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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning July 1 **, 2012, and ending** June 30 **, 20** 13

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): 1 Campbell Place

Room/suite:

B Telephone number (see instructions): 856-342-4800

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 23,579,012

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 instructions).)*

	Line	Description	(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)	2,000,000			
	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	301	301		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	820,524			
	b	Gross sales price for all assets on line 6a 2,368,285				
	7	Capital gain net income (from Part IV, line 2)		820,524		
	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	2,820,825	820,825		
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)	104,441	104,441		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,030			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	43,676	43,676		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	158,147	148,117		
	25	Contributions, gifts, grants paid	1,673,322			1,673,322
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,831,469	148,117		1,673,322
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	989,356			
	b	**Net investment income** (if negative, enter -0-)		672,708		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	-1,356	70,396	70,396
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
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 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)	20,146,781	23,508,616	23,508,616
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)	207	0	0
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	20,145,632	23,579,012	23,579,012
Liabilities 17	Accounts payable and accrued expenses	74,647	69,101	
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)	74,647	69,101	
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	20,070,985	23,509,911	
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 instructions)	20,070,985	23,509,911	
31	**Total liabilities and net assets/fund balances** (see instructions)	20,145,632	23,579,012	

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	20,070,985
2	Enter amount from Part I, line 27a	2	989,356
3	Other increases not included in line 2 (itemize) ▶ Unrealized Gain	3	2,449,570
4	Add lines 1, 2, and 3	4	23,509,911
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	23,509,911

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	BZW Barclays 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	2,368,285		1,547,761	820,524
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				
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** 820,524

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 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 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))
2011	1,515,075	19,863,585	0.0762
2010	1,616,501	18,319,787	0.0882
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

2	**Total** of line 1, column (d)	2	0.4515
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	0.0903
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	23,105,755
5	Multiply line 4 by line 3	5	2,086,450
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,727
7	Add lines 5 and 6	7	2,093,177
8	Enter qualifying distributions from Part XII, line 4	8	1,673,322

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	13,454	
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	13,454	
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	13,454	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 8,043			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 19,000			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7	27,043	
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		
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	13,589	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 13,589 **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 Instructions for the 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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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 instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 2012, 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 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 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 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 2012 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 2012.)*	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 2012?	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 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 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 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 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 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 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 instructions 3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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	23,290,916
b	Average of monthly cash balances	1b	166,600
c	Fair market value of all other assets (see instructions)	1c	103
d	**Total** (add lines 1a, b, and c)	1d	23,457,619
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	23,457,619
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	351,864
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,105,755
6	**Minimum investment return.** Enter 5% of line 5	6	1,155,288

Part XI **Distributable Amount** (see 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	1,155,288
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,454		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13,454
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,141,834
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,141,834
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,141,834

Part XII **Qualifying Distributions** (see 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	1,673,322
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	1,673,322
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 instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,673,322

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 instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				1,141,834
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 . . . 594,887				
b	From 2008 . . . 827,883				
c	From 2009 . . . 753,964				
d	From 2010 . . . 708,342				
e	From 2011 . . . 531,819				
f	**Total** of lines 3a through e	3,416,895			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,673,322				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				1,141,834
e	Remaining amount distributed out of corpus	531,488			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	3,948,383			
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	594,887			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	3,353,496			
10	Analysis of line 9:				
a	Excess from 2008 . . . 827,883				
b	Excess from 2009 . . . 753,964				
c	Excess from 2010 . . . 708,342				
d	Excess from 2011 . . . 531,819				
e	Excess from 2012 . . . 531,488				

Part XIV Private Operating Foundations (see 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 2012, 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) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail 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 included 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				1,673,322
Total ▶ 3a				1,673,322
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	301	
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	820,524	
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)				820,825	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 820,825

(See worksheet in line 13 instructions 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 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) is based on all information of which preparer has any knowledge

▶ [signature] | 4/2/14 | ▶ PRESIDENT

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

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	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
Campbell Soup Foundation	21-6019196

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Campbell Soup Company 1 Campbell Place Camden, NJ 08103-1701	$ 2,000,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once See instructions.) ▶ $
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CAMPBELL SOUP FOUNDATION
21-6019196
RETURN OF PRIVATE FOUNDATION
FISCAL YEAR ENDED JUNE 30, 2013

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

Contributions	$	2,000,000

Part I - Line 16 (c) - Other Professional

Bank Fees	$	21,790
Investment Management Fees	$	82,651
	$	104,441

Part I - Line 18 - Taxes

Excise & Other Taxes	$	10,030

Part I - Line 23 - Other Expenses

Outside Services	$	43,676
	$	43,676

Part I - Line 25 - Contributions Paid

See List attached to Part XV	$	1,673,322

CAMPBELL SOUP FOUNDATION
21-6019196
RETURN OF PRIVATE FOUNDATION
FISCAL YEAR ENDED JUNE 30, 2013
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
Dave Stangis Campbell Place Camden, NJ 08103	As Required	0	None	None
Richard Landers Campbell Place Camden, NJ 08103	As Required	0	None	None
Joe Spagnoletti Campbell Place Camden, NJ 08103	As Required	0	None	None
Mark Cacciatore Maxton Plant Maxton, NC	As Required	0	None	None
Karen Lewis Campbell Place Camden, NJ 08103	As Required	0	None	None

CAMPBELL SOUP FOUNDATION
21-6019196
RETURN OF PRIVATE FOUNDATION
FISCAL YEAR ENDED JUNE 30, 2013
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
Dave Stangis Campbell Place Camden, NJ 08103	President	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
Amanda Bauman Campbell Place Camden, NJ 08103	Program Director	0	None	None

Campbell Soup Company
Summary of Charitable Contributions
FYE 6/30/2013

Organization	Amount
Total Henry County Hospital, Inc	$ 9,500
Total Neighborhood Center, Inc	$ 6,500
4H Clubs & Affiliated 4H Organizations	$ 500
Action for Healthy Kids	$ 15,000
African American Heritage Committee Inc	$ 1,000
Aiken Area Council on Aging	$ 500
Alice Paul Institute inc	$ 500
American Cancer Society	$ 17,500
American Cancer Society - Richmond	$ 1,500
American Red Cross	$ 3,000
Archbishop Caroll High School	$ 3,000
Archbishop Ryan High School	$ 125
Archbishop Wood High School	$ 100
Arden Theatre Company	$ 17,500
Atlantic City Rescue Mission	$ 500
The Baldwin School	$ 700
Barry R Kirshner Wildlife Foundation	$ 1,000
Bear River Head Start	$ 500
Bemidji State University Foundation	$ 365
Benedictine University	$ 100
Bishop McNamara High School	$ 3,000
Bishop Timon- St Jude High School	$ 3,000
Bonham Special Olympics	$ 2,000
Bowling Green State University Foundation	$ 1,000
Boy Scouts of America	$ 9,000
Boys&Girls Club of Benton County	$ 2,000
Boys&Girls Club of Camden County	$ 17,000
Bryn Mawr College	$ 1,500
Bucknell University	$ 200
Burlington Congregational Church	$ 1,000
Cache Employment Training Center	$ 1,000
Camden Catholic High School	$ 500
Camden Children's Garden	$ 27,200
Camden County Technical Schools	$ 10,000
Camden Schools Foundation	$ 9,000
Carver Foundation of Norwalk	$ 500
Cathedral Kitchen	$ 40,500
Catholic Partnership Schools	$ 2,000
Center for Family Services	$ 37,500
Central College	$ 500
Central Connecticut State University	$ 250
Civil Air Patrol	$ 1,000
Coatesville Baseball Booster Club	$ 500
Community Foundation of South Jersey	$ 15,000
Concordia College at Moorhead	$ 100
Concordville Fire and Protective Association	$ 500
Connecticut Food Bank	$ 3,500
Consumer Credit Counseling Service of Delaware Valley	$ 500
Cooper's Ferry Development Association Inc	$ 35,000
Cornell University	$ 5,700
Da Vinci Art Alliance	$ 500
Danbury Animal Welfare Society Inc	$ 1,000
Delaware Valley College	$ 1,000
DeMatha Catholic High School	$ 250
Douglass College	$ 125
Drake University	$ 300
Drew University	$ 250
Drexel University	$ 600
Dubois-Garvey Foundation	$ 500
Edmonds Center for the Arts	$ 1,000
Elon University	$ 2,500
Emanuel Lutheran Church	$ 500
Emergency Food Bank & Family Services	$ 500
Emmanual Lutheran Church	$ 500
Emmanuel Lutheran Church - Napoleon	$ 500
Fairfield College Preparatory School	$ 600

Family & Children's Agency	$	1,500
Fellowship House	$	1,000
Fifth Church of Christ Scientist	$	500
Florida College	$	500
Food Bank of South Jersey	$	8,000
Foodshare Inc	$	6,500
Franklin County 4-H	$	1,000
Franklin County Senior Citizens INC	$	2,500
Franklin Institute	$	8,500
Friends of ACT-SO NJ	$	3,000
Friends of Old Pine Street	$	1,000
General Conference of Seventh Day Adventist	$	500
Genesis Counseling Center Inc.	$	500
Georgia State University Foundation	$	3,000
GHS Academy	$	1,000
Girl Scouts of America	$	20,000
Glen Highland Farm Inc	$	500
God's Gifted Girls, Inc	$	500
Gods Little Critters	$	1,000
Greater Maxton Economic Development Corporation	$	500
Greyhound Friends of New Jersey	$	500
Habitat for Humanity	$	4,000
Harvard University	$	450
Haverford College	$	500
Headstrong Foundation	$	500
Heart of Camden	$	12,000
Heidelberg University	$	1,000
Henry County 4-H Horse Council	$	1,000
Henry County Arts Council	$	500
Henry County Humane Society	$	500
Henry County Senior Center Inc	$	10,000
Hole in the Wall Gang Camp	$	3,500
Holy Trinity Lutheran Church	$	500
Hometown Opportunities for Mentally Handicapped Inc	$	500
Hunger Task Force	$	4,500
Image and Attitude Inc	$	2,000
James Madison University Foundation	$	100
Keep Norwalk Beautiful	$	10,000
Kings Christian School	$	2,000
The King's Christian School	$	3,000
King's College	$	3,250
Kiwanis International Foundation Inc	$	500
La Salle University	$	2,500
Lafayette College	$	200
Lake Forest Academy	$	3,000
Lancaster Partnership	$	10,000
Legacy Youth Tennis & Education	$	30,000
Lindenwold Varsity Club	$	500
Linus Projects	$	500
Loaves & Fishes	$	5,000
Logan Hospital Foundation	$	500
Louisiana State University	$	100
Love in Action International Ministries	$	1,000
Main Street United Methodist Church	$	500
Malvern Preparatory School	$	100
Manhattan College	$	200
MANNA	$	500
Massachusetts Institute of Technology	$	3,000
Maumee Vealley Country Day School	$	100
MCG Health Inc	$	500
Memorial Sloan-Kettering Cancer Center	$	1,000
Memorial Sloan-Kettering Cancer Center	$	250
Mercy Willard Hospital Foundation	$	1,000
Merion Mercy Academy	$	700
Methacton United Soccer Club Inc	$	1,000
Mickaboo Cockatiel Rescue	$	500
Millersville University	$	100
Milwaukee Animal Rescue Center	$	1,000
Missouri University of Science	$	500
Mommys Light Lives On Fund	$	500
Montini Catholic High School	$	125
Moorestown Friends School	$	100

Moorestown Home and School Association	$	6,500
Mount Marty College	$	100
Mount Mercy Academy	$	100
NAACP Special Contribution Fund	$	2,000
Napoleon Aquatic Club Inc	$	3,000
National Multiple Sclerosis Society	$	1,000
Nemours Foundation	$	100
New Hope Baptist Church	$	8,000
New Hope Christian Center	$	500
New Jersey Academy For Aquatic Sciences	$	15,000
New Jersey Boys State Foundation	$	500
New Jersey Farmers Against Hunger	$	11,000
New Jersey Tree Foundation Inc	$	21,500
New Life Community Development Corporation .	$	2,500
New Visions Homeless Day Shelter	$	1,000
NJ Boys State Foundation	$	500
North and Southampton Reformed Church	$	500
North Strand Helping Hand	$	1,000
Northwestern Ohio Community Action Commission	$	4,000
OAKLYN COUGAR ATHLETIC ASSOCIATION	$	1,000
OCNJ CARE	$	500
Ohio State University Foundation on behalf of OSU Exte	$	5,000
Old Dominion University	$	2,500
Oral Roberts University	$	150
Our Lady of Victory Catholic Church	$	1,000
Paris Junior College	$	3,000
Pasados Safe Haven	$	1,000
Path to Life	$	500
Peirce College	$	1,500
Pennsylvania State University	$	3,500
Pet Animal Welfare Society of Connecticut	$	500
Pheasant Run Swim Club	$	500
Philabundance	$	36,000
Philadelphia Children's Alliance	$	1,500
The Philadelphia Zoo	$	15,000
The Philadelphia's Children Alliance	$	2,500
Plast Ukranian Youth Organization Inc	$	500
Preston Community Food Pantry, Inc	$	3,000
Progressive Animal Welfare Society Inc	$	500
Quinnipiac University	$	800
Raices Culturales Latino Americanas Inc	$	1,000
Rails-to-Trails Conservancy	$	20,000
Rensselaer Polytechnic Institute	$	700
Restoring Hope Center	$	3,500
Ronald McDonald House	$	14,000
Rotary International Napoleon Rotary Club	$	500
Rowan University Foundation	$	500
Rutgers University	$	15,000
Rutgers University Foundation	$	2,500
The Sage Colleges	$	150
Saint Francis University	$	250
Salvation Army	$	102,800
Sandy Cay Inc	$	500
Sara House	$	1,000
Sara's Garden	$	2,000
Scotland Church & Community Service	$	1,000
Scotland County Education Foundation	$	500
Scotland County Literacy Council	$	500
The Shipley School	$	2,500
Siena College	$	150
South Sacramento Interfaith Partnership	$	1,000
St Andrews University	$	250
St Bonaventure University	$	100
St Catherine University	$	500
St John Baptist Church	$	4,000
St John Evangelical Lutheran Church - Napoleon	$	500
St Joseph's Carpenter Society	$	20,000
St. Joseph's Preparatory School	$	100
St. Joseph's University	$	700
St Lawrence University	$	2,600
St Xavier High School	$	3,000
Stepping Stone Museum for Children	$	500

Total Stepping Stone Museum for Children	$	500
Student Conservation Association	$	35,000
SUNY College of Environmental Science	$	250
Susquehanna University	$	100
Syracuse University	$	100
Taylor University	$	1,750
Temple University	$	1,300
Temporalities Corporation of the First Church of God	$	500
Texas A&M University	$	235
Texas Aggie Corps of Cadets Assoc	$	110
Texas Tech Foundation	$	3,000
Together We Can Make a Difference Initiatives	$	10,000
Tower Hill School	$	100
Towson University Foundation	$	1,000
Training Education and Manpower Inc	$	500
Trenton Diocesan Council	$	500
Trinity University	$	100
The Tuck School of Business at Dartmouth	$	125
Twin Valley Fire Department	$	1,500
Union College	$	100
United Fund of Willard	$	22,435
United States Airforce Academy	$	250
United States Conference of Catholic Bishops	$	500
United States Military Academy	$	3,000
United States Naval Academy Foundation	$	100
United Way of Aiken County	$	3,244
United Way of Cache Valley	$	9,542
United Way of California Capital Region	$	4,294
United Way of Camden County	$	250,000
United Way of Central & Northeastern Connecticut	$	8,166
United Way of Central Florida	$	26,506
United Way of Chester County	$	20,572
United Way of Coastal Fairfield County	$	90,000
United Way of Greater Milwaukee	$	2,119
United Way of Henry County	$	54,573
United Way of Lamar County	$	28,695
United Way of Lancaster County	$	40,938
United Way of Robeson County	$	17,327
United Way of Scotland County	$	17,326
United Way of Snohomish	$	22,601
United Way of the DuPage Area	$	9,249
University of Connecticut Foundation	$	500
University of Dayton	$	3,000
University of Detroit Mercy	$	1,000
University of Massachusetts- Amherst Foundation	$	1,500
University of Notre Dame	$	2,300
University of Pennsylvannia	$	700
University of South Carolina	$	250
The University of Texas at Austin	$	300
University of Virginia	$	150
University of Virginia Darden School	$	1,500
UrbanPromise Ministries	$	28,500
Utah State University	$	100
Villa Maria Academy High School	$	250
Villanova University	$	4,800
Virginia Union University	$	500
Volunteers of America	$	1,000
Wagontown Volunteer Fire Company	$	500
Wake Forest University	$	100
Westampton Township Historical Society Inc.	$	500
Woodridge Community Pantry Inc	$	1,500
The Work Group	$	18,000
Wyoming Seminary	$	125
YMCA	$	500
YMCA of Burlington & Camden Counties	$	47,000
Yolo County Food Bank	$	500
Yolo Habitat for Humanity	$	500
Youngstown State University	$	250
Grand Total - Contributions, Gifts and Grants	**$**	**1,673,322**

Form **8868**

(Rev. January 2013)

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.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. Campbell Soup Foundation	Employer identification number (EIN) or 21-6019196
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P O. box, see instructions. 1 Campbell Place	Social security number (SSN)
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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 14 , 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 12 , and ending June 30 , 20 13 .

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	$ 27,043
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	$ 8,043
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	$ 19,000

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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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 must be completed for Part II only.

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 ▶ 10/21/13

Form **8868**

(Rev January 2014)

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.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 Forms 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 Forms 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 funds withdrawal (direct debit) 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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. Campbell Soup Foundation	Employer identification number (EIN) or 21-6019196
	Number, street, and room or suite no. If a P O box, see instructions 1 Campbell Place	Social security number (SSN)
	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 14

5 For calendar year ____, or other tax year beginning July 1, 20 12, and ending June 30, 20 13

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 14,000
b	If this application is for Forms 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	$ 27,043
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 must be completed for Part II only.

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

Signature ▶ Title ▶ DIRECTOR, FEDERAL TAX Date ▶ 1/28/14