

ASSIGNMENT AND AGREEMENT

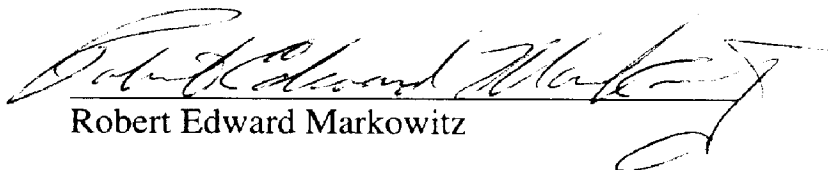
For value received, we, Robert Edward Markowitz, of Glen Rock in the County of Bergen and State of New Jersey, Joseph Thomas O'Neil, of Staten Island in the County of Richmond and State of New York, Kenneth H. Rosen, of Middletown in the County of Monmouth and State of New Jersey, and Peter H. Stuntebeck, of Little Silver in the County of Monmouth and State of New Jersey, hereby sell, assign and transfer to AT&T Corp., a corporation of the State of New York, having an office at 32 Avenue of the Americas, New York, New York 10013-2412, U.S.A., and its successors, assigns and legal representatives, the entire right, title and interest, for the United States of America, in and to certain inventions related to **Proxy Apparatus And Method For Streaming Media Information**, described in an application for Letters Patent of the United States, executed by us of even date herewith, and all the rights and privileges in said application and under any and all Letters Patent that may be granted in the United States for said inventions; and we also concurrently hereby sell, assign and transfer to AT&T Corp. the entire right, title and interest in and to said inventions for all countries foreign to the United States, including all rights of priority arising from the application aforesaid, and all the rights and privileges under any and all forms of protection, including Letters Patent, that may be granted in said countries foreign to the United States for said inventions.

We authorize AT&T Corp. to make application for such protection in its own name and maintain such protection in any and all countries foreign to the United States, and to invoke and claim for any application for patent or other form of protection for said inventions, without further authorization from us, any and all benefits, including the right of priority provided by any and all treaties, conventions, or agreements.

We hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any document which may be required in any country in proof of the right of AT&T Corp. to apply for patent or other form of protection for said inventions and to claim the aforesaid benefit of the right of priority.

We request that any and all patents for said inventions be issued to AT&T Corp. in the United States and in all countries foreign to the United States, or to such nominees as AT&T Corp. may designate.

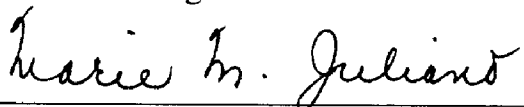
We agree that, when requested, we shall, without charge to AT&T Corp. but at its expense, sign all papers, and do all acts which may be necessary, desirable or convenient in connection with said applications, patents, or other forms of protection.


Robert Edward Markowitz

Date: 3/30/99

United States of America)
State of New Jersey) ss.:
County of Monmouth)

On this 30th day of March, 1999, before me personally came Robert Edward Markowitz, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.



Notary Public
MARIE M. JULIANO
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Mar. 26, 2001

Joseph Thomas O'Neil
Joseph Thomas O'Neil

Date: 3/29/99

United States of America)

State of New Jersey) ss.:


County of Monmouth)

On this 29th day of March, 1999, before me personally came Joseph Thomas O'Neil, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

Ann E. Taylor
Notary Public

ANN E. TAYLOR
NOTARY PUBLIC OF NEW JERSEY, USA
REGISTERED IN OCEAN COUNTY
MY COMMISSION EXPIRES AUGUST 7, 2003

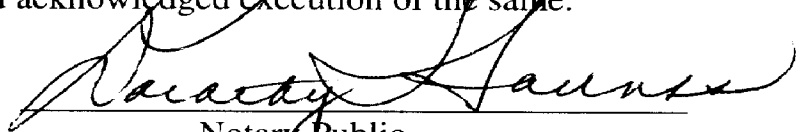
113543


Kenneth H. Rosen

Date: April 1, 1999

United States of America)
State of New Jersey) ss.:
County of Hudson

On this 1st day of April, 1999, before me
personally came Kenneth H. Rosen, to me known to be the individual described in and
who executed the foregoing instrument, and acknowledged execution of the same.


Notary Public

DOROTHY HAUNSS
A Notary Public of New Jersey
My Commission Expires 4/16/2003

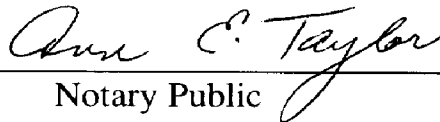


 Peter H. Stuntebeck
Date: 4/19/99

United States of America)

State of New Jersey) ss.:County of Monmouth)

On this 19th day of April, 1999, before me personally came Peter H. Stuntebeck, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.



 Notary Public

ANN E. TAYLOR
 NOTARY PUBLIC OF NEW JERSEY, USA
 REGISTERED IN OCEAN COUNTY
 MY COMMISSION EXPIRES AUGUST 7, 2002

AT&T Corp.
 P. O. Box 4110
 Middletown, New Jersey 07748