

CAMPBELL SOUP CO
Form 10-Q
March 11, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Quarterly Period Ended
February 1, 2009**

**Commission File Number
1-3822**

**New Jersey
State of Incorporation**

**21-0419870
I.R.S. Employer Identification No.**

**Campbell Place
Camden, New Jersey 08103-1799
Principal Executive Offices
Telephone Number: (856) 342-4800**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).

Yes No

There were 353,414,904 shares of Capital Stock outstanding as of March 6, 2009.

PART I
ITEM 1. FINANCIAL INFORMATION
CAMPBELL SOUP COMPANY CONSOLIDATED

Statements of Earnings

(unaudited)

(millions, except per share amounts)

| | Three Months Ended | | Six Months Ended | |
|---|---------------------------------|---------------------|---------------------------------|---------------------|
| | February 1, 2009 | January 27, 2008 | February 1, 2009 | January 27, 2008 |
| Net sales | \$2,122 | \$2,218 | \$4,372 | \$4,403 |
| Costs and expenses | | | | |
| Cost of products sold | 1,285 | 1,329 | 2,664 | 2,622 |
| Marketing and selling expenses | 315 | 319 | 622 | 615 |
| Administrative expenses | 138 | 141 | 278 | 282 |
| Research and development expenses | 27 | 25 | 56 | 52 |
| Other (income) / expense | 2 | 4 | (2) | 4 |
| Total costs and expenses | 1,767 | 1,818 | 3,618 | 3,575 |
| Earnings before interest and taxes | 355 | 400 | 754 | 828 |
| Interest, net | 25 | 42 | 57 | 84 |
| Earnings before taxes | 330 | 358 | 697 | 744 |
| Taxes on earnings | 101 | 98 | 208 | 216 |
| Earnings from continuing operations | 229 | 260 | 489 | 528 |
| Earnings from discontinued operations | 4 | 14 | 4 | 16 |
| Net earnings | \$ 233 | \$ 274 | \$ 493 | \$ 544 |
| Per share basic | | | | |
| Earnings from continuing operations | \$.65 | \$.69 | \$ 1.37 | \$ 1.40 |
| Earnings from discontinued operations | .01 | .04 | .01 | .04 |
| Net earnings | \$.66 | \$.73 | \$ 1.38 | \$ 1.44 |
| Dividends | \$.25 | \$.22 | \$.50 | \$.44 |
| Weighted average shares outstanding basic | 355 | 377 | 356 | 378 |

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| | | | | |
|---|---------------|--------|----------------|---------|
| Per share assuming dilution | | | | |
| Earnings from continuing operations | \$.63 | \$.67 | \$ 1.34 | \$ 1.36 |
| Earnings from discontinued operations | .01 | .04 | .01 | .04 |
| Net earnings | \$.64 | \$.71 | \$ 1.35 | \$ 1.41 |
| Weighted average shares outstanding assuming dilution | 362 | 386 | 364 | 387 |

See Notes to Consolidated Financial Statements.

The sum of the individual per share amounts does not equal net earnings per share due to rounding.

CAMPBELL SOUP COMPANY CONSOLIDATED**Balance Sheets**

(unaudited)

(millions, except per share amounts)

| | February 1, 2009 | August 3, 2008 |
|--|-----------------------------|-------------------|
| Current assets | | |
| Cash and cash equivalents | \$ 80 | \$ 81 |
| Accounts receivable | 658 | 570 |
| Inventories | 751 | 829 |
| Other current assets | 149 | 172 |
| Current assets held for sale | | 41 |
| Total current assets | 1,638 | 1,693 |
| Plant assets, net of depreciation | 1,760 | 1,939 |
| Goodwill | 1,646 | 1,998 |
| Other intangible assets, net of amortization | 543 | 605 |
| Other assets | 324 | 211 |
| Non-current assets held for sale | | 28 |
| Total assets | \$ 5,911 | \$ 6,474 |
| Current liabilities | | |
| Notes payable | \$ 754 | \$ 982 |
| Payable to suppliers and others | 504 | 655 |
| Accrued liabilities | 499 | 655 |
| Dividend payable | 90 | 81 |
| Accrued income taxes | 18 | 9 |
| Current liabilities held for sale | | 21 |
| Total current liabilities | 1,865 | 2,403 |
| Long-term debt | 1,957 | 1,633 |
| Other liabilities, including deferred income taxes of \$381 and \$354 | 1,052 | 1,119 |
| Non-current liabilities held for sale | | 1 |
| Total liabilities | 4,874 | 5,156 |
| Shareowners' equity | | |
| Preferred stock; authorized 40 shares; none issued | | |
| Capital stock, \$.0375 par value; authorized 560 shares; issued 542 shares | 20 | 20 |
| Additional paid-in capital | 303 | 337 |
| Earnings retained in the business | 8,221 | 7,909 |
| Capital stock in treasury, at cost | (6,972) | (6,812) |

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| | | |
|---|-----------------|----------|
| Accumulated other comprehensive loss | (535) | (136) |
| Total shareowners' equity | 1,037 | 1,318 |
| Total liabilities and shareowners' equity | \$ 5,911 | \$ 6,474 |

See Notes to Consolidated Financial Statements.

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CAMPBELL SOUP COMPANY CONSOLIDATED**Statements of Cash Flows**

(unaudited)

(millions)

| | Six Months Ended | |
|--|------------------|-------------|
| | February | January 27, |
| | 1, | 2008 |
| | 2009 | 2008 |
| Cash flows from operating activities: | | |
| Net earnings | \$ 493 | \$ 544 |
| Adjustments to reconcile net earnings to operating cash flow | | |
| Stock-based compensation | 44 | 39 |
| Resolution of tax matters (Note j) | | (13) |
| Depreciation and amortization | 133 | 138 |
| Deferred income taxes | 53 | 21 |
| Other, net | 24 | 37 |
| Changes in working capital | | |
| Accounts receivable | (144) | (241) |
| Inventories | 23 | 3 |
| Prepaid assets | 22 | 18 |
| Accounts payable and accrued liabilities | (169) | (50) |
| Pension fund contributions | (4) | (38) |
| Payments for hedging activities | (47) | (4) |
| Other | (10) | (12) |
| Net cash provided by operating activities | 418 | 442 |
| Cash flows from investing activities: | | |
| Purchases of plant assets | (98) | (90) |
| Sales of plant assets | | 2 |
| Sale of business, net of cash divested (Note b) | 38 | |
| Other, net | (2) | 2 |
| Net cash used in investing activities | (62) | (86) |
| Cash flows from financing activities: | | |
| Net short-term borrowings | 47 | 60 |
| Long-term borrowings (repayments) | 300 | (40) |
| Repayments of notes payable | (300) | |
| Dividends paid | (171) | (162) |
| Treasury stock purchases | (295) | (203) |
| Treasury stock issuances | 69 | 19 |
| Excess tax benefits on stock-based compensation | 17 | 4 |
| Other, net | (4) | |
| Net cash used in financing activities | (337) | (322) |
| Effect of exchange rate changes on cash | (20) | 8 |

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| | | |
|---|-------|-------|
| Net change in cash and cash equivalents | (1) | 42 |
| Cash and cash equivalents beginning of period | 81 | 71 |
| Cash balance of discontinued operations end of period | | (18) |
| Cash and cash equivalents end of period | \$ 80 | \$ 95 |

See Notes to Consolidated Financial Statements.

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CAMPBELL SOUP COMPANY CONSOLIDATED**Statements of Shareowners' Equity**

(unaudited)

(millions, except per share amounts)

| | Capital Stock | | Additional | | Earnings Retained in the Business | Accumulated Other Comprehensive Income (Loss) | Total Shareowners' Equity | |
|---|---------------|-------------|------------|-----------|-----------------------------------|---|---------------------------|---------|
| | Issued | In Treasury | Paid-in | Capital | | | | |
| | Shares | Amount | Shares | Amount | Capital | | | |
| Balance at July 29, 2007 | 542 | \$20 | (163) | \$(6,015) | \$331 | \$7,082 | \$(123) | \$1,295 |
| Comprehensive income (loss) | | | | | | | | |
| Net earnings | | | | | | 544 | | 544 |
| Foreign currency translation adjustments, net of tax | | | | | | | 71 | 71 |
| Cash-flow hedges, net of tax | | | | | | | 8 | 8 |
| Pension and postretirement benefits, net of tax | | | | | | | 3 | 3 |
| Other comprehensive income | | | | | | | 82 | 82 |
| Total comprehensive income | | | | | | | | 626 |
| Impact of adoption of FIN 48 (Note j) | | | | | | (6) | | (6) |
| Dividends (\$.44 per share) | | | | | | (169) | | (169) |
| Treasury stock purchased | | | (6) | (203) | | | | (203) |
| Treasury stock issued under management incentive and stock option plans | | | 2 | 46 | 6 | | | 52 |
| | 542 | \$20 | (167) | \$(6,172) | \$337 | \$7,451 | \$ (41) | \$1,595 |

Balance at
January 27, 2008

| | | | | | | | | |
|--|------------|-------------|--------------|------------------|--------------|----------------|----------------|----------------|
| Balance at August 3, 2008 | 542 | \$20 | (186) | \$(6,812) | \$337 | \$7,909 | \$(136) | \$1,318 |
| Comprehensive income (loss) | | | | | | | | |
| Net earnings | | | | | | 493 | | 493 |
| Foreign currency translation adjustments, net of tax | | | | | | | (409) | (409) |
| Cash-flow hedges, net of tax | | | | | | | (13) | (13) |
| Pension and postretirement benefits, net of tax | | | | | | | 23 | 23 |
| Other comprehensive loss | | | | | | | (399) | (399) |
| Total comprehensive income | | | | | | | | 94 |
| Dividends (\$.50 per share) | | | | | | | (181) | (181) |
| Treasury stock purchased | | | (9) | (295) | | | | (295) |
| Treasury stock issued under management incentive and stock option plans | | | 4 | 135 | (34) | | | 101 |
| Balance at February 1, 2009 | 542 | \$20 | (191) | \$(6,972) | \$303 | \$8,221 | \$(535) | \$1,037 |

See Notes to Consolidated Financial Statements.

CAMPBELL SOUP COMPANY CONSOLIDATED**Notes to Consolidated Financial Statements**

(unaudited)

(dollars in millions, except per share amounts)

(a) **Basis of Presentation / Accounting Policies**

The financial statements reflect all adjustments which are, in the opinion of management, necessary for a fair presentation of the results of operations, financial position, and cash flows for the indicated periods. All such adjustments are of a normal recurring nature. The accounting policies used in preparing these financial statements are consistent with those applied in the Annual Report on Form 10-K for the year ended August 3, 2008, except for the adoption of Statement of Financial Accounting Standards (SFAS) No. 157 Fair Value Measurements and SFAS No. 159 The Fair Value Option for Financial Assets and Liabilities Including an amendment of FASB Statement No. 115. See Notes (c) and (n) for additional information. Certain reclassifications were made to the prior year amounts to conform with the current year presentation. The results for the period are not necessarily indicative of the results to be expected for other interim periods or the full year. There were 53 weeks in 2008. There will be 52 weeks in 2009.

(b) **Divestitures***Discontinued Operations*

On March 18, 2008, the company completed the sale of its Godiva Chocolatier business for \$850. The purchase price was subject to certain post-closing adjustments, which resulted in an additional \$20 of proceeds. The company has reflected the results of this business as discontinued operations in the 2008 consolidated statements of earnings. The company used approximately \$600 of the net proceeds to purchase company stock.

The company recognized a \$4 tax benefit in Earnings from discontinued operations during the three-month period ended February 1, 2009. The benefit was a result of an adjustment to the tax liability associated with the sale of the Godiva Chocolatier business.

Results of discontinued operations were as follows:

| | Three Months Ended | | Six Months Ended | |
|---------------------------------------|--------------------|---------|------------------|---------|
| | February | January | February | January |
| | 1, | 27, | 1, | 27, |
| | 2009 | 2008 | 2009 | 2008 |
| Net sales | \$ | \$ 189 | \$ | \$ 303 |
| Earnings from operations before taxes | \$ | \$ 33 | \$ | \$ 36 |
| Taxes on earnings operations | | (14) | | (15) |
| Costs associated with the sale | | (9) | | (9) |
| Tax benefit from sale of business | 4 | 4 | 4 | 4 |

| | | | | |
|---------------------------------------|-----|-------|-----|-------|
| Earnings from discontinued operations | \$4 | \$ 14 | \$4 | \$ 16 |
|---------------------------------------|-----|-------|-----|-------|

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Other Divestitures

In the third quarter of 2008, the company entered into an agreement to sell certain Australian salty snack food brands and assets. The transaction, which was completed on May 12, 2008, included the following salty snack brands: *Cheezeels*, *Thins*, *Tasty Jacks*, *French Fries*, and *Kettle Chips*, certain other assets and the assumption of liabilities. Proceeds of the sale were nominal. The business had annual net sales of approximately \$150. In connection with this transaction, the company recognized a pre-tax loss of \$120 (\$64 after tax or \$.17 per share) in 2008. See also Note (1). The terms of the agreement require the company to provide a loan facility to the buyer of AUD \$10, or approximately USD \$6. The facility can be drawn down in AUD \$5 increments, six months and nine months after the closing date. In November 2008, the buyer borrowed AUD \$5 under the facility. Borrowings under the facility are to be repaid five years after the closing date. The company will also provide transition services for approximately one year.

In July 2008, the company entered into an agreement to sell its sauce and mayonnaise business comprised of products sold under the *Lesieur* brand in France. The sale was completed on September 29, 2008 and resulted in \$36 of proceeds. The purchase price was subject to working capital and other post-closing adjustments, which resulted in an additional \$6 of proceeds. The business had annual net sales of approximately \$70. The assets and liabilities of this business were reflected as assets and liabilities held for sale in the consolidated balance sheet as of August 3, 2008 and are comprised of the following:

| | | |
|-----------------------------------|----|----|
| Accounts receivable | \$ | 32 |
| Inventories | | 8 |
| Prepays | | 1 |
| Current assets | \$ | 41 |
| Plant assets, net of depreciation | \$ | 13 |
| Goodwill and intangible assets | | 15 |
| Non-current assets | \$ | 28 |
| Accounts payable | \$ | 18 |
| Accrued liabilities | | 3 |
| Current liabilities | \$ | 21 |
| Deferred income taxes | \$ | 1 |
| Non-current liabilities | \$ | 1 |

(c) Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board (FASB) issued SFAS No. 157 Fair Value Measurements, which provides guidance for using fair value to measure assets and liabilities. SFAS No. 157 establishes a definition of fair value, provides a framework for measuring fair value and expands the disclosure requirements about fair value measurements. This standard does not require any new fair value measurements but

rather applies to all other accounting pronouncements that require or permit fair value measurements. In February 2008, FASB Staff Position (FSP) No. FAS 157-2 was issued, which delayed by a year the effective date for certain nonfinancial assets and liabilities. The

company adopted SFAS No. 157 for financial assets and liabilities in the first quarter of fiscal 2009. The adoption did not have a material impact on the consolidated financial statements. See Note (n) for additional information. The company is currently evaluating the impact of SFAS No. 157 as it relates to nonfinancial assets and liabilities.

In February 2007, the FASB issued SFAS No. 159 The Fair Value Option for Financial Assets and Liabilities Including an amendment of FASB Statement No. 115. SFAS No. 159 allows companies to choose, at specific election dates, to measure eligible financial assets and liabilities at fair value that are not otherwise required to be measured at fair value. If a company elects the fair value option for an eligible item, changes in that item's fair value in subsequent reporting periods must be recognized in current earnings. The company adopted SFAS No. 159 at the beginning of fiscal 2009. The company elected not to adopt the fair value option under SFAS No. 159 for eligible financial assets and liabilities.

In December 2007, the FASB issued SFAS No. 141 (revised 2007) Business Combinations, which establishes the principles and requirements for how an acquirer recognizes the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date. This Statement applies to business combinations for which the acquisition date is after the beginning of the first annual reporting period beginning after December 15, 2008. Earlier adoption is not permitted. The company is currently evaluating the impact of SFAS No. 141 as revised.

In December 2007, the FASB issued SFAS No. 160 Noncontrolling Interests in Consolidated Financial Statements an Amendment of ARB No. 51. SFAS No. 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be recorded as equity in the consolidated financial statements. This Statement also requires that consolidated net income shall be adjusted to include the net income attributed to the noncontrolling interest. Disclosure on the face of the income statement of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest is required. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. Earlier adoption is not permitted. The company is currently evaluating the impact of SFAS No. 160.

In March 2008, the FASB issued SFAS No. 161 Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133, which enhances the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) the location and amounts of derivative instruments in an entity's financial statements, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. The guidance in SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. This Statement encourages, but does not require, comparative disclosures for earlier periods at initial adoption. The company is currently evaluating the impact of SFAS No. 161.

In May 2008, the FASB issued SFAS No. 162 *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). This Statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. The company is currently evaluating the impact of SFAS No. 162.

In June 2008, the FASB issued FSP Emerging Issues Task Force (EITF) 03-6-1 *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*. FSP EITF 03-6-1 provides that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. FSP EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008, and interim periods within those years. Upon adoption, a company is required to retrospectively adjust its earnings per share data (including any amounts related to interim periods, summaries of earnings and selected financial data) to conform with the provisions of FSP EITF 03-6-1. The company is currently evaluating the impact of FSP EITF 03-6-1.

In December 2008, the FASB issued FSP FAS 132(R)-1 *Employers' Disclosures about Postretirement Benefit Plan Assets*, which provides additional guidance on employers' disclosures about the plan assets of defined benefit pension or other postretirement plans. The disclosures required by FSP FAS 132(R)-1 include a description of how investment allocation decisions are made, major categories of plan assets, valuation techniques used to measure the fair value of plan assets, the impact of measurements using significant unobservable inputs and concentrations of risk within plan assets. The disclosures about plan assets required by this FSP shall be provided for fiscal years ending after December 15, 2009. The company is currently evaluating the impact of FSP FAS 132(R)-1.

(d) Stock-based Compensation

The company provides compensation benefits by issuing unrestricted stock, restricted stock and restricted stock units (including EPS performance restricted stock/units and total shareowner return (TSR) performance restricted stock/units). In previous fiscal years, the company also issued stock options and stock appreciation rights to provide compensation benefits.

Total pre-tax stock-based compensation recognized in Earnings from continuing operations was \$19 for the three-month periods ended February 1, 2009 and January 27, 2008. Tax related benefits of \$7 were also recognized for the three-month periods ended February 1, 2009 and January 27, 2008. Total pre-tax stock-based compensation recognized in Earnings from continuing operations was \$44 and \$37 for the six-month periods ended February 1, 2009 and January 27, 2008, respectively. Tax related benefits of \$16 and \$14 were also recognized for the six-month periods ended February 1, 2009 and January 27, 2008, respectively. Stock-based compensation associated with discontinued operations was \$1 after tax for the three-month and six-month periods ended January 27, 2008. Cash received

from the exercise of stock options was \$69 and \$19 for the six-month periods ended February 1, 2009 and January 27, 2008, respectively, and is reflected in cash flows from financing activities in the Consolidated Statements of Cash Flows.

The following table summarizes stock option activity as of February 1, 2009:

| (options in thousands) | Options | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Life | Aggregate Intrinsic Value |
|---------------------------------|---------|------------------------------------|--|---------------------------------|
| Outstanding at August 3, 2008 | 20,705 | \$ 27.42 | | |
| Granted | | | | |
| Exercised | (2,597) | \$ 26.86 | | |
| Terminated | (77) | \$ 47.60 | | |
| Outstanding at February 1, 2009 | 18,031 | \$ 27.41 | 3.8 | \$ 61 |
| Exercisable at February 1, 2009 | 18,031 | \$ 27.41 | 3.8 | \$ 61 |

The total intrinsic value of options exercised during the six-month periods ended February 1, 2009, and January 27, 2008 was \$30 and \$8, respectively. As of February 1, 2009, compensation related to stock options was fully expensed. The company measured the fair value of stock options using the Black-Scholes option pricing model.

The following table summarizes time-lapse restricted stock/units and EPS performance restricted stock/units as of February 1, 2009:

| (restricted stock/units in thousands) | Shares/Units | Weighted-Average Grant-Date Fair Value |
|---------------------------------------|--------------|--|
| Nonvested at August 3, 2008 | 2,331 | \$ 34.30 |
| Granted | 1,154 | \$ 39.79 |
| Vested | (1,028) | \$ 34.15 |
| Forfeited | (83) | \$ 36.64 |
| Nonvested at February 1, 2009 | 2,374 | \$ 36.94 |

The fair value of time-lapse restricted stock/units and EPS performance restricted stock/units is determined based on the number of shares granted and the quoted price of the company's stock at the date of grant. Time-lapse restricted stock/units granted in fiscal 2005 are expensed on a graded-vesting basis. Time-lapse restricted stock/units granted in fiscal 2006 to fiscal 2009 are expensed on a straight-line basis over the vesting period, except for awards issued to retirement-eligible participants, which are expensed on an accelerated basis. EPS restricted stock/units are expensed on a graded-vesting basis, except for awards issued to retirement-eligible participants, which are expensed on an accelerated basis.

As of February 1, 2009, total remaining unearned compensation related to nonvested time-lapse restricted stock/units and EPS performance restricted stock/units was \$56, which will be amortized over the weighted-average remaining service period of 1.9 years. The fair

value of restricted stock/units vested during the six-month periods ended February 1, 2009 and January 27, 2008 was \$39 and \$34, respectively. The weighted-average grant-date fair value of the restricted stock/units granted during the six-month period ended January 27, 2008 was \$36.90.

The following table summarizes TSR performance restricted stock/units as of February 1, 2009:

| (restricted stock/units in thousands) | Shares/Units | Weighted-Average Grant-Date Fair Value | |
|---------------------------------------|--------------|--|-------|
| Nonvested at August 3, 2008 | 3,549 | \$ | 30.09 |
| Granted | 1,158 | \$ | 47.20 |
| Vested | (1,184) | \$ | 29.01 |
| Forfeited | (97) | \$ | 35.89 |
| Nonvested at February 1, 2009 | 3,426 | \$ | 36.08 |

The fair value of TSR performance restricted stock/units is estimated at the grant date using a Monte Carlo simulation. Expense is recognized on a straight-line basis over the service period. As of February 1, 2009, total remaining unearned compensation related to TSR performance restricted stock/units was \$71, which will be amortized over the weighted-average remaining service period of 2.2 years. During the six-month period ended February 1, 2009, recipients of TSR performance restricted stock/units earned 125% of their initial grants based upon the company's total shareholder return ranking in a performance peer group during a three-year period ended July 31, 2008. As a result, approximately 280,000 additional shares were awarded. The total fair value of TSR performance restricted stock/units vested during the six-month period ended February 1, 2009 was \$57. The grant-date fair value of TSR performance restricted stock/units granted during the six-month period ended January 27, 2008 was \$34.64.

(e) Goodwill and Intangible Assets

The following table sets forth balance sheet information for intangible assets, excluding goodwill, subject to amortization and intangible assets not subject to amortization:

| | February 1, 2009 | | August 3, 2008 | |
|--|--------------------|-----------------------------|--------------------|-----------------------------|
| | Carrying Amount | Accumulated Amortization | Carrying Amount | Accumulated Amortization |
| Intangible assets subject to amortization ¹ : | | | | |
| Other | \$ 11 | \$ (7) | \$ 12 | \$ (7) |
| Intangible assets not subject to amortization: | | | | |
| Trademarks | \$ 539 | | \$ 600 | |

¹ Amortization related to these assets was less than \$1 for the

six-month periods ended February 1, 2009 and January 27, 2008. The estimated aggregated amortization expense for each of the five succeeding fiscal years is less than \$1 per year. Asset useful lives range from ten to twenty years.

Changes in the carrying amount for goodwill for the period ended February 1, 2009 are as follows:

| | U.S. Soup, Sauces and Beverages | Baking and Snacking | International Soup, Sauces and Beverages | North America Foodservice | Total |
|---|---|---------------------------|--|---------------------------------|-----------------|
| Balance at August 3, 2008 | \$ 434 | \$ 744 | \$ 674 | \$ 146 | \$ 1,998 |
| Foreign currency translation adjustment | | (232) | (120) | | (352) |
| Balance at February 1, 2009 | \$ 434 | \$ 512 | \$ 554 | \$ 146 | \$ 1,646 |

(f) Comprehensive Income

Total comprehensive income comprises net earnings, net foreign currency translation adjustments, adjustments to net unrealized gains (losses) on cash-flow hedges and adjustments to net unamortized pension and postretirement benefits.

Total comprehensive income for the three-month periods ended February 1, 2009 and January 27, 2008, was \$206 and \$265, respectively. Total comprehensive income for the six-month periods ended February 1, 2009 and January 27, 2008, was \$94 and \$626, respectively.

The components of Accumulated other comprehensive loss consisted of the following:

| | February 1, 2009 | August 3, 2008 |
|---|------------------------|-------------------|
| Foreign currency translation adjustments, net of tax ¹ | \$ (168) | \$ 241 |
| Cash-flow hedges, net of tax ² | (8) | 5 |
| Unamortized pension and postretirement benefits, net of tax: ³ | | |
| Net actuarial loss | (355) | (376) |
| Prior service cost | (4) | (6) |
| Total Accumulated other comprehensive loss | \$ (535) | \$ (136) |

¹ Includes a tax expense of \$1 as of February 1, 2009 and \$10 as of August 3, 2008.

² Includes a tax benefit of \$6 as of February 1, 2009 and a tax expense of \$3 as of August 3, 2008.

³ Includes a tax benefit of \$196 as of February 1, 2009 and \$205 as of August 3, 2008.

(g) Earnings Per Share

For the periods presented in the Statements of Earnings, the calculations of basic EPS and EPS assuming dilution vary in that the weighted average shares outstanding assuming dilution include the incremental effect of stock options and restricted stock programs, except when such effect would be antidilutive. Stock options to purchase 1.6 million and 1 million shares of capital stock for the three-month and six-month periods ended February 1, 2009, respectively, and stock options to purchase 1 million shares of capital stock for both the three-month and six-month periods ended January 27, 2008 were not included in the calculation of diluted earnings per share because the exercise price of the stock options exceeded the average market price of the capital stock and therefore, the effect would be antidilutive.

(h) Segment Information

Campbell Soup Company, together with its consolidated subsidiaries, is a global manufacturer and marketer of high-quality, branded convenience food products. The company manages and reports the results of operations in the following segments: U.S. Soup, Sauces and Beverages, Baking and Snacking, International Soup, Sauces and Beverages, and North America Foodservice.

The U.S. Soup, Sauces and Beverages segment includes the following retail businesses: *Campbell's* condensed and ready-to-serve soups; *Swanson* broth, stocks and canned poultry; *Prego* pasta sauce; *Pace* Mexican sauce; *Campbell's* canned pasta, gravies, and beans; *V8* juice and juice drinks; *Campbell's* tomato juice; and *Wolfgang Puck* soups, stocks, and broths.

The Baking and Snacking segment includes the following businesses: *Pepperidge Farm* cookies, crackers, bakery and frozen products in U.S. retail; *Arnott's* biscuits in Australia and Asia Pacific; and *Arnott's* salty snacks in Australia.

The International Soup, Sauces and Beverages segment includes the soup, sauce and beverage businesses outside of the United States, including Europe, Latin America, the Asia Pacific region, as well as the emerging markets of Russia and China, and the retail business in Canada.

The North America Foodservice segment represents the distribution of products such as soup, specialty entrees, beverage products, other prepared foods and *Pepperidge Farm* products through various food service channels in the United States and Canada.

Accounting policies for measuring segment assets and earnings before interest and taxes are substantially consistent with those described in the company's 2008 Annual Report on Form 10-K. The company evaluates segment performance before interest and taxes. Beginning in fiscal 2009, unrealized gains and losses on commodity hedging activities are excluded from segment operating earnings and are recorded in Corporate expenses as these open positions represent hedges of future purchases. Upon closing of the contracts, the realized gain or loss is transferred to segment operating earnings, which allows the segments to reflect the economic effects of the hedge without exposure to quarterly volatility of unrealized gains and losses. In prior periods, unrealized gains and losses on commodity hedging activities were not material. North America Foodservice products are principally produced by the

tangible assets of the company's other segments, except for refrigerated soups, which are produced in a separate facility, and certain other products, which are produced under contract manufacturing agreements. Accordingly, with the exception of a refrigerated soup facility, plant assets are not allocated to the North America Foodservice operations. Depreciation, however, is allocated to North America Foodservice based on production hours.

February 1, 2009

| | Three Months Ended | | Six Months Ended | |
|---|---------------------------|---|-------------------------|---|
| | | Earnings Before Interest and Taxes² | | Earnings Before Interest and Taxes² |
| | Net Sales | | Net Sales | |
| U.S. Soup, Sauces and Beverages | \$1,128 | \$ 270 | \$2,326 | \$ 584 |
| Baking and Snacking | 440 | 53 | 949 | 136 |
| International Soup, Sauces and Beverages | 391 | 50 | 771 | 88 |
| North America Foodservice | 163 | 10 | 326 | 21 |
| Corporate ¹ | | (28) | | (75) |
| Total | \$2,122 | \$ 355 | \$4,372 | \$ 754 |

January 27, 2008

| | Three Months Ended | | Six Months Ended | |
|--|---------------------------|---|-------------------------|---|
| | | Earnings Before Interest and Taxes | | Earnings Before Interest and Taxes |
| | Net Sales | | Net Sales | |
| U.S. Soup, Sauces and Beverages | \$1,093 | \$ 286 | \$2,190 | \$ 595 |
| Baking and Snacking | 491 | 68 | 1,023 | 140 |
| International Soup, Sauces and Beverages | 458 | 61 | 848 | 112 |
| North America Foodservice | 176 | 20 | 342 | 44 |
| Corporate ¹ | | (35) | | (63) |
| Total | \$2,218 | \$ 400 | \$4,403 | \$ 828 |

¹ Represents unallocated

corporate expenses. The six-month period ended February 1, 2009 includes unrealized losses on commodity hedges of \$26.

- ² Earnings before interest and taxes by segment include restructuring related costs of \$6 in North America Foodservice and \$2 in Baking and Snacking for the three-month period ended February 1, 2009. Earnings before interest and taxes by segment include restructuring related costs of \$13 in North America Foodservice and \$2 in Baking and Snacking for the six-month period ended February 1, 2009. See Note (1) for additional information on restructuring charges.

(i) Inventories

| | February 1, 2009 | August 3, 2008 |
|--|-----------------------------|-------------------|
| Raw materials, containers and supplies | \$ 279 | \$ 313 |
| Finished products | 472 | 516 |
| | \$ 751 | \$ 829 |

(j) Taxes on Earnings

The company adopted the provisions of the FASB Interpretation No. 48 (FIN 48) Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 as of July 30, 2007 (the beginning of fiscal 2008). Upon adoption, the company recognized a cumulative-effect adjustment of \$6 as an increase in the liability for unrecognized tax benefits, including interest and penalties, and a reduction in retained earnings.

During the three-month period ended November 2, 2008, the balance of unrecognized tax benefits, including interest and penalties, and tax expense were reduced by \$12 following the finalization of U.S. federal and state tax audits. Fiscal 2007 and thereafter remain open to U.S. federal audits.

In the three-month period ended January 27, 2008, the company finalized a favorable state tax agreement that resulted in a \$13 benefit.

(k) Accounting for Derivative Instruments

The company utilizes certain derivative financial instruments to enhance its ability to manage risk including interest rate, foreign currency, commodity and certain equity-linked deferred compensation exposures that exist as part of ongoing business operations. A description of the company's use of derivative instruments is included in the Annual Report on Form 10-K for the year ended August 3, 2008.

Interest Rate Swaps

The notional amount of outstanding fair-value interest rate swaps at February 1, 2009 totaled \$500 with a maximum maturity date of October 2013. The fair value of such instruments was a gain of \$43 as of February 1, 2009.

In June 2008, the company entered into two forward starting interest rate swap contracts with a combined notional value of \$200 to hedge an anticipated debt offering in fiscal 2009. These swaps were settled as of November 2, 2008, at a loss of \$13. In January 2009, the company issued \$300 ten-year 4.50% notes. The loss on the swap contracts will be amortized over the life of the debt as additional interest expense.

Foreign Currency Contracts

The fair value of foreign exchange forward and cross-currency swap contracts accounted for as cash-flow hedges was a gain of \$11 at February 1, 2009. The notional amount was \$314 at February 1, 2009.

The company also enters into certain foreign exchange forward and variable-to-variable cross-currency swap contracts that are not designated as accounting hedges. These instruments are primarily intended to reduce volatility of certain intercompany financing transactions. The fair value of these instruments was a gain of \$81 at February 1, 2009. The notional amount was \$627 at February 1, 2009.

Foreign exchange forward contracts typically have maturities of less than eighteen months. Cross-currency swap contracts mature in 2009 through August 2013. Principal currencies include the Canadian dollar, euro, Australian dollar, Swedish krona, New Zealand dollar, British pound and Japanese yen.

Commodities

The company enters into certain commodity futures contracts to reduce volatility of price fluctuations for commodities such as natural gas, soybean oil, corn, wheat, aluminum, soybean meal, heating oil and cocoa. Commodity futures contracts are typically accounted for as cash-flow hedges or are not designated as accounting hedges. The notional amount of commodity futures contracts was \$105 at February 1, 2009 and the fair value was a loss of \$35. The company recorded a loss of \$26 in the Statements of Earnings related to the fair value of open contracts for the six-month period ended February 1, 2009.

As of February 1, 2009, the accumulated derivative net loss in other comprehensive loss for cash-flow hedges, including the foreign exchange forward and cross-currency contracts, commodity futures contracts, forward starting swap contracts, and treasury lock agreements was \$8, net of tax. As of August 3, 2008, the accumulated derivative net gain in other comprehensive income was \$5, net of tax. Reclassifications from Accumulated other comprehensive income (loss) into the Statements of Earnings during the quarter ended February 1, 2009 were not material.

Reclassifications during the remainder of 2009 are not expected to be material. At February 1, 2009, the maximum maturity date of any cash-flow hedge was August 2013.

(1) Restructuring Charges

On April 28, 2008, the company announced a series of initiatives to improve operational efficiency and long-term profitability, including selling certain salty snack food brands and assets in Australia, closing certain production facilities in Australia and Canada, and streamlining the company's management structure. As a result of these initiatives, in 2008, the company recorded a restructuring charge of \$175 (\$102 after tax or \$.27 per share). The charge consisted of a net loss of \$120 (\$64 after tax) on the sale of certain Australian salty snack food brands and assets, \$45 (\$31 after tax) of employee severance and benefit costs, including the estimated impact of curtailment and other pension charges, and \$10 (\$7 after tax) of property, plant and equipment impairment charges. In addition, approximately \$7 (\$5 after tax or \$.01 per share) of costs related to these initiatives were recorded in Cost of products sold, primarily representing accelerated depreciation on property, plant and equipment. The aggregate after-tax impact of restructuring charges and related costs in 2008 was \$107, or \$.28 per share. In the first and second quarters of 2009, the company recorded approximately \$15 (\$10 after tax or \$.03 per share) of costs related to these initiatives in Cost of products sold. Approximately \$13 of the costs represented accelerated depreciation on property, plant and equipment and approximately \$2 related to other exit costs. The company expects to incur additional pre-tax costs of approximately \$23,

consisting of the following: approximately \$13 in employee severance and benefit costs, including the estimated impact of curtailment and other pension charges; approximately \$4 in accelerated depreciation of property, plant and equipment; and approximately \$6 in other exit costs. Of the aggregate \$220 of pre-tax costs for the total program, the company expects approximately \$50 will be cash expenditures, the majority of which will be spent in 2009.

A summary of the pre-tax costs is as follows:

| | Total Program | Change in Estimate ¹ | Recognized as of February 1, 2009 | Remaining Costs to be Recognized |
|---|------------------|---------------------------------------|--|---|
| Severance pay and benefits | \$ 62 | \$ (4) | \$ (45) | \$ 13 |
| Asset impairment/accelerated depreciation | 158 | (4) | (150) | 4 |
| Other exit costs | 10 | (2) | (2) | 6 |
| Total | \$ 230 | \$ (10) | \$ (197) | \$ 23 |

¹ Primarily due to foreign currency translation.

Details of the components of the program are as follows:

In the third quarter of 2008, as part of the previously discussed initiatives, the company entered into an agreement to sell certain Australian salty snack food brands and assets. The transaction was completed on May 12, 2008. Proceeds of the sale were nominal. See also Note (b).

In April 2008, as part of the previously discussed initiatives, the company announced plans to close the Listowel, Ontario, Canada food plant. The Listowel facility produces primarily frozen products, including soup, entrees, and Pepperidge Farm products, as well as ramen noodles. The facility employed approximately 500 people. The company plans to operate the facility through April 2009 and transition production to its network of North American contract manufacturers and to its Downingtown, Pennsylvania plant. As a result, the company recorded \$20 (\$14 after tax) of employee severance and benefit costs, including the estimated impact of curtailment and other pension charges, and \$7 (\$5 after tax) in accelerated depreciation of property, plant and equipment in 2008. In the first and second quarters of 2009, the company recorded \$12 (\$8 after tax) in accelerated depreciation of property, plant and equipment and \$1 of other exit costs. The company expects to incur approximately \$13 in additional employee severance and benefit costs, approximately \$4 in accelerated depreciation of property, plant and equipment, and approximately \$3 in other exit costs.

In April 2008, as part of the previously discussed initiatives, the company also announced plans to discontinue the private label biscuit and industrial chocolate production at its Miranda, Australia facility. The company closed the Miranda facility, which employed

approximately 150 people, in the second quarter of 2009. In connection with this action, the company recorded \$10 (\$7 after tax) of property, plant and equipment impairment charges and \$8 (\$6 after tax) in employee severance and benefit costs in 2008. In the second quarter of 2009, the company recorded \$1 in accelerated depreciation of property, plant and equipment and \$1 of other exit costs. The company expects to incur an additional \$3 in other exit costs. As part of the previously discussed initiatives, the company is streamlining its management structure and eliminating certain overhead costs. These actions began in the fourth quarter of 2008 and will be substantially completed in 2009. In connection with this action, the company recorded \$17 (\$11 after tax) in employee severance and benefit costs in 2008.

A summary of restructuring activity and related reserves at February 1, 2009 is as follows:

| | Accrued Balance at August 3, 2008 | 2009 Charge | Cash Payments | Foreign Currency Translation Adjustment | Accrued Balance at February 1, 2009 |
|--|--|----------------|------------------|--|--|
| Severance pay and benefits | \$ 37 | | (12) | (8) | \$ 17 |
| Asset impairment/accelerated depreciation | | 13 | | | |
| Other exit costs | | 2 | | | |
| | \$ 37 | \$ 15 | | | \$ 17 |

A summary of total charges by reportable segment is as follows:

| | U.S. Soup, Sauces and Beverages | Baking and Snacking | International Soup, Sauces and Beverages | North America Foodservice | Total |
|--|---|---------------------------|--|---------------------------------|--------|
| Severance pay and benefits | \$ | \$ 14 | \$ 9 | \$ 22 | \$ 45 |
| Asset impairment/accelerated depreciation | | 131 | | 19 | 150 |
| Other exit costs | | 1 | | 1 | 2 |
| | \$ | \$ 146 | \$ 9 | \$ 42 | \$ 197 |

The company expects to incur additional pre-tax costs of approximately \$23 by segment as follows: Baking and Snacking \$3 and North America Foodservice \$20. The total pre-tax costs of \$220 expected to be incurred by segment is as follows: Baking and Snacking \$149, International Soup, Sauces and Beverages \$9 and North America Foodservice \$62.

(m) Pension and Postretirement Medical Benefits

The company sponsors certain defined benefit plans and postretirement medical benefit plans for employees. Components of benefit expense were as follows:

| | Pension | | Postretirement | |
|------------------------------------|------------------------|------------------------|------------------------|------------------------|
| | February 1, 2009 | January 27, 2008 | February 1, 2009 | January 27, 2008 |
| Three Months Ended | | | | |
| Service cost | \$ 12 | \$ 12 | \$ 1 | \$ 1 |
| Interest cost | 30 | 30 | 6 | 6 |
| Expected return on plan assets | (41) | (42) | | |
| Amortization of prior service cost | | 1 | | |
| Recognized net actuarial loss | 5 | 4 | | |
| Curtailment loss | | 2 | | |
| Special termination benefits | | 4 | | |
| Net periodic benefit expense | \$ 6 | \$ 11 | \$ 7 | \$ 7 |

| | Pension | | Postretirement | |
|------------------------------------|------------------------|------------------------|------------------------|------------------------|
| | February 1, 2009 | January 27, 2008 | February 1, 2009 | January 27, 2008 |
| Six Months Ended | | | | |
| Service cost | \$ 23 | \$ 24 | \$ 2 | \$ 2 |
| Interest cost | 61 | 59 | 11 | 11 |
| Expected return on plan assets | (82) | (84) | | |
| Amortization of prior service cost | 1 | 1 | | |
| Recognized net actuarial loss | 9 | 10 | | |
| Curtailment loss | | 2 | | |
| Special termination benefits | | 4 | | |
| Net periodic benefit expense | \$ 12 | \$ 16 | \$ 13 | \$ 13 |

The curtailment loss and special termination benefits related to the sale of the Godiva Chocolatier business and were included in discontinued operations.

Contributions to the U.S. pension plans are not required this fiscal year. Contributions of \$4 were made to the non-U.S. plans as of February 1, 2009. Contributions to non-U.S. plans are expected to be \$5 during the remainder of the fiscal year.

(n) Fair Value Measurements

In the first quarter of fiscal 2009, the company adopted SFAS No. 157 Fair Value Measurements for financial assets and liabilities. This standard defines fair value, provides guidance for measuring fair value and requires certain disclosures. This standard does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements.

SFAS No. 157 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The three levels are as follows:

Level 1: Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability through corroboration with observable market data.

Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

The adoption of SFAS No. 157 did not have a material impact on the consolidated financial statements.

The financial assets and liabilities subject to fair value measurements are as follows:

| | Fair Value as of 2/1/09 | Fair Value Measurements at 2/1/09 Using Fair Value Hierarchy Level | | |
|---|-------------------------------|--|---------------|-----------|
| | | Level 1 | Level 2 | Level 3 |
| Assets: | | | | |
| Interest rate swaps ¹ | \$ 43 | \$ | \$ 43 | \$ |
| Foreign currency forward contracts ² | 8 | | 8 | |
| Cross-currency swap contracts ³ | 99 | | 99 | |
| Deferred compensation derivatives ⁵ | 1 | | 1 | |
| Total | \$ 151 | \$ | \$ 151 | \$ |
| Liabilities: | | | | |
| Commodity derivatives ⁴ | \$ 35 | \$ 35 | \$ | \$ |
| Foreign currency forward contracts ² | 2 | | 2 | |
| Cross-currency swap contracts ³ | 13 | | 13 | |
| Deferred compensation obligation ⁶ | 148 | 74 | 74 | |
| Total | \$ 198 | \$ 109 | \$ 89 | \$ |

¹ Based on LIBOR swap rates.

² Based on observable market transactions of

spot currency
rates and
forward rates.

- 3 Based on
observable local
benchmarks for
currency and
interest rates.
- 4 Based on quoted
futures
exchanges.
- 5 Based on
LIBOR and
equity index
swap rates.
- 6 Based on the
fair value of the
participants
investments.

(o) Supplemental Cash Flow Information

Other cash used in operating activities for the six-month periods is comprised of the following:

| | February 1, 2009 | January 27, 2008 |
|--------------------------|-----------------------------|---------------------|
| Benefit related payments | \$ (19) | \$ (17) |
| Other | 9 | 5 |
| | \$ (10) | \$ (12) |

(p) Share Repurchase Programs

In June 2008, the company's Board of Directors authorized the purchase of up to \$1,200 of company stock through fiscal 2011. This program began in fiscal 2009. In addition to this publicly announced program, the company repurchases shares to offset the impact of dilution from shares issued under the company's stock compensation plans.

During the six-month period ended February 1, 2009, the company repurchased 9 million shares at a cost of \$295. Of this amount, \$197 were repurchased pursuant to the company's June 2008 publicly announced share repurchase program. Approximately \$1,003 remains available under this program as of February 1, 2009.

During the six-month period ended January 27, 2008, the company repurchased 6 million shares at a cost of \$203. The majority of these shares were repurchased pursuant to the company's November 2005 publicly announced share repurchase program, which was completed during the third quarter of fiscal 2008.

ITEM 2.

**CAMPBELL SOUP COMPANY CONSOLIDATED
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

OVERVIEW

Basis of Presentation

On March 18, 2008, the company completed the sale of its Godiva Chocolatier business for \$850 million, pursuant to a Sale and Purchase Agreement dated December 20, 2007. The purchase price was subject to certain post-closing adjustments, which resulted in an additional \$20 million of proceeds. The company has reflected the results of this business as discontinued operations in the 2008 consolidated statements of earnings. The company used approximately \$600 million of the net proceeds to purchase company stock. See Note (b) to the Consolidated Financial Statements for additional information.

In the third quarter of 2008, the company entered into an agreement to sell certain Australian salty snack food brands and assets. The transaction, which was completed on May 12, 2008, included salty snack brands such as *Cheezels*, *Thins*, *Tasty Jacks*, *French Fries*, and *Kettle Chips*, certain other assets and the assumption of liabilities. Proceeds of the sale were nominal. The business had annual net sales of approximately \$150 million. This transaction is included in the restructuring initiatives described in Note (l).

In July 2008, the company entered into an agreement to sell its sauce and mayonnaise business comprised of products sold under the *Lesieur* brand in France. The sale was completed on September 29, 2008 and resulted in \$36 million of proceeds. The purchase price was subject to working capital and other post-closing adjustments, which resulted in an additional \$6 million of proceeds. The business had annual net sales of approximately \$70 million. See Note (b) to the Consolidated Financial Statements for additional information.

Results of Operations

Net earnings were \$233 million for the second quarter ended February 1, 2009, versus \$274 million in the comparable quarter a year ago. Net earnings per share were \$.64 compared to \$.71 a year ago. (All earnings per share amounts included in Management's Discussion and Analysis are presented on a diluted basis.) Net sales decreased 4% to \$2.1 billion in 2009 from \$2.2 billion last year.

The following items impacted the comparability of net earnings and net earnings per share:

Continuing Operations

In the second quarter of fiscal 2009, the company recorded pre-tax restructuring related costs of \$8 million (\$5 million after tax or \$.01 per share) associated with the previously announced initiatives to improve operational efficiency and long-term profitability. In

the six-months ended February 1, 2009, the company recorded pre-tax restructuring related costs of \$15 million (\$10 million after tax or \$.03 per share). See Note (1) to the Consolidated Financial Statements and Restructuring Charges for additional information;

In the second quarter of 2008, the company recognized a non-cash tax benefit of \$13 million (\$.03 per share) from the favorable resolution of a state tax contingency in the United States;

Discontinued Operations

In the second quarter of fiscal 2009, the company recorded a \$4 million tax benefit (\$.01 per share) related to the sale of the Godiva Chocolatier business; and

In the second quarter of 2008, the company recognized costs of \$9 million (\$5 after tax or \$.01 per share) associated with the sale of the Godiva Chocolatier business.

The items impacting comparability are summarized below:

| (millions, except per share amounts) | Three Months Ended | | | |
|---|--------------------|------------|-----------------|------------|
| | 2009 | | 2008 | |
| | Earnings Impact | EPS Impact | Earnings Impact | EPS Impact |
| Earnings from continuing operations | \$ 229 | \$ 0.63 | \$ 260 | \$ 0.67 |
| Earnings from discontinued operations | \$ 4 | \$ 0.01 | \$ 14 | \$ 0.04 |
| Net earnings | \$ 233 | \$ 0.64 | \$ 274 | \$ 0.71 |
| <u>Continuing operations:</u> | | | | |
| Restructuring related costs | \$ 5 | \$ 0.01 | \$ | \$ |
| Benefit from resolution of state tax contingency | | | (13) | (0.03) |
| <u>Discontinued operations:</u> | | | | |
| Tax benefit from sale of Godiva Chocolatier business | \$ (4) | \$ (0.01) | \$ | \$ |
| Costs associated with the sale of Godiva Chocolatier business | | | 5 | 0.01 |
| Impact of significant items on net earnings ¹ | \$ 1 | \$ 0.01 | \$ 8 | \$ (0.02) |

¹ The sum of the individual per share amounts does not equal due to rounding.

The company reported earnings from continuing operations of \$229 million for the second quarter ended February 1, 2009, versus \$260 million in the comparable quarter a year ago. Earnings per share from continuing operations were \$.63 compared to \$.67 a year ago. After factoring in the items impacting comparability, earnings from continuing operations decreased primarily due to the unfavorable impact of currency. After factoring in the items impacting comparability, earnings per share from continuing operations in the current quarter benefited from a reduction in the weighted average diluted shares outstanding, which was primarily due to share repurchases utilizing the net proceeds from the divestiture of the Godiva Chocolatier business and the company's strategic share repurchase programs. Earnings per share from continuing operations were negatively impacted by \$.04 from currency translation. Earnings from discontinued operations of \$4 million for the second quarter ended February 1, 2009 represented an adjustment to the tax liability associated with the sale of the Godiva Chocolatier business. Earnings from discontinued operations were \$14 million in the comparable quarter a year

ago and included costs associated with the sale of the Godiva Chocolatier business and operating performance. Earnings per share from discontinued operations were \$.01 compared to \$.04 a year ago.

After factoring in the items impacting comparability, net earnings and net earnings per share decreased. Net earnings per share were negatively impacted by \$.04 from currency translation. Net earnings per share in the current quarter benefited from a reduction in the weighted average diluted shares outstanding primarily due to share repurchases utilizing the net proceeds from the divestiture of the Godiva Chocolatier business and the company's strategic share repurchase programs.

Currency translation could continue to impact fiscal 2009 results. Approximately 25 to 30 percent of sales and earnings are from non-U.S. operations. Given the strength and volatility of the U.S. dollar against the principal foreign currencies where the company operates, including the Australian dollar, the Canadian dollar and the euro, fluctuations in foreign currency exchange rates can have a significant impact on reported results. Given the market volatility, it is difficult to forecast the impact of currency. If currency exchange rates were to remain the same as at quarter end, currency translation would negatively impact sales and net earnings per share growth rates by approximately 5 percentage points in fiscal 2009.

| (millions, except per share amounts) | Six Months Ended | | | |
|---|------------------|------------|-----------------|------------|
| | 2009 | | 2008 | |
| | Earnings Impact | EPS Impact | Earnings Impact | EPS Impact |
| Earnings from continuing operations | \$ 489 | \$ 1.34 | \$ 528 | \$ 1.36 |
| Earnings from discontinued operations | \$ 4 | \$ 0.01 | \$ 16 | \$ 0.04 |
| Net earnings ¹ | \$ 493 | \$ 1.35 | \$ 544 | \$ 1.41 |
| <u>Continuing operations:</u> | | | | |
| Restructuring related costs | \$ 10 | \$ 0.03 | \$ | \$ |
| Unrealized losses on commodity hedges | 16 | 0.04 | | |
| Benefit from resolution of state tax contingency | | | (13) | (0.03) |
| <u>Discontinued operations:</u> | | | | |
| Tax benefit from the sale of Godiva Chocolatier business | \$ (4) | \$ (0.01) | \$ | \$ |
| Costs associated with the sale of Godiva Chocolatier business | | | 5 | 0.01 |
| Impact of significant items on net earnings | \$ 22 | \$ 0.06 | \$ (8) | \$ (0.02) |

¹ The sum of the individual per share amounts does not equal due to rounding.

For the six-months ended February 1, 2009, net earnings were \$493 million compared to \$544 million a year ago. Net earnings per share were \$1.35 compared to \$1.41 a year ago. Net sales decreased 1% to \$4.372 billion in 2009 from \$4.403 billion last year.

For the six-months ended February 1, 2009, earnings from continuing operations were \$489 million compared to \$528 million a year ago. Earnings per share from continuing operations were \$1.34 compared to \$1.36 a year ago. After factoring in the items impacting comparability, earnings from continuing operations were flat compared to the prior year while earnings per share from continuing operations in the current period increased due to the benefit from a reduction in the weighted average diluted shares outstanding, which was primarily due to share repurchases utilizing the net proceeds from the divestiture of the Godiva Chocolatier business and the company's strategic share repurchase programs. Earnings per share from continuing operations were negatively impacted by \$.05 from currency translation.

For the six-months ended February 1, 2009, earnings from discontinued operations of \$4 million represented an adjustment to the tax liability associated with the sale of the Godiva Chocolatier business. Earnings from discontinued operations were \$16 million in 2008 and included costs associated with the sale of the Godiva Chocolatier business and operating performance. Earnings per share from discontinued operations were \$.01 in 2009 and \$.04 in 2008. After factoring in the items impacting comparability, net earnings declined primarily due to the unfavorable impact of currency while net earnings per share increased. Net earnings per share were negatively impacted by \$.05 from currency translation. Net earnings per share benefited from a reduction in the weighted average diluted shares outstanding, which was primarily due to share repurchases utilizing the net proceeds from the divestiture of the Godiva Chocolatier business and the company's strategic share repurchase programs.

Developments in Key Strategic Initiatives

The company continues to implement previously announced plans and programs intended to advance its seven key strategies to achieve long-term sustainable sales and earnings growth. Consistent with its strategic focus on wellness, quality and convenience, the company is pursuing initiatives designed to meet the growing consumer interest in health and nutrition. In the first six months of fiscal 2009, the company continued to support the introduction of *Campbell's Select Harvest*, a line of ready-to-serve soups with lower sodium, and *Campbell's V8* soups, a line of 100% vegetable soups in aseptic packaging. The company also lowered the sodium level in its entire line of condensed children's soups, expanded the availability of its gravity-feed shelving systems for condensed, ready-to-serve and convenience soup products, and introduced a new line of *Swanson* stock. Commencing in fiscal 2010, the company plans to further reduce the sodium level in a number of its soup products. The sodium level in the company's iconic *Campbell's* condensed tomato soup will be reduced by 32% to the healthy level of sodium (defined by the U.S. government as 480 mg per serving) while maintaining its classic taste profile. The company also plans to reduce the sodium level in its *Campbell's V8* soups to 480 mg per serving and in its *Healthy Request* soups from 480 mg to 410 mg per servings, further enhancing the nutritional profile of both lines. Similarly, the company plans to restage its line of *Campbell's Chunky* soups to make them heartier and healthier, with enhanced vegetable and protein content. Finally, the company plans to launch five new or restaged varieties of light condensed soup and to make a number of changes to its *Campbell's Select Harvest* soup and its *Swanson* broth offerings, enhancing their consumer appeal. The focus on wellness, quality and convenience is not limited to the company's soup products, as the company continues to emphasize the health credentials of many of its other products, such as *V8* beverages and many of its *Pepperidge Farm* products.

SECOND QUARTER**Sales**

An analysis of net sales by reportable segment follows:

| | (millions) | | |
|--|----------------|---------|----------|
| | 2009 | 2008 | % Change |
| U.S. Soup, Sauces and Beverages | \$1,128 | \$1,093 | 3% |
| Baking and Snacking | 440 | 491 | (10) |
| International Soup, Sauces and Beverages | 391 | 458 | (15) |
| North America Foodservice | 163 | 176 | (7) |
| | \$2,122 | \$2,218 | (4)% |

An analysis of percent change of net sales by reportable segment follows:

| | U.S. Soup, Sauces and Beverages | Baking and Snacking | International Soup, Sauces and Beverages | North America Foodservice | Total |
|--|---|---------------------------|---|---------------------------------|-------|
| Volume and Mix | (3)% | (1)% | (5)% | (9)% | (3)% |
| Price and Sales Allowances (Increased)/Decreased Promotional Spending ¹ | 10 | 9 | 5 | 6 | 9 |
| Currency | | (2) | 1 | (1) | (3) |
| Divestitures | | (8) | (13) | (3) | (5) |
| | (8) | | (3) | | (2) |
| | 3% | (10)% | (15)% | (7)% | (4)% |

¹ Represents revenue reductions from trade promotion and consumer coupon redemption programs.

In U.S. Soup, Sauces and Beverages, total soup sales increased 4 percent. U.S. soup sales, especially condensed soup sales, were negatively impacted by reductions in certain retailer inventory levels during the quarter. Sales of condensed soups increased 1 percent with gains in cooking varieties, as consumers ate more meals at home. Sales of ready-to-serve soups increased 7 percent due to the successful launches of *Campbell's Select Harvest* soups and *Campbell's V8* soups, and gains in *Campbell's Chunky* canned soups. These gains were partially offset by declines in sales of the convenience platform, which includes soups in microwavable bowls and cups. The *Wolfgang Puck* soup, stock and broth business acquired in June 2008 contributed modestly to soup sales growth. Broth sales increased 3 percent due to the introduction of *Swanson* cooking stock, partially offset by increased promotional spending in response to competitive activity. Beverage sales increased slightly following double-digit growth a year ago. The sales

increase was driven by the strong performance of *V8 V-Fusion* juice and growth in *V8 Splash* juice drinks, partially offset by declines in *V8* vegetable juice and *Campbell's* tomato juice. *Prego* pasta sauce sales increased. Sales of *Pace* Mexican sauces were unchanged. Sales of both sauce products were significantly impacted by reductions in certain retailer inventory levels.

In Baking and Snacking, Pepperidge Farm achieved sales growth with gains in the cookies and crackers and bakery businesses. In the cookies and crackers business, sales increased driven by double-digit gains in *Goldfish* snack crackers and in *Milano* cookies, as well as the introduction of Baked Naturals, an adult savory snack cracker. The bakery business delivered sales growth behind whole-grain and swirl breads. On an as reported basis, Arnott's sales declined due to the divestiture of certain salty snack food brands in May 2008 and the unfavorable impact of currency. Excluding these items, Arnott's sales increased due to growth in all categories: savory, chocolate, and sweet. Sales of biscuits in Indonesia grew strongly.

In International Soup, Sauces and Beverages, sales decreased in Europe primarily due to the unfavorable impact of currency, the divestiture of the company's French sauce and mayonnaise business in September 2008, and lower sales in Germany. In Canada, sales declined due to the unfavorable impact of currency, partially offset by gains in the soup business. In Asia Pacific, sales increased primarily due to gains in the Australian soup business and Malaysia, partially offset by the unfavorable impact of currency.

In North America Foodservice, excluding the impact of currency, sales declined primarily due to weakness in the food service sector.

Gross Profit

Gross profit, defined as Net sales less Cost of products sold, decreased from \$889 million in 2008 to \$837 million in 2009. As a percent of sales, gross profit decreased from 40.1% in 2008 to 39.4% in 2009. The percentage point decrease was due to costs related to the initiatives to improve operational efficiency and long-term profitability (approximately 0.4 percentage points), increased promotional spending (approximately 1.5 percentage points), and the impact of cost inflation and other factors (approximately 6.1 percentage points), partially offset by higher selling prices (approximately 5.6 percentage points) and productivity improvements (approximately 1.7 percentage points).

Marketing and Selling Expenses

Marketing and selling expenses as a percent of sales were 14.8% in 2009 and 14.4% in 2008. Marketing and selling expenses decreased 1% in 2009 from 2008. The decrease was primarily due to the impact of currency (approximately 4 percentage points), partially offset by higher advertising expenses (approximately 3 percentage points). The higher advertising expenses were primarily in the U.S. soup and sauces businesses.

Administrative Expenses

Administrative expenses as a percent of sales were 6.5% in 2009 and 6.4% in 2008. Administrative expenses decreased by 2% in 2009 from 2008, primarily due to the impact of currency (approximately 4 percentage points), partially offset by the incremental cost to establish businesses in Russia and China (approximately 2 percentage points).

Operating Earnings

An analysis of operating earnings by reportable segment follows:

| | (millions) | | |
|--|-------------------|-------|----------|
| | 2009 ¹ | 2008 | % Change |
| U.S. Soup, Sauces and Beverages | \$270 | \$286 | (6)% |
| Baking and Snacking | 53 | 68 | (22) |
| International Soup, Sauces and Beverages | 50 | 61 | (18) |
| North America Foodservice | 10 | 20 | (50) |
| | 383 | 435 | (12) |
| Corporate | (28) | (35) | |
| | \$355 | \$400 | (11)% |

¹ Operating earnings by segment include restructuring related costs of \$2 million in Baking and Snacking and \$6 million in North America Foodservice. See Note (1) for additional information on restructuring charges.

Earnings from U.S. Soup, Sauces and Beverages decreased 6% in 2009 versus 2008, as higher costs, including advertising associated with the introduction of new products in the U.S. Soup business, were partially offset by increased sales.

Earnings from Baking and Snacking decreased 22% in 2009 versus 2008. The current quarter included \$2 million in accelerated depreciation and other exit costs related to the initiatives to improve operational efficiency and long-term profitability. The remaining decrease was due to a decline in Pepperidge Farm and the unfavorable impact of currency, partially offset by significant growth in Arnott's.

Earnings from International Soup, Sauces and Beverages decreased 18%, or \$11 million, in 2009 versus 2008. The decline in operating earnings was due to the unfavorable impact of currency. Excluding the impact of currency, operating earnings increased in Europe, reflecting the benefit of cost savings initiatives, and in Canada, primarily offset by incremental cost to establish businesses in Russia and China.

Earnings from North America Foodservice in 2009 declined \$10 million, or 50%, from 2008. The current quarter included \$6 million in accelerated depreciation and other exit costs related to the initiatives to improve operational efficiency and long-term profitability. The remaining decline in operating earnings was primarily due to lower sales volumes.

Corporate expenses in 2009 decreased from \$35 million in 2008 to \$28 million. The decrease was primarily due to lower expenses associated with the implementation of the SAP enterprise-resource planning system in North America.

Nonoperating Items

Net interest expense decreased to \$25 million from \$42 million in the prior year, primarily due to significantly lower short-term interest rates.

The effective tax rate for the quarter was 30.6% in 2009. The effective rate for the year-ago quarter was 27.4%. The prior-year quarter included a \$13 million tax benefit from the favorable resolution of a state tax matter.

SIX MONTHS

Sales

An analysis of net sales by reportable segment follows:

| | (millions) | | % |
|--|----------------|----------------|-------------|
| | 2009 | 2008 | Change |
| U.S. Soup, Sauces and Beverages | \$2,326 | \$2,190 | 6% |
| Baking and Snacking | 949 | 1,023 | (7) |
| International Soup, Sauces and Beverages | 771 | 848 | (9) |
| North America Foodservice | 326 | 342 | (5) |
| | \$4,372 | \$4,403 | (1)% |

An analysis of percent change of net sales by reportable segment follows:

| | U.S. Soup, Sauces and Beverages | Baking and Snacking | International Soup, Sauces and Beverages | North America Foodservice | Total |
|---|---|---------------------------|---|---------------------------------|-------|
| Volume and Mix | % | (1)% | (2)% | (8)% | (1)% |
| Price and Sales Allowances | 9 | 9 | 4 | 6 | 8 |
| Increased Promotional Spending ¹ | (3) | (2) | (1) | (1) | (3) |
| Currency | | (5) | (8) | (2) | (3) |
| Divestitures | | (8) | (2) | | (2) |
| | 6% | (7)% | (9)% | (5)% | (1)% |

¹ Represents revenue reductions from trade promotion and consumer coupon redemption programs.

In U.S. Soup, Sauces and Beverages, total U.S. soup sales increased 8% as ready-to-serve soup sales increased 7%, condensed soup sales increased 8% and broth sales increased 13%. The ready-to-serve soup sales increase was primarily due to the successful launches of *Campbell's Select Harvest* soups and *Campbell's V8* soups, partially offset by declines in *Chunky* canned soups and in the convenience platform. In condensed, sales increased in both cooking and eating varieties. The increase in broth sales was driven by the continued success of the base business and the introduction of *Swanson* stock products. The *Wolfgang Puck* soup, stock and broth business acquired in June 2008 contributed modestly to soup sales growth. Beverage sales increased slightly, following double-digit growth a year

ago. The increase was driven by continued double-digit growth in *V8 V-Fusion* juice, partially offset by declines in *V8* vegetable juice and *Campbell's* tomato juice. *Prego*

pasta sauce sales increased due to growth in *Prego* Heart Smart varieties. Sales of *Pace* Mexican sauces increased primarily due to the introduction of a new line of specialty salsas.

In Baking and Snacking, Pepperidge Farm achieved sales growth with gains in the cookies and crackers and bakery businesses. In the cookies and crackers business, sales increased due to gains in *Goldfish* snack crackers, as well as the introduction of Baked Naturals, an adult savory snack cracker. The bakery business delivered sales growth behind whole-grain and swirl breads. On an as reported basis, Arnott's sales declined due to the divestiture of certain salty snack food brands in May 2008 and the unfavorable impact of currency. Excluding these items, Arnott's sales increased due to growth in savory crackers. Sales of biscuits in Indonesia grew strongly.

In International Soup, Sauces and Beverages, sales declined primarily due to the impact of currency and divestitures. Excluding currency and divestitures, sales increased as gains in Asia Pacific and Canada were partially offset by declines in Europe.

In North America Foodservice, excluding the impact of currency, sales declined primarily due to the negative impact from discontinuing certain unprofitable products and weakness in the food service sector.

Gross Profit

Gross profit, defined as Net sales less Cost of products sold, decreased from \$1.781 billion in 2008 to \$1.708 billion in 2009. As a percent of sales, gross profit decreased from 40.4% in 2008 to 39.1% in 2009. The percentage point decrease was due to unrealized losses on commodity hedges (approximately 0.6 percentage points), costs related to the initiatives to improve operational efficiency and long-term profitability (approximately 0.3 percentage points), increased promotional spending (approximately 1.4 percentage points) and the impact of cost inflation and other factors (approximately 5.7 percentage points), partially offset by higher selling prices (approximately 5.0 percentage points), productivity improvements (approximately 1.3 percentage points) and mix (approximately 0.4 percentage points).

Marketing and Selling Expenses

Marketing and selling expenses as a percent of sales were 14.2% in 2009 and 14.0% in 2008. Marketing and selling expenses increased 1% in 2009 from 2008. The increase was primarily due to higher advertising expenses (approximately 5 percentage points), partially offset by the impact of currency (approximately 2 percentage points) and a decrease in selling and other marketing expenses (approximately 2 percentage points). The higher advertising expenses were primarily in the U.S. soup business.

Administrative Expenses

Administrative expenses as a percent of sales were 6.4% in 2009 and in 2008. Administrative expenses decreased by 1% in 2009 from 2008, primarily due to the impact of currency (approximately 2 percentage points), partially offset by the incremental cost to establish businesses in Russia and China.

Operating Earnings

An analysis of operating earnings by reportable segment follows:

| | (millions) | | |
|--|-------------------|-------|----------|
| | 2009 ¹ | 2008 | % Change |
| U.S. Soup, Sauces and Beverages | \$584 | \$595 | (2)% |
| Baking and Snacking | 136 | 140 | (3) |
| International Soup, Sauces and Beverages | 88 | 112 | (21) |
| North America Foodservice | 21 | 44 | (52) |
| | 829 | 891 | (7) |
| Corporate | (75) | (63) | |
| | \$754 | \$828 | (9)% |

¹ Operating earnings by segment include restructuring related costs of \$2 million in Baking and Snacking and \$13 million in North America Foodservice and unrealized losses on commodity hedges of \$26 million in Corporate. See Note (1) for additional information on restructuring charges.

Earnings from U.S. Soup, Sauces and Beverages were \$584 million in 2009 compared to \$595 million in 2008. The decrease in operating earnings was due to an inflation-driven decline in gross margin percentage and higher levels of advertising for new product launches, partially offset by higher sales.

Earnings from Baking and Snacking decreased 3% in 2009 from 2008 to \$136 million. The current year included \$2 million in accelerated depreciation and other exit costs related to the initiatives to improve operational efficiency and long-term profitability. The remaining decrease in operating earnings was primarily due to the unfavorable impact of currency. Excluding currency, significant growth in Arnott's was partially offset by a decline in Pepperidge Farm. Earnings from International Soup, Sauces and Beverages decreased 21% in 2009 versus 2008. The decrease was primarily due to the incremental cost to establish businesses in Russia and China and the unfavorable impact of currency, partially offset by gains in Europe and Asia Pacific.

Earnings from North America Foodservice in 2009 declined \$23 million, or 52%, from 2008. The current year included \$13 million in accelerated depreciation and other exit costs related to the initiatives to improve operational efficiency and long-term profitability. The remaining decline in operating earnings was primarily due to lower sales volumes.

Corporate expenses in 2009 increased from \$63 million in 2008 to \$75 million in 2009. The increase was due to \$26 million unrealized losses on commodity hedging included in the current year, partially offset by lower expenses related to the company's implementation of the SAP enterprise-resource planning system in North America. Beginning in fiscal 2009, unrealized gains and losses on commodity hedging activities are excluded from segment operating earnings and recorded in unallocated corporate expenses as these open positions represent hedges of future purchases. Upon closing of the contracts, the realized gain or loss is transferred to segment operating earnings. This allows the segments to reflect the economic effects of the hedge without

exposure to quarterly volatility of unrealized gains and losses. In prior periods, unrealized gains and losses on commodity hedging activities were not material.

Nonoperating Items

Net interest expense decreased to \$57 million from \$84 million in the prior year, primarily due to lower interest rates. The effective tax rate for the six months was 29.8% in 2009. The effective tax rate for the six months was 29.0% in 2008. The prior-year rate included a \$13 million benefit from the favorable resolution of a state tax matter.

Restructuring Charges

On April 28, 2008, the company announced a series of initiatives to improve operational efficiency and long-term profitability, including selling certain salty snack food brands and assets in Australia, closing certain production facilities in Australia and Canada, and streamlining the company's management structure. As a result of these initiatives, in 2008, the company recorded a restructuring charge of \$175 million (\$102 million after tax or \$.27 per share). The charge consisted of a net loss of \$120 million (\$64 million after tax) on the sale of certain Australian salty snack food brands and assets, \$45 million (\$31 million after tax) of employee severance and benefit costs, including the estimated impact of curtailment and other pension charges, and \$10 million (\$7 million after tax) of property, plant and equipment impairment charges. In addition, approximately \$7 million (\$5 million after tax or \$.01 per share) of costs related to these initiatives were recorded in Cost of products sold, primarily representing accelerated depreciation on property, plant and equipment. The aggregate after-tax impact of restructuring charges and related costs in 2008 was \$107 million, or \$.28 per share. In the first and second quarters of 2009, the company recorded approximately \$15 million (\$10 million after tax or \$.03 per share) of costs related to these initiatives in Cost of products sold. Approximately \$13 million of the costs represented accelerated depreciation on property, plant and equipment and approximately \$2 million related to other exit costs. The company expects to incur additional pre-tax costs of approximately \$23 million, consisting of the following: approximately \$13 million in employee severance and benefit costs, including the estimated impact of curtailment and other pension charges; approximately \$4 million in accelerated depreciation of property, plant and equipment; and approximately \$6 million in other exit costs. Of the aggregate \$220 million of pre-tax costs for the total program, the company expects approximately \$50 million will be cash expenditures, the majority of which will be spent in 2009. The cash outflows related to these programs are not expected to have a material adverse impact on the company's liquidity. Annual pre-tax benefits are expected to be approximately \$15-\$20 million beginning in 2009.

In the third quarter of 2008, as part of the previously discussed initiatives, the company entered into an agreement to sell certain Australian salty snack food brands and assets. The transaction was completed on May 12, 2008. Proceeds of the sale were nominal. In connection with this transaction, the company recognized a net loss of \$120 million (\$64 million after tax) in 2008. The terms of the agreement require the company to provide a loan facility to the buyer of AUD \$10 million, or approximately USD \$6 million. The facility can be drawn down in AUD \$5 million increments, six months and nine months after the closing date. In November 2008, the buyer borrowed AUD \$5 million under the facility. Borrowings under the facility are to be repaid five

years after the closing date. The company will also provide transition services for approximately one year. See also Note (b) to the Consolidated Financial Statements for additional information.

In April 2008, as part of the previously discussed initiatives, the company announced plans to close the Listowel, Ontario, Canada food plant. The Listowel facility produces primarily frozen products, including soup, entrees, and Pepperidge Farm products, as well as ramen noodles. The facility employed approximately 500 people. The company plans to operate the facility through April 2009 and transition production to its network of North American contract manufacturers and to its Downingtown, Pennsylvania plant. As a result, the company recorded \$20 million (\$14 million after tax) of employee severance and benefit costs, including the estimated impact of curtailment and other pension charges, and \$7 million (\$5 million after tax) in accelerated depreciation of property, plant and equipment in 2008. In the first and second quarters of 2009, the company recorded \$12 million (\$8 million after tax) in accelerated depreciation of property, plant and equipment and \$1 million of other exit costs. The company expects to incur approximately \$13 million in additional employee severance and benefit costs, approximately \$4 million in accelerated depreciation of property, plant and equipment, and approximately \$3 million in other exit costs.

In April 2008, as part of the previously discussed initiatives, the company also announced plans to discontinue the private label biscuit and industrial chocolate production at its Miranda, Australia facility. The company closed the Miranda facility, which employed approximately 150 people, in the second quarter of 2009. In connection with this action, the company recorded \$10 million (\$7 million after tax) of property, plant and equipment impairment charges and \$8 million (\$6 million after tax) in employee severance and benefit costs in 2008. In the second quarter of 2009, the company recorded \$1 million in accelerated depreciation of property, plant and equipment and \$1 million of other exit costs. The company expects to incur an additional \$3 million in other exit costs.

As part of the previously discussed initiatives, the company is streamlining its management structure and eliminating certain overhead costs. These actions began in the fourth quarter of 2008 and will be substantially completed in 2009. In connection with this action, the company recorded \$17 million (\$11 million after tax) in employee severance and benefit costs in 2008.

The company incurred pre-tax costs of approximately \$197 million in 2008 and in 2009 by segment as follows: Baking and Snacking \$146 million, International Soup, Sauces and Beverages \$9 million and North America Foodservice \$42 million. Additional pre-tax costs of \$23 million are expected to be incurred by segment are as follows: Baking and Snacking \$3 million and North America Foodservice \$20 million.

See Note (l) to the Consolidated Financial Statements for additional information.

Discontinued Operations

The results of the Godiva Chocolatier business are classified as discontinued operations. Results of the business are summarized below:

| (millions) | Three Months Ended | | Six Months Ended | |
|---------------------------------------|-----------------------------|---------------------|-----------------------------|---------------------|
| | February 1, 2009 | January 27, 2008 | February 1, 2009 | January 27, 2008 |
| Net sales | \$ | \$ 189 | \$ | \$ 303 |
| Earnings from operations before taxes | \$ | \$ 33 | \$ | \$ 36 |
| Taxes on earnings operations | | (14) | | (15) |
| Costs associated with the sale | | (9) | | (9) |
| Tax benefit from sale of business | 4 | 4 | 4 | 4 |
| Earnings from discontinued operations | \$4 | \$ 14 | \$4 | \$ 16 |

The company recognized a \$4 million tax benefit in Earnings from discontinued operations during the quarter ended February 1, 2009. The benefit was a result of an adjustment to the tax liability associated with the sale of the Godiva Chocolatier business. See Note (b) to the Consolidated Financial Statements for additional information.

Liquidity and Capital Resources

The company generated cash from operations of \$418 million compared to \$442 million last year. The decrease was primarily due to lower net earnings.

Capital expenditures were \$98 million compared to \$90 million a year ago. Capital expenditures in 2009 included expansion of the U.S. beverage production capacity (approximately \$14 million) and expansion and enhancements of the company's corporate headquarters (approximately \$4 million). Capital expenditures are expected to be approximately \$370 million in 2009.

Net cash provided by investing activities in 2009 includes the proceeds from the sale of the sauce and mayonnaise business in France, net of cash divested.

Excluding shares owned and tendered by employees to satisfy tax withholding requirements on the vesting of restricted shares, the company repurchased 9 million shares at a cost of \$295 million during the six-month period ended February 1, 2009. The majority of these shares were repurchased pursuant to the company's June 2008 publicly announced share repurchase program. Under this program, the company's Board of Directors authorized the purchase of up to \$1.2 billion of company stock through the end of fiscal 2011. In addition to the June 2008 publicly announced share repurchase program, the company also purchased shares to offset the impact of dilution from shares issued under the company's stock compensation plans. The company expects to continue this practice in the future. Excluding shares owned and tendered by employees to satisfy tax withholding requirements on the vesting of restricted shares, the company repurchased 6 million shares and paid \$203 million in connection with repurchases in the six-month period ended January 27, 2008. The majority of these shares were repurchased pursuant to the company's November

2005 publicly announced share repurchase program, which was completed during the third quarter of 2008. In addition to the November 2005 publicly announced share repurchase program, the company also purchased shares in the year-ago period to offset the impact of dilution from shares issued under the company's stock compensation plans. See "Unregistered Sales of Equity Securities and Use of Proceeds" for more information.

At February 1, 2009, the company had \$754 million of notes payable due within one year and \$27 million of standby letters of credit issued on behalf of the company. The company has a \$1.5 billion committed revolving credit facility maturing in 2011, which remains unused at February 1, 2009, except for \$27 million of standby letters of credit issued on behalf of the company. This agreement supports the company's commercial paper programs. The company is in compliance with the covenants contained in its revolving credit facility and debt securities.

The company expects that foreseeable liquidity and capital resource requirements, including cash outflows to repurchase shares and pay dividends, will be met through cash and cash equivalents, anticipated cash flows from operations, long-term borrowings under its shelf registration statement, and short-term borrowings, including commercial paper. Despite the recent disruptions in the capital and credit markets, the company expects that its sources of financing are adequate to meet its future liquidity and capital resource requirements. The cost and terms of any future financing arrangements may be negatively impacted by the current capital and credit market disruptions and will depend on the market conditions and the company's financial position at the time of any future financings. In November 2008, the company filed a shelf registration statement with the Securities and Exchange Commission that registered an indeterminate amount of debt securities. The registration statement replaced a previous registration statement that expired on December 1, 2008.

In January 2009, the company issued \$300 million of 4.5% Notes due January 2019 under the November 2008 registration statement. The net proceeds of this debt issuance were used to repay a portion of the company's outstanding indebtedness under its short-term commercial paper program and for other general corporate purposes.

Significant Accounting Estimates

The consolidated financial statements of the company are prepared in conformity with accounting principles generally accepted in the United States. The preparation of these financial statements requires the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Actual results could differ from those estimates and assumptions. The significant accounting policies of the company are described in Note 1 to the Consolidated Financial Statements and the significant accounting estimates are described in Management's Discussion and Analysis included in the 2008 Annual Report on Form 10-K. The impact of new accounting standards is discussed in the following section. There have been no other changes in the company's accounting policies in the current period that had a material impact on the company's consolidated financial condition or results of operation.

Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157 Fair Value Measurements, which provides guidance for using fair value to measure assets and liabilities. SFAS No. 157 establishes a definition of fair value, provides a framework for measuring fair value and expands the disclosure requirements about fair value measurements. This standard does not require any new fair value measurements but rather applies to all other accounting pronouncements that require or permit fair value measurements. In February 2008, FASB Staff Position (FSP) No. FAS 157-2 was issued, which delayed by a year the effective date for certain nonfinancial assets and liabilities. The company adopted SFAS No. 157 for financial assets and liabilities in the first quarter of fiscal 2009. The adoption did not have a material impact on the consolidated financial statements. See Note (n) for additional information. The company is currently evaluating the impact of SFAS No. 157 as it relates to nonfinancial assets and liabilities.

In February 2007, the FASB issued SFAS No. 159 The Fair Value Option for Financial Assets and Liabilities Including an amendment of FASB Statement No. 115. SFAS No. 159 allows companies to choose, at specific election dates, to measure eligible financial assets and liabilities at fair value that are not otherwise required to be measured at fair value. If a company elects the fair value option for an eligible item, changes in that item's fair value in subsequent reporting periods must be recognized in current earnings. The company adopted SFAS No. 159 at the beginning of fiscal 2009. The company elected not to adopt the fair value option under SFAS No. 159 for eligible financial assets and liabilities.

In December 2007, the FASB issued SFAS No. 141 (revised 2007) Business Combinations, which establishes the principles and requirements for how an acquirer recognizes the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date. This Statement applies to business combinations for which the acquisition date is after the beginning of the first annual reporting period beginning after December 15, 2008. Earlier adoption is not permitted. The company is currently evaluating the impact of SFAS No. 141 as revised.

In December 2007, the FASB issued SFAS No. 160 Noncontrolling Interests in Consolidated Financial Statements an Amendment of ARB No. 51. SFAS No. 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be recorded as equity in the consolidated financial statements. This Statement also requires that consolidated net income shall be adjusted to include the net income attributed to the noncontrolling interest. Disclosure on the face of the income statement of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest is required. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. Earlier adoption is not permitted. The company is currently evaluating the impact of SFAS No. 160.

In March 2008, the FASB issued SFAS No. 161 Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133, which enhances the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) the location and amounts of derivative instruments in an entity's financial statements, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related

hedged items affect an entity's financial position, financial performance, and cash flows. The guidance in SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. This Statement encourages, but does not require, comparative disclosures for earlier periods at initial adoption. The company is currently evaluating the impact of SFAS No. 161.

In May 2008, the FASB issued SFAS No. 162 *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). This Statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. The company is currently evaluating the impact of SFAS No. 162.

In June 2008, the FASB issued FSP Emerging Issues Task Force (EITF) 03-6-1 *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*. FSP EITF 03-6-1 provides that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. FSP EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008, and interim periods within those years. Upon adoption, a company is required to retrospectively adjust its earnings per share data (including any amounts related to interim periods, summaries of earnings and selected financial data) to conform with the provisions of FSP EITF 03-6-1. The company is currently evaluating the impact of FSP EITF 03-6-1.

In December 2008, the FASB issued FSP FAS 132(R)-1 *Employers' Disclosures about Postretirement Benefit Plan Assets*, which provides additional guidance on employers' disclosures about the plan assets of defined benefit pension or other postretirement plans. The disclosures required by FSP FAS 132(R)-1 include a description of how investment allocation decisions are made, major categories of plan assets, valuation techniques used to measure the fair value of plan assets, the impact of measurements using significant unobservable inputs and concentrations of risk within plan assets. The disclosures about plan assets required by this FSP shall be provided for fiscal years ending after December 15, 2009. The company is currently evaluating the impact of FSP FAS 132(R)-1.

Forward-Looking Statements

This quarterly report contains certain statements that reflect the company's current expectations regarding future results of operations, economic performance, financial condition and achievements of the company. The company tries, wherever possible, to identify these forward-looking statements by using words such as *anticipate, believe, estimate, expect, will* and similar expressions. One can also identify them by the fact that they do not relate strictly to historical or current facts. These statements reflect the company's current plans and expectations and are based on information currently available to it. They rely on a number of assumptions regarding future events and estimates which could be inaccurate and which are inherently subject to risks and uncertainties.

The company wishes to caution the reader that the following important factors and those important factors described in other Securities and Exchange Commission filings of the company, or in the company's 2008 Annual Report on Form 10-K, could affect the company's actual results and could cause such results to vary materially from those expressed in any forward-looking statements made by, or on behalf of, the company:

the impact of strong competitive response to the company's efforts to leverage its brand power with product innovation, promotional programs and new advertising, and of changes in consumer demand for the company's products;

the risks in the marketplace associated with trade and consumer acceptance of product improvements, shelving initiatives and new product introductions;

the company's ability to achieve sales and earnings guidance, which are based on assumptions about sales volume, product mix, the development and success of new products, the impact of marketing and pricing actions and product costs;

the company's ability to realize projected cost savings and benefits, including those contemplated by restructuring programs and other cost-savings initiatives;

the company's ability to successfully manage changes to its business processes, including selling, distribution, product capacity, information management systems and the integration of acquisitions;

the increased significance of certain of the company's key trade customers;

the impact of inventory management practices by the company's trade customers;

the impact of fluctuations in the supply and inflation in energy, raw and packaging materials cost;

the risks associated with portfolio changes and completion of acquisitions and divestitures;

the uncertainties of litigation described from time to time in the company's Securities and Exchange Commission filings;

the impact of changes in currency exchange rates, tax rates, interest rates, debt and equity markets, inflation rates, economic conditions and other external factors; and

the impact of unforeseen business disruptions in one or more of the company's markets due to political instability, civil disobedience, armed hostilities, natural disasters or other calamities.

This discussion of uncertainties is by no means exhaustive but is designed to highlight important factors that may impact the company's outlook. The company disclaims any obligation or intent to update any forward-looking statements made by the company in order to reflect new information, events or circumstances after the date they are made.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For information regarding the company's exposure to certain market risk, see Item 7A, Quantitative and Qualitative Disclosures About Market Risk, in the 2008 Annual Report on Form 10-K. There have been no significant changes in the company's portfolio of financial instruments or market risk exposures from the fiscal 2008 year-end.

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ITEM 4. CONTROLS AND PROCEDURES

a. Evaluation of Disclosure Controls and Procedures

The company, under the supervision and with the participation of its management, including the President and Chief Executive Officer and the Senior Vice President Chief Financial Officer and Chief Administrative Officer, has evaluated the effectiveness of the company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of February 1, 2009 (the Evaluation Date). Based on such evaluation, the President and Chief Executive Officer and the Senior Vice President Chief Financial Officer and Chief Administrative Officer have concluded that, as of the Evaluation Date, the company's disclosure controls and procedures are effective.

b. Changes in Internal Controls

During the quarter ended February 1, 2009, as part of the previously announced North American SAP enterprise-resource planning system implementation, the company implemented SAP software at its Downers Grove, Illinois Pepperidge Farm facility. In conjunction with this SAP implementation, the company modified the design, operation and documentation of its internal control over financial reporting. Specifically, the company modified controls in the business processes impacted by the new system, such as user access security, system reporting and authorization and reconciliation procedures. There were no other changes in the company's internal control over financial reporting that materially affected, or were reasonably likely to materially affect, such internal control over financial reporting.

PART II
ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS
Issuer Purchases of Equity Securities

| Period | Total Number of Shares Purchased ⁽¹⁾ | Average Price Paid Per Share ⁽²⁾ | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽³⁾ | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (\$ in millions) ⁽³⁾ |
|------------------|--|--|---|---|
| 11/3/08 11/30/08 | 672,663 ⁽⁴⁾ | \$ 37.37 ⁽⁴⁾ | 422,100 | \$ 1,102 |
| 12/1/08 12/31/08 | 3,723,357 ⁽⁵⁾ | \$ 29.43 ⁽⁵⁾ | 2,342,340 | \$ 1,033 |
| 1/1/09 2/1/09 | 1,571,373 ⁽⁶⁾ | \$ 29.64 ⁽⁶⁾ | 1,016,400 | \$ 1,003 |
| Total | 5,967,393 | \$ 30.38 | 3,780,840 | \$ 1,003 |

(1) Includes
(i) 2,147,187
shares
repurchased in
open-market
transactions to
offset the
dilutive impact
to existing
shareowners of
issuances under
the company's
stock
compensation
plans, and
(ii) 39,366
shares owned
and tendered by
employees to
satisfy tax
withholding
obligations on
the vesting of
restricted
shares. Unless
otherwise
indicated, shares

owned and tendered by employees to satisfy tax withholding obligations were purchased at the closing price of the company's shares on the date of vesting.

- (2) Average price paid per share is calculated on a settlement basis and excludes commission.
- (3) During the second quarter of fiscal 2009, the company had one publicly announced share repurchase program. Under this program, which was announced on June 30, 2008, the company's Board of Directors authorized the purchase of up to \$1.2 billion of company stock through the end of fiscal 2011. In addition to the publicly announced share repurchase program, the company will continue to purchase shares, under separate authorization, as

part of its practice of buying back shares sufficient to offset shares issued under incentive compensation plans.

- (4) Includes
- (i) 247,927 shares repurchased in open-market transactions at an average price of \$37.37 to offset the dilutive impact to existing shareowners of issuances under the company's stock compensation plans, and
 - (ii) 2,636 shares owned and tendered by employees at an average price per share of \$38.09 to satisfy tax withholding requirements on the vesting of restricted shares.
- (5) Includes
- (i) 1,375,660 shares repurchased in open-market transactions at an average price of \$29.43 to offset the dilutive impact to existing

shareowners of issuances under the company's stock compensation plans, and (ii) 5,357 shares owned and tendered by employees at an average price per share of \$30.77 to satisfy tax withholding requirements on the vesting of restricted shares.

- (6) Includes (i) 523,600 shares repurchased in open-market transactions at an average price of \$29.63 to offset the dilutive impact to existing shareowners of issuances under the company's stock compensation plans, and (ii) 31,373 shares owned and tendered by employees at an average price per share of \$30.15 to satisfy tax withholding requirements on the vesting of restricted shares.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

a. The company's Annual Meeting of Shareowners was held on November 20, 2008.

b. The matters voted upon and the results of the vote are as follows:

Election of Directors

| Name | Number of Shares | |
|--|------------------|-----------|
| | For | Withheld |
| Edmund M. Carpenter | 317,799,806 | 4,434,348 |
| Paul R. Charron | 320,088,232 | 2,145,922 |
| Douglas R. Conant | 318,929,033 | 3,305,121 |
| Bennett Dorrance | 317,831,651 | 4,402,503 |
| Harvey Golub | 318,900,327 | 3,333,827 |
| Randall W. Larrimore | 321,037,147 | 1,197,007 |
| Mary Alice D. Malone | 318,887,167 | 3,346,987 |
| Sara Mathew | 320,967,981 | 1,266,173 |
| David C. Patterson | 320,941,572 | 1,292,582 |
| Charles R. Perrin | 320,216,589 | 2,017,565 |
| A. Barry Rand | 320,138,192 | 2,095,962 |
| George Strawbridge, Jr. | 318,783,913 | 3,450,241 |
| Les C. Vinney | 320,348,661 | 1,885,493 |
| Charlotte C. Weber | 318,033,662 | 4,200,492 |
| Ratification of Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm | | |

| | For | Against | Abstentions | Broker Non-Votes |
|--|-------------|-----------|-------------|------------------|
| Ratification of PricewaterhouseCoopers LLP | 318,414,532 | 3,630,438 | 189,184 | 0 |

Approval of an Amendment to the 2005 Long-Term Incentive Plan

| | For | Against | Abstentions | Broker Non-Votes |
|---|-------------|------------|-------------|------------------|
| Approval of an Amendment to the 2005 Long-Term Incentive Plan | 273,673,246 | 21,430,406 | 439,809 | 26,690,693 |

Approval of Performance Goals for the 2003 Long-Term Incentive Plan

| | For | Against | Abstentions | Broker Non-Votes |
|---|-------------------|-----------|-------------|------------------|
| Approval of Performance Goals for the 2003 Long-Term Incentive Plan | 287,441,180 45 | 7,669,910 | 432,371 | 26,690,693 |

ITEM 6. EXHIBITS

- 3(i) Campbell Soup Company By-Laws, effective as of November 20, 2008, were filed with the SEC with a Form 8-K (SEC file number 1-3822) on October 8, 2008, and are incorporated herein by reference.
- 10(a) Campbell Soup Company Mid-Career Hire Pension Plan, as amended and restated effective January 1, 2009.
- 10(b) Campbell Soup Company Deferred Compensation Plan II, effective January 1, 2009.
- 10(c) Campbell Soup Company Supplemental Employees Retirement Plan, as amended and restated effective January 1, 2009.
- 10(d) Campbell Soup Company Severance Pay Plan for Salaried Employees, as amended and restated effective January 1, 2009.
- 31(a) Certification of Douglas R. Conant pursuant to Rule 13a-14(a).
- 31(b) Certification of B. Craig Owens pursuant to Rule 13a-14(a).
- 32(a) Certification of Douglas R. Conant pursuant to 18 U.S.C. Section 1350.
- 32(b) Certification of B. Craig Owens pursuant to 18 U.S.C. Section 1350.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CAMPBELL SOUP COMPANY

Date: March 11, 2009

By: /s/ B. Craig Owens
B. Craig Owens
Senior Vice President
Chief Financial Officer and
Chief Administrative Officer

By: /s/ Ellen Oran Kaden
Ellen Oran Kaden
Senior Vice President
Law and Government Affairs

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