

10-31-2001



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

101891021 TRADEMARKS ONLY

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

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

3. Nature of conveyance: [X] Other Release of Security Agreement Execution Date: September 28, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 74/663,849 74/663,850 75/582,146

1,985,444 2,007,790 B. Trademark Registration No.(s) 1,976,263 2,016,191 1,967,868 2,086,312 2,007,764 2,055,075

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: 17 7. Total fee (37 CFR 3.41): \$ 400.00 [X] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number:

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 Date 10/12/01

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

10/30/2001 00000126 74663849 40.00 DP 400.00 DP

TRADEMARK REEL: 002392 FRAME: 0505

## 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 October 15, 1997 ("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 November 26, 1997, which Security Agreement was recorded at Reel 1659, Frame 0200; 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: R. Alan Green  
Name: R Alan Green  
Title: Vice President

CERTIFICATE OF ACKNOWLEDGMENT

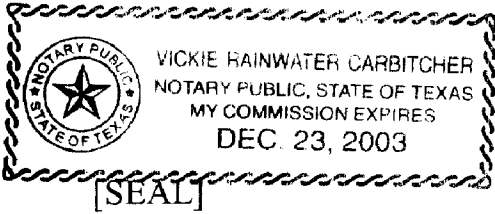
STATE OF TEXAS

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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 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

**SCHEDULE OF TRADEMARKS**

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TRADEMARK  
REEL: 002392 FRAME: 0510

CELLSTAR, LTD. US TRADEMARKS

Mark	Description of Goods and Services	Ser. No./ Filing Date	Reg. No./ Reg. Date	Renewal Date/ *Other
ACCESSORY PERFORMANCE PAC	cellular telephones and accessories for cellular telephones, namely batteries, battery eliminators leather cases in class 9, leather cases, in class 18	74/677,425 05/17/95	2,007,790 10/15/96	10/05/2006 *10/15/2002 - \$8 and 15 Affidavits
BACKED BY THE BEST	wholesale distributorships featuring cellular telephones and accessories.	(in preparation)		
CELLSTAR	cellular telephones sold to cellular telephone service subscribers and accessories for use with cellular telephones; namely, mounting brackets, antennas, antenna mounts, batteries, battery chargers, battery eliminators, input and output jacks, carrying cases, headphones, remote listening and speaking devices, in class 9	74/354,588 02/01/93	1,835,240 05/10/94	05/10/2004 *05/10/2000 - \$8 and 15 Affidavits
CELLSTAR w/globe logo	wholesale distributing services featuring cellular telephones and related accessories, in class 42	74/489,103 2/14/94	1,896,626 5/30/95	5/30/2005 *5/30/2001 - \$8 and 15 Affidavits

CELLSTAR, LTD. US TRADEMARKS

Mark	Description of Goods and Services	Ser. No./ Filing Date	Reg. No./ Reg. Date	Renewal Date/ *Other
CELLSTAR (stylized)	cellular telephones sold to cellular telephone service subscribers and accessories for use with cellular telephones, namely mounting brackets, antennas, antenna mounts, batteries, battery chargers, battery eliminators, input and output jacks, carrying cases, headphones, remote listening and speaking devices in class 9, cellular telephone communication services, in class 38, retail outlets featuring cellular telephones, and accessories for cellular telephones and cellular telephone subscription contracts; and wholesale distributing services featuring cellular telephones and related accessories, in class 42	74/651,394 03/24/95	1,976,263 05/28/96	05/28/2006 *05/28/2001 - \$8 and 15 Affidavits
CELLULAR PHONE CENTER and design	providing subscription contracts for cellular telephone communication services, provided by a third party, in class 38, retail outlets featuring cellular telephones and cellular telephone subscription contracts, in class 42	74/577,186 09/22/94	1,967,868 04/16/96	04/16/2006 *04/16/2002 - \$8 and 15 Affidavits



CELLSTAR, LTD. US TRADEMARKS

COMMUNICATION CENTER (stylized)	providing subscription contracts for and activation of cellular telephone communication services, provided by a third party, in class 38, retail outlets featuring cellular telephones, accessories for cellular telephones and cellular telephone subscription contracts in class 42	74/582,145 10/03/94	2,016,191 11/12/96	11/12/2006 *11/12/2002 - \$8 and 15 Affidavits
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Mark	Description of Goods and Services	Ser. No./ Filing Date	Reg. No./ Reg. Date	Renewal Date/ *Other
COMMUNICATION CENTER AFFILIATES (stylized)	promoting the telecommunications goods and services of itself and others by means of promoting memberships in third party discount merchandising clubs, in class 35	75/028,757 12/01/95		Statement of Use Due 11/28/97
ESSENTIALS CELLULAR ACCESSORIES (stylized)	cellular telephone accessories, namely antennas, batteries, battery eliminators, battery chargers, carrying cases and mounting apparatus and hardware therefor in class 9	74/686,976 06/12/95	2,086,312 08/05/97	08/05/2007 *09/05/2003 \$8 and 15 Affidavits
ESSENTIALS CELLULAR ACCESSORIES (stylized)	whole distributing services featuring accessories related to cellular telephones in class 42	74/686,975 06/12/95	1,985,444 07/09/96	07/09/2006 *07/09/2002 \$8 and 15 Affidavits
FULLFILLING A WIRELESS WORLD	wholesale distributorship services featuring cellular telephones and related accessories, in class 42	74/874,551 05/18/95	2,007,764 10/15/96	10/15/2006 *10/15/2002 - \$8 and 15 Affidavits
FULFILLING YOUR WIRELESS WORLD	cellular telephone communication services in class 38, Wholesale distributorships featuring cellular telephones, accessories for cellular telephones and cellular telephone subscription contracts in class 42	74/603,603 11/28/94	2,005,075 10/01/96	10/01/2006 *10/01/2002 - \$8 and 15 Affidavits

CELLSTAR, LTD. US TRADEMARKS

INTELLIGENT FAST CHARGER	cellular telephone battery chargers, in class 9	74/559,265 08/10/94	1,968,988 04/16/96	04/16/2006 *4/16/2002 - \$8 and 15 Affidavits
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Mark	Description of Goods and Services	Ser. No./ Filing Date	Reg. No./ Reg. Date	Renewal Date/ *Other
INTERACT (stylized)	video terminals used in retail outlets for the selection and configuration of wireless telecommunications equipment, in class 9, custom design of video terminals used in retail outlets for the selection and configuration of wireless telecommunications equipment, in class 42	74/663,849 04/20/95	2,084,473 07/29/97	07/29/2007 07/29/2003 - \$8 and 15 Affidavits
INTERACT INTERACTIVE ASSISTANT FOR COMMUNICATION TECHNOLOGY	video terminals used in retail outlets for the selection and configuration of wireless telecommunications equipment, in class 9, custom design of video terminals used in retail outlets for the selection and configuration of wireless telecommunications equipment, in class 42	74/663,850 04/20/95	2,065,618 05/27/97	05/27/2007 *05/27/2003 - \$8 and 15 Affidavits

**CELLSTAR, LTD. US TRADEMARKS**

<p>NATIONAL AUTO CELLULAR (and design)</p>	<p>service activation and subscription contracts for cellular telephone communication services in class 38; retail outlets featuring cellular telephones, accessories for cellular telephones and services activation and subscription contracts for cellular telephone communication services in class 35</p>	<p>75/015,298 11/06/95</p>	<p>[published for opposition 09/30/97]</p>	
<p>NATIONAL COMMUNICATION (and design)</p>	<p>subscription contracts for cellular telephone communication services in class 38; retail outlets featuring cellular telephones, accessories for cellular telephones and cellular telephone subscription contracts in class 42</p>	<p>74/582,146 10/03/94</p>		<p>Statement of Use Due 12/24/97</p>

Mark	Description of Goods and Services	Ser. No./ Filing Date	Reg. No./ Reg. Date	Renewal Date/ *Other
<p>TWO NAMES YOU CAN CLEARLY COUNT ON</p>	<p>cellular telephone communication services in class 38, retail outlets featuring cellular telephones and cellular telephone subscription contracts, in class 42</p>	<p>74/483,718 01/28/94</p>	<p>1,875,583 01/24/95</p>	<p>01/24/2005 *01/24/2001 - §8 and 15 Affidavits</p>

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