

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET 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):

Nextel Retail Stores, Inc.
2001 Edmund Halley Drive
Reston, Virginia 20191

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: 9/11/2003

2. Name and address of receiving party(ies)

Name: Nextel Communications, Inc.

Internal

Address: _____

Street Address: 2001 Edmund Halley Drive

City: Reston State: VA Zip: 20191

- 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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,096,486
1,816,162 - 1,931,056 - 2,456,757

Additional number(s) attached Yes No

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

Name: Amy B. Goldsmith, Esq.

Internal Address: 8th Floor

Gottlieb, Rackman & Reisman, P.C.

Street Address: 270 Madison Avenue

City: New York State: NY Zip: 10016

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41): \$ 115.00

- Enclosed
- Authorized to be charged to deposit account

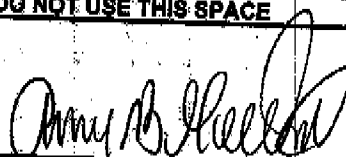
8. Deposit account number:

07-1730

9. Signature.

DO NOT USE THIS SPACE

Amy B. Goldsmith, Esq.
Name of Person Signing


Signature

October 15, 2003
Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK
REEL: 002732 FRAME: 0067

700048407

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**TRADE MARK ASSIGNMENT**

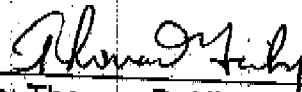
WHEREAS, Nextel Retail Stores, Inc., a corporation organized under the laws of the State of Delaware, located at 2001 Edmund Halley Drive, Reston, Virginia 20191/USA (hereinafter referred to as the ASSIGNOR) is the owner of certain trademarks and registrations for said marks are as follows:

TRADEMARK	REGISTRATION NO.
LET'S TALK	2,096,486
LET'S TALK CELLULAR	1,816,162
LET'S TALK CELLULAR	1,931,056
LETSTALK.COM	2,456,757

and

WHEREAS, Nextel Communications, Inc., a corporation organized under the laws of the State of Delaware, located at 2001 Edmund Halley Drive, Reston, Virginia 20191/USA (hereinafter referred to as the ASSIGNEE), is desirous of acquiring all of the right, title and interest of ASSIGNOR in, to and under the MARKS, together with the goodwill of the business symbolized by the MARKS; NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the full receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey unto ASSIGNEE its right, title and interest in and to the MARKS, together with the goodwill of the business symbolized by the MARKS, and the right to sue and recover for past infringement thereof.

IN WITNESS WHEREOF, Nextel Retail Stores, Inc. has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 11th day of September, 2003.

By: 
Name: Thomas D. Hickey
Title: Assistant Secretary