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

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

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

1. Name of conveying party(ies): 9-B-02
 General Electric Capital Corporation, as Agent

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

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

2. Name and address of receiving party(ies)
 Name: Agway, Inc.
 Internal Address: _____
 Address: _____
 Street Address: 333 Butternut Drive
 City: DeWitt State: NY Zip: 13214

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest

Execution Date: August 28, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) n/a

B. Trademark Registration No.(s) 1,806,379,
1,792,901 and 1,361,008

Additional number(s) attached 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: 3

7. Total fee (37 CFR 3.41).....\$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

 Name of Person Signing

Marianne F. Taras
 Signature

8/30/02
 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

09/06/2002 TDIAZI 00000124 1806379
01 FC:481 40.00 OP
02 FC:482 50.00 OP

TRADEMARK
REEL: 002577 FRAME: 0962

NOTICE OF RELEASE OF
SECURITY INTEREST IN TRADEMARKS/SERVICEMARKS

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/servicemarks 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: 
Name: Charles Chiodo
Title: Duly Authorized Signatory
Dated August 28, 2002

EXHIBIT A

Assigned Trademarks	Registration Number
COUNTRY PRIDE GOLD	1,806,379
COUNTRY PRIDE SILVER	1,792,901
INSURING THE COUNTRY WAY OF LIFE	1,361,008