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990-PF

Department of the Treasury
Internal Revenue Service

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

1805

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning JUNE 1 , 2017, and ending MAY 31 , 2018

Name of foundation: CONAGRA BRANDS FOUNDATION

A Employer identification number: 36-2899320

Number and street (or P O box number if mail is not delivered to street address): ELEVEN CONAGRA DRIVE, 11-260

Room/suite:

B Telephone number (see instructions): 402-240-4000

City or town, state or province, country, and ZIP or foreign postal code: OMAHA, NE 68102

C If exemption application is pending, check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 12,756,902

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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 instructions))

	Line	Description	(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)	5,100,000			
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	127,063	127,063		
	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)		0		
	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	5,227,063	127,063	0	
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) STATEMENT 1	2,081			2,081
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STATEMENT 1	21,248			21,248
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STATEMENT 1	137			137
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,466	0	0	23,466
	25	Contributions, gifts, grants paid	4,979,190			4,979,190
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,002,656	0	0	5,002,656
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	224,407			
	b	**Net investment income** (if negative, enter -0-)		127,063		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	6,013,866	5,412,514	5,412,514
	2 Savings and temporary cash investments	6,518,629	7,344,388	7,344,388
	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 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)	12,532,495	12,756,902	12,756,902
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	12,532,495	12,756,902	
	30 **Total net assets or fund balances** (see instructions)	12,532,495	12,756,902	
	31 **Total liabilities and net assets/fund balances** (see instructions)	12,532,495	12,756,902	

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	12,532,495
2 Enter amount from Part I, line 27a	2	224,407
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	12,756,902
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	12,756,902

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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				
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
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	0
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 instructions If (loss), enter -0- in Part I, line 8	3	0

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 doesn't qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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))
2016	6,622,934	9,015,643	0.7346
2015	10,799,650	11,563,052	0.9340
2014	9,707,003	14,875,107	0.6526
2013	6,208,669	15,902,351	0.3904
2012	3,150,710	14,109,366	0.2233

2	**Total** of line 1, column (d)	2	2.9349
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	.58698
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	11,371,206
5	Multiply line 4 by line 3	5	6,674,670
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,271
7	Add lines 5 and 6	7	6,675,941
8	Enter qualifying distributions from Part XII, line 4	8	5,002,656

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,541
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	2,541
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	2,541
6	Credits/Payments.		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 1,834		
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	1,834
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** Payment made EFT ▶	9	707
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 0 **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? If "Yes," attach a detailed description of the activities	2		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? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions. ▶			
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*? If "No," attach explanation	8b	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ www.conagrabrands.com

14 The books are in care of ▶ JON J. HARRIS Telephone no ▶ 402-240-4000

Located at ▶ CONAGRA BRANDS, INC. ELEVEN CONAGRA DR 11-260/OMAHA, NE ZIP+4 ▶ 68102

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 |

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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 instructions	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ **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 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 2017 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 2017)	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 2017?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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 4945(d)(4)(A)? See 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 instructions	5b	N/A	
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
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? N/A ☐ 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?	6b		X
If "Yes" to 6b, file Form 8870.			
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?	7b		X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation. See 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
JON J. HARRIS 222 MERCHANDISE MART PLAZA/CHICAGO, IL 60654	PRESIDENT 2 HOURS	0	0	0
ROBERT RIZZO 222 MERCHANDISE MART PLAZA/CHICAGO, IL 60654	FUND MGR 18 HOURS	0	0	0
COLLEEN R. BATCHELER 222 MERCHANDISE MART PLAZA/CHICAGO, IL 60654	SECRETARY 1 HOUR	0	0	0
DANIEL MURGATROYD 222 MERCHADISE MART PLAZA/CHICAGO, IL 60654	TREASURER 1 HOUR	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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 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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see 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	11,544,372
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,544,372
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	11,544,372
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	173,166
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,371,206
6	**Minimum investment return.** Enter 5% of line 5	6	568,560

Part XI **Distributable Amount** (see 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	568,560
2a	Tax on investment income for 2017 from Part VI, line 5	2a	2,541		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,541
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	566,019
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	566,019
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	566,019

Part XII **Qualifying Distributions** (see 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	5,002,656
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	5,002,656
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 instructions	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,002,656

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 instructions)

		(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1	Distributable amount for 2017 from Part XI, line 7				566,019
2	Undistributed income, if any, as of the end of 2017:				
a	Enter amount for 2016 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2017				
a	From 2012 — 2,445,680				
b	From 2013 — 5,413,778				
c	From 2014 — 8,963,445				
d	From 2015 — 10,221,760				
e	From 2016 — 6,172,572				
f	**Total** of lines 3a through e	33,217,235			
4	Qualifying distributions for 2017 from Part XII, line 4. ▶ $ 5,002,656				
a	Applied to 2016, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2017 distributable amount				566,019
e	Remaining amount distributed out of corpus	4,436,637			
5	Excess distributions carryover applied to 2017 (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	37,653,872			
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 instructions		0		
e	Undistributed income for 2016. Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	2,445,680			
9	**Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	35,208,192			
10	Analysis of line 9:				
a	Excess from 2013 — 5,413,778				
b	Excess from 2014 — 8,963,445				
c	Excess from 2015 — 10,221,760				
d	Excess from 2016 — 6,172,572				
e	Excess from 2017 — 4,436,637				

Part XIV Private Operating Foundations (see 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 2017, 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)

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	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	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 2/3 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 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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address 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 Name and address (home or business)	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
a *Paid during the year*				
SEE STATEMENT 4				4,979,190
Total . . . . . . ▶ **3a**				4,979,190
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a N/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			512	127,063	
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					
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		127,063	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 127,063

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	N/A

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) (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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

Sign Here

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) is based on all information of which preparer has any knowledge

[signature] 9/18/18 PRESIDENT

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below? See instructions ☐Yes ☐No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ►			Firm's EIN ►	
Firm's address ►			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, Form 990-EZ, or Form 990-PF.
▶ Go to *www.irs.gov/Form990* for the latest information.

OMB No 1545-0047

2017

Name of the organization	Employer identification number
CONAGRA BRANDS 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, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
CONAGRA BRANDS FOUNDATION	36-2899320

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CONAGRA BRANDS, INC. ELEVEN CONAGRA DRIVE OMAHA, NE 68102	$ 5,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	GARY M. & BARBARA RODKIN ELEVEN CONAGRA DRIVE OMAHA, NE 68102	$ 100,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Conagra Brands Foundation
EIN: 36-2899320
Form 990-PF
May 31, 2018

Part I, Line 18-Taxes		(a) Revenue and Expenses Per Books
Income tax	137	
		137

Part I, Line 16a-Legal Fees		(a) Revenue and Expenses Per Books
Manley Burke	2,081	
		2,081

Part I, Line 16c-Other Professional Fees		(a) Revenue and Expenses Per Books
Charities Aid Foundation	4,348	
Schlorship America	16,900	
		21,248

Conagra Brands Foundation
EIN: 36-2899320
Form 990-PF
May 31, 2018

Part VI, Line 6a - FY18 estimated tax payments:

Four quarterly tax payments:

First Quarter	1,000
Second Quarter	-
Third Quarter	-
Fourth Quarter	-
Overpayment from Prior Year	834
Total Estimated Tax Payments	1,834

Conagra Brands Foundation
EIN· 38-28999320
Form 990-PF
May 31, 2018

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

Organization	Address	City	State	Amount	Purpose	Foundation Status of Recipient
AFRICAN AMERICAN EMPOWERMENT NETWORK	2221 N 24TH ST	OMAHA	NE	$25,000 00	Other	PC
AFTER SCHOOL MATTERS INC	66 E Randolph St.	Chicago	IL	$35,000 00	Hunger	PC
ALPHA COMMUNITY CENTER	330 East Court Street	Sidney	OH	$20,000 00	Hunger	PC
AMERICAN RED CROSS	2200 W Harrison	Chicago	IL	$115,000 00	Disaster \ Humanitarian Relie	PC
AMERICA'S SECOND HARVEST OF SOUTH GEORGIA, INC	1411 Harbin Circle	Valdosta	GA	$25,000 00	Hunger	PC
APPETITE FOR CHANGE INC	1200 WEST BROADWAY 180	MINNEAPOLIS	MN	$10,000 00	Hunger	PC
ASSOCIATION HOUSE OF CHICAGO	1116 N KEDZIE AVE	CHICAGO	IL	$20,000 00	Hunger	PC
BLESSINGS IN A BACKPACK INC	4121 SHELBYVILLE RD	LOUISVILLE	KY	$75,000 00	Hunger	PC
BRIDGE TO HOPE INC	PO BOX 700	MENOMONIE	WI	$25,000.00	Hunger	PC
CARE FOR FRIENDS	399 WEST FULLERTON 6E	Chicago	IL	$19,016 00	Hunger	PC
CEDAR VALLEY UNITED WAY	425 CEDAR ST STE 300	WATERLOO	IA	$554 00	Health and Human Services	PC
CENTER ON HALSTED	3656 NORTH HALSTED	CHICAGO	IL	$25,000 00	Hunger	PC
CHARITIES AID FOUNDATION AMERICA	225 REINEKERS LN STE 375	ALEXANDRIA	VA	$50,000 00	Hunger	PC
CHICAGO FUND ON AGING AND DISABILITY	1111 N WELLS ST STE 307	Chicago	IL	$35,000 00	Hunger	PC
CHICAGO HORTICULTURAL SOCIETY	1000 LAKE COOK RD	GLENCOE	IL	$35,000 00	Hunger	PC
CHICAGO THEATRE GROUP INC	170 N Dearborn St	Chicago	IL	$30,000 00	Arts and Culture	PC
CHRISTIANS REACHING OUT IN SOCIAL SERVICE	PO BOX 574	ROGERS	MN	$15,000 00	Hunger	PC
COMMON THREADS	3811 Bee Caves Road,Suite 108	Austin	TX	$75,000 00	Hunger	PC
CYBERGRANTS, LLC	300 Brickstone Sq , Suite 601	Andover	MA	$123,220 99	Health and Human Services	PC
ERIE NEIGHBORHOOD HOUSE	1701 W SUPERIOR ST	CHICAGO	IL	$25,000 00	Nutrition Education	PC
EXPERIMENTAL STATION	6100 S BLACKSTONE AVE	Chicago	IL	$10,000 00	Hunger	PC
FAMILY PROMISE OF LYCOMING COUNTY INCORPORAT	635 HEPBURN ST	WILLIAMSPORT	PA	$10,000 00	Hunger	PC
FEED THE NEEDY	PO BOX 2067	MEMPHIS	TN	$25,000 00	Hunger	PC
FEEDING AMERICA	35 E WACKER DR STE 200	Chicago	IL	$1,525,000 00	Hunger	PC
FEEDING AMERICA TAMPA BAY INC	4702 Transport Drive	Tampa	FL	$25,000 00	Hunger	PC
FONDOS UNIDOS DE PUERTO RICO INC	PO BOX 191914	SAN JUAN	PR	$10,000 00	Health and Human Services	PC
FOOD BANK OF CORPUS CHRISTI	826 Krill St	Corpus Christi	TX	$20,000 00	Hunger	PC
FOOD BANK OF SOUTH CENTRAL MICHIGAN	5451 Wayne Road	Battle Creek	MI	$10,984 00	Hunger	PC
FOODBANK FOR THE HEARTLAND	10525 J ST	OMAHA	NE	$393,057 60	Hunger	PC
FOOTHILLS UNITED WAY INC	1285 CIMARRON DR STE 101	LAFAYETTE	CO	$1,152 50	Health and Human Services	PC
GARY COMER YOUTH CENTER	7200 S INGLESIDE AVE	CHICAGO	IL	$35,000 00	Nutrition Education	PC
GIRL SCOUTS OF GREATER CHICAGO & NORTHWEST IN	20 South Clark Street	Chicago	IL	$20,000 00	Nutrition Education	PC
GIRLS INC OF CHICAGO	325 N LA SALLE ST STE 750	Chicago	IL	$50,000.00	Nutrition Education	PC
GIRLS INCORPORATED OF OMAHA	2811 N 45TH ST	Omaha	NE	$25,000 00	Hunger	PC
GREATER CHICAGO FOOD DEPOSITORY	4100 W Ann Lurie Place	Chicago	IL	$147,500 00	Hunger	PC
GREATER SUSQUEHANNA VALLEY UNITED WAY	335 MARKET ST STE 2A	SUNBURY	PA	$946 00	Health and Human Services	PC
HEART MINISTRY CENTER INC	2222 Binney St.	Omaha	NE	$75,000 00	Hunger	PC
HEARTLAND ALLIANCE FOR HUMAN NEEDS & HUMAN	208 S LASALLE ST	Chicago	IL	$50,000 00	Health and Human Services	PC
HEARTLAND HOPE MISSION	2021 U Street	OMAHA	NE	$60,000 00	Hunger	PC
HOUSTON FOOD BANK	3811 EASTEX FWY	HOUSTON	TX	$20,000 00	Hunger	PC
HUBBARD STREET DANCE CHICAGO INC	1147 W JACKSON BLVD	CHICAGO	IL	$50,000 00	Arts and Culture	PC
HUNGER INTERVENTION PROGRAM	3841 NE 123RD ST	SEATTLE	WA	$5,000 00	Hunger	PC
IMPROVED MILTON EXPERIENCE	139 South Front St	Milton	PA	$25,000 00	Nutrition Education	PC
INSPIRATION CORPORATION	4554 N BROADWAY ST STE 207	CHICAGO	IL	$35,000 00	Hunger	PC
JOSLYN ART MUSEUM	2200 Dodge Street	Omaha	NE	$115,000 00	Arts and Culture	PC
KENDALL COLLEGE TRUST	900 N NORTH BRANCH ST	CHICAGO	IL	$25,000 00	Nutrition Education	PC
KITCHEN COMMUNITY INC	1980 8th Street	Boulder	CO	$50,000 00	Hunger	PC
LAKEVIEW PANTRY	3945 N Sheridan Rd.	Chicago	IL	$25,000 00	Hunger	PC
LOOKINGGLASS THEATRE COMPANY	875 N MICHIGAN AVENUE	CHICAGO	IL	$25,000 00	Arts and Culture	PC
MAIN STREET MISSION	11110 E 2ND ST	Russellville	AR	$5,000 00	Hunger	PC
MARSHALL AREA UNITED WAY INC	PO BOX 534	MARSHALL	MO	$1,213 38	Health and Human Services	PC
MICAH HOUSE CORPORATION	1415 AVENUE J	COUNCIL BLUFFS	IA	$110,000 00	Hunger	PC
NATIONAL MERIT SCHOLARSHIP CORPORATION	PO Box 99389	Chicago	IL	$13,830 00	Education· Higher Education	PC
NATIONAL MUSEUM OF MEXICAN ART	1852 W 19TH ST	Chicago	IL	$7,500.00	Nutrition Education	PC
NEW VISIONS HOMELESS SERVICES	1435 N 15TH ST	COUNCIL BLFS	IA	$15,000 00	Hunger	PC
NORTHERN ILLINOIS FOOD BANK	273 Dearborn Court	Geneva	IL	$7,500 00	Hunger	PC
NORTHERN ILLINOIS FOOD BANK	273 DEARBORN CT	Geneva	IL	$35,000 00	Hunger	PC
OMAHA CHILDRENS MUSEUM INC	500 S 20TH ST	Omaha	NE	$15,000.00	Nutrition Education	PC
OMAHA COMMUNITY FOUNDATION	302 S 36TH ST STE 100	OMAHA	NE	$50,000 00	Health and Human Services	PC
OMAHA COMMUNITY PLAYHOUSE	6915 CASS ST	OMAHA	NE	$35,000.00	Hunger	PC
OMAHA PERFORMING ARTS SOCIETY	1200 Douglas Street	Omaha	NE	$60,000.00	Arts and Culture	PC
OMAHA SYMPHONY ASSOCIATION	1905 Harney Street	Omaha	NE	$15,000 00	Hunger	PC
OPERA/OMAHA INC	1850 FARNAM STREET	OMAHA	NE	$15,000 00	Hunger	PC
PLANT CHICAGO NFP	1400 W 46TH ST	CHICAGO	IL	$16,500 00	Nutrition Education	PC
POTTAWATTAMIE ARTS CULTURE & ENTERTAINMENT	1228 S MAIN ST	COUNCIL BLUFFS	IA	$150,000.00	Hunger	PC
RAVINIA FESTIVAL ASSOCIATION	418 SHERIDAN RD	HIGHLAND PARK	IL	$50,000 00	Arts and Culture	PC
RIVER VALLEY FOOD 4 KIDS INC	PO BOX 1808	RUSSELLVILLE	AR	$5,000 00	Hunger	PC

Conagra Brands Foundation
EIN: 36-28999320
Form 990-PF
May 31, 2018

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

Organization	Address	City	State	Amount	Purpose	Foundation Status of Recipient
RIVER VALLEY UNITED WAY INC	PO BOX 636	RUSSELLVILLE	AR	$503 00	Health and Human Services	PC
SAN ANTONIO FOOD BANK	4311 Director Drive	San Antonio	TX	$15,000 00	Hunger	PC
SAN ANTONIO FOOD BANK, INC	5200 OLD HIGHWAY 90 WEST	SAN ANTONIO	TX	$20,000 00	Hunger	PC
SAVE THE CHILDREN FEDERATION INC	501 Kings Highway East	Fairfield	CT	$25,000 00	Hunger	PC
SCHOLARSHIP AMERICA	c/o First National BankP.O Box 240	St. Peter	MN	$144,010.00	Education Higher Education	PC
SECOND HARVEST FOOD BANK OF EAST TENNESSEE	136 Harvest Lane	Maryville	TN	$25,000 00	Hunger	PC
SOCIALWORKS	12100 WILSHIRE BLVD STE 705	LOS ANGELES	CA	$100,000 00	Education K-12	PC
SOUTHEAST TEXAS FOOD BANK	3845 Martin Luther King Parkway	Beaumont	TX	$20,000 00	Hunger	PC
STAATS FOUNDATION INC	1658 MILWAUKEE AVE 100-1500	CHICAGO	IL	$15,000 00	Hunger	PC
STEPPENWOLF THEATER CO	1700 N HALSTED ST	CHICAGO	IL	$50,000 00	Arts and Culture	PC
THE DURHAM MUSEUM	801 S 10th Street	Omaha	NE	$15,000 00	Hunger	PC
THE FOOD BANK OF THE GOLDEN CRESCENT	PO BOX 5085	VICTORIA	TX	$20,000.00	Hunger	PC
THE HUMBOLDT PUBLIC LIBRARY FOUNDATION	115 S 16TH AVE	HUMBOLDT	TN	$10,000 00	Arts and Culture	PC
TOGETHER INC OF METROPOLITAN OMAHA	812 S 24th Street	OMAHA	NE	$75,000 00	Hunger	PC
TOP BOX FOODS	222 MERCHANDISE MART PLAZA SUITE 202	CHICAGO	IL	$23,500 00	Hunger	PC
UNITED WAY OF CENTRAL INDIANA INC	2955 N MERIDIAN ST SUITE 300	INDIANAPOLIS	IN	$658 75	Health and Human Services	PC
UNITED WAY OF DUNN COUNTY	PO BOX 3266	MENOMONIE	WI	$922 50	Health and Human Services	PC
UNITED WAY OF KING COUNTY	720 2ND AVE	SEATTLE	WA	$1,129 50	Health and Human Services	PC
UNITED WAY OF METROPOLITAN CHICAGO	333 S Wabash Avenue	Chicago	IL	$33,626 75	Health and Human Services	PC
UNITED WAY OF NORTHWEST ARKANSAS INC	100 PARKWOOD ST	LOWELL	AR	$2,231 51	Health and Human Services	PC
UNITED WAY OF STANISLAUS COUNTY	PO BOX 3066	Modesto	CA	$520 00	Health and Human Services	PC
UNITED WAY OF THE MIDLANDS	1805 Harney St	Omaha	NE	$59,574 44	Health and Human Services	PC
UNITED WAY OF THE MID-SOUTH	1005 TILLMAN ST	MEMPHIS	TN	$760 25	Health and Human Services	PC
UNITED WAY OF TROY OHIO INC	233 S MARKET ST	TROY	OH	$1,953 50	Health and Human Services	PC
UNITED WAY OF WARREN COUNTY OHIO	645 OAK STREET	LEBANON	OH	$1,149 75	Health and Human Services	PC
UNITED WAY OF WEST TENNESSEE INC	PO BOX 2086	JACKSON	TN	$675 75	Health and Human Services	PC
YMCA OF METROPOLITAN CHICAGO	1030 W Van Buren St	Chicago	IL	$35,000 00	Health and Human Services	PC
YOUNG WOMENS CHRISTIAN ASSOCIATION OF METRO	1 N LA SALLE ST STE 1150	CHICAGO	IL	$25,000 00	Nutrition Education	PC
				$4,979,190.17		