

07-15-2004



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/200) Tab settings

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

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

1. Name of conveying party(ies): SOUTHERN STATES COOPERATIVE INCORPORATED 7-704
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other VIRIGINA STATE
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: COBANK, ACB
Internal Address: 5500 S. QUEBEC STREET
Street Address:
City: GREENWOOD V1 State: CO Zip: 80111
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
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
Other SUPP. TO AMENDED & RESTATE SEC.
Execution Date: 6/30/04

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 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: TONYA CHAPPLE
Internal Address: C/O CSC
Street Address: 80 STATE STREET
City: ALBANY State: NY Zip: 12207

6. Total number of applications and registrations involved: 21
7. Total fee (37 CFR 3.41): \$ 540.00
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.
Tonya Chapple Name of Person Signing
Tonya Chapple Signature
7-1-04 Date

Total number of pages including cover sheet, attachments, and document:
Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

07/14/2004 NGETACHE 00000111 78437946
01 FC:0521 40.00 OP
02 FC:0522 550.00 OP



07-07-2004

TRADEMARK REEL: 003007 FRAME: 0412

U.S. Patent & Trademark Office/TM Mail Rpt Dt. #11

SCHEDULE A-1

Trademarks

PENDING TRADEMARK APPLICATIONS - COOPERATIVE MILLING, INC.			
Trademark	Application Number	Filing Date	County
COOPERATIVE MILLING (letters only) Class 31 for animal feed	78/437,946	6/18/04	USA
COOPERATIVE MILLING (letters only) Class 5 for vitamin and mineral supplements for animals	78/437,937	6/18/04	USA
COOPERATIVE MILLING and design in Class 31 for animal feed	not yet assigned	6/18/04	USA
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REGISTERED TRADEMARK - SOUTHERN STATES COOPERATIVE, INC.

Registered Trademark Name	County	Registration No.	Goods and Services
Agway	USA	808,749	Lawn fertilizer, garden fertilizer, plant foods, mulches, composts, liquid fertilizers, soil conditioners, ammonium sulfate sold as fertilizer, and peat moss
Agway	USA	813,726	Lawn and grass seed, garden seed, field seed (wheat, oats, barley, corn, hybrid corn, buckwheat, sorghum, millet, rye, ryegrass); clover seed, alfalfa seed, soy bean seed, bean seed, bluegrass seed, bird seed, plant bulbs, plants, trees, nursery stock, shrubs, evergreens, rose bushes, live Christmas trees, live Christmas wreaths and greens, soil, limestone, packaged plug of turf, hickory chips, fuller's earth for litter, pet litter, oyster shells, calcite crystals, poultry grit, potting soils, granite grit for poultry, cattle, live chickens, hatching eggs, charcoal, charcoal briquettes and charcoal lighter
Agway	USA	816,100	Hand and power operated sprayers and dusters for agricultural use, lawn mowers and parts therefor, barn cleaners of the belt type, silo unloaders, hay and grain elevators, egg washers, wheel chocks, grain scoops, and water pumps
Agway	USA	818,977	Ready mixed hydraulic cement, composition roofing, laminated rafters, laminated building panels, building insulating material, storm windows, storm doors, metal siding, asphalt siding, treated wood poles, sheathing paper, steel posts, blacktop driveway sealer, wooden farm gates, and caulking compound
Agway	USA	823,866	Bailer twine, binder twine, and rope
Agway	USA	823,961	Electric water heaters
Agway	USA	858,931	House brooms, barn brooms, household brushes, dairy brushes, and stock brushes
Agway	USA	859,059	Egg washing cleanser, household and dairy soaps and detergents, flea soap, and washing powder

Agway	USA	859,518	Insecticides, room deodorants, moth preventatives, aluminum sulfate, algaecide, rust inhibitors, fungicides, herbicides, water softening preparation, preparation for controlling crab grass, agricultural and household germicides, disinfectant, rodenticide, antifreeze, crow repellants, flea powder, and legume inoculant
Agway	USA	1,366,044	Lawn care services
Agway	USA	1,847,932	Retail general merchandise store services
Wear Green	USA	712,670	Grass seed mixture
Shady Green	USA	1,188,858	Grass seed mixtures
Greenlawn	USA	733,641	Fertilizers
Hi-Traction	USA	1,622,533	Coal tar based driveway sealer and filler
Easy-Stir	USA	1,641,278	Coal tar based driveway sealer and filler
Agway® People Who Know, Brands You Trust	USA	2,608,685	Wholesale distributorship of lawn and garden products
Stage	USA	2,200,381	Lawn fertilizer for domestic use (Class 1); herbicide and/or insecticide mixed with lawn fertilizer for domestic use (Class 5)
Spot Green	USA	1,640,717	Lawn grass seed

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Supplement to Amended and Restated Trademark Security Agreement

This Supplement to Amended and Restated Trademark Security Agreement ("Supplement"), dated as of June 30, 2004, is entered into by Southern States Cooperative, Incorporated, a Virginia agricultural cooperative corporation ("Pledgor"), with an address of 6606 West Broad Street, Richmond, Virginia, 23230, and delivered to CoBank, ACB, as Agent ("Agent"), with an address of 5500 S. Quebec Street, Greenwood Village, Colorado, 80111, on behalf of Lenders (as defined below), Agway, Inc., a Delaware corporation with an address at 333 Butternut Drive, DeWitt, New York 13214 ("Agway"), and CoBank, ACB, in its capacity as Collateral Agent pursuant to the terms of the Intercreditor and Agency Agreement (as defined below) ("Collateral Agent").

BACKGROUND

A. This Supplement is being delivered in connection with (i) that certain Amended, Restated and Consolidated Loan and Security Agreement, dated September 18, 2001 by and among Pledgor, Agent, certain lenders and issuers of letters of credit who from time to time are party thereto (collectively, "Lenders") (as amended, supplemented, restated, replaced, or otherwise modified, from time to time "Loan Agreement") (ii) that certain Amended and Restated Security Agreement between Pledgor and Agway (as amended, supplemented, restated, replaced, or otherwise modified, from time to time "Security Agreement") (iii) that certain Intercreditor and Agency Agreement dated as of September 18, 2001 among Agent, Lenders, Agway and Collateral Agent (as amended, supplemented, restated, replaced, or otherwise modified, from time to time "Intercreditor Agreement") (iv) that certain Amended and Restated Trademark Security Agreement, dated September 18, 2001, by and between Pledgor, Collateral Agent and Agent on behalf of Lenders, and Agway, (as amended, supplemented, restated, replaced, or otherwise modified, from time to time "Trademark Security Agreement"). Capitalized terms used but not defined herein shall have the respective meanings given to such terms in, or by reference in, the Trademark Security Agreement.

B. Pursuant to the Loan Agreement, the Security Agreement, the Intercreditor Agreement and the Trademark Security Agreement, Pledgor granted to Agent, on behalf of Lenders, Collateral Agent and Agway a lien on and security interest in all of Pledgor's Trademarks (as defined therein).

C. Pledgor has acquired certain additional trademarks, servicemarks and tradenames as set forth on Schedule A-1 attached hereto and made part hereof (collectively, "Additional Trademarks").

D. Pledgor and Collateral Agent desire to execute this Supplement for the purpose of, *inter alia*, granting, ratifying and confirming Collateral Agent's lien on and security interest in the Additional Trademarks, as set forth more fully in the Trademark Security Agreement and for recording in the United States Patent and Trademark Office and/or The Registrar of Trade-marks in Canada, as applicable.

NOW THEREFORE, with the foregoing Background hereinafter deemed incorporated by reference and made a part hereof, and for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Pledgor, intending to be legally bound hereby, covenant and agree as follows:

1. In consideration of and pursuant to the terms of the Loan Documents, the Security Agreement and the Intercreditor Agreement, and for other good, valuable and sufficient consideration, the receipt of which is hereby acknowledged, and to secure the Obligations, Pledgor grants a lien and security interest to Agent for the ratable benefit of Lenders, Agway and Collateral Agent for the benefit of the Secured Parties (as defined in the Intercreditor Agreement), in all of its present and future right, title and interest in and to the Additional Trademarks, together with all the goodwill of Pledgor associated with and represented by the Additional Trademarks, and the registration thereof and the right (but not the obligation) to sue for past, present and future infringements, and the proceeds thereof, including, without limitation, license royalties and proceeds of infringement suits.

2. Pledgor acknowledges and confirms that the rights and remedies of Collateral Agent, Agent and Agway with respect to the security interest in the Additional Trademarks granted hereby are more fully set forth in the Loan Agreement, the Security Agreement, the Intercreditor Agreement and the Trademark Security Agreement, the terms and provisions of which are incorporated herein by reference. All references to the Trademark Security Agreement contained in the Loan Agreement, the Security Agreement, the Intercreditor Agreement or other Loan Documents shall be deemed, for all purposes, to also refer to and include this Supplement.

3. Schedule A to the Trademark Agreement (and Schedule A to Exhibit 2 of the Trademark Agreement) is hereby supplemented by the information contained on Schedule A-1 attached hereto. All references to Schedule A contained in the Loan Agreement, the Security Agreement, Trademark Security Agreement or other Loan Documents shall be deemed, for all purposes, to also refer to and include Schedule A-1.

4. Except as expressly amended by this Supplement, all of the terms, conditions and provisions of the Loan Agreement, the Security Agreement, the Intercreditor Agreement and the Trademark Security Agreement are hereby ratified and continue unchanged and remain in full force and effect.

5. This Supplement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature by facsimile shall also bind the parties hereto.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, the parties hereto have executed this Supplement on the date first above written.

SOUTHERN STATES COOPERATIVE,
INCORPORATED

By: 

Name: Leslie T. Newton
Title: Exec. VP & CFO
Telephone: 804-281-1308
Facsimile: 804-281-1675
Attention: Leslie Newton

Approved and Accepted:

CoBANK, ACB for itself as Collateral Agent and
on behalf of Agent, Lenders and Agway
pursuant to the Intercreditor Agreement

By: _____
Name:
Title:

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IN WITNESS WHEREOF, the parties hereto have executed this Supplement on the date first above written.

SOUTHERN STATES COOPERATIVE,
INCORPORATED

By: _____
Name:
Title:
Telephone: _____
Facsimile: _____
Attention: _____

Approved and Accepted:

CoBANK, ACB for itself as Collateral Agent and
on behalf of Agent, Lenders and Agway
pursuant to the Intercreditor Agreement

By: 
Name: **Robert E. Satrom**
Title: **Sr. Vice President
Special Assets**

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CORPORATE ACKNOWLEDGMENT

UNITED STATES OF AMERICA
STATE OF VIRGINIA
COUNTY OF HENRICO

SS

On this ^{24th}~~22~~ day of June, 2004, before me personally appeared Leslie T. Newton, who being duly sworn, deposes and says that ~~he~~/she is the Exec VP & CFO of Southern States Cooperative, Incorporated, the corporation described in the foregoing document, that ~~he~~/she in such capacity as officer of said corporation is authorized to execute on behalf of the said corporation the foregoing document for the purposes contained therein, and that ~~he~~/she is the person whose name and signature is subscribed to the foregoing document.

Jessica H. Whitten
Notary Public
My commission expires 03/31/15

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