

Reconciliation of GAAP to Non-GAAP Financial Measures
First Quarter Ended October 28, 2012

Campbell Soup Company uses certain non-GAAP financial measures as defined by the Securities and Exchange Commission in certain communications. These non-GAAP financial measures are measures of performance not defined by accounting principles generally accepted in the United States and should be considered in addition to, not in lieu of, GAAP reported measures.

Net Debt

The company believes that net debt is a non-GAAP measure that provides additional meaningful comparisons between the company's financial position at October 28, 2012 and October 30, 2011, and also a useful perspective on the financial condition of the business. Interest income earned on cash and cash equivalents partially offsets interest expense on debt. Cash and cash equivalents are available to repay outstanding debt upon maturity.

The table below summarizes information on total debt and cash and cash equivalents:

(millions)	October 28, 2012	October 30, 2011
Short-term borrowings	\$ 1,507	\$ 567
Long-term debt	2,940	2,422
Total debt	\$ 4,447	2,989
Less: Cash and cash equivalents	(361)	(285)
Net debt	\$ 4,086	\$ 2,704

Organic Net Sales

The company believes that organic net sales, which exclude the impact of acquisitions and currency, improves the comparability of year-to-year results. A reconciliation of net sales as reported to organic net sales follows.

Three Months Ended								
(millions)	October 28, 2012				October 30, 2011	% Change		
	Net Sales, as Reported	Impact of Currency	Impact of Acquisition	Organic Net Sales	Net Sales, as Reported	Net Sales, as Reported	Organic Net Sales	
U.S. Simple Meals	\$ 896	\$ —	\$ —	\$ 896	\$ 874	3%	3%	
Global Baking and Snacking	574	—	—	574	568	1%	1%	
International Simple Meals and Beverages	354	11	—	365	359	(1)%	2%	
U.S. Beverages	189	—	—	189	198	(5)%	(5)%	
Bolthouse and Foodservice	323	—	(171)	152	162	99%	(6)%	
Total Net Sales	\$ 2,336	\$ 11	\$ (171)	\$ 2,176	\$ 2,161	8%	1%	

Items Impacting Gross Margin and Earnings

The company believes that financial information excluding certain transactions that are not considered to be part of the ongoing business improves the comparability of year-to-year results. Consequently, the company believes that investors may be able to better understand its gross margin and earnings results excluding these transactions.

The following items impacted gross margin and/or earnings:

- (1) In fiscal 2013, the company announced several initiatives to improve its U.S. supply chain cost structure and increase asset utilization across its U.S. thermal plant network. In the first quarter of fiscal 2013, the company recorded pre-tax restructuring charges of \$22 million and restructuring-related costs of \$21 million in Cost of products sold (aggregate impact \$43 million; \$27 million after tax or \$.09 per share) related to the initiatives.

In fiscal 2011, the company announced a series of initiatives to improve supply chain efficiency and reduce overhead costs across the organization to help fund plans to drive the growth of the business. The company also announced its intent to close its office in Moscow and exit the Russian market. In fiscal 2012, the company recorded pre-tax restructuring charges of \$10 million (\$6 million after tax or \$.02 per share) related to the initiatives.

- (2) In the fourth quarter of fiscal 2012, the company announced its intent to acquire Bolthouse Farms. In the first quarter of fiscal 2013, the company incurred transaction costs of \$10 million (\$7 million after tax or \$.02 per share) associated with the acquisition, which closed on August 6, 2012. In the fourth quarter of fiscal 2012, the company incurred transaction costs of \$5 million (\$3 million after tax or \$.01 per share) associated with the acquisition.
- (3) Bolthouse Farms contributed \$14 million to earnings before interest and taxes in fiscal 2013.

The tables below reconcile financial information, presented in accordance with GAAP, to financial information excluding certain transactions:

(millions, except per share amounts)	Three Months Ended		Percent Change
	October 28, 2012	October 30, 2011	
Gross margin, as reported	\$ 865	\$ 854	
Add: Restructuring-related costs (1)	21	—	
Adjusted Gross Margin	\$ 886	\$ 854	4%
Adjusted Gross margin percentage	37.9%	39.5%	
Earnings before interest and taxes, as reported	\$ 385	\$ 416	
Add: Restructuring charges and related costs (1)	43	—	
Add: Acquisition transaction costs (2)	10	—	
Adjusted Earnings before interest and taxes	\$ 438	\$ 416	5%
Interest, net, as reported	\$ 33	\$ 28	
Adjusted Earnings before taxes	\$ 405	\$ 388	
Taxes on earnings, as reported	\$ 109	\$ 125	
Add: Tax benefit from restructuring charges and related costs (1)	16	—	
Add: Tax benefit from acquisition transaction costs (2)	3	—	
Adjusted Taxes on earnings	\$ 128	\$ 125	
Adjusted effective income tax rate	31.6%	32.2%	
Net earnings attributable to Campbell Soup Company, as reported	\$ 245	\$ 265	
Add: Net adjustment from restructuring charges and related costs (1)	27	—	
Add: Net adjustment from acquisition transaction costs (2)	7	—	
Adjusted Net earnings attributable to Campbell Soup Company	\$ 279	\$ 265	5%
Diluted net earnings per share attributable to Campbell Soup Company, as reported	\$.78	\$.82	
Add: Net adjustment from restructuring charges and related costs (1)	.09	—	
Add: Net adjustment from acquisition transaction costs (2)	.02	—	
Adjusted Diluted net earnings per share attributable to Campbell Soup Company*	\$.88	\$.82	7%

* The sum of the individual per share amounts does not add due to rounding.

Earnings before Interest and Taxes Excluding Acquisition

(millions, except per share amounts)	Three Months Ended		Percent Change
	October 28, 2012	October 30, 2011	
Adjusted Earnings before interest and taxes	\$ 438	\$ 416	
Deduct: Bolthouse earnings (3)	(14)	—	
Adjusted Earnings before interest and taxes, less acquisition	\$ 424	\$ 416	2%

(millions, except per share amounts)	Year Ended July 29, 2012
Earnings before interest and taxes, as reported	\$ 1,212
Add: Restructuring charges (1)	10
Add: Acquisition transaction costs (2)	5
Adjusted Earnings before interest and taxes	\$ 1,227
Interest, net, as reported	\$ 106
Adjusted Earnings before taxes	\$ 1,121
Taxes on earnings, as reported	\$ 342
Add: Tax benefit from restructuring charges (1)	4
Add: Tax benefit from acquisition transaction costs (2)	2
Adjusted Taxes on earnings	\$ 348
Adjusted effective income tax rate	31.0%
Net earnings attributable to Campbell Soup Company, as reported	\$ 774
Add: Net adjustment from restructuring charges (1)	6
Add: Net adjustment from acquisition transaction costs (2)	3
Adjusted Net earnings attributable to Campbell Soup Company	\$ 783
Diluted net earnings per share attributable to Campbell Soup Company, as reported	\$ 2.41
Add: Net adjustment from restructuring charges (1)	.02
Add: Net adjustment from acquisition transaction costs (2)	.01
Adjusted Diluted net earnings per share attributable to Campbell Soup Company	2.44