

10-126)

10-26-2001



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

ET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

101887663 ONLY

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): The Chase Manhattan Bank (successor by Merger to Chase Bank of Texas, National Association, f/k/a Texas Commerce Bank National Association), a New York banking corporation, as Agent

2. Name and address of receiving party(ies) Name: CellStar, Ltd. Internal Address: Street Address: 1730 Briercroft City: Carrollton State: Texas Zip: 75006

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Release of Security Agreement

Individual(s) citizenship Association General Partnership Limited Partnership Texas Corporation-State 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

Execution Date: September 28, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/541,329 75/622,176 75/467,264

B. Trademark Registration No.(s) 2,363,539 2,318,993 2,275,537

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: LaShana C. Jimmar

Internal Address: Paul, Hastings, Janofsky & Walker LLP

Street Address: 600 Peachtree Street, NE Suite 2400

City: Atlanta State: GA Zip: 30308

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00

Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

LaShana C. Jimmar Name of Person Signing

Signature

10/12/01 Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK REEL: 002389 FRAME: 0446

## TRADEMARK RELEASE OF SECURITY INTEREST

This instrument is executed effective as of the 28<sup>th</sup> day of September, 2001 by The Chase Manhattan Bank (successor by merger to Chase Bank of Texas, National Association, formerly known as Texas Commerce Bank National Association), a New York banking corporation ("Chase"), not in its individual capacity but solely as agent for the Banks specified in the Security Agreement (hereinafter defined) (Chase in such capacity, the "Agent"), 2200 Ross Avenue, 3<sup>rd</sup> Floor, Dallas, Texas 75201.

WHEREAS, CellStar, Ltd., a Texas limited partnership (the "Grantor"), having an address at 1730 Briercroft, Carrollton, Texas 75006, and the Agent executed a Security Interest Assignment of Trademarks dated as of February 27, 2001 ("Security Agreement"), under which Security Agreement the Grantor granted to the Agent a security interest in all of the Grantor's right, title and interest in and to the trademark registrations (collectively, "Trademarks") listed in Exhibit A hereto, to secure payment and performance in full of certain Obligations of the Grantor under a credit agreement among Grantor, Agent and others (the "Credit Agreement").

WHEREAS, the Agent recorded the Security Agreement with the United States Patent and Trademark Office, Assignment Branch, on March 5, 2001, which Security Agreement was recorded at Reel 002255, Frame 0393; and

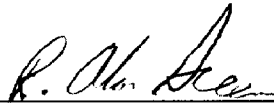
WHEREAS, the Agent desires to terminate and release its security interest in the Trademarks.

NOW, THEREFORE, in consideration of the satisfaction of all Obligations of the Grantor under the Credit Agreement, the Agent by these presents does hereby release the

security interest in all trademarks, service marks and trademark and service mark registrations and applications, both foreign and domestic, at any time owned by Grantor, including without limitation the Trademarks described on Exhibit A hereto, and the goodwill represented thereby, and including without limitation all renewals thereof, all proceeds thereof (including, but not limited to, all license royalties and proceeds of infringement suits), and the right to sue for past, present and future infringements.

IN WITNESS WHEREOF, Agent has executed this instrument as of the date first above written.

THE CHASE MANHATTAN BANK (successor by merger to Chase Bank of Texas, National Association, formerly known as Texas Commerce Bank National Association), as Agent

By:   
Name: R Alan Green  
Title: Vice President

CERTIFICATE OF ACKNOWLEDGMENT

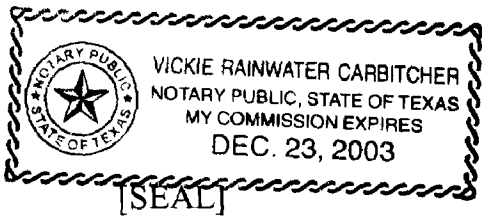
STATE OF TEXAS

§  
§  
§

COUNTY OF DALLAS

Before me Vickie Rainwater-Carbitcher on this day personally appeared R Alan Green, a Vice President of THE CHASE MANHATTAN BANK, a New York banking corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same, on behalf of said corporation, for the purposes and consideration therein expressed.

Given under my hand and seal this 27<sup>th</sup> day of September, 2001.



Vickie Rainwater Carbitcher  
Notary Public - State of Texas

My Commission Expires:  
12-23-03

Vickie Rainwater-Carbitcher  
Printed Name of Notary Public

EXHIBIT A

Trademarks

<u>Mark</u>	<u>Serial No.</u>	<u>Registration No.</u>
BACKED BY THE BEST	75/383,954	2,363,539
CELLSTAR	75/399,597	2,275,537
CELLSTAR & DESIGN	75/541,329	
CELLSTAR NET XTREME	75/467,264	
AOS ON-LINE & DESIGN	75/622,176	
CELLSTAR ADVANCED ORDER SYSTEM & DESIGN	75/622,175	2,318,993