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PTO-1594		01-16-2004		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
OMB No. 0651-0027 (exp. 6/30/2005)					
Tab settings ⇌ ⇌ ⇌ ▼		102648344		ed original documents or copy thereof.	
To the Honorable Commissioner c					
1. Name of conveying party(ies): Agway, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		2. Name and address of receiving party(ies) Name: Agway Energy Products, LLC Internal Address: _____ Street Address: P.O. Box 4933 City: Syracuse State: NY Zip: 13221 <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other limited liability co. If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: 12/23/03					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) 1835694 Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		B. Trademark Registration No.(s) See attached Schedule "A" Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Kara Paldino, Esq. Internal Address: Weil, Gotshal & Manges, LLP _____ Street Address: 767 Fifth Ave, _____ City: New York State: NY Zip: 10153		6. Total number of applications and registrations involved: 16 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 7. Total fee (37 CFR 3.41): \$415.00 8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)			
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> Kara Paldino, Esq.  12/22/03 Name of Person Signing Signature Date 01/15/2004 DBYRME 00000096 1835694 Total number of pages including cover sheet, attachments, and document: 12					

01 FC:8521
02 FC:8522

40.00 MP
375.00 DP

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

SCHEDULE A
TO
RECORDATION FORM COVER SHEET

Registration Nos.— (Item 4)

A. REGISTERED 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	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.	1358791 10-Sep-1985
Agway Propane	Registered USA	Classes: 4, 37 & 42 Goods: Class 4: Propane fuel. Class: 37: Installing, servicing and repairing heating equipment. Class 42: Distributing propane fuel by truck.	1360047 17-Sep-1985
Agway Propane (logo)	Registered USA	Classes: 4, 37 & 42 Goods: Class 4: Propane fuel. Class: 37: Installing, servicing and repairing heating equipment. Class 42: Distributing propane fuel by truck.	1360046 17-Sep-1985
Automate	Registered USA	Classes: 37 Goods: Class 37:	1498034 26-Jul-1998

Trademark Name	Status/Country where marks are registered	Class/Description	Registration Number/Date
		Automated gasoline station services rendered by means of an access device activated dispensing system.	
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." ¹	808227 10-May-1966
Agway	Registered USA	Only in connection with "oil burner service and repair." ²	807910 03-May-1966

¹ This registration will be assigned in part as indicated above to Agway Energy; there are other non-energy delivery services covered under this registration that will not be assigned to Agway Energy. Specifically, US Reg No. 808227 is not assigned in connection with "Farm delivery service of feed, fertilizer, seed, pesticides, and miscellaneous farm supplies" in Class 39.

² This registration will be assigned in part as indicated above to Agway Energy; there are other non-energy services covered under this registration that will not be assigned to Agway Energy. Specifically, US Reg No. 807910 is not assigned in connection with "building construction, farm equipment installation, electrical installation service and repair on water systems, farm tire service and repair, and stock clipper service and repair" in Class 37.

TRADEMARK ASSIGNMENT

(Agway Inc. as Assignor)

THIS TRADEMARK ASSIGNMENT (“Assignment”), dated as of December 23, 2003, is made by and between **AGWAY, INC.**, a corporation organized under the laws of the State of Delaware, with an address at P.O. Box 4933, Syracuse, NY 13221 (*“Agway Inc.”*) and **AGWAY ENERGY PRODUCTS, LLC**, a limited liability company organized under the laws of the State of Delaware, with an address at P.O. Box 4933, Syracuse, NY 13221 (*“Agway Energy”*).

WHEREAS, Agway Inc. hereby agrees to sell, transfer and assign to Agway Energy the trademark registrations and applications for trademark registration listed on **Schedule A** (the *“Assigned Trademarks”*); and

WHEREAS, Agway Energy desires to acquire, and Agway Inc. is willing to assign, the Assigned Trademarks.

NOW, THEREFORE, for and in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged:

1. Agway Inc. does hereby sell, assign and transfer to Agway Energy, its entire right, title and interest in and to the Assigned Trademarks together with the goodwill connected with and symbolized by the Assigned Trademarks, free and clear of all Liens, the same to be held and enjoyed by Agway Energy for its own use and enjoyment and the use and enjoyment of its successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Agway Inc. if this assignment and sale had not been made, as assignee of its entire right, title and interest therein and in and to all income, royalties, damages and payments now or hereafter due or payable with respect thereto in and to all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for past, present and future infringement of the rights assigned or to be assigned under this Assignment.
2. The assignment set forth in paragraph 1 of this Assignment is subject to all licenses and other rights in and to the Assigned Trademarks previously granted to third persons that are in effect as of the date of this Assignment and listed on **Schedule B** (the *“Intellectual Property Licenses”*).
3. The parties hereto authorize and request the Commissioner of Patents and Trademarks of the United States, and the corresponding entities or agencies in any applicable foreign countries, to record Agway Energy as the assignee and owner of the Assigned Trademarks.
4. This Assignment shall be governed by and construed in accordance with the laws of the State of New York without regard to the conflicts of law principles thereof.

IN WITNESS WHEREOF, Agway Inc. and Agway Energy have caused this Assignment to be duly executed in duplicate originals by their duly authorized representative as of the day and year first above written.

AGWAY, INC.

By: Michael R. Hopsicker

Name: Michael R. Hopsicker
Title: President and CEO

ATTESTATION OF WITNESS.

I, Anna Cerda, whose full post office address is 421 N. Broadway, Yonkers, NY 10706, was personally present and did see Michael R. Hopsicker, who is personally known to me, execute the above assignment.

Anna Cerda

AGWAY ENERGY PRODUCTS, LLC

By: Michael R. Hopsicker

Name:

Title:

ATTESTATION OF WITNESS.

I, MAYA GRANT, whose full post office address is 135 SULLIVAN ST. No. 7, NY, NY 10012, was personally present and did see MICHAEL R. HOPSICKER who is personally known to me, execute the above assignment.

MAYA GRANT

SCHEDULE A
TO
TRADEMARK ASSIGNMENT AGREEMENT

Assigned Trademarks

A. REGISTERED TRADEMARKS

Trademark Name	Status/Country where marks are registered	Class/ Description	Registration Number/ Date
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SCHEDULE B
TO
TRADEMARK ASSIGNMENT AGREEMENT

Intellectual Property Licenses

1. Dealer-Sales Agreement, by and between APC and Louis Vasile (d/b/a D & L Truck Stop, Inc.), dated as of February 2, 1981.
2. Equipment Lease Agreement, by and between APC and Louis Vasile (d/b/a D & L Truck Stop, Inc.), dated as of May 9, 1981.