OIPE JC139 SEP 20 2002 PATENT & TRADEMARK OFFICE

09-26-2002

102234193

Form PTO-1594 (Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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): 9-20-02

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: September 16, 2002

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

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

B. Trademark Registration No.(s) 829,193, 1,597,724, 1,596,719, 1,690,408

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: 4

7. Total fee (37 CFR 3.41).....$ 115.00

- [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	9/18/02
Name of Person Signing	Signature	Date

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

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

09/25/2002 GTON11 00000187 829193
01 FC:481 40.00 OP
02 FC:482 75.00 OP

NOTICE OF RELEASE OF
SECURITY INTEREST IN TRADEMARKS AND DOMAIN NAMES

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 and domain names 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: Peter H. Smit
Name: Peter H. Smit
Title: Duly Authorized Signatory
Dated: September 16, 2002

STM/233625.1

SCHEDULE A

COUNTRY	ASSIGNED TRADEMARKS	REGISTRATION NUMBER
Canada	BIRDSNACK	396,081
Canada	FEATHERED FRIEND	381,569
Canada	FEATHERED FRIEND (and design)	381,153
Canada	FINCH DELIGHT	399,213
Canada	FLYERS' CHOICE	400,894
Ireland	FLYERS' CHOICE	149423
Ireland	BIRDSNACK	B152561
U.K.	FINCH DELIGHT	B1 509 678
U.K.	FLYERS' CHOICE	B1 509 680
U.K.	FEATHERED FRIEND	B1 506 709
U.S.	CHIRP	829,193
U.S.	ROYAL WING	1,597,724
U.S.	ROYAL WING (and design)	1,596,719
U.S.	BACKYARD BANQUET FOR BIRDS	1,690,408
U.S. - State Registered Trade Name – State of North Dakota	SUNFLOWER (a d.b.a. of Agway, Inc.)	15675700
	WOODLAND FRIENDS	
	BIRDFOOD.COM	
	ROYAL HYBRID™	

STM/233625.1

Paul, Hastings, Janofsky & Walker LLP
1055 Washington Boulevard, Stamford, CT 06901-2216
telephone 203-961-7400 / facsimile 203-359-3031 / internet www.paulhastings.com

PaulHastings

OIPE JC139
SEP 2 0 2002
PATENT & TRADEMARK OFFICE

Atlanta
Beijing
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Stamford
Tokyo
Washington, D.C.

(203) 961-7438
mariannetaras@paulhastings.com

September 18, 2002

17317.00163

VIA UPS OVERNIGHT

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: General Electric Capital Corporation/ Agway, Inc.

Dear Sirs:

Enclosed please find a recordation sheet for the release of a security interest in 4 trademarks, a true original of the Notice of Release of Security Interest in Trademarks, and a check payable to the Commissioner of Patents and Trademarks in the amount of $115.00.

Kindly forward confirmation of the filing once available. Please contact me with any questions.

Sincerely yours,

Marianne

Marianne F. Taras
Paralegal

Enclosures

STM/ 234306.1