

SAMPLE DEFERRED VESTED LETTER

October 15, 2004

Mr. Philip C Aronson
403 Cliff Ave
Edgewater Pk, NJ 08010 0000

**Re: Agway, Inc. Retirement Benefits
Massachusetts Mutual Life Insurance Company Contract Number TFO 45019
The Travelers Insurance Company Contract Number GR-18901**

Dear Mr. Aronson:

I am pleased to tell you about an important change in the provider of your pension benefit.

Effective October 1, 2004, the Plan Administrator of the Employees' Retirement Plan of Agway, Inc. (The Plan) entered into Group Annuity Contract agreements with the Massachusetts Mutual Life Insurance Company (MassMutual) and The Travelers Insurance Company (TIC) to provide your retirement benefit earned under The Plan. Under the new arrangement, MassMutual guarantees 50% of your benefit and TIC guarantees 50% of your benefit. When you become eligible to receive your benefit, MassMutual will make your full payment on behalf of both companies.

Importantly, you are guaranteed the full amount of your plan benefit as purchased under the contracts, and can still choose the optional forms of benefit payment that were available under the plan at the time of your termination from Agway.

When an insurance company guarantees your benefit, you want and expect an organization you can count on - one that is strong and can stand behind its obligations over time. Now you will have the security of two. MassMutual has been helping customers since 1851. The Travelers Insurance Company, a member of Citigroup, has been providing insurance products since 1864.

Both MassMutual and TIC have experienced professionals in place to ensure a smooth transition and to provide the on-going guarantee of your benefit.

At a future date, you will receive two annuity certificates, one issued by MassMutual and one issued by TIC, which will describe your retirement benefits and the insurers' obligations to provide your benefits under the Plan. In the meantime, please retain a copy of this letter with your other important papers.

If you should ever have any questions, please call MassMutual's Participant Information Center at **800-788-8781** Monday through Friday between the hours of 8 a.m. and 5 p.m. Eastern Standard Time. Our knowledgeable staff will be happy to help you.

When you are ready to begin receiving your retirement benefit or if you have a change of address, you should contact MassMutual at the address listed below.

Retirement Services, Defined Benefit SPAC Unit
Massachusetts Mutual Life Insurance Company
1295 State Street
Springfield, MA 01111

Please include your group annuity contract number, TFO 45019 and your social security number in any correspondence to MassMutual.

We are proud of the level of service that we provide to our retirement plan participants and we look forward to providing our services to you.

Sincerely,

Paul A. Lieberwirth

Paul A. Lieberwirth
Director of Operations
Retirement Services
1295 State Street N347
Springfield, MA 01111-0001