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**Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

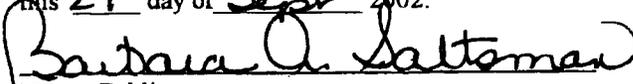
I, Peter J. O'Neill, Chief Financial Officer, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Agway Inc., and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - Annual Report on Form 10-K for the year ended June 30, 2002 of Agway Inc.
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Agway Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.



 Peter J. O'Neill
 Senior Vice President, Finance & Control
 September 27, 2002

Subscribed and sworn to before me
this 27th day of Sept 2002.



 Notary Public

My Commission Expires: 5-10-03

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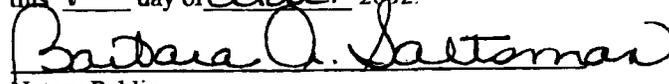
OCT 4 - 2002

BARBARA A. SALTSMAN
 NOTARY PUBLIC IN THE STATE OF NEW YORK
 QUALIFIED IN MADISON COUNTY
 NO. 01SA6024446
 MY COMMISSION EXPIRES MAY 10, 20 03



 Peter J. O'Neill
 Senior Vice President, Finance & Control
 October 4, 2002

Subscribed and sworn to before me
this 4th day of October 2002.



 Notary Public

My Commission Expires:

BARBARA A. SALTSMAN
 NOTARY PUBLIC IN THE STATE OF NEW YORK
 QUALIFIED IN MADISON COUNTY
 NO. 01SA6024446
 MY COMMISSION EXPIRES MAY 10, 20 03