

SAMPLE LETTER TO RETIREES RECEIVING ANNUITY PAYMENTS

October 15, 2004

Ms. Marian Bradford
265 Feeding Hills Rd
Southwick, MA 01077 0000

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

Dear Ms. Bradford:

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. MassMutual will make the full monthly payment, including the 50% that TIC guarantees.

Importantly, you will still receive the full amount of your monthly benefit, and the terms of the optional form of benefit payment you selected remain the same. Your payment will continue to be made at the end of the month. The difference is that the total monthly payment previously paid to you by Agway will now be sent to you by MassMutual.

You currently have direct deposit and your payments will go directly to the financial institution that currently receives your net amount. We cannot split your deposit amount between two financial institutions.

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.

The enclosed Frequently Asked Questions document should answer many questions you may have but if you should 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.

If you have a change of address or need to correspond with us for any reason, you may send all inquiries and communications to:

Retirement Services, Defined Benefit SPAC Unit
Massachusetts Mutual Life Insurance Company
1295 State Street
Springfield, MA 01111-0001

Please include your 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 01111-000