



Corporate Headquarters
October 16, 1997

ConAgra, Inc.
One ConAgra Drive
Omaha, NE 68102-5001
Phone: (402) 595-4000

2520042394842

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U. S. Department of Labor
200 Constitution Avenue, N.W.
Washington, DC 20216

RE: ConAgra Inc. Voluntary Deferred Compensation Plan

Dear Sir/Madam:

Pursuant to the provisions of Department of Labor regulations at 29 C.F.R. § 2520.104-23, you are hereby notified that the employer named in Item (1) below maintains a plan or plans (as identified in Item (2) below) primarily for the purpose of providing deferred compensation to a select group of management or highly compensated employees. Item (3) below sets forth the approximate number of participants in each plan as of the date of this letter.

Item (1): ConAgra, Inc.
Attn: Employee Benefits Committee
One ConAgra Drive
Omaha, Nebraska 68102-5001
47-0248710

Item (2): ConAgra, Inc. Voluntary Deferred Compensation Plan

Item (3): Number of participants in plan (43)

Very truly yours,

David G. Pederson
Vice President,
Benefits and Compensation