

EVIDENCE OF CHANGE IN REGISTRATION OF AGWAY SECURITY HOLDER CLAIM

Note: This form’s use is limited to transferring the registration of an Agway security holder claim (i) to any relative, spouse or relative of the spouse of such holder (ii) to any trust or estate in which such holder has a majority of the beneficial interest (excluding contingent interests), (iii) to any corporation, partnership or other organization in which such holder is the beneficial owner of a majority of the voting securities or equity interest, or which owns a majority of the voting securities or beneficial interest of such holder, and (iv) upon the death or dissolution of such holder in accordance with the operation of law, provided, that any such transfer pursuant to clause (iv) shall be effected in compliance with the Securities Act of 1933, as amended, and the rules and regulations of the Securities and Exchange Commission thereunder, and any other applicable federal or state securities law.

TO: Donlin, Recano & Company, Inc.
As Agent for the USBC-Northern District of New York
Attn: Claims Processing Department
419 Park Avenue South, Suite 1206
New York, NY 10016

RE: AGWAY, INC., ET AL. (“Debtors”)
Case No. 02-65872

Date: _____

Step 1

Original Claimant’s Name: _____

Claim Number: _____ Claim Amount: _____

You must complete all three items in Step 1. If you have any questions regarding the amount of your claim, or would like to verify your claim number, please contact Donlin, Recano & Company, Inc. at (212) 481-1411.

Step 2 MEDALLION SIGNATURE GUARANTEE

All signatures must have a **Medallion Signature Guarantee** from a Commercial Bank, Trust Company, or Broker.

I (we) irrevocably appoint _____ as my (our) Power of Attorney to transfer the said claim on the books of Agway with full power of substitution in the premises (provide copy of Power of Attorney).

All existing registered owners or executors must sign. Please sign your name **exactly** as it appears on the account. By signing below, you are certifying that (a) you authorize the registration of the above referenced Agway Claim to be changed to reflect the information provided in Step 3 of this document (and, in the case of multiple new registrants, any additional copies of Step 3 supplied in connection with this document) and (b) the change in registration to be effected by this document is among the types of transfers permitted pursuant to Section 7.01 paragraph (l) of the Debtors’ Second Amended Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code.

_____ ()
print name of owner/executor signature daytime telephone number

_____ ()
print name of 2nd owner/executor (if applicable) signature daytime telephone number

_____ ()
print name of 3rd owner/executor (if applicable) signature daytime telephone number

Date of Medallion _____

IN ORDER TO PROCESS THE CHANGE IN REGISTRATION OF YOUR CLAIM, YOU MUST SUBMIT THE ORIGINAL OF THIS DOCUMENT TO THE ADDRESS LISTED AT THE TOP OF THIS PAGE. MAINTAIN A PHOTOCOPY OF THIS DOCUMENT FOR YOUR RECORDS.

Step 3**NEW REGISTRATION INFORMATION** Please check one box and provide all requested information.

Individual
Complete lines
A, B, E, F and G

Joint Tenants
Complete lines
A, B, C, E, F, and G

Custodial
Complete lines
A, B, C, E, F
and G

Trust
Complete lines A, B,
C (if applicable),
D, E, F and G

Estate
Complete lines A, B,
C (if applicable),
D, E, F and G

A

Social Security Number of Taxpayer Identification for New Account (one number per account)

B

New Owner/Custodian/Trustee/Executor/Heir First Name, MI, Last Name

C

Joint Owner/Minor/Second Trustee First Name, MI, Last Name

Minor's State of Residency

Joint Owner /Third Trustee First Name, MI, Last Name

D

Name of Trust/Estate of First Name, MI, Last Name

Date of Trust

E

Address

City

State

Zip Code

F

Claim amount assigned to New Owner/Custodian/Trustee/Executor/Heir, expressed in US Currency.

G

Telephone number of New Owner/Custodian/Trustee/Executor/Heir

If you want to assign the registration of your claim to more than one individual, please include written instructions in the same format used in Step 3. Additionally, a copy of the certification in Step 4, and the Substitute W-9 Form as indicated on the following page should be completed for EACH new registrant.

Check this box to place a temporary suspension on the issuance of additional distributions pending the completion of the herein change of registration. If this box is not checked, any such future distributions from the Agway Liquidating Trust will be issued to the original registrant until the requested registration change has been processed in its entirety.

Step 4**SUBSTITUTE W-9 FORM** Must be provided for EACH NEW owner**Section A**

As a claimant of the Debtors who may be entitled to receive a distribution of cash as a result of the Debtors' liquidation, you are requested to sign and return this certification. Enter your correct Taxpayer Identification Number, and sign and date Section B. Failure to provide your Taxpayer Identification Number will result in federal tax withholding of any distribution you are entitled to receive.

Taxpayer Identification Number**Enter Taxpayer Identification Number**

The Taxpayer Identification Number for an individual is his/her Social Security Number. For Custodial Accounts, provide the minor's Social Security Number.

Section B

Certification: Under penalties of perjury, I certify that: (1) The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and (2) I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest of dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and (3) I am a U.S. person (including a U.S. resident alien).

Print Name: _____**Signature:** _____**Date:** _____

Note: If you have been notified that you are subject to backup withholding due to notified payee underreporting, and if you have not received a notice from the IRS advising you that backup withholding has been terminated, strike out the language in Section B clause (2).

PLEASE BE SURE THAT YOU HAVE SIGNED BOTH THE SIGNATURE SECTION ABOVE AND THE SUBSTITUTE FORM W-9 BELOW

<p>SUBSTITUTE Form W - 9</p> <p>Department of the Treasury, Internal Revenue Service</p> <p>Request for Taxpayer Identification Number</p>	<p>Part 1 - PLEASE PROVIDE YOUR TAXPAYER IDENTIFICATION NUMBER (the "TIN") IN THE BOX AT RIGHT AND CERTIFY BY SIGNING AND DATING BELOW. (If you do not have a TIN but have submitted an application for one or intend to do so in the near future, write "Applied For" instead).</p> <p>Part 2 - For Payees exempt from backup withholding (see the enclosed Guidelines for Certification of Taxpayer Identification Number)</p> <p>CERTIFICATION - Under penalties of perjury, I certify that (1) The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and (2) I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest of dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and (3) I am a U.S. person (including a U.S. resident alien), and (4) all other information provided in this Form is true and correct.</p> <p>SIGNATURE: _____ DATE: _____</p> <p>PRINT NAME: _____</p>	<p>_____/_____/_____ Social Security number</p> <p>OR</p> <p>_____/_____ Employee Identification Number</p>
<p>You must cross out (2) above, if you have been notified by the Internal Revenue Service (the "IRS") that you are subject to backup withholding because of underreporting interest or dividends on your tax return and you have not been advised by the IRS that such backup withholding has been terminated.</p>		

This page may be photocopied prior to completion in cases where there is more than one new registrant of an Agway security holder claim.

Step 5**ADDITIONAL DOCUMENTATION** If necessary, please submit appropriate documentation.

All changes in registration require a **Medallion Signature Guaranteed Stamp** (See Step 2) and the completion of the substitute **W-9 form** (See Step 4). In addition, the following types of transfers require the documentation noted.

Transferring to a custodial account:	Certified copy of minor's birth certificate
Removing a custodian:	Certified copy of minor's birth certificate
Transferring into a trust:	Copy of trust agreement
Changing the registration of a deceased owner: (whether a joint tenant or otherwise)	ORIGINAL death certificate AND either: ORIGINAL Letter of Testamentary OR Small Estate Affidavit (for non-probated estates)

If one or more of the persons executing this document has been authorized to act as an agent on behalf of a Claimant, please provide a copy of the Power of Attorney providing evidence thereto.

PLEASE PROVIDE ALL OF THE INFORMATION REQUESTED IN THIS FORM. FAILURE TO PROVIDE ALL OF THE NECESSARY INFORMATION MAY RESULT IN DELAYS IN THE REGISTRATION CHANGES BEING REQUESTED.