



01-23-2003



102344555

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

REC T

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): 1-16-03
 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: _____
 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: 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 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
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Marianne F. Taras 1/15/03
 Name of Person Signing Signature Date

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

01/22/2003 DBYRNE 00000036 1598004
 01 FC:8321 Marianne F. Taras 40.00 OP
 02 FC:8322 450.00 OP

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

TRADEMARK
 REEL: 002653 FRAME: 0762

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:

Title: Duly Authorized Signatory

Dated: November 26, 2002

SCHEDULE A

See Attached.

STM/238412.1

TRADEMARK
REEL: 002653 FRAME: 0765

SCHEMULE 5.21

INTELLECTUAL PROPERTY

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
	CROPWORKS(AGRONOMY)	09/10/1999	75796,825			ALLOWED	42
	DESIGN [LEAF](AGRONOMY)						
UNITED STATES	11420.0017-US	10/03/1988	73755,429	08/28/1990	1,598,004	REGISTERE	01
	01 - Chemical products for improving forage quality						
	EARLY EDGE(AGRONOMY)						
UNITED STATES	11420.0117-US	05/11/1984	74527,995	04/18/1985	1,889,540	REGISTERE	01
	01 - FERTILIZER FOR AGRICULTURAL USE						
	EASTLAND(SEEDWAY)						
UNITED STATES	T00434US0	06/12/1974	24,013	03/30/1978	1,036,935	REGISTERE	31
	31 - Field seed						
	FIELD FRESH(AGRONOMY)						
UNITED STATES	T00442US0	10/19/1987	890,252	08/14/1988	1,481,778	REGISTERE	01
	01 - Chemical preservative for use in animal feed						
	MICRO MIX(AGRONOMY)						
DELAWARE	T00011D10	02/18/1988	0016933	02/19/1988	0016933	REGISTERE	42
	42 - Fertilizer micronutrient package						
	MISTER PETE(SEEDWAY-INACTIVE)						
UNITED STATES	T00458US0	03/19/1983	144,050	03/19/1983	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	74011,105	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	74011,103	04/23/1991	1,641,822	REGISTERE	01
	01 - Fertilizer for agricultural use						
	PADDOCK GREEN(AGRONOMY)						
UNITED STATES	11420.0288-US	05/11/1970	72359,317	09/21/1971	920,443	REGISTERE	31
	31 - Grass seed						

TRADEMARK

REEL: 002653 FRAME: 0766

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	08/04/1998	75/468,113	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	11420.0182-US	09/10/1999	75/798,183			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	T00463US0	04/08/1966	216,143	01/04/1966	801,175	REGISTERE	10
	10 - Water-soluble plant food						
TATERBEST(AGRONOMY-INACTIVE)							
UNITED STATES	T00489US0	01/27/1967	283,495	11/28/1967	839,427	REGISTERE	10
	10 - Fertilizer						
TREELINE SHADE(SEEDWAY)							
UNITED STATES	T00497US0	08/12/1974	24,011	04/20/1976	1,038,259	REGISTERE	31

TRADEMARK

REEL: 002653 FRAME: 0767

31 - Grass
TURF CLUB (SEEDWAY)
UNITED STATES
100498US0
31 - Grass seed

07/16/1982 375,025

09/11/1984 1,294,774

REGISTERE

31

TRADE NAMES

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™
XFP Logo™
Digestibility Without Sacrifice™