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(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/200
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissio

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tached original documents or copy thereof.

1. Name of conveying party(ies):

General Electric Capital Corporation

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Delaware
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Release of Grant of Security

Execution Date: December 23, 2003 Interest

2. Name and address of receiving party(ies)

Name: Agway, Inc.

Internal

Address: _____

Street Address: P.O. Box 4933

City: Syracuse State: NY Zip: 13221

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Schedule "A"

Additional number(s) attached ☐ Yes ☐ No

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

Name: Jordan A. Fisch, Esq.

Internal Address: Cole, Schotz, Meisel,
Forman & Leonard, P.A.

Street Address: 25 Main Street

City: Hackensack State: NJ Zip: 07601

6. Total number of applications and
registrations involved: _____

16

7. Total fee (37 CFR 3.41).....\$ 415.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true
copy of the original document.

Jordan A. Fisch, Esq.

Name of Person Signing

Signature

December 23, 2003

Date

Total number of pages including cover sheet, attachments, and document: 11

01/15/2004 DBYRHE 00000097 1835694

01 FC:8521
02 FC:8522

40.00/80
375.00 OP

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

TRADEMARK
REEL: 002898 FRAME: 0043

SCHEDULE A

REGISTERED U.S. TRADEMARKS

Trademark Name	Status/Country where marks are registered	Class/ Description	Registration Number/ Date
Modern Tank Service	Registered USA	Classes: 37 Goods: Class 37 Maintenance and repair services; namely, propane cylinder requalification; propane cylinder disposal services for others.	1835694 10-May-1994
MTS Modern Tank Service (& Design)	Registered USA	Classes: 37 Goods: Class 37 Propane cylinder requalification and disposal services.	1964071 26-Mar-1996
Power Champ	Registered USA	Classes: 4 Goods: Class 4 Petroleum products, gasoline, kerosene, fuel oil.	0688182 17-Nov-1959
Smart Buy	Registered USA	Classes: 36 Goods: Class 36 Financial services, namely, providing a budget payment plan for fuel and service contracts.	2561520 16-Apr-2002
We Deliver Peace of Mind	Registered USA	Classes: 42 Goods: Class 42 Retail store services in the field of furnaces, boilers, water heaters and air conditioners	1632706 22-Jan-1991

Trademark Name	Status/Country where marks are registered	Class/ Description	Registration Number/ Date
		and parts and accessories therefor.	
We Deliver Peace of Mind	Registered USA	Classes: 37 Goods: Class: 37 Installing, servicing and repairing heating equipment, vehicle service station services.	1606745 17-Jul-1990
Agway Energy Products	Registered USA	Classes 4, 37 & 42 Goods: Class 4: Gasoline, kerosene, diesel fuel and heating oils. Class: 37: Installing, servicing and repairing heating equipment and vehicles; service station services. Class 42: Distributing heating fuel oil by truck, and retail store services in the field of oil burners and parts therefor.	1357550 03-Sep-1985

Trademark Name	Status/Country where marks are registered	Class/Description	Registration Number/Date
Agway Energy Products (and design)	Registered USA	<p>Classes: 4, 37 & 42</p> <p>Goods: Class 4: Gasoline, kerosene, diesel fuel and heating oils.</p> <p>Class: 37: Installing, servicing and repairing heating equipment and vehicles; service station services.</p> <p>Class 42: Distributing heating fuel oil by truck, and retail store services in the field of oil burners and parts therefor.</p>	1358791 10-Sep-1985
Agway Propane	Registered USA	<p>Classes: 4, 37 & 42</p> <p>Goods: Class 4: Propane fuel.</p> <p>Class: 37: Installing, servicing and repairing heating equipment.</p> <p>Class 42: Distributing propane fuel by truck.</p>	1360047 17-Sep-1985
Agway Propane (logo)	Registered USA	<p>Classes: 4, 37 & 42</p> <p>Goods: Class 4: Propane fuel.</p> <p>Class: 37: Installing, servicing and repairing heating equipment.</p> <p>Class 42: Distributing propane fuel by truck.</p>	1360046 17-Sep-1985
Automate	Registered	Classes: 37	1498034

Trademark Name	Status/Country where marks are registered	Class/Description	Registration Number/Date
	USA	Goods: Class 37: Automated gasoline station services rendered by means of an access device activated dispensing system.	26-Jul-1998
Enerroyal	Registered USA	Classes: 42 Goods: Class 42: Oil heating furnace distributorship services.	1463974 03-Nov-1987
Our People Make the Difference	Registered USA	Classes: 37 Goods: Class 37: Installing and repairing heating equipment.	1477086 16-Feb-1988
Agway	Registered USA	Classes: 1 and 4 Goods: Motor Oil, gear oil, viscous grease, diesel fuel, heating fuel oil, fuel additive and kerosene.	858802 22-Oct-1968
Agway	Registered USA	Only in connection with "delivery service of gasoline, heating oils, diesel fuel, and other petroleum products."	808227 10-May-1966
Agway	Registered USA	Only in connection with "oil burner service and repair."	807910 03-May-1966

**RELEASE OF GRANT OF SECURITY INTEREST
IN CERTAIN INTELLECTUAL PROPERTY**

This Release of Grant of Security Interest in Certain Intellectual Property (this "Release") is made and entered into this 23rd day of December, 2003 by and between Agway, Inc., a Delaware corporation, and General Electric Capital Corporation, a Delaware corporation.

W I T N E S S E T H :

WHEREAS, pursuant 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 listed on Schedule A hereto (the "Trademarks"); and

WHEREAS, the Borrowers have requested that GECC release all of GECC's security interests in the Trademarks, and GECC has agreed to do so.

NOW THEREFORE, in consideration of the foregoing, the parties to this Release intending to be legally bound, agree as follows.

1. GECC hereby releases in its entirety any and all liens and security interests it has in or against the Trademarks, and GECC hereby agrees, at the expense of the Borrowers, to take any actions and to execute any further documents necessary or reasonably requested by the Borrowers to effectuate or evidence such release, including, but not limited to, the execution and delivery of those documents necessary under Article 9 of the Uniform Commercial Code or other applicable law.
2. The parties hereto authorize and request the Commissioner of Patents and Trademarks of the United States to record this Release against the Trademarks.
3. This Release shall be governed by and construed in accordance with the laws of the State of New York without regard to the conflict of law principles thereof.
4. This Release may not be modified, nor may any provision hereof be waived, orally or in any manner other than by an agreement in writing signed by the parties hereto or their respective successors and assigns.
5. All rights hereunder shall accrue to, and all obligations hereunder shall be binding upon, the heirs, representatives, successors, assigns and transferees of the parties hereto.

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12/19/03 FRI 11:57 FAX 315 449 6435 AGWAY
DEC.19.2003 10:20AM GE CAPITAL 203 316 7893

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NO.934 P.3/7

6. This Release may be executed in any number of separate counterparts, each of which, when so executed, shall be deemed an original, and all of said counterparts taken together shall be deemed to constitute but one and the same instrument,

IN WITNESS WHEREOF, the undersigned have entered into this Release as of the date first above written, intending to be legally bound.

AGWAY, INC.

By: Michael R. Hopmaler
Name: Michael R. Hopmaler
Title: PRESIDENT & CHIEF EXECUTIVE OFFICER

GENERAL ELECTRIC CAPITAL CORPORATION

By: Peter Smit
Name: Peter Smit
Title: Authorized Signatory

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