doers Program	253,500

Campbell Soup Foundation
Summary of Charitable Giving & Other Support
FYE 6/30/2011

Organization		*Amount*
Franklin Institute	$	8,500
FIRST	$	7,500
Boys&Girls Club of Camden County	$	5,000
Ronald McDonald House	$	12,500
Council of New Jersey Grantmakers	$	5,000
Red Cross of Camden County	$	15,565
Camden Children's Garden	$	350
Total Charitable Giving & Other Support		**54,415**

Campbell Soup Foundation
Summary of Matching Gift Program
FYE 6/30/2011

Organization	Amount
VOID check DEPOSIT Check # 7544 Texas	-1,000 00
Texas A & M University	1,000 00
Amherst College	575 00
Missouri University Of Science And Techno	250 00
Taylor University	3,000 00
Marymount Manhattan College	150 00
Archbishop John Carroll H S	3,000 00
Camden Catholic HS	250 00
Livingstone College	500 00
Fairfield College Preparatory School	600 00
St Joseph's University	500 00
University of Sydney USA Foundation	3,000 00
King's College	150 00
Villanova University	125 00
The Haverford School	1,000 00
Bishop Freehan High School	750 00
The King's Christian School	100 00
University of South Florida	300 00
Bard College	3,000 00
University of Pennsylvania	100 00
Siena College	100 00
St Bonaventure University	100 00
Drake University	500 00
Spruce Hill Christian School	750 00
University of Massachusetts - Amherst	100 00
Haverford College	500 00
Grace Christian School	100 00
Duke University	100 00
Rowan Universitiy Foundation	100 00
Utah State University	200 00
Bowling Green State Univ Foundation	500 00
Archbishop Ryan High School	125 00
The Baldwin School	250 00
Massachusetts Institute of Technology	3,000 00
St John's High School	1,000 00
Brigham Young University	100 00
University of Massachusetts - Amherst	3,000 00
University Of Detroit Mercy	1,000 00
Defiance College	100 00
Texas Tech Foundation	3,000 00
CFS, The School At Church Farm	250 00
Cincinnati Children's Hospital Medical Ce	3,000 00
United States Air Force Academy	400 00
University of Rochester	624 00
Quinnipiac University	800 00
Johns Hopkins Institutions	200 00
Stonehill College	3,000 00
Drexel University	500 00
Siena College	100 00
King's College	3,000 00
University of South Carolina	215 00
Rutgers University Foundation	600 00
University of Texas at Austin	1,000 00
Country Day School Of The Sacred Heart	250 00
Stoneleigh-Burnham School	500 00
Union College	2,500 00
Michigan State University	210 00
Northwestern University	250 00
Indiana University Foundation	1,000 00
United States Military Academy	2,500 00
Friends' Central School	3,000 00
Bucknell University	200 00
Villa Maria Academy High School	250 00
Maumee Valley Country Day School	100 00
Agnes Irwin School	500 00
DePauw University	500 00
The King's Christian School	1,000 00
Mount Notre Dame High School	1,000 00

Lake Forest Academy	1,000 00
Temple University	750 00
Open Door Christian Schools	100 00
Mount St Mary's University	1,000 00
University of Georgia Foundation	1,000 00
University of Notre Dame	1,500 00
Villanova University	100 00
University of Connecticut Foundation	100 00
Union College	100 00
Virginia Tech Foundation, Inc	150 00
Country Day School Of The Sacred Heart	500 00
La Salle University	1,500 00
Utah State University	400 00
Gustavus Adolphus College	100 00
Franklin & Marshall College	300 00
Drexel University	250 00
Bucknell University	200 00
The College Of William & Mary	200 00
University of Florida	3,000 00
Malvern Preparatory School	100 00
Texas A & M University	100 00
The Allen-Stevenson School	1,000 00
St Paul's School	500 00
University of Michigan	1,000 00
University of South Florida	1,300 00
Florida College	700 00
Florida College	500 00
University of Dayton	500 00
The Arch Foundation For The University Of	100 00
Montini Catholic High School	100 00
University of Notre Dame	250 00
CFS, The School At Church Farm	325 00
The Haverford School	500 00
Southern Methodist University	125 00
The University of Iowa Foundation	200 00
University of Cincinnati Foundation	250 00
University of Wisconsin Foundation	125 00
Amherst College	1,000 00
Fordham University	500 00
The King's Christian School	900 00
The King's Christian School	2,000 00
The College Of William & Mary	500 00
Saint Francis University	100 00
University of Richmond	3,000 00
University of Pennsylvania	200 00
Scripps College	200 00
Trinity University	100 00
Concordia College At Moorhead	125 00
Mount Marty College	125 00
Wake Forest University	100 00
St Xavier High School	1,000 00
The Hill School	1,000 00
Villanova University	100 00
Rensselaer Polytechnic Institute	300 00
Rowan University Foundation	500 00
The Sage Colleges	250 00
Mount Mercy Academy	100 00
Susquehanna University	100 00
Youngstown State University	200 00
Salesianum School	1,000 00
Delaware County Christian School	250 00
Villanova University	3,000 00
Towson University Foundation	1,000 00
Manhattan College	100 00
Pennsylvania State University	2,500 00
Heidelberg University	150 00
Delaware Valley College	750 00
University of Pennsylvania	300 00
United States Naval Academy Foundation	200 00
Hobart And William Smith Colleges	250 00
Babson College	200 00
University of Massachusetts - Amherst	200 00
Agnes Irwin School	500 00
James Madison University Foundation	100 00
Central College	400 00
Syracuse University	100 00
SUNY College of Environmental Science &	250 00
Moore College of Art & Design	240 00
VOID check 7996 DEPOSIT CFS,The Schoo	-250 00

CFS, The School At Church Farm	250 00
Texas Tech Foundation	100 00
University of Notre Dame	200 00
Rippowan - Cisqua School	500 00
University of Florida	450 00
Pennsylvania State University	100 00
Father Judge High School	150 00
Texas A & M University	125 00
Lehigh University	3,000 00
Grove City College	250 00
Archmere Academy	500 00
Colleges of the Seneca	200 00
Columbia University	500 00
Saint Edmond's Academy	250 00
Salesianum School	200 00
Memorial Sloan-Kettering Cancer Center	250 00
Rutgers University Foundation	3,000 00
Memorial Sloan-Kettering Cancer Center	100 00
University of Notre Dame	1,000 00
Florida State University	100 00
Pennsylvania State University	500 00
Old Dominion University	1,000 00
University of Cincinnati Foundation	1,500 00
Lafayette College	150 00
Rowan Universitiy Foundation	100 00
Denison University	1,200 00
Rutgers University Foundation	1,250 00
Cornell University	150 00
Atlantic Cape Community College	150 00
University of Michigan	500 00
St Lawrence University	2,500 00
University of Virginia Darden School	1,500 00
VOID check 8264 DEPOSIT Grove City Co	-250 00
VOID check 81381 DEPOSIT Bucknell Uni	-200 00
Grove City College	250 00
Texas Aggie Corps Of Cadets Assoc	100 00
University of Texas at Austin	300 00
Dematha Catholic High School	250 00
Villanova University	100 00
University of South Carolina	100 00
Pennsylvania State University	250 00
United States Air Force Academy	500 00
Bucknell University	100 00
Open Door Christian Schools	100 00
Wyoming Seminary	125 00
St Charles Borromeo Seminary	500 00
Holy Cross High School	125 00
Villanova University	1,250 00
Rutgers University Foundation	100 00
Vassar College	1,200 00
University of Delaware	100 00
University of Pennsylvania	500 00
Hampton University	300 00
Utah State University	400 00
VOID check 7421 DEPOSIT New York Unive	-1,000 00
VOID check 7544 DEPOSIT Texas A & M Un	-1,000 00
VOID check 7994 DEPOSIT Archbishop Rya	-125 00
VOID check 8019 DEPOSIT University Of	-215 00
Archbishop Ryan High School	125 00
Brigham Young University{Reissue ck}	100 00
University of South Carolina{Reissue Ck}	215 00
Texas A & M University{Reissue ck}	1,000 00
New York University	1,000 00
Rensselaer Polytechnic Institute{Reissue	100 00
Ithaca College	2,500 00
Quinnipiac University	800 00
Mount Notre Dame High School	1,000 00
Lake Forest Academy	1,000 00
City Of Hope	1,000 00
Siena College	1,000 00
Grace Christian School	200 00
University of Connecticut Foundation	500 00
Trinity College	1,000 00
Bishop McNamara High School	250 00
Total Matching Gifts Program	140,364

Campbell Soup Foundation
Summary of Plant Charitable Programs
FYE 6/30/2011

Organization	Amount
United Way of Henry County	$50,778
United Way of Cache Valley	$ 5,050
United Way of Snohomish	$ 37,112
United Way of Central Florida	$ 23,165
United Way of Central & Northeastern Connecticut	$ 8,423
United Way of Scotland County	$ 12,369
United Way of Robeson County	$ 17,785
United Way of the DuPage Area	$ 11,504
United Way of Lamar County	$ 24,934
United Way of Lancaster County	$ 45,147
United Way of Coastal Fairfeld County	$ 65,000
United Fund of Willard	$ 25,119
United Way of California Capital Region	$ 26,078
United Way of Chester County	$ 20,598
United Way of Greater Milwaukee (New)	$ 1,825
Lancaster Partnership - Denver	$ 10,000.0
George Washington Carver Community Center - Norwalk	$ 7,500.0
Boys&Girls of Sandhills	$ 5,000
Boys&Girls Clubs of Snohomish Cty	$ 10,000
Davis Farm to School Program	$ 20,000
Restoring Hope Center, Inc.	$ 15,000
YMCA of Metro Milwaukee	$ 5,000
Total Plant Charitable Program	**447,387**

Campbell Soup Foundation
Summary of Summer Program
FYE 6/30/2011

Organization	Amount
Arthur Ashe Youth Tennis & Education	$ 20,000
*Appel Farm Arts & Music Center	$ 7,500
Boys & Girls Club of Camden County	$ 10,000
Camden City Garden Club - AmeriCorps	$ 7,500
Camden City Garden Club - Youth Employment & Training	$ 15,500
*Camden's Promise Charter School Summer Program	$ 10,000
Camden County Council on Economic Opportunity, Inc.	$ 15,000
*Cooper's Ferry Development Association Inc./Rails to Trails	$ 40,000
The Clay Studio	$ 5,000
Girl Scouts Of America	$ 16,000
*IDEA	$ 5,000
Neighborhood Center, Inc.	$ 25,000
NJ State Academy for Aquatic Sciences - CAUSE Program	$ 10,000
Perkins Center for the Arts	$ 25,000
Respond, Inc. - Teen Volunteer Program	$ 10,000
Respond, Inc. - Summer Career Exploration	$ 12,000
Rowan - CHAMP Summer Camp	$ 25,000
Settlement Music School - Camden School of Musical Arts	$ 8,000
Stedman Art Gallery, Rutgers - Art Soup Summer Program	$ 23,000
Symphony in C	$ 17,000
The Mann Center	$ 7,500
The Work Group	$ 16,000
*Unity Community Center of SJ	$ 5,000
Urban Promise	$ 25,000
Woodland Community Center	$ 15,000
YMCA of Burlington County	$ 10,000
Total Summer Program	385,000

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ► ☑
• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ► ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return. See instructions	Campbell Soup Foundation	216019196
	Number, street, and room or suite no. If a P.O. box, see instructions. 1 Campbell Place	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Camden, NJ 08103	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . . | 0 | 4 |

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► Campbell Soup Foundation Management

Telephone No. ► 856-342-4800 FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until February 15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year 20 ____ or
► ☑ tax year beginning July 1 , 20 10 , and ending June 30 , 20 11 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 7,238
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 7,238
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

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

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . ☐☐

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of ▶ ____________________

Telephone No. ▶ ____________________ FAX No. ▶ ____________________

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . ▶ ☐ . If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until ____________________ , 20 ____ .

5 For calendar year ______, or other tax year beginning ____________ , 20 ______ , and ending ____________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ____________________

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$

Signature and Verification

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

Signature ▶ DAVID VINCOFF Title ▶ DIRECTOR, FEDERAL TAX Date ▶ 10/31/11

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

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

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . ☐☐

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ____________________

Telephone No. ▶ ____________________ FAX No. ▶ ____________________

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until __________ , 20 ___ , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year 20 ____ or
▶ ☐ tax year beginning ______________ , 20 ____ , and ending ______________ , 20 ____ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of exempt organization **Campbell Soup Foundation**	**Employer identification number** **216019196**
File by the extended due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. **1 Campbell Place**	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. **Camden, NJ 08103**	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of ▶ **Campbell Soup Foundation Management**

Telephone No. ▶ **856-342-4800** FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **May 15** , 20 **12** .

5 For calendar year ______, or other tax year beginning **July 1** , 20 **10** , and ending **June 30** , 20 **11** .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension **Additional time is needed to gather the information required to file a complete and accurate return.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 3,915
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 7,238
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0

Signature and Verification

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

Signature ▶ [illegible] Title ▶ DIRECTOR, FEDERAL TAX Date ▶ 2/3/12