

Conagra Brands, Inc. (f/k/a ConAgra Foods, Inc.)

EIN: 47-0248710

Date of Action: November 9, 2016

Attachment to Internal Revenue Service Form 8937

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”) and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Distribution (as defined below) on the tax basis of shares of Conagra Brands, Inc., formerly known as ConAgra Foods, Inc. (“ConAgra”) common stock (NYSE: CAG) and the allocation of tax basis between shares of ConAgra common stock and Lamb Weston Holdings, Inc. (“Lamb Weston”) common stock (NYSE: LW) pursuant to the Distribution. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. Neither ConAgra nor Lamb Weston provides tax advice to its stockholders and the example provided below is merely illustrative. Stockholders are urged to consult their own tax advisors regarding the particular consequences of the Distribution to them, including the applicability and effect of all U.S. federal, state and local and foreign tax laws. Stockholders are urged to read the amended registration statement on Form 10 of Lamb Weston, as filed with the Securities and Exchange Commission on October 17, 2016 (the “Form 10”), particularly the discussion beginning on page 37 under the heading “Material U.S. Federal Income Tax Consequences of the Spinoff.” Stockholders may access the Form 10 at www.sec.gov.

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This document was updated as of December 2, 2016. The revision was to correct the closing price of Lamb Weston Holdings, Inc. as of November 10, 2016. The original document reported a price of \$30.31. The corrected price noted below is \$30.33.

Line 14 – Describe the organizational action and, if applicable, the date of the action or the date against which shareholders’ ownership is measured for the action.

On November 9, 2016, ConAgra distributed *pro rata* to ConAgra’s stockholders all of the outstanding common stock of Lamb Weston (the “**Distribution**”). In the Distribution, each holder of ConAgra common stock received one share of Lamb Weston common stock for every three shares of ConAgra common stock held as of the record date of November 1, 2016. No fractional shares of Lamb Weston common stock were issued.

All fractional shares of Lamb Weston common stock that the stockholders of ConAgra otherwise would have been entitled to receive as a result of the Distribution will be aggregated into whole shares and sold on the open market, and the resulting cash proceeds of the sale will be paid to such stockholders.

Line 15 – Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

As a consequence of the Distribution, ConAgra stockholders will be required to allocate the aggregate tax basis in their ConAgra common stock held immediately before the Distribution among the Lamb Weston common stock received in the Distribution (including any fractional share interest in Lamb Weston for which cash is received). A stockholder's aggregate tax basis in his or her shares of ConAgra common stock held immediately prior to the Distribution should be allocated in proportion to the relative fair market value of the ConAgra common stock and the Lamb Weston common stock. Stockholders that acquired ConAgra common stock at different times or different prices must calculate their basis in each block of stock and then allocate a portion of that tax basis to the ConAgra common stock and the Lamb Weston common stock received with respect thereto.

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how a stockholder should determine the fair market values of the ConAgra common stock and the Lamb Weston common stock for purposes of allocating the stockholder's tax basis. Stockholders should consult their own tax advisor to determine what measure of fair market value is appropriate.

There are several possible methods for determining the fair market values of ConAgra common stock and Lamb Weston common stock. One possible approach is to utilize the New York Stock Exchange market closing price on November 10, 2016 (the day on which the Lamb Weston common stock first traded) for ConAgra common stock (\$34.30 per share) and for Lamb Weston common stock (\$30.33 per share) as an indication of the fair market value. Lamb Weston's common stock trades under the ticker symbol "LW", whereas common stock of ConAgra continues to trade after the Distribution under the ticker symbol "CAG."

Based on that approach and the assumptions and calculations set forth in Line 16 below, 77.23% of a ConAgra stockholder's aggregate tax basis in his or her shares of ConAgra common stock immediately prior to the Distribution would be allocated to such shareholder's shares of ConAgra common stock and 22.77% would be allocated to such shareholder's shares of Lamb Weston common stock received in the Distribution (including any fractional share interest in Lamb Weston for which cash is received). Other approaches to determine fair market value may also be possible. ConAgra stockholders are not bound by the approach illustrated above and may, in consultation with their own tax advisor, use another approach in determining fair market values for ConAgra common stock and Lamb Weston common stock.

Line 16 – Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

As described in Line 15 above, in general, ConAgra stockholders will be required to allocate the aggregate tax basis in their ConAgra common stock held immediately before the Distribution among the Lamb Weston common stock received in the Distribution (including any fractional share interest in Lamb Weston for which cash is received).

The following is an example illustrating how the above-described approach to basis allocation would be applied.

Assumptions:

- Ms. Jones holds on the record date 300 shares of ConAgra common stock as a capital asset, all of which were acquired on July 1, 2014 in a single lot for \$30 per share.
- Upon the Distribution, Ms. Jones receives one share of Lamb Weston common stock for every three shares of ConAgra common stock.
- Ms. Jones's aggregate tax basis in the 300 shares of ConAgra common stock and 100 shares of Lamb Weston common stock is \$9,000.

Tax basis allocation:

	# Shares Owned	Assumed Beginning Basis (A)	Price	FMV of Shares Owned Post- Distribution	Percentage of Total FMV (B)	Allocated Tax Basis = (A) x (B)
ConAgra common stock	300	\$9,000	\$34.30 ¹	\$10,290 ³	77.23% ⁵	\$6,950.70
Lamb Weston common stock	100		\$30.33 ²	\$3,033 ⁴	22.77% ⁶	\$2,049.30
Total				\$13,323	100%	\$9,000

¹ Closing market price of ConAgra common stock on November 10, 2016.

² Closing market price of Lamb Weston common stock on November 10, 2016.

³ 300 shares x \$34.30

⁴ 100 shares x \$30.33

⁵ \$10,290/\$13,323

⁶ \$3,033/\$13,323

Line 17 – List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Section 355; Section 358; Section 368; Section 1001; Section 1223.

Line 18 – Can any resulting loss be recognized?

Generally, no gain or loss will be recognized for tax purposes as a result of the Distribution. A ConAgra stockholder who receives cash in lieu of a fractional share of Lamb Weston common stock will recognize gain or loss equal to the difference between the amount of cash received and the tax basis in his or her fractional share. The deductibility of capital losses is subject to limitations.

Line 19 – Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Distribution was consummated on November 9, 2016. For a ConAgra stockholder whose taxable year is the calendar year, the reportable tax year is 2016.