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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇨⇨⇨

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 9-3-02

General Electric Capital Corporation, as Agent

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State Delaware
- [ ] Other

Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies)

Name: Agway, Inc.

Internal Address:

Street Address: 333 Butternut Drive

City: DeWitt State: NY Zip: 13214

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State Delaware
- [ ] Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [ ] No

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [ ] Security Agreement
- [ ] Change of Name
- [x] Other Release of Security Interest

Execution Date: August 28, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) n/a

B. Trademark Registration No.(s) 1,806,379, 1,792,901 and 1,361,008

Additional number(s) attached [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Marianne F. Taras

Internal Address: Paul, Hastings, Janofsky & Walker LLP

Street Address: 1055 Washington Boulevard

City: Stamford State: CT Zip: 06901

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....$ 90.00

- [x] Enclosed
- [ ] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Marianne F. Taras	Marianne F. Taras	8/30/02
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 3

09/06/2002 TDIAZ1 00000124 1806379
01 FC:481 40.00 OP
02 FC:482 50.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

NOTICE OF RELEASE OF
SECURITY INTEREST IN TRADEMARKS/SERVICEMARKS

Reference is made to that certain Intellectual Property Security Agreement dated as of March 28, 2001 recorded at the United States Patent and Trademark Office at Reel 002317 and Frame 0388 on April 5, 2001 (the "Security Agreement"), made by Agway, Inc., ("Agway"), Agway Holdings Inc., ("AHI"), Agway Financial Corporation ("AFC"), Feed Commodities International LLC, ("FCI"), Milford Fertilizer Company LLC, ("MFC"), Brubaker Agronomic Consulting Service LLC ("BACS"), Agway General Agency, Inc. ("AGA"), Country Best Adams, LLC ("CBA"), Country Best-Deberry LLC, ("CBD"), Agway Energy Products LLC, ("AEP"), Agway Energy Services-PA, Inc., ("AESPA"), and Agway Energy Services, Inc., ("AES"); (Agway, AHI, AFC, FCI, MFC, BACS, AGA, CBA, CBD, AEP, AESPA and AES are, together, the "Borrowers") in favor of GENERAL ELECTRIC CAPITAL CORPORATION, ("GECC"), in its capacity as agent for Lenders pursuant to which, inter alia, the Borrowers granted to GECC a security interest in the Borrowers' right, title, and interest into the trademarks/servicemarks and registrations listed on Schedule A hereto (the "Trademarks").

GECC, in its capacity as agent for Lenders (the "Releasor") hereby re-assigns and releases to the Borrowers and terminates all right, title and interest that Releasor has in and to the Trademarks and all proceeds of the foregoing; and all general intangibles associated with the foregoing, including without limitation, all goodwill associated in any way with such Trademarks; the right to sue for past, present and future infringements, and all rights corresponding thereto associated with such trademarks.

This release shall be governed by and construed in accordance with the laws of the State of New York without regard to conflicts of law principles.

General Electric Capital Corporation, as
Agent, and Releasor

By: _____
Name: Charles Chiodo
Title: Duly Authorized Signatory
Dated August 28, 2002

STM/232737.1

EXHIBIT A

Assigned Trademarks	Registration Number
COUNTRY PRIDE GOLD	1,806,379
COUNTRY PRIDE SILVER	1,792,901
INSURING THE COUNTRY WAY OF LIFE	1,361,008

32737.1