



good
for you, for the community,
for the planet.

2010 CORPORATE RESPONSIBILITY REPORT



Thank you for your interest in ConAgra Foods' Corporate Responsibility report.

Unless noted otherwise, all data in this report cover the company's fiscal year 2010, which ended May 30, 2010. Our reporting boundary covers all company-owned facilities, as well as some joint ventures. In the fourth quarter of fiscal year 2010, ConAgra Foods acquired Elan Nutrition, Inc. Data for this organization is not included in this report.

This report has not been audited by a third party; however, it does include the best information available through existing data management systems. This report supplements additional information available on our website: www.conagrafoods.com.

In preparing this report, ConAgra Foods followed the Global Reporting Initiative (GRI) G3 Sustainability Reporting Guidelines and the new Food Sector Supplement, which provide a framework and performance indicators for reporting. As a result, we are self-declaring a "B" Application Level for our 2010 Corporate Responsibility Report. The GRI content index is included in the back of this report, and more information on this initiative is available at www.globalreporting.org.

Going forward, ConAgra Foods plans to publish annual Corporate Responsibility reports in September of each year, following the publication of the company's Annual Report to Stockholders.



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“ConAgra Foods is more than just a company with great brands. It’s a company you can feel good about.”

At ConAgra Foods, we’re giving you more reasons to feel good about the food you love.

We understand that it’s not enough to simply provide products that deliver outstanding taste, nutrition and value. We also must demonstrate an unwavering dedication to doing what’s right. We must continue to find better ways to be a good steward of our environment, nourish our employees, give back to the communities we serve and drive economic gain for our stakeholders.

Our 2010 Corporate Responsibility Report provides a detailed look at the substantial progress we have made since we first began reporting on our efforts back in 2008. And, in the spirit of transparency, it also covers those areas in which we have opportunity for improvement. Throughout the report, you’ll find concrete examples of how our three operating principles—simplicity, accountability and collaboration—are embodied in everything we do, and see how they drive our primary goal as a responsible corporate citizen: do the right thing for our communities and the environment.

By setting our sights on initiatives that are good for you, good for the community and good for the planet, we hope to make it clear to all of our stakeholders that ConAgra Foods is more than just a company with great brands. It’s a company you can feel good about.

I hope you enjoy reading about our corporate responsibility initiatives and find the information presented in this report useful. I look forward to maintaining an open dialogue about our efforts and sharing additional details with you in the future.

Gary Rodkin
Chief Executive Officer
ConAgra Foods, Inc.



We continue to make good progress on our corporate responsibility initiatives at ConAgra Foods.

Since our last report was published in 2008, we:

- Established and launched comprehensive sustainability goals for the company;
- Announced an aggressive sodium reduction goal across our Consumer Foods portfolio;
- Constructed a LEED-certified, state-of-the-art sweet potato processing facility;
- Granted \$10 million from the ConAgra Foods Foundation to Feeding America's child hunger initiatives, the largest donation of its kind;
- Launched ConAgra Foods' first multi-brand, cause-related marketing effort, "Child Hunger Ends Here;"
- Developed an integrated, companywide corporate responsibility platform: "Good for You, Good for the Community, Good for the Planet."

As we continue to focus on doing the right thing in our communities and for the environment, we are receiving increased recognition for our efforts. For example, in 2010 ConAgra Foods was:

- Named by *CRO Magazine* as one of its "100 Best Corporate Citizens;"
- Recognized by *Profiles in Diversity Journal* as one of its Top 10 Companies for International Innovations in Diversity;
- Awarded an AmeriStar Award by the Institute of Packaging Professionals for our use of post-industrial recycled Polylactic Acid in our packaging materials.

We also faced difficulties in 2009. A tragic explosion resulting from contractor work in our Garner, N.C., facility resulted in four deaths and 113 injuries. We had a few voluntary product recalls that while of a limited nature and addressed swiftly and comprehensively, reflect the ongoing opportunity to further refine and enhance food safety initiatives to minimize inherent risks within our industry.

Our corporate responsibility platform is young, but it provides a solid foundation and clear direction for the future. Already, we are seeing progress in three strategic planks. In the "Good for You" plank, we achieved significant sodium reduction in many of our brands during 2010, and we are on track to reduce sodium by 8 million pounds per year as we work toward our long-term pledge of a 20 percent sodium reduction by 2015. This initiative is particularly important given an increased emphasis on nutrition in both the public and private sectors.

Our "Good for the Community" plank includes our work to fight child hunger. Our launch of a multiyear, multi-million dollar commitment to Feeding America, coupled with ConAgra Foods' integrated cause marketing campaign, is already helping address growing needs brought on by difficult economic conditions here in the United States. Looking ahead, these efforts should help ensure that ConAgra Foods continues to be a leader in working toward President Obama's goal of "No Child Left Hungry" by 2015.

Finally, in our "Good for the Planet" plank, we're already seeing significant reductions in our five target areas of greenhouse gas emissions, water use, solid waste, packaging, and suppliers' use of natural resources. Through internal initiatives, such as our annual Sustainability Awards, we will continue to recognize and reward our employees' breakthrough performance in sustainability. At the same time, we expect to continue to benefit from the cost savings brought about by many of these initiatives while relentlessly



pursuing the sustainability goals we have committed to achieving by 2015.

As you read through our 2010 Corporate Responsibility Report, I encourage you to contact me with any questions, comments or feedback that you have. Your input will help us continue to do the right thing as a responsible corporate citizen.

Chris Kircher
Vice President, Corporate Affairs and
President, ConAgra Foods Foundation
chris.kircher1@conagrafoods.com



Understanding ConAgra Foods

Consumer Foods

Our Consumer Foods business manufactures and markets leading branded products to retail and foodservice customers in the United States and internationally. We produced more than 40 brands in fiscal year 2010. Of these, 25 are ranked first or second in their category. Our products range from frozen, refrigerated and shelf stable meals to condiments, sides, snacks and desserts, including such household favorites as:

ACT II®	Manwich®
Alexia®	Marie Callender's®
Banquet®	Orville Redenbacher's®
Blue Bonnet®	PAM®
Chef Boyardee®	Parkay®
Crunch 'n Munch®	Peter Pan®
DAVID®	Reddi-wip®
Egg Beaters®	Rosarita®
Fleischmann's®	Ro*Tel®
Healthy Choice®	Slim Jim®
Hebrew National®	Snack Pack®
Hunt's®	Swiss Miss®
Kid Cuisine®	VanCamp's®
LaChoy®	Wesson®
Lightlife®	

Headquartered in Omaha, Neb., ConAgra Foods, Inc., (NYSE: CAG) is one of North America's leading food companies, with brands in 97 percent of America's households. We also have a strong business-to-business presence providing commercial food products to restaurants and other foodservice establishments. ConAgra Foods is organized into two segments: Consumer Foods and Commercial Foods. Within these segments lies a portfolio focused on our strategic priorities—convenient meals, potatoes, snacks, meal enhancers and specialty brands (such as PAM® and Egg Beaters®, as well as our ConAgra Mills and store brands businesses.)

Operating Segments FY 2010

Primary Customers/Market	Continuing Operations Net Sales
Grocery, Convenience, Mass Merchandise and Club Stores	66% Consumer Foods
Restaurant, Foodservice Operators and Commercial Customers	34% Commercial Foods

Financial Overview FY 2010

Net Sales ¹	\$12.1 B
Net Income	\$726 M
Operating Profit ^{1,2}	\$1.6 B
Diluted Earnings Per Share	\$1.62

1. Amounts exclude the impact of discontinued operations of the Trading & Merchandising business, the Gilroy Foods & Flavors business, the Knott's Berry Farm business, and the Fernando's business.
2. Operating profit is defined as income from continuing operations before income taxes and equity method investment earnings, less interest expense, net and general corporate expense. Refer to Note 22 to the Consolidated Financial Statements for a reconciliation of operating profit to income from continuing operations in our Form 10-K filing for fiscal 2010 (available through the Investor Relations link on our website).





Understanding ConAgra Foods

Continued

Operational Changes

ConAgra Foods made two recent acquisitions in the Consumer Foods segment to further expand our portfolio. During the fourth quarter of fiscal 2010, ConAgra Foods completed the acquisition of Elan Nutrition, a privately held formulator and manufacturer of private label snack and nutrition bars. During the first quarter of our current fiscal year, we acquired the assets of American Pie, LLC, a manufacturer of frozen fruit pies, thaw and serve pies, fruit cobblers and pie crusts under the licensed Marie Callender's® and Claim Jumper® trade names, as well as frozen dinners, pot pies and appetizers under the Claim Jumper® trade name. During the first quarter of fiscal year 2011, we completed the sale of substantially all of the assets of Gilroy Foods & Flavors™ dehydrated garlic, onion, capsicum and Controlled Moisture®, Garden Frost®, Redi-Made® and fresh vegetable operations. Additional information on significant operational changes is available in our Annual Report on Form 10-K.

Countries of Operation

Our operations are principally in the United States. With respect to operations outside of the United States, in fiscal year 2010, foreign net sales were approximately 10 percent of our total net sales and no single foreign country or geographic region accounted for a significant portion of our consolidated operations. In fiscal year 2010, ConAgra Foods owned approximately 80 U.S.-based manufacturing facilities in Alabama, Arkansas, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, New Jersey, North Carolina, Ohio, Oregon, Pennsylvania, Tennessee, Texas, Utah, Washington and Wisconsin.

We also owned seven international manufacturing facilities in Argentina, Canada, China, Mexico and Puerto Rico. We partially owned nine additional manufacturing facilities in Mexico, the Netherlands, Puerto Rico, the United Kingdom and the United States. In fiscal year 2010, more than 90 percent of our finished goods were produced in owned-facilities in the United States; therefore, our Corporate Responsibility efforts focus primarily on domestic programs.

Lamb Weston Sweet Things® Sweet Potato CrissCut® Fries



Commercial Foods

Our Commercial Foods segment manufactures and sells a variety of specialty products to foodservice and commercial customers worldwide. Major brands include Lamb Weston®, a leading producer of quality frozen potato and sweet potato products, and a top supplier to foodservice chains and distributors worldwide, and ConAgra Mills®, a top provider of premium multi-use flours with the broadest portfolio of whole grain ingredients in the industry, including such innovations as Ultragrain® whole wheat flour and Sustagrain® barley. This report also includes data from our recently divested Gilroy Foods & Flavors™ business (see *Operational Changes* section).



Employee Statistics

Over **24,000** Employees

- 70% Hourly Employees
- 30% Salaried Employees
- 95% U.S.-based
- 49% Hourly Employees Unionized





2010 Highlights

Ranked by *CRO Magazine* as one of the 100 Best Corporate Citizens in 2010.

Aggressively implemented [Global Food Safety Initiative certification](#) for nearly all of our manufacturing sites.



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Announced a [20 percent sodium reduction goal](#) for our Consumer Foods portfolio.



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Launched three new [Whole Grain Chef Boyardee products](#), leveraging the expertise of ConAgra Mills.

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Expanded our [child advertising commitments](#) through the Children's Food and Beverage Advertising Initiative.



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Recognized for our [diversity and inclusion](#) efforts.



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882 employees lost 5,695 pounds in our [Choose to Lose with ConAgra Foods wellness program](#).



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Seven ConAgra Foods brands launched the [Child Hunger Ends Here campaign](#), contributing \$350,000 in a community call to action.



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The [ConAgra Foods Foundation](#) announced a \$10 million grant, the largest donation of its kind made to Feeding America to fight child hunger.



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Announced comprehensive [corporate sustainability goals](#).



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Began construction on our [state-of-the-art sweet potato processing facility](#), registered with the United States Green Building Council's LEED program for environmentally sustainable construction.

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Earned international recognition for [sustainable packaging innovation](#).

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Our Approach to Corporate Responsibility

At ConAgra Foods, our corporate responsibility program is a natural extension of our mission statement and operating principles. We have identified three strategic planks that reflect and articulate our values as a responsible corporate citizen: Good for You, Good for the Community and Good for the Planet. Within each of these three planks, we focus on material initiatives, those that we believe will be impactful to our business and stakeholders, and represent our role in the industry and marketplace.



Our Mission

One company. One goal.
Making the food you love.

Operating Principles

Simplicity

We do less of what doesn't matter, and more of what really does. We are getting more each day from our time and energy through intense clarity and focus on our objectives.

Collaboration

We trust and respect our people. We're an inclusive organization that values engaged dialogue. That means we seek diverse viewpoints to find the best ideas, and we proactively align on execution to get the best result, faster.

Accountability

We keep our promises. We align on very specific goals, objectives and strategies. We always act with integrity and urgency in our commitment to our customers, consumers, shareholders and employees. We don't offer excuses, we offer solutions.

Our Corporate Responsibility Philosophy

Another reason to feel good about the food you love.

We want our products and behavior to make you feel good, on the inside and out. We want our brands to make you smile, because you know that they were made by people who love what they do, take pride in the company they work for and care about our communities and the planet.



good for you

We're talking about you, the person who loves our food. We want nothing more than to make safe, delicious and nutritious foods while providing the information you need to make choices for a healthy lifestyle.

Areas of focus:

- Food safety and quality
- Health and nutrition
- Consumer communication



good for the community

This includes employees, investors, suppliers and business partners, as well as the communities where we live and operate.

Areas of focus:

- Our people
- Our customers and suppliers
- Giving back to our communities



good for the planet

Air. Water. Natural resources. These are things we all share. And, we want to do our part to make sure we can keep doing so for a long, long time.

Areas of focus:

- Climate and energy
- Water resources
- Materials and waste
- Sourcing and supplier engagement



Understanding Our Impacts

Understanding the impacts of our business throughout the life cycle of our products is critical to developing a comprehensive approach to Corporate Responsibility. **For many aspects of our business—such as innovation or operations within our own facilities—we have direct responsibility for decisions that are made on a day-to-day basis. For others, we have indirect responsibility through our buying power or marketplace presence.** In both instances, we believe an open dialogue is critical to ensuring that our business partners—both up and down the value chain—are aligned with our standards of quality and ethical performance. By collaborating with suppliers, contract manufacturers and outside transportation networks, we are developing innovative ways to improve supply chain efficiency, while providing greater value to our customers and more sustainable products to our consumers.

Innovation and R&D

Innovation is at the heart of ConAgra Foods. As a company, we strive to continuously enhance the value of our products. In addition to developing new products, our Research, Quality & Innovation team works to:

- Continuously improve food safety and quality
- Enhance the nutritional value of foods by reducing fat and sodium, and including whole grains—and other positive nutrients
- Promote packaging sustainability through thoughtful design and innovative material selection

Suppliers

Our supply chain comprises more than 15,000 diverse business partners, providing such things as raw ingredients and packaging. We hold our suppliers to high standards, expecting them to:

- Adhere to strict food safety and quality standards
- Share our standards on human rights and animal welfare
- Employ biotechnology carefully and conscientiously when nutrition, health and food quality can be improved
- Pursue environmental sustainability in their operations and adopt sustainable farming practices



Production and Manufacturing

Our production footprint includes approximately 80 facilities and a network of contract manufacturers. To create a diverse and inclusive culture where our employees thrive professionally and take pride in what they do, we are committed to:

- Providing a safe working environment
- Making progress toward our five sustainable development goals, and targeting improvements in greenhouse gas emissions, water use, recycling and packaging
- Investing in and supporting our local communities

Distribution

We utilize a network of owned, third-party or customer-controlled transportation networks to deliver our products to our retail, restaurant and food processing customers. We take responsibility for product distribution by working with our transportation partners to:

- Ensure that our food arrives safely at its final destination
- Reduce waste and greenhouse gas emissions by improving transportation efficiency and optimizing package size and orientation

Marketing and Consumer Outreach

We communicate with our consumers using a variety of media, ranging from Web-based social media to on-package communications. We are committed to responsibly promoting and advertising our products, and incorporating information consumers can use to make decisions for a healthy lifestyle. We strive to:

- Provide helpful and clear information on our food packaging regarding nutrition and safe food preparation
- Educate our consumers on the importance of a well-balanced and healthy diet and help them choose foods that fit their nutritional needs.
- Communicate responsibly to children



Key Impacts, Risks and Opportunities

	Key Impacts	Risks	Opportunities
<i>good for you</i>	Health and Nutrition	Health care issues facing the United States and health-conscious consumer expectations have put increasing pressure on the food industry to constantly evaluate the nutritional profiles of its products. If our products fail to keep up with health trends and consumer expectations, our business performance may be negatively impacted.	As we anticipate consumer preferences and improve the nutritional value of our products, we can establish a competitive advantage in the marketplace.
	Food Safety and Quality	All food companies face the risk of product recalls, either directly linked to their manufacturing practices or as a result of using a contaminated ingredient from a supplier. Recalls can result in financial and reputational loss.	By achieving GFSI certification at our manufacturing facilities and influencing third parties in our supply chain to do the same, we minimize the risk of recalls throughout the production life cycle of our products.
<i>good for the community</i>	Employee Development	Employees may be lured away to other opportunities in a competitive job market if they don't feel they have adequate professional development and career advancement opportunities. Under-investing in people may increase our turnover rate and hinder recruiting efforts.	Investing in our employees' professional development and celebrating their diversity improves employee satisfaction and retention and enhances our recruiting success.
	Workplace Safety	Unsafe working conditions can lead to a high injury rate and poor employee satisfaction, increasing turnover and resulting in high workers' compensation costs.	Continuously improving workplace safety and encouraging employees to practice safe working behavior instill a safety-focused culture, reducing our injury rate and costs.
	Community Involvement	Manufacturing facilities risk being perceived as a burden on local communities or a passive corporate citizen, putting a strain on natural resources. Impaired corporate reputation and an inability to attract and retain employees can result.	Through a clearly defined social platform that serves as the basis for our charitable contributions and community outreach, we can enhance ConAgra Foods' reputation as a responsible corporate citizen and instill pride in our workforce.
<i>good for the planet</i>	Climate Change	The physical, regulatory and reputational risks associated with climate change present risk to our operations. Some risks carry financial impacts, such as changing weather patterns affecting crop yields and regulatory costs related to carbon usage/emission.	Improving energy and transportation efficiency and encouraging sustainable product and process innovation can reduce operating costs, improve our climate resiliency and limit the potential impact of greenhouse regulation.
	Product Packaging	Potential extended product responsibility (EPR) programs may fundamentally change the business model around designing and managing disposal for product packaging. Also, as one of the most visible environmental aspects of our products, packaging is viewed negatively by some customers and consumers.	Progress toward our sustainable packaging objectives will reduce the amount of packaging material we use, increase the use of renewable materials, and incorporate a greater percentage of recycled-content materials, providing a consumer-facing example of our commitment to sustainability and lowering costs.
	Water Risk	The food industry relies on the availability of quality water resources to grow raw ingredients and process finished goods. Growing concern over water scarcity and increasingly stringent water quality regulations can affect operations.	Progress toward our water use reduction goal will improve our operating efficiency and reduce company exposure to water-related risks.



Stakeholder Dialogue

As a business, we are accountable to a variety of stakeholders, each with a specific set of interests and business expectations. We feel strongly that maintaining an open dialogue with internal and external stakeholders is critical to creating a mutual understanding to provide a basis for decision making. The following provides a high-level overview of our key stakeholders, with specific reference to how we engage with them on Corporate Responsibility issues.

	Stakeholder Expectations	Our Responsibility	Engagement
Investors	Ensure sustainable and profitable long-term growth achieved through ethical and responsible business practices.	Clearly and openly communicate our business strategy and financial results.	We formally interact with our investors at least quarterly. We share information related to Corporate Responsibility efforts via press releases and our website.
Consumers	Deliver safe and delicious food products that meet their taste and lifestyle preferences at a reasonable price.	Keep ahead of consumer expectations regarding preferences such as nutrition and convenience and deliver safe and healthful food.	We interact with our consumers at each point of sale through package communications; we also communicate via social media, television and other channels.
Customers	Help grow their business by supplying quality products that are desired by their customers.	Continuously improve the quality, taste and innovative features of our products at a reasonable price.	We are in daily contact with many of our largest customers to ensure exceptional customer service levels. We gladly provide information on Corporate Responsibility efforts upon request.
Government	Operate in accordance with all local, state and federal laws and regulations.	Provide adequate resources to ensure our facilities operate in accordance with all applicable laws and regulations.	Engagement varies based on government agency; we are highly responsive to government requests and participate in many voluntary government programs, where appropriate for our business.
Employees	Work in a safe and respectful environment and be fairly compensated. Trust the company to operate ethically and responsibly.	Ensure ethical and responsible management procedures are in place to protect employees, support diversity and reward performance.	We interact with employees daily, striving to achieve a high level of engagement related to many business and Corporate Responsibility issues.
Suppliers	Develop a collaborative partnership with ConAgra Foods as part of the value chain for delivering quality food products.	Nurture relationships with business partners and ensure alignment with ConAgra Foods' commitment to food safety and social and environmental responsibility.	We are in daily contact with many of our largest suppliers. We have integrated social and environmental considerations into the supplier selection process.
Advocacy Groups	Establish an open dialogue with ConAgra Foods to communicate special interests regarding societal issues.	Practice open, transparent communication to clearly indicate our position and progress on important social and environmental issues related to our business.	We are responsive to advocacy groups and strive to establish meaningful, collaborative relationships.



Corporate Responsibility Governance and Ethics

Governance

At ConAgra Foods, Corporate Responsibility is governed by senior executives, developed and managed by vice presidents and directors in key functional areas, and implemented by employees throughout our organization.

At the highest level, our Board of Directors' Nominating and Governance Committee will periodically meet with management to review internal and external factors and relationships affecting the company's image and reputation, including social and environmental issues. This committee is composed of independent Board members, none of whom is or has ever been employed by ConAgra Foods. Additional information regarding our Board and governance principles is available online in our 2010 Proxy Statement.

On a day-to-day basis, our Corporate Responsibility program is managed by our vice president of Corporate Affairs. He collaborates with leadership and subject-matter experts in key functional areas to define our

overall strategy and communicate progress. For example, ConAgra Foods' food safety and quality program is managed by our chief global quality officer. She is responsible for developing our food safety and quality strategies and tracking performance metrics. Similarly, other executives are directly responsible for each of the areas included in the Good for You, Good for the Community, and Good for the Planet Corporate Responsibility planks.

Since our last report, we have spent considerable effort identifying areas of focus and defining appropriate performance indicators and objectives. Our next goal is to fully engage our employees on these objectives, empowering them to help achieve our Corporate Responsibility objectives.

Code of Conduct

Our Code of Conduct provides guidelines for everything we do. It is each employee's personal responsibility to uphold our Code of Conduct and, as a company, we hold ourselves accountable for both our success and our mistakes. Our Code of Conduct reminds us of the legal and ethical standards for conducting business, managing our employees, and interacting with consumers, suppliers, customers, communities and governments. It also guides our environmental practices and helps ensure we abide by all laws and regulations to protect our natural resources and minimize negative impacts. The Board of Directors' Audit Committee

oversees the Code of Conduct and determines, or designates appropriate persons to determine, remedial actions in the event of a violation of the Code of Conduct.

In fiscal year 2010, all salaried employees were required to complete several e-learning Compliance Training Program courses, which are part of an online curriculum to help employees better understand the behavioral and ethical guidelines outlined in ConAgra Foods' Code of Conduct and under certain federal and state laws. Each employee's curriculum was determined based on his or her job title and responsibilities.

Human Rights

No ConAgra Foods employees are required or forced to engage in compulsory labor. To the extent any employee disagrees with his or her terms and/or conditions of employment, he or she may leave at any time or raise a complaint through any of the numerous avenues of redress available to employees under the company's management structure and the company's Code of Conduct.

All applicants, post-offer, must also provide proof of their ability to work. ConAgra Foods takes steps to ensure it is in compliance with state and federal child labor laws through both its hiring policies and its human resource practices. ConAgra Foods' standard entry-level wage is at least equal to—and often exceeds—local minimum wage at all locations of operation.



ConAgra Asian Network



good for you

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19 OUR COMMUNICATION



ConAgra Foods Food Safety Audits

ConAgra Foods' internal food safety and quality audit group is responsible for being our toughest critic, and identifying food safety and quality enhancement opportunities at our facilities so that they meet our high expectations in this area. Auditing against the new Safe Quality Food (SQF) and British Retail Consortium (BRC) standards, as well as ConAgra Foods' stringent internal standards, auditors look at key areas, such as:

- Good Manufacturing Practices
- Hazard Analysis and Critical Control Points (HACCP)
- sanitation
- allergen control
- foreign material
- pest control
- calibration
- preventive maintenance
- training and traceability programs

A significant portion of the audit is spent walking through our facilities to directly observe and interview employees, a key part of making certain that each individual understands his or her role as it relates to quality and food safety. Corrective actions are identified for all audit findings, and plant management is responsible for reporting progress and closing findings in a timely manner.

ConAgra Foods' internal food safety and quality audit group completed 14 and 49 audits in fiscal year 2009 and 2010, respectively. Together, this represents 100 percent of our Consumer Foods and Gilroy Foods & Flavors facilities. In fiscal years 2009 and 2010, Lamb Weston completed GFSI audits (BRC) at all 15 processing facilities. Additionally, in fiscal year 2010, Lamb Weston adopted a more stringent Internal Audit standard and is implementing these comprehensive audits at all 15 facilities, which will be completed in fiscal year 2011. ConAgra Mills completed audits aligned with the American Institute of Baking for all facilities in fiscal year 2010 and will re-audit our mills in 2011. New standards are implemented as needed or required, and our internal food safety and quality audit team will continue to evolve to ensure we meet or exceed these standards.

Our Processes Food Safety and Quality

Over the past two years, ConAgra Foods has made significant strides toward achieving its goal of becoming a best-in-class organization in the area of food safety and quality by creating a “zero-defect culture.” Our Food Safety and Quality team comprises industry experts providing functional leadership in key areas, including: food safety and quality in manufacturing and distribution; supplier food safety and quality; and consumer affairs. As illustrated below, we have implemented a robust program that considers food safety and quality issues along various life cycle stages, beginning with the sourcing of quality ingredients to production to customer and consumer preparation.

Life Cycle Stages of our Food Safety and Quality Program

Research, Development and Product Innovation	Designing food safety and quality elements into new products and packaging, including preparation and cooking instructions.
Procurement and Ingredient Sourcing	Registered certification bodies auditing our suppliers' facilities on an annual basis against Global Food Safety Initiative (GFSI) standards.
Manufacturing and Production	Identifying opportunities for continuous improvement through our internal Food Safety and Quality audit program and ensuring findings are tracked through resolution. Driving root-cause solutions and developing employee skills to minimize food safety and quality risks.
Storage, Transportation and Distribution	Measuring and monitoring temperature control and package integrity throughout storage, transportation and distribution to ensure food safety and quality.
Consumer Preparation and Consumption	Validating all preparation and cooking instructions through in-house research. Working with external organizations—such as the Microwave Center of Excellence—to advance the industry toward more clear and consistent on-package instructions to help minimize the potential for undercooking a product.

Our Processes

Food Safety and Quality

Continued

Achieving New Standards in Food Safety

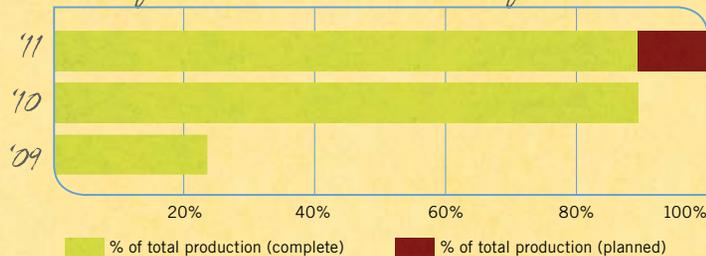
With food safety a top-of-mind issue for our customers and consumers, ConAgra Foods is working aggressively toward its goal of becoming the industry's undisputed leader in food safety. Beginning in fiscal year 2010, ConAgra Foods initiated total process control microbiology in its supply chain and manufacturing plants, using a pioneering technology in the consumer foods industry.

ConAgra Foods also has aggressively implemented Global Food Safety Initiative (GFSI) certification at all of its manufacturing sites. The GFSI is led by food retailers, with food manufacturers serving as advisory members. Several food safety standards have been developed and approved through the initiative, and ConAgra Foods is working to achieve certification through two of those standards: SQF 2000 Level 2 (Safe Quality Food) for Consumer Foods facilities and British Retail Consortium (BRC) for Commercial Foods facilities.

When plants earn SQF or BRC certification, it means they have enhanced their quality and food safety systems. These enhancements are expected to reduce the number of quality incidents—national holds and complaints from consumers and customers—while driving quality to new levels and reinforcing the correlation between improving quality and food safety performance and getting better business results. As indicated in the chart below, during our current fiscal year 2011, we will continue to expand the use of GFSI auditing standards in our remaining production facilities, co-manufacturers and suppliers. Also, select facilities will be pilot sites for the company and pursue SQF Level 3 certification, which incorporates additional food quality standards.



Percentage of Production Volume
Manufactured in GFSI Certified Facilities



Our Processes

Recalls and Allergens



Food Safety Advisory Council

ConAgra Foods' Food Safety Advisory Council was formed in fiscal year 2008 and remains an integral part of our corporate food quality and safety program. The Council is composed solely of external thought leaders known for their expertise in a variety of food safety disciplines, including food science, microbiology, toxicology, epidemiology, food allergens, microbial physiology, public health and public policy. The Council gives us immediate access to strategic advice on:

- strengthening our food safety programs
- gaining insights into emerging food safety issues
- investing in innovations in food safety technology
- gathering insights into changing consumer behavior that influence how food products are safely handled and prepared

Product Recalls

Though safety of our products is a top priority, and we have taken extensive measures to further enhance food safety, product recalls are inevitable in our industry. When we have voluntarily recalled products, we have acted quickly to recover the impacted product and provide clear communication to customers and consumers. Though our goal is to prevent product recalls of any magnitude, we conduct full root-cause evaluations of any recall occurrences to emerge with even stronger food safety practices in the future.

There were a few voluntary product recalls during fiscal year 2010. In October 2009, we voluntarily recalled 9,000 cases of Alexia—Olive Oil, Sun-Dried Tomatoes & Pesto Oven Reds (frozen seasoned potato wedges) products for an undeclared allergen, pine nuts. In November 2009, we voluntarily recalled 1,120 cases of 15-oz. tubs of Blue Bonnet table spread that were inadvertently packaged incorrectly, and, as a result, the label on the tub did not declare an allergen, milk. In both instances, ConAgra Foods issued an alert through the Food Allergy & Anaphylaxis Network (FAAN) in an effort to notify any potentially affected consumers. No illnesses were reported in relation to the Blue Bonnet recall. The only illness related to the Alexia recall was the mild reaction of a consumer who brought the packaging error to ConAgra Foods' attention.

In May 2010, Sampco, Inc., one of our suppliers, announced a voluntary recall of cooked beef products from Brazil that may have contained above regulatory tolerance levels of Ivermectin, a commonly used antiparasitic for livestock and pets. In furtherance of Sampco's recall, we needed to withdraw 47,841 cases of Libby's Corned Beef cans (12-oz.) and 11,239 cases of Banquet Sliced Beef Frozen Dinners (7.45-oz.) from the marketplace. There were no illnesses or adverse reactions reported for the impacted products.

In June 2010—the first quarter of fiscal year 2011—we announced a voluntary recall of our Marie Callender's Cheesy Chicken & Rice single-serve frozen entrées due to the possible presence of *Salmonella* serotype Chester in the products. ConAgra Foods took this action even before a positive finding was reported for this Salmonella strain in the recalled product.

Managing Allergens

ConAgra Foods has maintained a comprehensive allergen control program to promote best practices that minimize the potential health risks associated with undeclared allergens in food products. This program is designed to ensure that the presence of the most serious food allergens in a product is communicated clearly to consumers—either under provisions of the Food Allergen Labeling and Consumer Protection Act (FALCPA) or the appropriate regulations of the destination country in which products are sold internationally. To support accurate allergen labeling, our allergen control program establishes procedures for minimizing allergen cross-contact in our production facilities.

In the wake of our recent allergen recalls, we have been expanding this effort to improve packaging cross-checks and managing version updates on packaging materials. In addition, we have been implementing annual allergen training for all employees—most notably enhancing such training for production workers. This training effort is vital to the success of our allergen control program as a reminder of the importance of proper allergen management. We also work extensively with industry organizations to stay current on leading research and allergen management practices. We require all ingredient suppliers to maintain appropriate allergen control programs and to provide documentation concerning allergens in their facilities.



Our Products Health and Nutrition

At ConAgra Foods, we understand the critical role we play in contributing to good health, both through the products we make and how we communicate with and educate consumers regarding nutrition choices. Our Research, Quality & Innovation team is always looking for ways to make our products better, whether it's through the inclusion of whole grains and other important nutrients, or by reducing sodium. To better inform consumers regarding how our products fit into their daily health and nutrition decisions, we are exploring ways to enhance labeling and communication through other media.

Sodium Reduction

In October 2009, we announced a pledge to reduce salt across our Consumer Foods portfolio by 20 percent by the end of 2015. Building on efforts that began in 2006, this objective will further reduce salt in our products by 8 million pounds each year. The scope of ConAgra Foods' salt reduction is broad and diverse, including as many as 20 brands, 160 product varieties and all temperature categories in the supermarket.

“Sodium reduction is part of our ongoing work to make food more nutritious. Americans need less salt in their diets, and they want less salt in their diets. We have the capability to meet consumer wants and needs—to make food people love not only because it tastes good, but also because it's better for them.” *Gary Rodkin, ConAgra Foods CEO*

We are looking strategically across our brands to identify opportunities to reduce sodium without compromising food safety and consumer acceptance. Reducing sodium impacts the flavor of our products; therefore, we test and evaluate a variety of approaches to decrease sodium content without affecting consumer acceptance, depending on the product line. Though sodium is usually associated with palatability or taste, salt is one of the earliest known preservatives, playing a crucial role in maintaining product characteristics and extending the time food can be stored. Considerations such as these help us best determine how to reduce sodium in our foods. We know we have the ability to make an impact on sodium in a very meaningful way.

Average Sodium Reduction



Facts Over the past few years, several respected public health authorities, including the World Health Organization, the U.S. Department of Health & Human Services and the American Heart Association, have solidified their position on the importance of reducing sodium intake.

According to a report by the Centers for Disease Control and Prevention (CDC), two out of three (69 percent) adults in the United States are at a high risk for health problems, including hypertension and heart disease, from excess sodium in their diet. In addition, the CDC reported that nine out of 10 Americans consume more sodium daily than is recommended by the Dietary Guidelines developed jointly by the Department of Health & Human Services and the Department of Agriculture.



Our Products

Health and Nutrition

Continued



Ketchup Innovation Comes Naturally for Hunt's

Responding to growing consumer demand, in May 2009 we reformulated all retail SKUs of our Hunt's ketchup recipe to replace high-fructose corn syrup (HFCS) with sugar. Our Research, Quality & Innovation (RQI) team was challenged with developing a new recipe that retained the signature Hunt's ketchup taste, which isn't as simple as just omitting the high-fructose corn syrup and replacing it with an equal amount of sugar.

It took roughly 18 months of testing numerous flavor variations and collaboration among nearly 20 functional areas to find the right balance of sweetness, acidity and thickness. As a result, this change provides our consumers with a shorter, simpler ingredient list with the taste and consistency they've come to expect from Hunt's ketchup.

Home-Grown Whole Grains

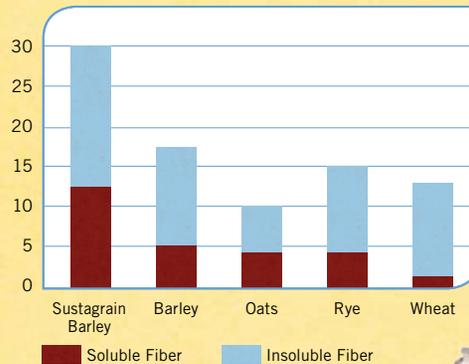
In 2008, we shared information regarding ConAgra Mills' Ultragrain®, a 100 percent whole wheat flour milled to ultrafine particle size using a patented milling process that retains a flavor, color and texture similar to refined flour. Since then, ConAgra Mills has continued to bring to market other alternatives to refined flour, including:

- Sustagrain®, made of a barley variety that boasts two to seven times more fiber and about half the amount of starch of other cereal grains
- Ancient Grains®, multi-blends and individual whole grain flours, including amaranth, quinoa, millet, sorghum and teff

With these proprietary, whole grain flours at our fingertips, we have begun integrating them as ingredients in our Consumer Foods products to enhance the nutritional value of our brands.

For example, we will continue to incorporate whole grains into Healthy Choice frozen meals where pasta or rice is an ingredient. Also, in late fiscal year 2010, we launched three new Whole Grain Chef Boyardee products: lasagna, ABC-123 with meat balls and beefaroni. We will continue to leverage the whole grain expertise of ConAgra Mills to expand the integration of whole grains into our consumer foods products. In addition, many ConAgra Foods products are prepared to specifications unique to school foodservice. For instance, The Max® pizza features whole-grain crust and between three and five grams of fiber per serving. This improved recipe has added protein and fiber and reduced sodium and fat.

Fiber %



Select Whole Grain Products





Children's Advertising Nutritional Guidelines for Applicable Brands



Canned Pasta

Per serving	
Calories	≤ 350
Total Fat	≤ 35% of Calories
Saturated Fat	≤ 10% of Calories
Trans Fat	Labeled 0g
Sodium	≤ 750 mg
Positive Nutrients	≥ 10% DV for 2 Nutrients
Sugar	≤ 25% of Calories Added Sugar
Contains Food Groups	≥ 1/4 c Vegetables or Fruit or 8 g Whole Grain



Frozen Meals

Per serving	
Calories	≤ 500
Total Fat	≤ 35% of Calories
Saturated Fat	≤ 10% of Calories
Trans Fat	Labeled 0g
Sodium	≤ 760 mg
Positive Nutrients	≥ 10% DV for 3 Nutrients
Sugar	≤ 25% of Calories Added Sugar
Contains Food Groups	≥ 1/4 c Vegetables or Fruit or 8 g Whole Grain



Peanut Butter

Per serving	
Calories	≤ 210
Trans Fat	Labeled 0g
Sodium	≤ 480 mg
Positive Nutrients	≥ 10% DV for 1 Nutrient
Sugar	≤ 25% of Calories Added Sugar
Contains Food Groups	≥ 1 ounce Meat and Beans

Products shown above are a representation of the product categories.
[View complete list of products.](#)

Our Communication Advertising to Children

ConAgra Foods consumers and customers recognize our brands based on our advertisements and other marketing efforts. As a company, we understand the necessity of marketing in a responsible way to children and their families.

In fiscal year 2008, we joined the Children's Food and Beverage Advertising Initiative (CFBAI) of the Council of Better Business Bureaus (CBBB), a voluntary, industry self-regulation program that includes many of the nation's largest food and beverage companies as participants. The mission of CFBAI is to shift advertising messaging to children to encourage healthier dietary choices and lifestyles.

In March of 2008, ConAgra Foods submitted—and the CFBAI approved—a company pledge, devoting 100 percent of television, radio, print and Internet advertising, primarily directed to children under 12 years of age, to products that meet certain nutritional guidelines consistent with certain established scientific and government standards (i.e., "Better for You" (BFY) products). The pledge also restricted use of licensed characters and branding in interactive gaming to BFY products, discontinued advertising in elementary schools and discontinued product placements in children's programming. In May 2010, we updated and submitted a restated pledge, expanding our commitment to:

- Not conduct any advertising primarily directed to children under 6 in TV, radio, print or online media.
- Apply our pledge to special media—such as games, DVDs and mobile media.
- Restrict use of celebrities and movie tie-ins to BFY products only (in measured media advertising directed to children under 12).
- Extend our advertising ban in elementary schools to pre-kindergarten.



2009 Kid Cuisine®
TV commercial



Our Communication Product Labeling

We're living our "simplicity" operating principle when it comes to ingredients.

Clear, Simple Ingredient Lists

Responding to recent consumer research, we are working to create easy-to-read labels with a shorter list of familiar ingredients. Our recent launch of Healthy Choice Lunch Steamers included eight new products featuring a shorter ingredient list composed of recognizable and natural ingredients. For example, the Healthy Choice Rosemary Chicken and Sweet Potato entrée has about 20 percent fewer ingredients than the competing product from our leading competitor.

Smart Choices Update

In our last Corporate Responsibility Report, we mentioned our efforts with industry peers to launch the "Smart Choices" program, a uniform, front-of-pack nutrition labeling program created by a diverse group of scientists, academicians, health and research organizations, food and beverage manufacturers, and retailers. Since the program's launch, the Food and Drug Administration (FDA) announced intentions to develop standardized criteria on which future front-of-package nutrition or shelf labeling will be based. As such, the Smart Choices Program has voluntarily postponed operations, and ConAgra Foods has discontinued use of the Smart Choices label on our products. We support the development of a standardized labeling system that can help consumers make informed food choices and construct healthier diets, and we look forward to working with the FDA on this important program.

Biotechnology

When it comes to biotech foods, we respect our consumers' preferences. We believe that biotechnology can benefit global food production, and ConAgra Foods only uses ingredients that comply with regulations for food safety and nutrition. We regularly review our policies to ensure they reflect evolving science, consumer expectations and regulatory decisions. Through our diverse portfolio of consumer and commercial food products, we provide alternative options for those who prefer products without biotech ingredients.

For example, our Lightlife refrigerated soybean-based vegetarian products do not contain ingredients that were produced using biotechnology, and we require our ingredient suppliers to guarantee that no genetically engineered soybeans are used. The Lightlife Quality Assurance team has established a monitoring program to routinely test finished products for the presence of soybeans produced using biotechnology; all test results have been negative since we implemented the program more than eight years ago.





good for the community

22 OUR PEOPLE

27 OUR SUPPLIERS

28 OUR GIVING



Diversity Enhances Healthy Choice Café Steamer Innovation

In 2009, the ConAgra Foods Asian Network partnered with our Culinary and Research, Quality & Innovation teams to explore new product offerings for the Healthy Choice Asian Inspired line. ConAgra Foods Asian Network members introduced our Culinary and RQ&I teams to ingredients and dishes found in authentic Thai, Indian and Malaysian restaurants and provided real-world insights on the behavior of Asian shoppers. At a flavor-showcasing event, ConAgra Foods Asian Network members prepared a Pad Thai dish. One year later, ConAgra Foods introduced its Healthy Choice Asian Inspired Café Steamer—Chicken Pad Thai. The marketing, ingredients and packaging developed for this line greatly benefited from the collaboration with the ConAgra Foods Asian Network.

Our People Diversity and Inclusion

We believe that embracing diversity—in our leadership, workforce and supply chain—makes us a better company. By inspiring our employees to leverage individual differences, we are better able to unleash our greatest strengths.

Our focus on Diversity and Inclusion creates a nourishing work environment, which enables us to be more competitive in a multicultural marketplace and strengthens relationships with our employees, consumers, customers, suppliers and communities.

Employee Resource Networks

Professional and personal growth are often fueled by strong networking among individuals of similar and differing cultures, backgrounds and lifestyles. ConAgra Foods' Employee Resource Networks (ERNs) provide a forum for members to access networking and mentoring opportunities, gain organizational and business insights, and participate in community outreach projects. Each of our ERNs receives support from an executive-level sponsor who champions its work and plays an active role in member development.

- ConAgra Asian Network
- ConAgra Black Employee Network
- ConAgra Latino Network
- ConAgra Women's Leadership Council
- ConAgra Young Professionals Network
- Illuminations, a Gay, Lesbian, Bisexual and Transgender Network

Our progress in creating a diverse and inclusive workforce has earned us recognition from respected organizations. Our ERNs won the Mosaic Award in May 2010 from the Human Resources Association of the Midlands, and, as a result of our innovative ERN programming, we were recognized by *Profiles in Diversity Journal* in July 2010 as one of the Top 10 companies for its International Innovations in Diversity Awards. In May 2010, our strong results in the 2009 Corporate Equality Index published by the Human Rights Campaign resulted in the Kansas City regional affiliate recognizing ConAgra Foods as a lesbian, gay, bisexual and transgender friendly workplace. We also ranked 61st on the Dave Thomas Foundation's list of America's Top 100 Adoption Friendly Companies.

Women

Fiscal Year	Total Women in Workforce	Salaried Women	Women in Management	Women on the Board of Directors
2010	38%	42%	22%	2
2009	39%	41%	21%	2
2008	39%	38%	20%	2
2007	39%	32%	19%	2

Minorities

Fiscal Year	Total Minorities in Workforce	Salaried Minorities	Minorities in Management	Minorities on the Board of Directors
2010	37%	14%	9%	1
2009	38%	14%	8%	1
2008	39%	14%	8%	0
2007	37%	12%	7%	0



Our People Learning and Development

There is no better investment we can make than an investment in our people, which is why we are continuously improving our learning and development programs to build organizational capability, grow leadership, leverage talent and optimize learning.

To build a world-class learning and professional development program, we must first identify the technical competencies needed to advance our employees' careers. We've spent considerable time taking stock of our existing employee talent and recognizing areas where we should further advance technical expertise and business acumen to meet business objectives.

Armed with this understanding, we've developed a comprehensive learning program that begins when an employee joins the company and is available throughout his or her career. Our robust professional development infrastructure includes the ConAgra Learning Exchange (CLE), providing employees access to more than 2,800 online and instructor-led courses. Since launching the system in January 2008, more than 120,000 certificates of completion have been issued to more than 13,000 salaried and hourly employees.

Accelerate Growth through Development

ConAgra Foods prides itself on attracting and retaining top talent. Doing so requires us to invest in our employees from the minute they join our company. All new salaried employees—from facilities across the company—are brought to our world headquarters in Omaha for orientation. Held in our newly renovated, state-of-the-art learning facility, new employee orientation begins the "100% in 100 days" journey, providing all the tools and knowledge necessary to effectively contribute at ConAgra Foods. Professional development continues throughout employees' careers, managed by our individual development planning process.

ConAgra Foods University

In 2009, we launched the ConAgra Foods University, a virtual learning environment designed to provide employees with strategic learning at their fingertips to support both their own careers and our business. Since its development, we have added function-specific academies that focus on technical disciplines, including:

- Brand General Management
- Leadership Excellence
- Research, Quality & Innovation
- Information Technology
- Marketing
- Sales

ConAgra Foods Learning Exchange (CLE) Training Statistics¹

Fiscal Year	Salaried Employees Accessing the CLE	CLE Training Hours	CLE Training Hours per Salaried Employee	Hourly Employees Accessing the CLE	CLE Training Hours	CLE Training Hours per Hourly Employee
2010	4,996	86,886	17.39	1,028	7,018	6.83
2009	3,140	35,271	11.23	508	1,747	3.44

¹Training hours recorded through the ConAgra Foods Learning Exchange only; excludes training conducted internally by other departments, outside vendors, or other training opportunities.



Lessons in Leadership

ConAgra Foods prepares employees for the next level of management through three key leadership programs:

Foundations of Leadership (FoL) provides first-time and front-line managers the skills, knowledge and tools needed to effectively lead individuals and teams, create a positive work environment, encourage innovation and develop individual and team skills. Nearly 1,600 employees completed this program in fiscal years 2009 and 2010.

Leadership in Action (LiA) provides senior leaders with a greater understanding of the dynamics of our business, increased awareness of financial insight, and the tools needed to maximize effectiveness. Since its launch in April 2009, 230 leaders have attended the three, two-day LiA courses.

Leadership Excellence Series (LES) is built on concepts of leading yourself, leading people and leading the company. In fiscal years 2009 and 2010, 116 executives completed the program. This program has earned two prestigious awards: The Vanguard Silver Award from *Chief Learning Officer Magazine* and the Corporate University Best in Class for Top Leadership Development Program of 2008.



Our People Wellness

ConAgra Foods provides employees with several benefits to help promote a healthy, balanced lifestyle—ranging from onsite fitness centers to early dismissal on Fridays during the summer.

In fiscal year 2008, we began to offer financial incentives for wellness. Most recently, ConAgra Foods began providing medical insurance premium discounts to employees who complete a Personal Health Assessment questionnaire and a preventive screening with their personal physician. Those who take these few simple steps qualify for a \$390 or \$780 (depending on enrollment status) discount on their 2011 medical plan premiums.

Tobacco-Free Campus

As part of our ongoing commitment to a culture where health and wellness are valued, ConAgra Foods implemented a tobacco-free policy at all headquarters locations on April 1, 2010. To facilitate the transition, we provided a variety of smoking cessation resources to eligible salaried exempt and non-exempt employees and their spouse/same-sex domestic partners who wanted to stop using tobacco products. For example, ConAgra Foods' medical plan covers 100 percent of specific smoking cessation drugs, as prescribed by a physician, for enrolled salaried exempt and non-exempt employees and their spouse/same-sex domestic partners. Implementing this policy reinforces our long-term commitment to provide resources and incentives to support employee health and well-being.

Choose to Lose with ConAgra Foods

In fiscal year 2010, ConAgra Foods launched *Choose to Lose with ConAgra Foods*, an employee weight-loss program focused on a reduced-calorie eating plan that asks participants to select from a wide range of great-tasting, convenient meal options, primarily made up of ConAgra Foods products. Calorie counts are calculated for participants, and those who follow the program closely can expect to lose one to two pounds per week.

In the first two pilots, 882 employees and spouses/ same-sex domestic partners shed an average of about six pounds apiece—totaling 5,695 pounds.

Participants have shared overwhelmingly positive feedback indicating they have a better understanding of portion control and how our products, combined with other nutritious food choices, can help with weight loss or weight maintenance goals. For example, 58 percent of participants said they're satisfied with their current eating habits after completing the program, compared to 22 percent beforehand. Following the success of the pilots, we have made the *Choose to Lose with ConAgra Foods* tools and resources available to all employees to use on their own.



Employee Turnover

Fiscal Year	Total	By Age	By Gender
2010	11.99%	<24	17%
		25-40	45%
		41-65	37%
		>65	1%
2009	14.66%	<24	18%
		25-40	44%
		41-65	37%
		>65	1%
			Male 66%
			Female 34%
			Male 64%
			Female 36%



Remembering Garner

On June 9, 2009, there was an accidental explosion in our Slim Jim facility in Garner, N.C., which resulted in the death of three employees and one contractor and injured 113 other employees. Within hours of the explosion, we assembled a team of senior management at the site, working to protect the safety of others and begin recovering from the tragedy.

In the months following the explosion—which destroyed a major portion of the plant—the company thoroughly evaluated its options for the long-term production of our Slim Jim meat snack products. ConAgra Foods decided that it will close the Garner facility in late calendar year 2011 and transition the production of the Slim Jim product lines made there to our existing plant in Troy, Ohio.

To ease the economic loss for the Garner community when the plant ends production, ConAgra Foods has pledged to donate \$3 million to help fund a planned community center and market the existing manufacturing site to prospective companies. ConAgra Foods will also donate the entire Garner facility and the 106 acres on which it sits to spur regional economic development.

In addition, ConAgra Foods established a scholarship fund for Garner employees and their children in the belief that continuing education can be the foundation of the skills and knowledge needed for long-term success in a changing economy.

ConAgra Foods Principles of Safety

- Safety and health can be managed
- Every workplace injury/illness could and should have been prevented
- Management is responsible for providing a safe workplace
- Safety and health are everyone's responsibility
- Nothing we do is worth getting hurt

Our People Workplace Safety

The ultimate goal of our safety process is to create a work environment filled with employees engaged in safe activities, completing their job daily without injury.

Our Health and Safety management program is entitled *Key Concepts of Safety*, an enterprise-wide initiative that focuses our efforts and resources on preventing injuries and illnesses. This program focuses our resources on consistent processes proven to eliminate accidents, injuries and unsafe acts and improve working conditions.

We've implemented a robust system of internal checks-and-balances to instill a culture of continuous improvement and accountability. Every year, each facility develops a Safety and Health Accident Reduction Plan (SHARP), defining site-specific health and safety priorities. Our Health and Safety team conducts safety audits at each ConAgra Foods facility every three years to ensure compliance with applicable safety laws and corporate policies. By documenting results and tracking corrective actions to completion, we hold ourselves accountable for providing a safe work environment for our employees. We require all accidents, incidents and close calls to be thoroughly investigated to ensure appropriate actions are taken to reduce illnesses and injuries.

Employee engagement—particularly for hourly employees—is also critical to ensure the effectiveness of health and safety programs. Every month, we track and report the number of hourly employees actively involved in safety leadership, such as conducting incident investigations, leading a safety meeting or writing a job safety analysis.

We believe that to further improve our safety performance we must focus on changing individual employee behavior. In fiscal year 2010, we launched a peer-to-peer behavior safety program, where employees observe each other as they work to identify opportunities where simple changes in behavior can reduce or eliminate risk of injury. More than 100,000 behavior safety observations were made in the first year of implementation, raising awareness and improving individual accountability.

Key Concepts of Safety

Building upon the three critical components of our safety strategy—People, Process and Commitment—our *Key Concepts of Safety* program addresses:

- Safe practices
- Safety leadership
- Continuous improvement
- Compliance
- Hazard identification
- Continuous skills development
- Behavioral safety
- Performance tracking



Our People Workplace Safety

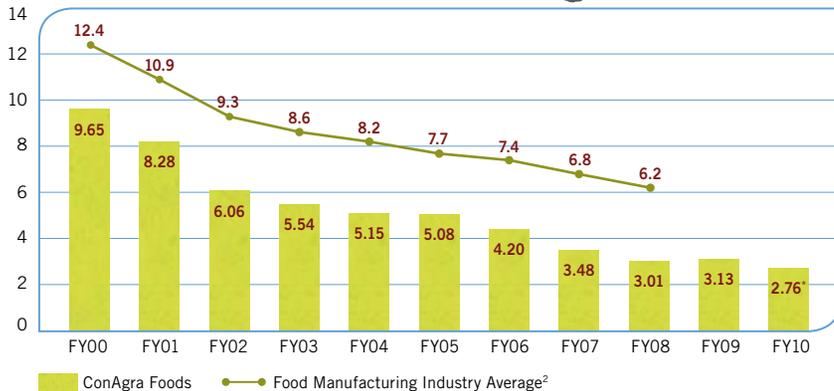
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Safety Performance: By the Numbers

The success of our programs to continuously improve workplace safety is evident by the steady decline of our Total Incident Rate (TIR) and Lost Time Injury Rate (LTIR). In fiscal year 2010, we reported 2.76 incidents per 100 full-time workers, nearly a 10 percent decrease from our last report for fiscal year 2008. The slight increase in our TIR and LTIR rates between fiscal years 2008 and 2009 was a result of business acquisitions. We implemented our *Key Concepts of Safety* process during the integration of these acquisitions and saw improvement in the TIR and LTIR rates in fiscal year 2010. ConAgra Foods is proud to consistently achieve TIR and LTIR rates that are notably below the Bureau of Labor Statistics Food Manufacturing industry average.

Total Incident Rate (TIR) History

per 100 employees



*2.54 excluding Garner accident

²Bureau of Labor Statistics Food Manufacturing

Lost Time Injury Rate (LTIR)

per 200,000 hours worked

Fiscal Year	ConAgra Foods LTIR	Industry Average ²
2010	.70 ¹	Not available
2009	.52	Not available
2008	.45	1.4
2007	.51	1.5
2006	.62	1.6

¹0.568 excluding Garner accident

²Bureau of Labor Statistics Food Manufacturing



Understanding Safety Perception to Change Reality

Driving toward zero injuries requires not only that the company evaluate its processes and work areas based on safety, but that it also create a culture in which safety is at the top of everyone's agenda. In 2009, ConAgra Foods conducted a survey in conjunction with the National Safety Council (NSC) to measure its effectiveness in creating a safety culture.

More than 6,300 hourly and salaried employees at 76 locations completed the survey, indicating their perception of ConAgra Foods' performance in six areas: Management Participation, Supervisor Participation, Employee Participation, Safety Support Activities, Safety Support Climate and Organizational Climate.

Safety leadership used the survey data to plan fiscal year 2010 safety activities, which included a safety leadership workshop and an emphasis on behavioral safety. We plan to repeat this survey in fiscal year 2011 to track progress and identify other opportunities for improvement.

OSHA Statistics

Fiscal Year	Inspections	Citations	Settlements Paid
2010	22	31 (16 citations at Garner, N.C., facility)	\$122,897 (\$106,440 at Garner, N.C., facility)
2009	20	29	\$87,869
2008	15	22	\$28,655
2007	21	20	\$23,555



ConAgra Foods is a major buyer in several U.S. agricultural markets. We purchased 5 percent or more of the following U.S. crops in fiscal year 2010:

Tomatoes



Garlic



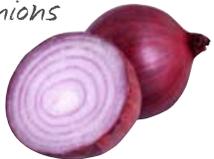
Popcorn



Potatoes



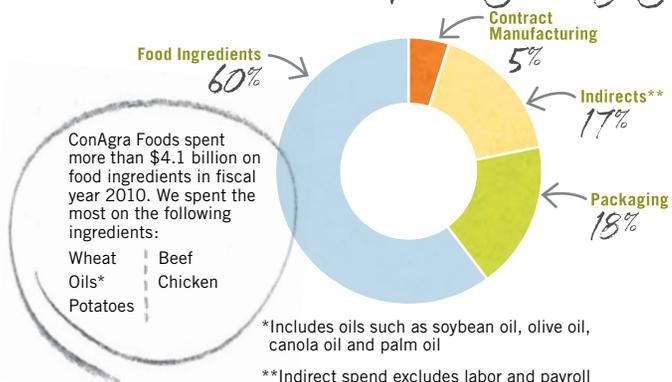
Onions



Wheat



Breakdown of Total Spend by Category



Our Suppliers

A lot goes into making the food you love, and we do so with the help of more than 15,000 suppliers.

With more than 90 percent of our production occurring within the United States, we purchase the vast majority of raw materials and services from Tier 1 suppliers based in the United States as well. We also rely on a network of contract manufacturers to act as an extension of our business to help make our products. Because our suppliers and contract manufacturers play such a critical role in our business, we expect them to adhere to high standards. In our Supplier Code of Conduct, we detail our expectations concerning human rights, workplace health and safety, ethics, the environment and the humane treatment of animals. Similarly, we enforce strict guidelines concerning food safety and quality among our suppliers. We expect that our suppliers and any subcontractors abide by these guidelines and, as a company, we reserve the right to audit their operations to ensure compliance.

Supply Chain Security

ConAgra Foods' field-to-fork approach extends its commitment to food security throughout the supply chain. We are a registered Tier II Customs-Trade Partnership Against Terrorism (C-TPAT) company, a voluntary program requiring our suppliers and service providers to demonstrate the same commitment to supply chain security that we demonstrate. For suppliers who are not C-TPAT certified, we ensure the implementation of minimum security requirements through a web-based self-assessment, followed by on-site C-TPAT security audits.

Supplier Diversity

Supplier diversity is a key pillar in our overall diversity and inclusion strategy. We value diversity in our supplier base and aggressively seek to provide qualified Minority- and Women-owned Business Enterprises (MWBs) the opportunity to compete for our business. Since fiscal year 2006, ConAgra Foods has more than doubled total purchases from minority- and women-owned businesses, reaching \$260 million in fiscal year 2010. We remain dedicated to our supplier diversity program and will continue to promote diversity in our supplier base going forward.

Supplier Quality Program

Ensuring the safety and quality of our products starts with the ingredients we receive from our suppliers. Our supplier quality program begins during contracting, leveraging a cross-functional team—comprising of microbiologists, engineers, operations, manufacturing procurement, toxicology and others—to identify potential business risks during the supplier approval process. Once approved, all new suppliers are assessed by our internal Food Quality and Safety auditing team before they are able to begin work with our company. Similar to our own internal food safety and quality audits, we also require our suppliers to be audited by a third party on an annual basis. We also ask that each of them pursue certification to Global Food Safety Initiative (GFSI) standards.

In addition to routine quality assessments, we take a precautionary approach when it comes to food ingredients and the potential risks that may be commonly associated with those ingredients. ConAgra Foods rates the potential risk of each supplier based on the type of ingredients they supply and the food safety programs the supplier uses to manage their business. This approach to food safety management enables us to focus on areas most important to food safety.



A Team Effort

We recognize that ending child hunger will take unprecedented collaboration and focus. And, while we can't do it alone, we are doing our part to raise awareness and deliver solutions for this national crisis. The ConAgra Foods Foundation has carefully orchestrated an internal strategy that harnesses strengths across the organization to align behind this issue. Paired with our strategic national partnerships with Feeding America and Share Our Strength, we feel that we are well positioned to help lead the way in the fight against child hunger. Learn more by visiting www.conagrafoodsfoundation.org.

Our Giving ConAgra Foods Foundation

We know the power of food and the difference it can make in a child's life, especially at key developmental moments.¹ Our *Nourish Today, Flourish Tomorrow*[®] platform reflects our belief that children should have access to food and knowledge about food and nutrition that will enable them to succeed in school and life.

Access to Food

According to the U.S. Department of Agriculture, an estimated 16.7 million children—almost one in four—live in households that are food insecure, meaning they don't have access to enough food to live active, healthy lives. Children don't need to be starving or homeless to be malnourished or struggling with hunger. Many children are simply missing a meal or not eating on a regular basis. It's an issue that is virtually invisible in the United States, but one that actually exists in neighborhoods across the country. The ConAgra Foods Foundation is committed to raising awareness of child hunger in America and aggressively pursuing sustainable solutions to end it.

Access to Facts about Food

It takes more than food to fight hunger. It's also about helping families and children in need to learn about food choices and preparation, as well as teaching them how to go to the store and get the most value for their dollar. Eating healthy and teaching people about food and nutrition is a key pillar of First Lady Michelle Obama's *Let's Move!* initiative. While primarily dedicated to fighting obesity, the *Let's Move!* program also aims to improve access to healthy, affordable foods, recognizing that lack of access to proper nutrition is one reason why many children are not eating recommended levels of fruits, vegetables and whole grains. *Let's Move!* connects access to food with access to nutrition information as a solution for a healthier generation...nourish to flourish.



¹Child Food Insecurity: The Economic Impact on our Nation, John Cook, PhD, May 2008.



Our Giving ConAgra Foods Foundation

Continued

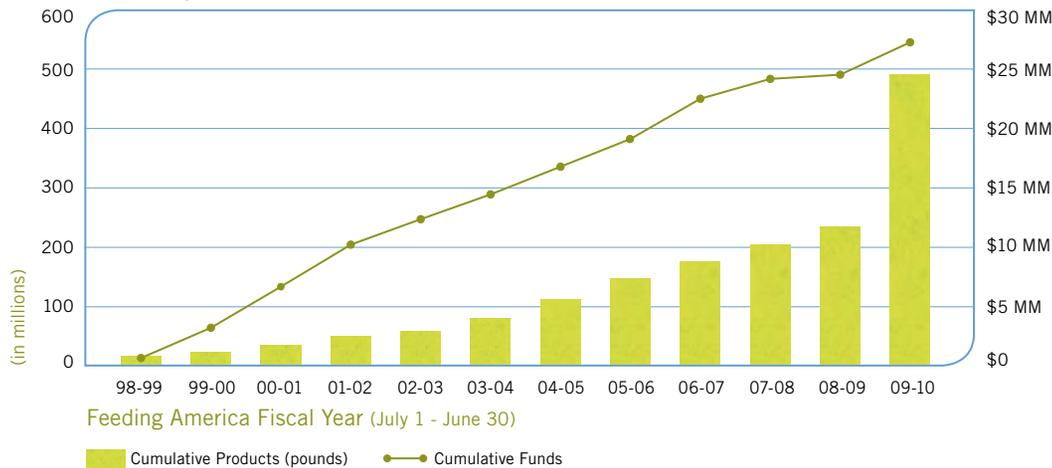
Strategic Giving for Impact

Since 1993, ConAgra Foods and its brands have contributed nearly \$35 million dollars and more than 250 million pounds of food to support Feeding America programs, representing the largest corporate initiative dedicated to child hunger among Feeding America donors. In September 2009, the ConAgra Foods Foundation announced a five-year, \$10 million commitment and became Feeding America's Leadership Partner in the Fight to End Child Hunger. Our contribution will help Feeding America meet the needs of the nearly 14 million children who benefit from its services at food banks and agencies nationwide. Building on a history of investing in new, innovative practices, our grant funds solutions that are designed to address gaps in knowledge, capacity and services:

- **Knowledge** Fund Feeding America's child hunger research to better understand [state-by-state child hunger statistics](#) so that we can target sustainable solutions.
- **Capacity** Establish the ConAgra Foods Child Hunger Corps, a group of dedicated individuals modeled after AmeriCorps, that works in communities and identifies solutions to create child hunger programs nationwide.
- **Services** Fund the Hunger-Free Summer initiative to feed children who do not have access to free and reduced-cost school meals when they are not in school. During the school year, more than 19 million children have access to free or reduced-cost lunch, but during the summer, only 2.2 million access federally funded summer feeding programs.

These are the latest in a series of first-to-fund, in-kind and cash contributions by ConAgra Foods, from Kids Café after-school programs to vehicle grants and technology.

In-Kind and Cash Contributions



CHILD HUNGER ENDS HERE™

Child Hunger Ends Here

Fiscal year 2010 marked the first time ConAgra Foods leveraged our consumer brands—and the consumers who love them—to raise awareness in the community to take action against childhood hunger. With the help of Peter Pan®, Marie Callender's®, Orville Redenbacher's®, Banquet®, Manwich®, Chef Boyardee® and Healthy Choice®, we developed the three-month "Child Hunger Ends Here" cause marketing campaign, which provided for one meal to be donated to Feeding America every time someone purchased one of the participating brands, up to a total contribution equal to \$350,000. In a community call-to-action, Emmy Award-winning actress Dana Delany illustrated how individuals could host neighborhood rallies with help from ConAgra Foods, raising funds for Feeding America.

To date, the campaign has involved nearly 70,000 people and raised enough money to provide 2.7 million meals for kids in need across the country.



Our Giving

ConAgra Foods Foundation

Continued

Operation Frontline, Portland, Ore.



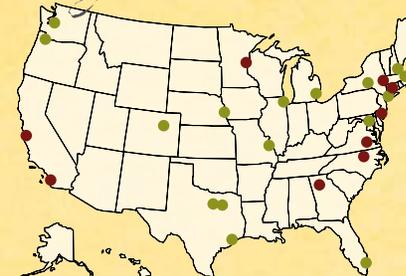
Share Our Strength: Operation Frontline®

Families at risk of hunger often have to make tough financial choices between basic living needs. Faced with such hard decisions, parents often struggle to put nutritious meals on the table for their families. To strategically address this concern, ConAgra Foods Foundation became the national sponsor of Share Our Strength's Operation Frontline in 2008. Operation Frontline is a groundbreaking program that connects families with food by teaching them how to prepare healthy, tasty meals on a limited budget. The program offers signature cooking-based nutrition education led by professional chefs and nutritionists as well as community outreach events to empower participants with the skills to feed their families nutritiously—meal after meal.

Since 2008, the ConAgra Foods Foundation has invested \$3 million dollars in Operation Frontline's expanded reach and improved infrastructure, which has enabled Operation Frontline to nearly double its capacity, adding nine new site partners and serving approximately 50,000 children and parents. Operation Frontline now has 25 program partners in 19 states and the District of Columbia teaching families how to cook healthy, tasty meals on a budget. With a graduation rate of 85 percent, program participants are mastering lifelong skills through hands-on training in food budgeting, food safety and the development of good nutrition habits. In Year Two, specifically:

- 8,128 participants graduated from 850 Operation Frontline courses, representing a 95 percent and 96 percent increase, respectively, since the inception of the ConAgra Foods Foundation's national sponsorship.
- 71 percent of adult graduates reported improvement in food budgeting practices, including planning meals ahead of time, shopping with a list and not running out of food, an increase from 66 percent in Year One.
- 87 percent of adult graduates reported improvement in cooking, eating or food safety practices including using the Nutrition Facts Panel, washing hands and preparing meals at home.
- 74 percent of adults and teen participants reported increased fruit or vegetable consumption.

Operation Frontline Program Partners

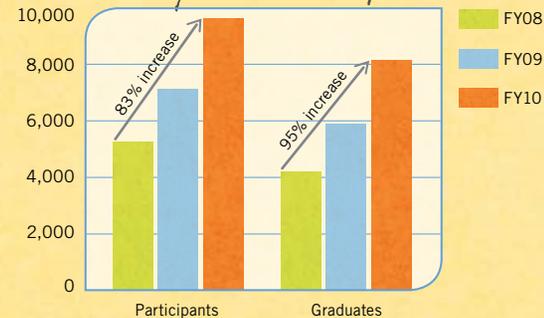


● Locations made possible by the support from the ConAgra Foods Foundation.



Operation Frontline, Hudson Valley, New York

Operation Frontline Participants and Graduates



As the ConAgra Foods Foundation moves into its third year of partnership with Share Our Strength, its aspiration is to reach as many low-income families as possible through its work with Operation Frontline and continue making a significant impact on how families cook, shop and eat.

Our Giving ConAgra Foods Foundation

Continued

Grant Programs Enable Progress

We know we don't have all the answers to combat child hunger and enhance nutrition education among at-risk populations, which is why we have several grant programs to enable other passionate organizations with innovative programs. In January 2010, we announced the inaugural ConAgra Foods Foundation Community Impact Grants program, targeted at communities where ConAgra Foods has a presence and at states where more than 20 percent of children are at risk of hunger.

In July 2010, 10 organizations received nearly half a million dollars to implement community-based solutions that support children's access to high-impact programs and services. These grants deepen the Foundation's commitment at the local level and support a range of programs from outreach efforts to enroll families in the Federal Supplemental Nutrition Assistance Program (SNAP) and targeted nutrition education for child care providers to an inter-generational summer feeding initiative and the expansion of weekly fresh food markets at public schools.

This program complements two other ConAgra Foods Foundation grant programs: Dollars for Doers and the Nourish Our Community Awards. Our employees' generosity through volunteering helps significantly, in a very direct and personal way, to enhance the quality of life where we live and work. The Dollars for Doers program recognizes this commitment and passion by making a financial contribution to the non-profit organizations they support. Similarly, our Nourish Our Community Awards provide employees the opportunity to nominate local charities that make a significant impact in the communities where they live and work.

Fiscal Year	Total Contributions	Total Cash Contributions, Foundation and Corporate	Total Amount of Matching Grants	Total Amount of In-kind Donations	Number of Grants Made to Local Charities*
2010	\$27,917,416	\$8,107,688	\$107,724	\$19,702,003	165
2009	\$26,539,039	\$5,615,732	\$90,255	\$20,833,052	119
2008	\$27,238,452	\$8,059,872	\$75,779	\$19,102,801	148

*Excludes matching gift contributions

Operation Frontline

Hunger-Free Summer
(musician, Katharine McPhee)



"The leadership of the ConAgra Foods Foundation in the fight against domestic child hunger is exceptional and impactful. Thanks to organizations like theirs, nearly one in five children in this country are served by Feeding America (nearly 14 million children)."

Vicki Escarra, president and CEO of Feeding America



Shine the Light on Hunger:
A local fundraising effort to combat hunger.



Shine the Light on Hunger:
A local fundraising effort to combat hunger.



*good
for the planet*

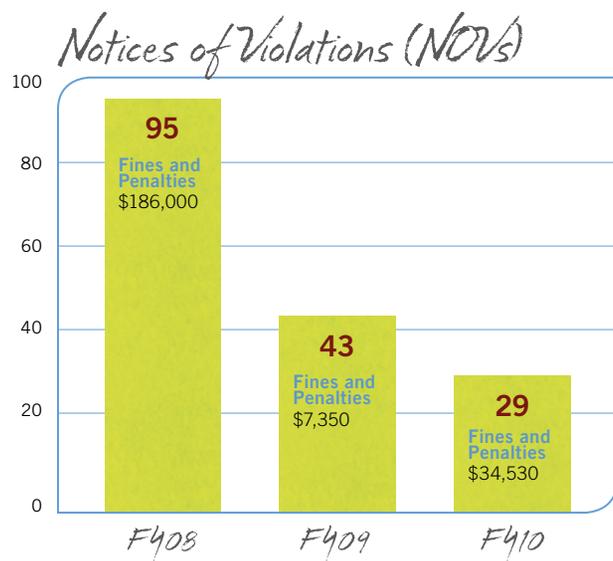
33 OUR POLICIES

35 OUR GOALS

Our Policies

Environmental Management

We monitor our environmental performance through an integrated environmental management system overseen by a centralized Environment, Health & Safety department and executed by local plant management.



Every three years, we conduct an internal assessment of all our manufacturing facilities to verify compliance with environmental laws and company policies. When issues arise, our team of environmental directors works closely with the affected facility to educate and develop effective action plans and track findings to resolution. In fiscal years 2009 and 2010, ConAgra Foods completed environmental assessments in 18 and 47 facilities, respectively, and 35 assessments are planned for fiscal year 2011.

We understand the role our employees play in the success of our environmental policies and mission. We developed our “Key Concepts of the Environment” program in fiscal year 2008 and have spent the past two years implementing it in all of our Consumer Foods facilities. Designed to enhance manufacturing facilities’ management team knowledge of environmental regulations, the program has helped us instill a greater sense of leadership accountability for environmental performance. Our employees are encouraged to share best practices and lessons learned among facilities, creating an open dialogue to continuously raise awareness.

Environment, Occupational Health and Safety Philosophy Statement

In 2009, ConAgra Foods’ CEO Gary Rodkin signed our [Environment, Occupational Health and Safety Philosophy statement](#), which outlines our global policy regarding environmental compliance and safety performance. We are committed to publicly reporting on these objectives through our Corporate Responsibility Report and internally audit these objectives at all of our manufacturing facilities as part of our environmental management system.

Environmental Compliance

Since fiscal year 2008, we have reduced our Notices of Violation (NOVs) by 70 percent, from 95 NOVs in fiscal year 2008 to 29 in fiscal year 2010. We believe this improvement is a testament to the successful implementation of our environmental management system, which is based on leading indicators of environmental performance. We take any environmental compliance violation very seriously, conducting a root cause analysis to identify any gaps in our management programs and holding management accountable for taking corrective actions.





Our Policies

Sustainable Development

ConAgra Foods is dedicated to making the food people love and doing so in an environmentally responsible way. Through collaboration and innovation, our commitment to protecting the environment is deeply rooted in our company values. We recognize that sustainability is intricately linked to the company's long-term success and that our overall performance is measured not only by financial metrics, but also by our impact on the environment. This year, we have taken our commitment to a new level by developing five goals that provide focus and direction to our sustainability strategy.

5



Reasons to feel good about the FOOD YOU LOVE

We're committed to achieving these goals by the end of calendar year 2015.



1 Reduce greenhouse gas emissions.

Reduce greenhouse gas emissions by 20 percent per pound of product produced.



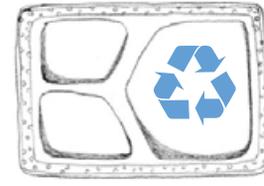
2 Make every drop count.

Reduce water use by 15 percent per pound of product produced.



3 Reduce our waste.

Divert at least 75 percent—or 10 percent above the base line, if greater—of all solid waste from landfills.



4 Package Smarter.

Reduce packaging by 10 percent per pound of product produced.

Increase the amount of packaging made of renewable resources from 45 percent to more than 50 percent.

Increase the use of recycled content in our packaging by 25 percent.



5 Make the most of our natural resources.

Actively work with our supply chain to encourage continuous improvement in the areas of energy, water, materials and waste.

Collaborate with growers of key specialty crops to implement sustainable farming practices that optimize yield while improving land stewardship.



How Sweet It Is: Lamb Weston Sweet Potato Facility LEEDs the Way

In August 2009, ConAgra Foods Lamb Weston announced construction of the first large-scale processing facility in the world dedicated to high-quality, frozen sweet potato products. From the ground up, the facility will incorporate the most current environmentally friendly processing and packaging technologies specific to sweet potatoes. It follows Leadership in Energy and Environmental Design (LEED) Gold standards for environmentally sustainable construction, which include both the use of recycled building materials and recyclable, disposable construction materials. The plant is registered with the United States Green Building Council and will provide multiple environmental, economic, health and community benefits, including water conservation and a substantial reduction in energy usage. The plant opened in September 2010 and is expected to create several hundred jobs in the area over the next five years.



Our Goals

Reduce Greenhouse Gas Emissions

ConAgra Foods believes that climate change is one of the most significant environmental challenges facing this generation.

Though much uncertainty exists regarding the timing and magnitude of potential physical and regulatory impacts associated with climate change, it is important to mitigate these risks by reducing greenhouse gas emissions and other air pollutants through improved energy efficiency. For this reason, we are committed to reducing our greenhouse gas emissions by 20 percent per pound of product produced by 2015.

We also believe that sustainable process and product innovation plays an important part in decreasing the greenhouse gas intensity of our products and value chain. And, to further improve our climate resiliency, we must also consider leading indicators of climate change—such as potential impacts to water resources—and integrate these into our overall sustainability strategy.

Greenhouse Gas Management Program

Over the past three years, we have developed a robust greenhouse gas management program centered on tracking facility-specific emissions to enable strategic decisions regarding reduction strategies. To provide a greater level of transparency and leverage recognized programs for measuring and communicating our progress, we participate in a variety of national programs, including the Carbon Disclosure Project, U.S. Environmental Protection Agency's ENERGY STAR program and U.S. Climate Partnership Association.

ConAgra Foods earned 73 of 100 disclosure score points and a "B" performance rating on the 2010 Carbon Disclosure Project investor questionnaire.

Greenhouse Gas Reduction Strategy





ConAgra Mills Reduces Greenhouse Gas Emissions Through Integrated Pest Management

ConAgra Mills initiated an industry-leading program to eliminate the use of methyl bromide—a potent greenhouse gas and ozone-depleting substance—commonly used in the milling industry as a broad spectrum gas fumigant.

Over a two-year period, ConAgra Mills eliminated the use of methyl bromide by implementing a comprehensive Integrated Pest Management (IPM) program.

IPM programs use a series of pest management evaluations, decisions and controls to systematically reduce the need for pesticides. ConAgra Mills operations and food safety teams worked closely with pest-management vendors to ensure success of the IPM program, without compromising the ability to deliver safe, ready-to-use products to customers.

Our Goals

Reduce Greenhouse Gas Emissions

Scope 1 and 2 Emissions

In fiscal year 2010, our Scope 1 and 2 greenhouse gas emissions were just under 2 million metric tonnes, with over 95 percent resulting from natural gas and electricity use. Our carbon intensity—or metric tonnes of carbon per ton of finished product produced—fell by approximately two percent since fiscal year 2008. We produce about 4.6 tons of finished goods for every metric tonne of greenhouse gases emitted.

With a diverse portfolio of products—ranging from popcorn to frozen potatoes to flour—we've learned that each type of product requires different energy inputs and therefore has varying carbon intensities. We're leveraging this knowledge to further refine our greenhouse gas emissions reduction strategy, targeting those products and processes that are most energy intensive.

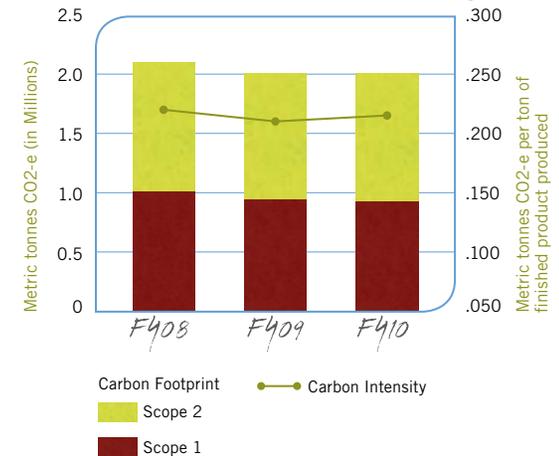
The purchase of carbon credits and offsets is not currently a core component of our greenhouse gas reduction strategy. Therefore, we did not purchase carbon credits or offsets in fiscal years 2009 or 2010. We will, however, continue to invest capital to improve energy efficiency in our own manufacturing facilities.

Scope 3 Emissions

In our last report, we acknowledged that Scope 3 emissions associated with our supply chain, product retail distribution and consumer use represent a significant portion of our overall carbon footprint. We've since begun tracking greenhouse gas emissions associated with business travel and product transport have also requested that our largest suppliers disclose their greenhouse gas inventory and emissions reduction strategy to the Carbon Disclosure Project ([for more information, see page 44](#)).

We will continue to take a focused approach to measuring and reporting on Scope 3 emissions where: (1) data is reasonably available; (2) emission factors are accurate and based on sound science; and (3) the value and insight gained from information are greater than the administrative effort to collect the data.

Carbon Footprint and Intensity





ConAgra Foods Sustainable Development Awards Program

In the early 1990s, ConAgra Foods launched its Sustainable Development Awards program—an annual employee engagement initiative designed to recognize the most outstanding sustainability innovations and share best practices across the organization. Each year, we recognize achievements in five categories:

- 1 climate change and energy efficiency
- 2 water resources: conservation and wastewater management
- 3 solid waste reduction and recycling
- 4 sustainable packaging, process and product innovation
- 5 sustainability in marketing and communications

Winners are awarded a \$5,000 grant to contribute to a service project of their choice. Projects submitted in 2010 reduced carbon emissions by more than 27,000 metric tonnes, eliminated 18,000 tons of landfill waste and 3,400 tons of packaging material, and conserved 128 million gallons of water during fiscal year 2010.

Setting New Standards in Energy Efficiency

ConAgra Foods Lamb Weston worked with the Environmental Protection Agency ENERGY STAR program to help develop an Energy Performance Indicator tool specific to the tool used in the frozen prepared potato processing industry. The tool can be used to identify factors that affect energy use in the manufacturing process and benchmark energy performance against similar facilities. Lamb Weston's facility in Quincy, Wash., was among the first in the industry to earn an ENERGY STAR award for ranking in the top quartile for energy performance.

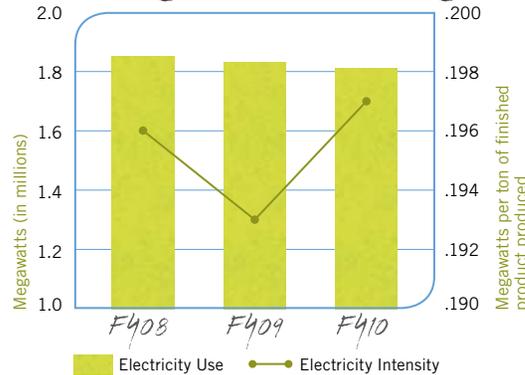


Our Goals Reduce Greenhouse Gas Emissions

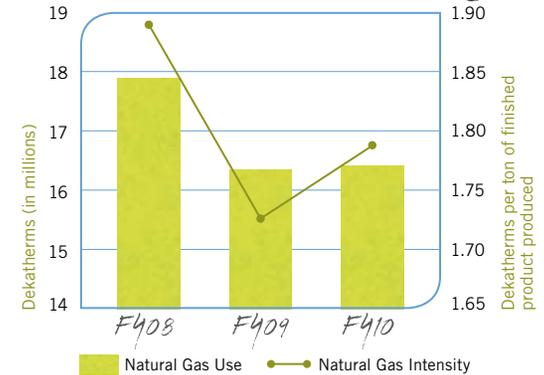
Energy Use

Energy use—specifically natural gas and electricity use—are leading indicators of ConAgra Foods' carbon footprint. Therefore, we track these metrics at the facility level on a monthly basis to monitor progress toward our greenhouse gas reduction goal. Between fiscal years 2008 and 2010, we reduced our absolute electricity and natural gas use by 2.6 and 8.4 percent, respectively. Our energy intensity—or energy use per ton of finished product produced—decreased for natural gas (5.2 percent) and increased slightly for electricity (0.8 percent). Our teams will continue to look to implement a variety of capital and behavior-based energy efficiency projects toward achieving our goal of reducing energy use.

Electricity Use and Intensity



Natural Gas Use and Intensity



A Hot Idea: Marie Callender's Cold Blend Mashed Potatoes

Our Marie Callender mashed potatoes have historically been made at 145°F and deposited on frozen food trays next to items that are already frozen. In fiscal year 2010, we optimized the ingredients in the mashed potatoes, allowing them to be blended at less than 80°F. This decreased the energy intensity of the meals by reducing natural gas usage by nearly 2,000 dekatherms and electricity usage by 225,000 kWh each year, equal to about 300 metric tonnes of greenhouse gas emissions. As an added benefit, due to the reduced heat required to process the cold blend mashed potatoes, the surface temperature of the kettles and dispensers was significantly reduced, minimizing burn risk and improving employee safety.



Perfect Pallet Update: Popcorn

Continuing packaging redesign efforts for Orville Redenbacher's and Act II branded popcorn, we completed the second and final phase of a two-and-a-half year project in fiscal year 2010. By further reducing the carton depth by one-fourth of an inch, we were able to place an additional layer of product on each pallet and increase the amount of popcorn per truckload by 10 to 15 percent.

This seemingly small change added up to big results: packaging and transportation efficiency reduced Scope 3 greenhouse gas emissions by about 3,600 metric tonnes.

Lighter Equipment, More Food on Board

In fiscal year 2010, ConAgra Foods' Supply Chain Center set out to move the most products within the Department of Transportation (DOT) 80,000 pound weight limit. By partnering with transportation carriers to utilize lightweight equipment, we enabled more products to be loaded onto each truck.

This collaborative program eliminated more than 283 inter-company truckloads, reduced diesel fuel use by nearly 11,000 gallons and cut Scope 3 greenhouse gas emissions by about 122 metric tonnes.

Our Goals

Reduce Greenhouse Gas Emissions

Farm-to-fork transportation of raw materials, ingredients and finished products contributes to the total carbon footprint of our products.

Transportation and Logistics

Although less than 3 percent of our transportation fleet is owned by ConAgra Foods and is therefore outside the operational boundary of our corporate greenhouse gas reduction target¹, we are working aggressively with our transportation business partners, distributors and customers to improve transportation efficiency and reduce greenhouse gas emissions.

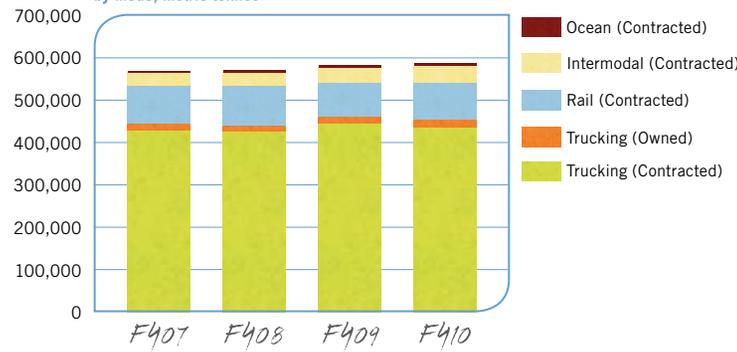
We rely on a variety of contracted transportation services to meet the inbound and outbound transportation needs of our products, including rail cars, intermodal, trucks and ocean freights. In addition, ConAgra Foods' distribution company, J.M. Swank, owns and operates a private fleet that services other segments of the food processing industry.

For both contracted and owned fleets, we are focused on improving efficiency in all modes of transportation. ConAgra Foods' "Perfect Pallet" initiative is the cornerstone of our efforts, focused on optimizing pallet efficiency by adjusting product packaging size, shape and orientation. During fiscal years 2009 and 2010, we completed over 15 perfect pallet projects, each of which has reduced our use of pallets and stretch wrap, decreased the use of forklifts during staging and loading, and improved overall loading and transportation efficiency.



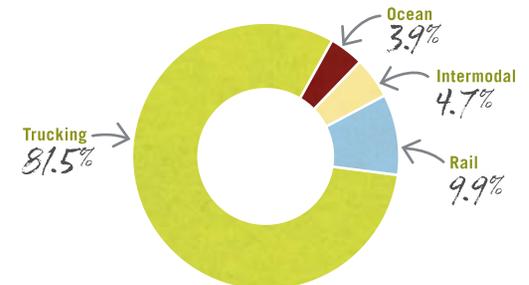
Transportation CO2(e)

by mode, metric tonnes

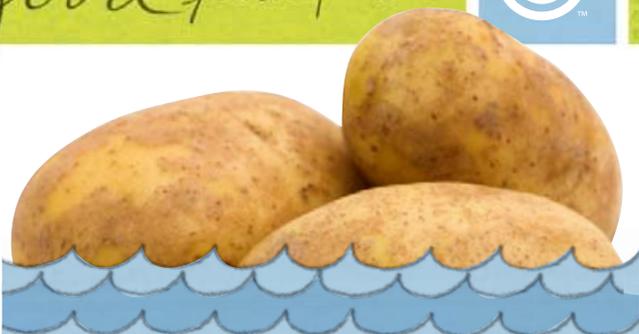


FY10 Transportation Footprint

as a percent of volume moved



¹ConAgra Foods greenhouse gas reduction goal targets Scope 1 and 2 emissions; emissions resulting from contracted transportation are categorized as Scope 3.



Twister® Fries Water Conservation

In most cases, water is used to float raw potatoes through the initial stages of the French fry making process, including cleaning and cutting. ConAgra Foods' Lamb Weston plant in Boardman, Ore., made simple modifications to its water tanks and piping to improve the water efficiency of its Twister® fry production.

By adjusting tank overflows and product transfer loops, integrating overflow pipelines and installing tank dividers to balance water levels between tanks, Lamb Weston conserved 212,000 gallons per day—totaling 25 million gallons annually.

The enhanced process reduced water spills, while improving sanitation and overall plant safety.

Our Goals Water Resources

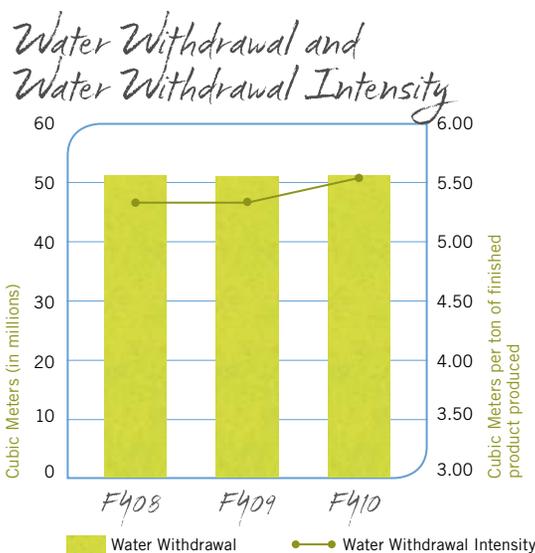
Water is a critical resource required for all steps of food processing. As soon as seeds are planted, our suppliers and contracted growers depend on the availability of clean water to grow crops and produce raw ingredients for our products.

Make Every Drop Count

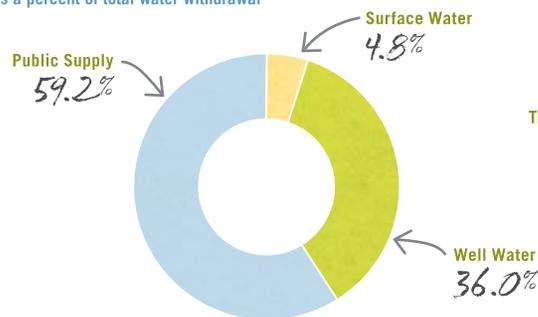
ConAgra Foods needs water for its facilities to produce safe, quality food, and to use in cooking, sanitation and other infrastructure systems. It's a resource that allows us to operate our facilities and ensure our equipment gets cleaned thoroughly each day to meet food safety standards. In April 2010, we announced a goal to reduce water use by 15 percent per pound of product produced by 2015. We track water use for all of our facilities—both total amount used and water use per pound of finished product produced—and use this information to help prioritize water efficiency projects.

We believe the quality of the water we discharge is just as important as the amount of water we use. We have placed significant focus on improving wastewater pretreatment—including more than \$30 million in recent infrastructure improvements—to drastically improve discharge water quality. We discharge wastewater to publicly owned treatment facilities for land application or irrigation or, in a few instances, we directly discharge wastewater into surface water bodies. With 37 percent of our wastewater used for irrigation or soil amendment at neighboring farms, we're returning, through beneficial reuse, a significant amount of the water we've extracted.

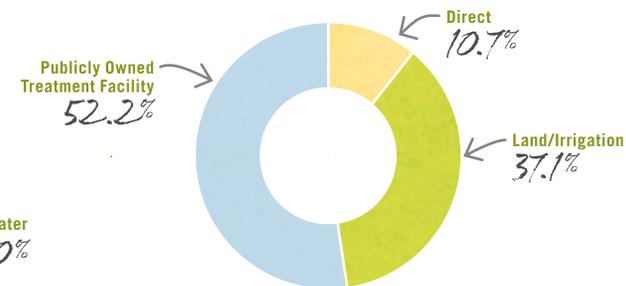
In fiscal year 2010, ConAgra Foods used 0.74 gallons of water for every pound of finished product produced.



Water Withdrawal Source
as a percent of total water withdrawal



Wastewater Discharge
as a percent of total water withdrawal





Our Goals

Water Resources

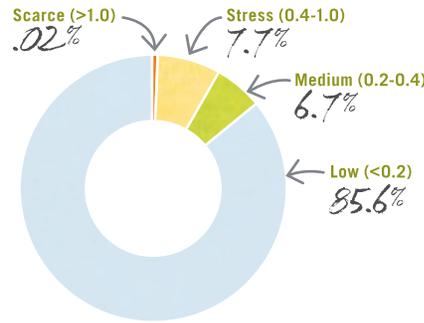
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Understanding our Water Risk

We have recently begun assessing business risk associated with the availability of clean water. As a first step, we have mapped our manufacturing operations using the World Business Counsel for Sustainable Development (WBCSD) Water Tool to identify facilities located in water-stressed regions. Based on 2025 projections, most of our plants (88 percent) are located in areas with adequate water supply, including 77 percent that are located in areas of abundant water. Furthermore, when considering our manufacturing footprint in terms of water withdrawal, 86 percent of our total water use is coming from areas of low water stress based on the WBCSD's Mean Annual Relative Water Stress Index. Just two sites representing less than one percent of our total water withdrawal are located in water-scarce areas.

It is clear from our initial analysis that water risk is specific to individual locations, based on the supply and quality of local watersheds. Furthermore, water risk is not limited to our own facilities as most of our products' water footprint is embedded in our supply chain. The World Resources Institute estimates that agriculture accounts for more than 70 percent of global water withdrawals. Therefore, water risk for our agricultural suppliers has the potential to increase our cost of ingredients and is one driver for our sustainable agriculture initiatives. Wastewater standards may also become increasingly stringent, requiring more pretreatment at both our own and suppliers' facilities. Like any business, we are exposed to water-related physical risk—such as droughts and floods—that are unpredictable and vary in severity season-to-season and region-to-region. We will continue to assess water-related risk and implement mitigation and adaptive strategies.

Mean Annual Relative Water Stress Index



Indicator based on the ratio of human water use (sum of domestic, industrial and agricultural, in km³ per year) to renewable water resources for 1995 (in km³ per year) at 30 minute (latitude by longitude) resolution. A ratio of 0.4 or greater indicates conditions of water stress.



The Juicy Truth: Tomato Water Reclamation

Our tomato fresh-pack facility in Helm, Calif., processes between 4,000 tons and 5,000 tons of raw tomatoes each day in the summer during tomato season. Located in one of the largest agricultural counties in California, where water is becoming increasingly scarce, the site is provided with a limited supply of water from the local irrigation district. To address this challenge, the facility has revamped the tomato-paste making process to use water removed from tomatoes to supply boilers, cooling towers and tanks, drastically reducing the need for fresh water for processing. Water is re-circulated up to three times before it is discharged and used as agricultural irrigation.

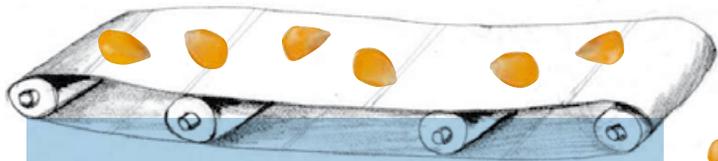
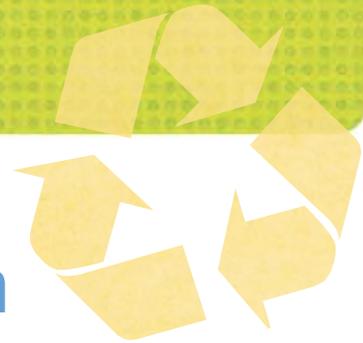
Each day during fresh-pack season, 4,000 to 5,000 tons of raw tomatoes yield approximately 39,000 gallons of usable water an hour, conserving nearly 56 million gallons of fresh water annually.

Engaging Employees to Improve Wastewater Quality

Driven largely by employee engagement, ConAgra Foods' frozen meals facility in Russellville, Ark., has continued to achieve year-on-year reductions in pre-treatment influent, reducing wastewater treatment chemical use, and thereby improving wastewater discharge quality. The Russellville Sanitation team has raised employee awareness by posting information on the facility's environmental board and communicating progress during daily huddles. Additionally, the facility has improved engineering controls by installing a

concentration collection system to reduce the flow of solids and semi-solids to the onsite wastewater treatment facility.

As a result, our Russellville facility has reduced Total Suspended Solids influent by 67 percent and Biological Oxygen Demand by 33 percent between 2006 and 2009.



New ideas in waste reduction popping up everywhere

Our bulk popcorn processing facilities use technology to separate kernels based on color, and discard kernels that are too light or too dark. Previously our process would discard both the discolored kernel and adjacent two good kernels (2:1 ratio) in its “safety zone,” making sure rejected kernels were removed from our products. This process ensured high product quality, but also wasted good kernels. An additional step was added to sort the rejected kernels and to return the good kernels back to the manufacturing process.

Combined, our three bulk popcorn facilities reduced their waste popcorn by more than 1,600 tons annually.



Our Goals Solid Waste Reduction and Recycling

Inevitably, the process of transforming raw ingredients into safe, high-quality consumer and commercial foods generates some amount of solid waste. Our third sustainability goal centers around extending the useful life of materials we use, with a goal of diverting at least 75 percent—or 10 percent above baseline, if greater—of all solid waste from landfills by the end of calendar year 2015.

Reduce Our Waste

Food waste—resulting from cuts and trimming, excess ingredients or quality rejects—is a large part of ConAgra Foods’ waste stream. At many of our locations, we divert food waste from the landfill as a valuable, nutritious byproduct that is used in animal feed by ranchers and livestock farmers. Other components of our waste stream include packaging waste, such as corrugated board and a variety of plastics.

Since our last report, we’ve made significant progress in establishing processes to get accurate information from our solid waste and recycling vendors. About 75 percent of our facilities are now tracking this information monthly. As we engaged our employees in solid waste reduction and recycling efforts, it quickly became apparent that making progress toward our waste diversion goal would be possible because of the passion and enthusiasm of local green teams at our manufacturing facilities. We’re proud that many of our largest facilities, including nearly all of our Lamb Weston specialty potato sites and many of our frozen foods and snack foods facilities, have achieved waste diversion rates from 80 to more than 95 percent.

However, about 25 percent of our facilities still have not been able to obtain reliable data regarding solid waste disposal and recycling. Over the next year, we will work with these sites to obtain accurate solid waste information, enabling us to report complete solid waste metrics for fiscal year 2011.



Peter Pan® goes nuts about waste reduction

Over the past two years, our Peter Pan facility in Sylvester, Ga., has implemented focused improvement projects to prevent peanut loss. In 2008, the facility completed a high-value source reduction project. By installing neoprene belts beneath the peanut roaster, team members eliminated 88,000 pounds of peanut spillage, keeping those peanuts in the product stream. The facility implemented another waste reduction project in 2010, installing aspirators that separate the peanut hearts from the skins.

Prior to one project, 450,000 pounds of peanut pieces mixed with skins were being discarded. After the project, 360,000 pounds of peanuts were reclaimed—reducing waste by 80 percent.



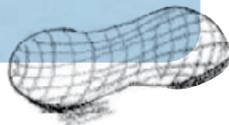


Reduce: Peter Pan Jar Redesign

ConAgra Foods' much beloved Peter Pan peanut butter underwent a jar redesign that significantly reduced the environmental impacts associated with the product's packaging. In 2009, we reduced the weight of the jars and reduced the complexity of the packaging by decreasing the number of caps used from twelve to four.

Overall, this project reduced packaging material use by more than 700,000 pounds while also converting an additional 190,000 pounds of non-recyclable PVC to recyclable PET.

These benefits were communicated to consumers on-package, marking the first time ConAgra Foods had shared sustainable packaging improvements with consumers in this manner.



Our Goals Sustainable Packaging

Package Smarter

Packaging provides a visible identity for our products and serves as one of the most important communication mechanisms with our consumers. With products in 97 percent of American households, there's a good chance that our consumers are literally holding our products in their hands every day. Packaging is critical to delivering safe, quality food and enables us to communicate key nutrition information and cooking instructions to consumers.

Because of our diverse portfolio of products, our packaging is composed of a variety of materials, from corrugated and paper-based cartons to plastic resins and metal cans. These materials must first meet food safety and user performance requirements. However, we're also committed to minimizing the environmental impacts of our packaging. Our 2015 packaging goals illustrate this:

- Reduce packaging by 10 percent per pound of product produced
- Increase the amount of packaging made of renewable resources from 45 percent to more than 50 percent
- Increase the use of recycled content in our packaging by 25 percent

Our Research, Quality & Innovation (RQI) team is responsible for delivering these results while ensuring that our product packaging exceeds the needs and expectations of our customers and consumers. Guided by sustainable packaging principles established in 2008, RQI uses life cycle thinking to consider the impacts of packaging materials, including sourcing, manufacturing, delivery and end of life.

We work with a number of external organizations, including the Sustainable Packaging Coalition, a multi-sponsor working group called Future for Sustainable Packaging, the Association of Post-Consumer Recycled Plastics and the Packaging Association of Canada, to ensure that the company is contributing to leading-edge sustainable packaging programs for our industry. Finally, we are a founding member of the new Center for Packaging Innovation and Sustainability at Michigan State University, a center created to further research and outreach in this area.

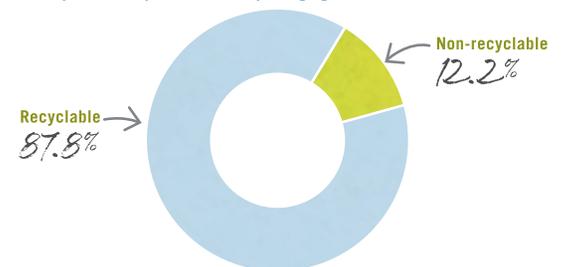
Renewable Packaging Material

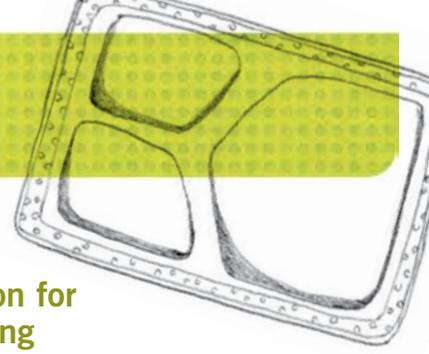
fiscal year 2010, percent of total packaging volume



Recyclable Packaging Material

fiscal year 2010, percent of total packaging volume





Our Goals

Sustainable Packaging

Continued

Renew: Recycled Poly-lactic Acid (PLA) Shrink Film

ConAgra Foods was the first company in North America to incorporate post-industrial recycled Poly-lactic Acid into shrink film packaging materials. By collaborating with our suppliers, we converted 260,000 pounds of resin from non-renewable resources (PVC and PETg) to PLA, which is derived from corn. As an added benefit, our PLA shrink film contains more than 50 percent post-industrial recycled material.

We use this material for tamper-evident seals on ConAgra Foods' table spreads—Fleischmann's, Blue Bonnet and Parkay—and for multi-packs of Reddi-Wip and PAM cooking spray. Switching materials not only reduced our Scope 3 greenhouse gas emissions by more than 250 metric tonnes, but also enabled less energy use at our facilities because the temperature needed to shrink the material is 20 percent lower than before. In 2010, ConAgra Foods earned an AmeriStar Award from the Institute of Packaging Professionals for implementation of this sustainable packaging innovation.



Listening to Our Consumers Regarding Bisphenol A

ConAgra Foods remains confident in the safety of all of its products, including canned items that utilize liners made with Bisphenol A (BPA). We will continue to closely monitor any emerging regulations, as well as consumer expectations, regarding BPA's use in food contact applications. Our ongoing commitment to food safety, quality, the environment and consumers means that we constantly work to improve the packaging of our products. In regard to alternatives to BPA coatings, we have begun packaging some products, specifically tomatoes, in non-BPA lined cans, and we will continue to evaluate non-BPA liners for the remainder of our canned-product portfolio.

Awards & Recognition for Sustainable Packaging

ConAgra Foods has earned international recognition for its sustainable packaging efforts, including:

Post-consumer recycled PET in our CPET frozen food trays

- 2009 IoPP AmeriStar Award
- 2009 DuPont Packaging Innovation Awards
- 2009 Greener Package Award

Post-industrial recycled PLA for tamper bands and shrink sleeves

- 2009 IoPP AmeriStar Award



ConAgra Foods' Principles of Sustainable Packaging

Protect the product and deliver it safely to our customers and consumers by:

- Incorporating features that meet or exceed their needs
- Using the most economical means possible
- Integrating responsible sourcing of raw materials and renewable energy whenever possible
- Considering end of life
- Striving to minimize the life cycle impacts of our packaging



Urging Greenhouse Gas Transparency in our Supply Chain

To better understand the carbon intensity of our supply chain and to encourage greater awareness and transparency related to climate change issues, ConAgra Foods joined the Carbon Disclosure Project's Supply Chain Leadership Council in 2009. The Leadership Council encourages greenhouse gas emissions accounting and disclosure practices, emissions reduction targets and the formulation of a climate change strategy across its members' multinational supply chain networks.

In 2009 and 2010, we requested more than 70 of our top suppliers and contract manufacturers disclose information related to their own greenhouse gas management programs to the Carbon Disclosure Project. Approximately half of these suppliers voluntarily participated. We plan to encourage more to do so in subsequent years.

The information received through this program helps us identify carbon-intensive sectors and sends a clear message that climate change is a high priority for our supply chain and company.

The Green Screen

ConAgra Foods' Enterprise Procurement organization has included a section related to sustainability in our standard Request for Proposals template. These questions enable us to compare the fundamental sustainability performance of potential suppliers and integrate this into a balanced scorecard that serves as the basis for vendor selection.

Our Goals Supply Chain Engagement

Large organizations are expected to not only improve the sustainability of their own operations, but also to leverage their scale and buying power to improve sustainability in their supply chain.

Make the Most of Our Natural Resources

Our fifth corporate sustainability goal focuses on this very issue, with objectives to engage our suppliers and growers in our sustainability journey. We rely on a vast network of suppliers to grow ingredients, provide packaging and deliver technologies and professional services so their environmental footprint is embedded in our products. We believe that creating an open dialogue with our supply chain partners about sustainability issues will increase efficiency, spur innovation and creativity and deliver better, more competitive products to our customers.

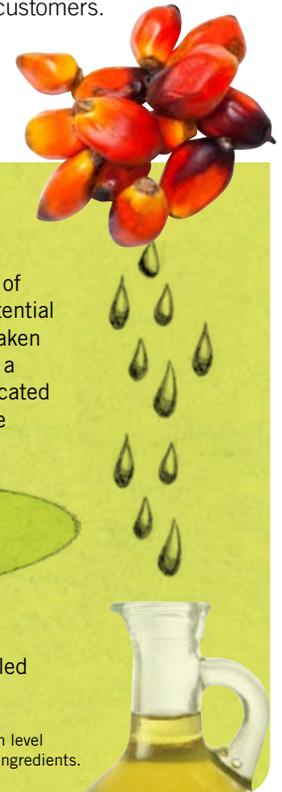
Our Commitment to Sustainable Palm Oil

Palm oil is widely used by the consumer products and food industries in a variety of products. Over the past several years, we've become increasingly aware of the potential environmental and social risks associated with palm oil harvesting, and we have taken steps to improve the sustainability of our palm oil supply chain. ConAgra Foods is a member of the Roundtable on Sustainable Palm Oil (RSPO), an organization dedicated to promoting the growth and use of sustainable oil palm products through credible global standards and the engagement of stakeholders.

As a company, we are committed to the responsible sourcing of this raw material, and we have made a pledge to source 100 percent of our palm oil from RSPO sustainably certified sources by 2015.*

This action will help create a sustainable market for palm oil and prevent the deforestation of lands for purposes of developing new palm plantations. Our detailed annual report of progress can be found at www.rspo.org.

*To deliver this target, ConAgra Foods will be dependent upon widespread take up of certification at plantation level and adoption of certified sustainable palm oil sourcing by the companies that provide our raw materials and ingredients.





Lamb Weston: Cultivating Change for the Better

Our Lamb Weston business, a leading producer of quality frozen potato, vegetable and appetizer products supports sustainable business practices throughout the supply chain. To minimize chemical inputs, Lamb Weston growers go beyond established U.S. Environmental Protection Agency guidelines to safeguard potato and vegetable crops from pests, weeds, mold, diseases and bacteria through Integrated Pest Management (IPM) solutions. Developed in collaboration with land-grant universities, IPM prevents unacceptable levels of pest damage by the most economical means and with the least possible hazard to people, products and the environment.

Lamb Weston growers also tailor crop-protection solutions for each field, treating crop-damaging pests and conditions with the most specific compounds possible and only when warranted. For example, growers can use very specific seed treatment technology in place of in-furrow soil treatments and broad-based aerial crop sprays to significantly reduce the amount of crop-protection chemicals applied per acre.

Sharing knowledge with our growers—and promoting and facilitating dialogue among growers—is an important part of Lamb Weston’s sustainability strategy. Annual grower workshops allow us to learn and benefit from others’ experiences. And our new Grower Information Edge program consolidates critical data to aid real-time decision making and post-season analysis at both the field and regional levels.



Sustainable Agriculture Strategies

- ➔ Integrated pest management
- ➔ Selective application of crop chemicals
- ➔ Softer, lower-risk, targeted chemistry
- ➔ Development of sustainable potato varieties
- ➔ Water and fertilizer efficiency
- ➔ Effective crop rotation
- ➔ Knowledge sharing and dialogue
- ➔ Sustainable agriculture tools and technologies

Our Goals Supply Chain Engagement

As a food company, we have a deep connection to agriculture through the millions of tons of raw ingredients we buy each year.

Sustainable Agriculture

As we face the daunting challenge of feeding a growing global population on less land with fewer inputs, we understand that promoting sustainable agriculture practices in our supply chain will be an integral part of our long-term business success. While individual crops may require somewhat unique sustainable growing strategies, growers of all crops share common objectives of preserving soil fertility, minimizing water use and chemical inputs and promoting land stewardship. Our efforts are currently focused on potatoes and tomatoes, two crops where we have a material influence in the U.S. marketplace through direct relationships with growers.

ConAgra Foods’ Sustainable Agriculture Objectives



Economic

Maintain high yields to help ensure economic prosperity to those growing, harvesting and processing food while keeping food affordable for consumers.



Social

Help ensure social equity for growers while meeting growing global demand for nutritious, affordable and accessible food.



Environment

Encourage growers to adopt farming practices that minimize inputs (water, nutrients and agrochemicals) while preserving soil fertility and avoiding erosion.



Technology

Leveraging technology and optimizing the use of agrochemicals is critical to meeting our economic, environmental and social objectives.

Tomatoes

Our sustainable agriculture practices for tomatoes start with a grower-specific supply plan, where the variety of tomatoes planted each season is based on field productivity and disease history. Last season, our growers planted more than 20 different high-yielding, disease-resistant varieties, with the top 10 varieties constituting 86 percent of what was planted. In fiscal year 2009, our growers’ average yield per acre was notably better than the California average.

Our growers have also made notable strides in improving water management, perhaps the most significant environmental impact associated with

growing tomatoes. To date, approximately 53 percent of fields have converted to drip irrigation, which applies water directly to the root of the tomato plants. This technique enables farmers to apply just the right amount of water at various stages of plant growth while also reducing water loss and nutrient runoff.

As a result, our growers have reduced water use by 17 percent to 29 percent (geographic variance) and fertilizer use by 50 percent.





GRI Content Index

Throughout this report, ConAgra Foods has included key performance indicators identified by the Global Reporting Initiative (GRI) G3 Sustainability Reporting Guidelines and the recently released Food Processing Sector Supplement. We are self-declaring a “B” Application Level for our 2010 Corporate Responsibility Report, and we will continue to evaluate the need for third-party assurance for subsequent reports. A content index showing the specific location of the GRI performance indicators included in this Corporate Responsibility Report, ConAgra Foods’ 2010 Annual Report to Stockholders, the 2010 Proxy Statement and the ConAgra Foods website is provided below.

Report Application Levels

		2002 In Accordance	C	C+	B	B+	A	A+
Optional	Mandatory	Self Declared			✓			
	Third Party Checked			Report Externally Assured		Report Externally Assured		Report Externally Assured
	GRI Checked							

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For questions regarding this report, please contact
Chris Kircher, VP, Corporate Affairs, at 402-240-5392
or via e-mail at chris.kircher1@conagrafoods.com



ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001
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