

10-22-2002



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

10-22-02

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): MRP 10-22-02
JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank)

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other New York banking corporation

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

2. Name and address of receiving party(ies):

Name: Agere Systems Inc.
Internal Address: _____
Street Address: 1110 American Parkway NE
City: Allentown State: PA ZIP: 18109

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Termination and Release of Security Interest in Trademark Rights

Execution Date: September 30, 2002

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

A. Trademark Application No.(s)
78/032,956 ; 78/032,959 ; 78/037,397 ; 78/037,408
78/037,411 ; 78/006,735 ; 75/935,391

B. Trademark Registration No.(s)
2,448,190 ; 2,499,326 ; 2,553,679
2,204,541 ; 2,414,352 ; 2,486,283

Additional numbers attached? Yes No

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

Name: Robyn Rahbar, Esq.
Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41): \$340.00
 Enclosed
 Authorized to be charged to credit card

8. Deposit account number:

10/22/2002 DBYRNE 00000161 78032956
01 FC:4521
02 FC:4522

DO NOT USE THIS SPACE

Robyn Rahbar, Esq.
Name of Person Signing

Robyn Rahbar
Signature

10/21/02
Date

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

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE, dated as of September 30, 2002, from JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank), a New York banking corporation, as Administrative Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), to Agere Systems Inc., a Delaware corporation with its principal place of business located at 1110 American Parkway NE, Allentown, Pennsylvania 18109.

WITNESSETH:

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated as of April 2, 2001, made by the Grantors (as defined therein) in favor of the Agent (the "Collateral Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Conditional Assignment of and Security Interest in Trademark Rights, dated as of April 2, 2001, among the Agent and Agere Systems Inc. (the "Conditional Assignment"), Agere Systems Inc., by reference to the Collateral Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Conditional Assignment was recorded in the Trademark Division of the United States Patent and Trademark Office on April 5, 2001, at Reel 002276 and Frame 0632; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions: The term "Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement and the Conditional Assignment.

2. Release of Security Interest: The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

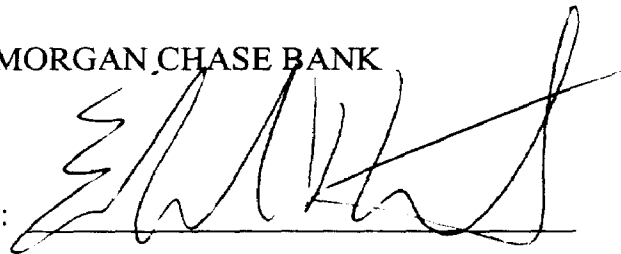
3. Further Assurances: The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

[Remainder of page left blank intentionally; Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK

By:

A handwritten signature in black ink, appearing to read 'Edmond DeForest', written over a horizontal line.

Name:

Edmond DeForest
Vice President

Title:

Schedule A

Pending U.S. Trademark Applications

Title	Application Number
AGERE	78032956
AGERE	78032959
AGERE	78037397
AGERE SYSTEMS	78037408
AGERE SYSTEMS LOGO	78037411
CELXPRES	78/006735
STARPRO	75935391

U.S. Trademark Registrations

Title	Registration Number
AGERE	2448190
HOME WIRE	2499326
ORINOCO	2553679
WAVELAN AND DESIGN	2204541
WILDWIRE	2414352
WILDWIRE	2486283