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01-23-2003

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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): 1-16-03

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: November 26, 2002

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

A. Trademark Application No.(s) SEE ATTACHED

B. Trademark Registration No.(s) SEE ATTACHED

Additional number(s) attached [x] Yes [ ] 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: 19

7. Total fee (37 CFR 3.41).....$ 490.00

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

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

01/22/2003 DBYRNE 00000036 1598004
01 FC:8521 40.00 OP
02 FC:8522 450.00 OP

Marianne F. Taras
Name of Person Signing

Marianne F. Taras
Signature

1/15/03
Date

Total number of pages including cover sheet, attachments, and document: 7

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

AGWAY, INC.

Trademark Registration/Application Number
1. 75/796,825
2. 1,598,004
3. 1,889,540
4. 1,036,935
5. 1,491,778
6. 746,807
7. 1,689,714
8. 1,641,822
9. 920,443
10. 1,718,522
11. 2,267,034
12. 1,046,969
13. 1,034,971
14. 75/799,193
15. 1,593,706
16. 801,175
17. 839,427
18. 1,038,259
19. 1,294,774

NOTICE OF RELEASE OF
SECURITY INTEREST IN TRADEMARKS

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 trademark registrations and applications 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: James DeSantis
Title: Duly Authorized Signatory
Dated: November 26, 2002

STM/238412

SCHEDULE A

See Attached.

STM/238412.1

SCHEDULE 5.21
INTELLECTUAL PROPERTY

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
CROPWORKS(AGRONOMY)		09/10/1999	75/796,825			ALLOWED	42
DESIGN [LEAF](AGRONOMY)							
UNITED STATES	11420.0017-US	10/03/1988	73/755,429	05/29/1990	1,598,004	REGISTERE	01
01 - Chemical products for improving forage quality							
EARLY EDGE(AGRONOMY)							
UNITED STATES	11420.0117-US	05/11/1994	74/527,595	04/18/1995	1,889,540	REGISTERE	01
01 - FERTILIZER FOR AGRICULTURAL USE							
EASTLAND(SEEDWAY)							
UNITED STATES	T00434US0	06/12/1974	24,013	03/30/1976	1,036,935	REGISTERE	31
31 - Field seed							
FIELD FRESH(AGRONOMY)							
UNITED STATES	T00442US0	10/19/1987	690,252	06/14/1988	1,491,778	REGISTERE	01
01 - Chemical preservative for use in animal feed							
MICRO MIX(AGRONOMY)							
DELAWARE	T00011D10	02/19/1986	0016933	02/19/1986	0016933	REGISTERE	42
42 - Fertilizer micronutrient package							
MISTER PETE(SEEDWAY-INACTIVE)							
UNITED STATES	T00458US0	03/19/1963	144,060	03/19/1963	746,807	REGISTERE	10
10 - Peat moss							
N-SUL 32(AGRONOMY)							
DELAWARE	T00460D10	02/19/1986	0016935	02/19/1986	0016935	REGISTERE	42
42 - Nitrogen/sulphur liquid fertilizer							
UNITED STATES	11420.0047-US	12/15/1989	74/011,105	08/02/1992	1,689,714	REGISTERE	01
01 - FERTILIZER FOR AGRICULTURAL USE							
N-SUL 33(AGRONOMY)							
DELAWARE	T00461D10	02/19/1986	0016934	02/19/1986	0016934	REGISTERE	42
42 - Nitrogen/sulphur liquid fertilizer							
UNITED STATES	11420.0046-US	12/15/1989	74/011,103	04/23/1991	1,641,822	REGISTERE	01
01 - Fertilizer for agricultural use							
PADDOCK GREEN(AGRONOMY)							
UNITED STATES	11420.0289-US	05/11/1970	72/359,317	09/21/1971	920,443	REGISTERE	31
31 - Grass seed							

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
PEA-KAL(SEEDWAY)							
UNITED STATES	11420.0095-US	08/23/1991	74/197,418	09/22/1992	1,718,522	REGISTERE	31
31 - FORAGE SEED MIXTURE FOR AGRICULTURAL PURPOSES							
POLY-SUL 47(AGRONOMY)							
DELAWARE	T00502D10	02/19/1986	0016932	02/19/1986	0016932	REGISTERE	42
42 - Nitrogen/phosphorous/sulphur liquid fertilizer							
PRO-GANIC(AGRONOMY-INACTIVE)							
UNITED STATES	11420.0154-US	06/04/1998	75/498,113	08/03/1999	2,267,034	REGISTERE	01
01 - Fertilizers for agricultural use							
ROYAL GREEN(SEEDWAY)							
UNITED STATES	T00478US0	01/16/1975	41,857	08/24/1976	1,046,969	REGISTERE	31
31 - Lawn seed							
SEEDWAY(SEEDWAY)							
UNITED STATES	T00182US0	06/12/1974	24,014	03/02/1976	1,034,971	REGISTERE	31
31 - Field seeds							
SHOPWORKS(AGRONOMY)							
UNITED STATES	11420.0192-US	09/10/1999	75/799,193			ALLOWED	35
35 - MAIL ORDER SERVICES FEATURING AGRICULTURAL EQUIPMENT AND SUPPLIES AND COMPUTERIZED ON-LINE RETAIL SERVICES IN THE FIELD OF AGRICULTURAL EQUIPMENT AND SUPPLIES							
SILAGE FRESH(AGRONOMY)							
UNITED STATES	11420.0014-US	03/16/1989	73/786,985	05/01/1990	1,593,706	REGISTERE	01
01 - Enzyme additive and bacterial inoculant products for silage							
SOL-U-GREEN(AGRONOMY-INACTIVE)							
UNITED STATES	T00483US0	04/09/1965	216,143	01/04/1966	801,175	REGISTERE	10
10 - Water-soluble plant food							
TATERBEST(AGRONOMY-INACTIVE)							
UNITED STATES	T00489US0	01/27/1967	283,435	11/28/1967	839,427	REGISTERE	10
10 - Fertilizer							

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
TREELINE SHADE(SEEDWAY)							
UNITED STATES	T00497US0	06/12/1974	24,011	04/20/1976	1,038,259	REGISTERE	31

31 - Grass

TURF CLUB(SEEDWAY)

UNITED STATES	T00498US0	07/16/1982	375,025	09/11/1984	1,294,774	REGISTERE	31

31 - Grass seed

TRADENAMES

Shopworks

Seedway

Reading Bone

Reading Bone Fertilizer

Milford Fertilizer Company

DOMAIN NAMES

www.cropworks.com

www.seedway.com

www.vegetableseed.com

www.vegetableseeds.com

NEW TRADEMARKS

XFP™

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