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VIA ELECTRONIC MAIL (lvonreusner@greencentury.com & PDoherty@osc.state.ny.us)
AND OVERNIGHT DELIVERY

Lucia von Reusner
Shareholder Advocate
Green Century Capital Management
114 State Street, Suite 200
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Patrick Doherty
Director of Corporate Governance
New York State Office of the Comptroller
59 Maiden Lane, 30th Floor
New York, NY 10038

RE: ConAgra Foods, Inc. 2014 Proxy Statement – Shareholder Proposal

Dear Ms. von Reusner and Mr. Doherty

Pursuant to our conversations, I am pleased to confirm ConAgra's commitment to adopt the policy on palm oil attached as Exhibit A to this letter in exchange for your withdrawal of your stockholder proposal on palm oil for our upcoming Annual Stockholders meeting. This new policy will be included in our ConAgra Foods 2014 Corporate Responsibility Report, which we plan to have available on our website in September, 2014 around the same time as of our Annual Stockholders meeting, to be held this year on September 19, 2014.

Thank you for your investment in ConAgra Foods.

Best regards,

Lyn Rhoten

EXHIBIT A

ConAgra Foods uses palm oil as a functional ingredient in several of our branded, private brand and food service products due to its unique properties. We purchase palm oil from U.S.-based suppliers — some run integrated operations that cultivate, harvest and process the oil, and others act as commodities traders who purchase and distribute palm oil that has been cultivated by other parties. Over the past several years, we've become increasingly aware of the potential environmental and social risks associated with the cultivation, harvesting and processing of palm oil, and we have taken steps to improve the sustainability of our palm oil supply chain.

Though ConAgra Foods is a relatively minor user of palm oil, to help ensure our purchases do not contribute to deforestation of the world's rainforests or negatively impact the communities that depend on them, we will source 100 percent of our palm oil from responsible and sustainable sources by December 2015. ConAgra Foods is a member of the Roundtable on Sustainable Palm Oil (RSPO), an organization dedicated to promoting the growth and use of sustainable palm oil products through credible global standards and the engagement of stakeholders. We support the principles of the RSPO, and RSPO efforts to encourage and certify sustainable palm oil production practices. To reinforce those principles, we are working with our suppliers to support the development of a sustainable, cost-effective market for palm oil to prevent the deforestation of lands for the purpose of developing new palm plantations. We will purchase palm oil only from RSPO members – with preference for purchasing RSPO certified sustainable palm oil.

In addition, by December 2015, we will source palm oil only from suppliers whose landholdings and operations meet the following principles:

- Only legal sources that adhere to all relevant international, national, and local legislation and regulation.
- No development on high conservation value landscapes or high carbon stock (HCS) forests. While the HCS methodology is being refined by field testing and science review, new plantings should only be established in low carbon stock areas.
- No development on peat lands regardless of depth, and use of best management practices for existing plantations on peat.
- No burning in the preparation of new plantings, re-plantings, or other developments, and the progressive reduction of GHG emissions.
- Compliance with our Supplier Code of Conduct which describes our expectations in matters including food safety and quality, forced labor, child labor, freedom of association and collective bargaining, discrimination and harassment, wages and benefits, work hours and overtime, health and safety, environment, and anti-corruption.
- Respect Land Tenure Rights, including the rights of indigenous and local communities to give or withhold their Free, Prior and Informed Consent to all new development or operations on lands to which they hold legal, communal or customary rights.

- Prevention and resolution of social and/or land conflicts through an open, transparent and consultative process.
- Traceability to the extraction mill and validation of fresh fruit bunches to the plantation estate.

As part of our commitment, we have integrated responsible palm oil procurement guidelines into our sourcing strategies and have engaged our suppliers in review of their palm oil production and sourcing practices – and we will continue to do so. If an audit or other highly credible source reveals or confirms that a supplier is seriously violating the stated principles, and if that supplier does not acknowledge and immediately move to acceptably remediate the concern, we will move to suspend or eliminate palm oil purchases from the supplier in question. We support transparency relative to palm production and expansion, and will update our progress regularly, at minimum annually starting on or about 2015 with our Annual 2015 Corporate Responsibility Report, and will encourage our suppliers to regularly update their progress.