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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service (77)

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning **JUNE 1**, 2009, and ending **MAY 30**, 2010G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation CONAGRA FOODS FOUNDATION		A Employer identification number 36-2899320
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 402-240-4000
	City or town, state, and ZIP code OMAHA NE 68102		C If exemption application is pending, check here ☐
	H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,284,780		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	199,867			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	22,462	22,462		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,331		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	222,329				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	22,512			22,512
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	157,740			157,740
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,678			3,678
	24 Total operating and administrative expenses. Add lines 13 through 23	183,930	0	0	183,930
	25 Contributions, gifts, grants paid	4,017,824			4,017,824
26 Total expenses and disbursements. Add lines 24 and 25	4,201,754	0	0	4,201,754	
27 Subtract line 26 from line 12	(3,979,425)				
a Excess of revenue over expenses and disbursements		23,793			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	2,328,526	322,339	322,339		
	2	Savings and temporary cash investments	9,935,679	7,962,441	7,962,441		
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule) ▶					
		Less allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶						
12	Investments—mortgage loans						
13	Investments—other (attach schedule)						
14	Land, buildings, and equipment, basis ▶						
	Less accumulated depreciation (attach schedule) ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item i)	12,264,205	8,284,780	8,284,780			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	12,264,205	8,284,780			
	30	Total net assets or fund balances (see page 17 of the instructions)	12,264,205	8,284,780			
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,264,205	8,284,780			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,264,205
2	Enter amount from Part I, line 27a	2	(3,979,425)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,284,780
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,284,780

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		D	11/27/09	12/2/09
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 48,835		47,504	1,331	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,331
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	2,811,060	10,106,715	0.2781
2007	3,559,856	12,913,274	0.2757
2006	4,301,417	11,758,467	0.3658
2005	5,758,234	2,120,204	2.7159
2004	4,950,958	1,229,079	4.0282
2 Total of line 1, column (d)			2 7.6637
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 1.5327
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 8,498,127
5 Multiply line 4 by line 3			5 13,025,079
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 238
7 Add lines 5 and 6			7 13,025,317
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 4,201,754

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	476
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3 Add lines 1 and 2	3	476
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	476
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,859
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	1,859
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,383
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ (2) On foundation managers. ► \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► NEBRASKA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.conagrafoodsfoundation.org</u>	13	X	
14	The books are in care of ► <u>CHRISTOPHER P. KIRCHER</u> Telephone no ► <u>402-240-4000</u> Located at ► <u>CONAGRA FOODS, INC. ONE CONAGRA DR, OMAHA, NE</u> ZIP+4 ► <u>68102-5001</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year		15	► ☐

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870 **6b** X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTOPHER P. KIRCHER ONE CONAGRA DR, OMAHA, NE 68102	CHAIRMAN 2 HOURS	NONE	NONE	NONE
KORI E. REED ONE CONAGRA DR, OMAHA, NE 68102	PRES/FUND MGR 18 HRS	NONE	NONE	NONE
COLLEEN R. BATCHELER ONE CONAGRA DR, OMAHA, NE 68102	SECRETARY 1 HOUR	NONE	NONE	NONE
ROBERT G. WISE ONE CONAGRA DR, OMAHA, NE 68102	TREASURER 1 HOUR	NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **0**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 0	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,070
b	Average of monthly cash balances	1b	531,616
c	Fair market value of all other assets (see page 24 of the instructions)	1c	7,962,441
d	Total (add lines 1a, b, and c)	1d	8,498,127
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,498,127
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,498,127
6	Minimum investment return. Enter 5% of line 5	6	424,906

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	424,906
2a	Tax on investment income for 2009 from Part VI, line 5	2a	476
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	476
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	424,430
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	424,430
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	424,430

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	4,201,754
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,201,754
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,201,754

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				424,430
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	4,909,515			
b From 2005	5,652,476			
c From 2006	3,717,133			
d From 2007	2,928,507			
e From 2008	2,309,339			
f Total of lines 3a through e	19,516,970			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,201,754				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				424,430
e Remaining amount distributed out of corpus	3,777,324			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,294,294			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	4,909,515			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	18,384,779			
10 Analysis of line 9:				
a Excess from 2005	5,652,476			
b Excess from 2006	3,717,133			
c Excess from 2007	2,928,507			
d Excess from 2008	2,309,339			
e Excess from 2009	3,777,324			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
				0
0	0	0	0	0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter $\frac{1}{2}$ of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 2

- b** The form in which applications should be submitted and information and materials they should include

SEE STATEMENT 2

- c** Any submission deadlines

NONE

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE STATEMENT 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 3				4,017,824
Total				3a 4,017,824
b Approved for future payment				
Total				3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	22,462	
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,331	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		23,793	0
13	Total. Add line 12, columns (b), (d), and (e)				13	23,793

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|---|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee CHRISTOPHER P. KIRCHER

Date _____

CHAIRMAN OF THE BOARD
Title

Sign Here

**Paid
Preparer's
Use Only**

Preparer's
signature

Date _____

Check if self-employed ☐

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

EIN ►

Phone no

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization

Employer identification number

CONAGRA FOODS FOUNDATION

36-2899320

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

CONAGRA FOODS FOUNDATION

Employer identification number

36-2899320

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GARY M. & BARBARA RODKIN ONE CONAGRA DRIVE OMAHA, NE 68102-5001	\$ 48,835	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	GARY M. & BARBARA RODKIN ONE CONAGRA DRIVE OMAHA, NE 68102	\$ 151,032	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number
36-2899320

[illegible]

ConAgra Foods Foundation
EIN: 36-2899320
Form 990-PF
May 30, 2010

	(a) Revenue and Expenses Per Books
Part I, Line 23-Other Expenses	
Bank Charges	3,678

	(a) Revenue and Expenses Per Books
Part I, Line 16a-Legal Fees	
Dinsmore & Stohl	22,512
	22,512

	(a) Revenue and Expenses Per Books
Part I, Line 16c-Other Professional Fees	
Changing Our World	121,300
Fleishman Hillard	24,820
JK Group	11,620
	157,740

ConAgra Foods Foundation
EIN: 36-2899320
Form 990-PF
May 30, 2010

Part XV-Supplementary Information

Questions 2a and 2b):

The name, address, and telephone number of the person to whom applications should be addressed:

Corporate Relations
ConAgra Foods, Inc.
One ConAgra Drive--CC 305
Omaha, NE 68102-5001

1. Statement of the organization's objectives.
2. Concise description of the proposed use and primary objectives of the grant.
3. How the grant will improve the quality of life in the community.
4. Brief history of achievements.
5. List of officers and directors.
6. Written evidence of tax exempt status defined under Section 501(c)3 of the Internal Revenue Code.
7. Financial Statements.
8. List major funders of the organization or project and amounts contributed and/or pledged by those funders.
9. Budget for the proposed project.

Question 2d):

Any restrictions or limitations on awards, such as by geographic areas, charitable fields, kinds of institutions, or other factors:

1. Individuals.
2. Fund-raising and testimonial events / dinners, including tickets, silent auctions, raffles, telethons, etc.
3. Organizations with limited constituency, such as clubs or fraternal or social organizations.
4. Religious organizations for religious endeavors.
5. Support of any type for travel or tours for individuals or grants.
6. Advertising for any purpose.
7. For profit organizations.

ConAgra Foods Foundation
 EIN: 36-28999320
 Form 990-PF
 May 30, 2010

Part XV, Line 3a - Grants and Contributions Paid During the Year or Approved for Future Payment:

Organization	Address	City	State	Amount	Status
Adoption Links Worldwide	5017 Leavenworth Street	Omaha	NE	3,000	Health and Human Services
American Falls School District No 381	254 Taylor Street	American Falls	ID	500	Nutrition Education
American Red Cross	Nat'l Headquarters, 2025 E Street NW	Washington	DC	400,000	Disaster \ Humanitarian Relief
Arkansas Scorpions Baseball	500 SE Fullerton Street	Bentonville	AR	500	Health and Human Services
Bayou Clinic Inc	13833 Tapia Ave	Bayou Labatre	AL	100,000	Health and Human Services
BBBS Greater Twin Cities	2550 University Ave, 410 North	St Paul	MN	15,000	Health and Human Services
Boy Scouts of America-Sagamore Council	PO Box 865	Kokomo	IN	10,000	Health and Human Services
Brush Up Nebraska Paint-A-Thon	4221 N 164th St	Omaha	NE	5,000	Community and Economic Development
Camp Fire USA Midlands Council	2566 St Mary's Avenue	Omaha	NE	5,000	Health and Human Services
Changing Our World	220 East 42 Street, 7th Floor	New York	NY	26,500	Health and Human Services
Chanticleer Community Theater	830 Franklin Ave	Co Bluffs	IA	5,000	Arts and Culture
Children's Cancer Camps of NE	15448 Seward Street	Omaha	NE	3,000	Health and Human Services
Citizens Against Spouse Abuse	108 E 5th Street	Sedalia	MO	10,000	Health and Human Services
City of Hamburg	711 Main Street	Hamburg	IA	18,250	Health and Human Services
City of Pottsville	173 East Ash Street	Pottsville	AR	17,000	Health and Human Services
Common Threads	900 N North Branch, Suite 741	Chicago	IL	96,658	Nutrition Education
Community Development Center	PO Box 393	Macon	MO	24,000	Nutrition Education
Creighton University	2500 California Plaza	Omaha	NE	710,000	Education Higher Education
Divine World Seminary	11318 Cypress Ave	Riverside	CA	1,878	Disaster \ Humanitarian Relief
Donor's Trust	8805 Indian Hills Drive, Suite 175	Omaha	NE	400,000	Community and Economic Development
Feed My Starving Children	350 N Eric Dr, Suite 101A	Palatine	IL	2,500	Hunger
Food Bank of Contra Costa & Solano	4010 Nelson Ave	Concord	CA	5,000	Hunger
Food Bank - Southwest Georgia	2800 Phillips Drive	Albany	GA	20,000	Hunger
Girl Scouts of Greater Iowa	526 3rd Street	Co Bluffs	IA	10,000	Health and Human Services
Girl Scouts Oregon-SW Washington	9640 SW Barbur Blvd	Portland	OR	250	Health and Human Services
Greater Twin Cities United Way	404 South Eighth Street	Minneapolis	MN	15,000	Health and Human Services
Hooves & Paws Rescue	27821 US Hwy 34	Glenwood	IA	500	Community and Economic Development
Iowa 4H Foundation-Mills Co Extension	PO Box 430	Malvern	IA	250	Community and Economic Development
JK Group	PO Box 7174	Princeton	NJ	107,724	Health and Human Services
Kingswood Athletic Assn	PO Box 45234	Omaha	NE	500	Community and Economic Development
Kyle Franks Foundation	1882 W Placita Rancho Naranjo	Tucson	AZ	500	Health and Human Services
Lazarus House	214 Walnut Street	St Charles	IL	5,800	Health and Human Services
Leavenworth Neighborhood Assn	PO Box 55193	Omaha	NE	250	Community and Economic Development
Little White Dog Rescue	1006 N 77th Street	Omaha	NE	750	Community and Economic Development
Loaves & Fishes Community Pantry	556 W 5th Ave	Naperville	IL	1,000	Hunger
Medical Foundation of NC	880 Martin Luther King Jr Blvd	Chapel Hill	NC	50,000	Health and Human Services
Metro Area Continuum of Care	115 S 49th Ave	Omaha	NE	1,000	Health and Human Services
Mid-America Council, Boy Scouts of Americ	12401 W Maple Road	Omaha	NE	40,287	Hunger
Midlands Cultural & Historical Assn	15214 Martin Ave	Omaha	NE	3,000	Arts and Culture
Millard Athletic Association	4871 South 136 Street	Omaha	NE	1,000	Community and Economic Development
National FFA Foundation	P O Box 68960	Indianapolis	IN	32,500	Education Higher Education
National Merit Scholarship Corporation	1560 Sherman Road, Suite 200	Evanston	IL	21,340	Education Higher Education
National Multiple Sclerosis Society	Nebraska Chapter 7101 Newport Avenue	Omaha	NE	250	Health and Human Services
National Multiple Sclerosis Society	7611 State Line Road, Suite 100	Kansas City	MO	250	Health and Human Services
NCBW100	PO Box 641984	Omaha	NE	3,000	Health and Human Services
NCO Youth & Family Services	1305 Oswego Road	Naperville	IL	3,000	Health and Human Services
Nebraska Food Bank Network, Inc	6824 J Street	Omaha	NE	33,571	Hunger
Nebraska Humane Society	8920 Fort Street	Omaha	NE	250	Health and Human Services
North Carolina Baptist Men	205 Convention Drive	Cary	NC	5,000	Health and Human Services
Omaha Childrens Museum	500 South 20th Street	Omaha	NE	15,000	Nutrition Education
Omaha Chinese Culture Assn	PO Box 24358	Omaha	NE	250	Community and Economic Development
Omaha Czech Cultural Club	PO Box 24367	Omaha	NE	250	Civic/Public Policy
Omaha Theater Company	2001 Farnam St	Omaha	NE	33,000	Arts and Culture
Omaha Zoo Foundation	3701 S 10 Street	Omaha	NE	20,100	Community and Economic Development
Our Health Community Partnership	12565 W Center Rd, #220	Omaha	NE	15,000	Health and Human Services
People Resource Center	201 S Naperville Rd	Wheaton	IL	25,000	Hunger
Project Harmony	7110 "F" Street	Omaha	NE	3,000	Health and Human Services
Rocky Mountain Great Dane Rescue	PO Box 460773	Aurora	CO	250	Health and Human Services
Ronald McDonald House Charities	One Kroc Drive	Oak Brook	IL	1,000,000	Health and Human Services
Salvation Army	3612 Cumming Street	Omaha	NE	25,000	Health and Human Services
Scholarship America	c/o First National Bank P O Box 240	St Peter	MN	304,916	Education Higher Education
Second Harvest Food Bank of the Inland Nc	1234 E Front Avenue	Spokane	WA	16,250	Hunger
Siena Francis House	P O Box 217 Downtown Station	Omaha	NE	2,500	Health and Human Services
Sing Omaha Inc	2409 Marilyn Drive	Papillion	NE	500	Arts and Culture
Stepping Stones for Women of Domestic Vi	P O Box 721156	Roselle	IL	1,500	Health and Human Services
Strategic Air & Space Museum	28210 West Park Highway	Ashland	NE	3,000	Arts and Culture
Torro Soccer Club	4227 N 139 Ave	Omaha	NE	500	Community and Economic Development
Town of Hollyndge	212 N Dyson Street	Holly Ridge	NC	20,000	Community and Economic Development
Umatilla Marrow Head	110 NE 4th Street	Hermiston	OR	10,000	Health and Human Services

ConAgra Foods Foundation
 EIN 36-28999320
 Form 990-PF
 May 30, 2010

Part XV, Line 3a - Grants and Contributions Paid During the Year or Approved for Future Payment:

Organization	Address	City	State	Amount	Status
United Way of Benton and Franklin Counties	401 North Young Street	Kennewick	WA	15,000	Health and Human Services
United Way of Metropolitan Chicago	560 W Lake Street	Chicago	IL	15,000	Health and Human Services
United Way of The Midlands	1805 Harney Street	Omaha	NE	250,800	Health and Human Services
UNO Foundation-NE Business Aviation	PO Box 19007	Omaha	NE	1,000	Community and Economic Development
USTA Tennis and Education Foundation	70 West Red Oak Lane	White Plains	NY	10,000	Health and Human Services
Uta Hallee Girls Village	10625 Calhoun Rd	Omaha	NE	3,000	Health and Human Services
Voices of Hope of Lincoln, Inc	2545 N ST	Lincoln	NE	250	Health and Human Services
YMCA - Orange County	2000 Youth Way	Fullerton	CA	10,000	Health and Human Services
YWCA Omaha	222 South 29th Street	Omaha	NE	1,000	Health and Human Services
				<u>\$4,017,824</u>	