ConAgra Foods®

ConAgra Foods, Inc.
Corporate Tax Department
One ConAgra Drive, CC-237
Omaha, NE 68102-5001

TEL: 402-595-4000
FAX: 402-595-4711

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Mr. Robert H. Herz
Chairman, Financial Accounting Standards Board
401 Merritt 7
P.O. Box 5116
Norwalk, CT 06856-5116

1215-001

LETTER OF COMMENT NO. 214

Dear Chairman Herz,

On behalf of ConAgra Foods, Inc., we strongly urge the Financial Accounting Standards Board to delay the effective date of FIN 48 on *Accounting for Uncertainty in Income Taxes* to allow companies sufficient time to address the substantive, procedural, and documentation challenges posed by the new interpretation. Specifically, we recommend that the effective date of FIN 48 be deferred to fiscal years beginning after December 15, 2007. The significant challenges of implementing FIN 48 were articulated by the Tax Executives Institute in a letter it sent to you on December 12, 2006.

In summary, extending the deadline for implementing FIN 48 will provide companies and their independent auditors much needed time to resolve unanswered implementation and measurement questions and thus reduce the likelihood of diversity in practice, which in part prompted the development of FIN 48 in the first instance.

Respectfully,

Randall D. Harvey
Vice President Tax

John Gehring
SVP, Controller