

ASSIGNMENT AND AGREEMENT

For value received, we, Adriana Dumitras, of Sunnyvale in the County of Santa Clara and State of California, and Barin Geoffry Haskell, of Mountain View in the County of Santa Clara and State of California, 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 **Texture Replacement In Video Sequences And Images** described in an application for Letters Patent of the United States, executed by us of even date herewith, and based on our prior provisional application, Serial No. 60/328,627, filed October 11, 2001, 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.

Adriana Dumitras
Adriana Dumitras

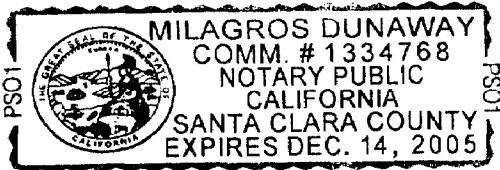
Date: AUG 29, 2002

United States of America)

State of California)ss:

County of Santa Clara)

On this 29th day of AUGUST, 2002, before me personally came Adriana Dumitras, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.



Milagros Dunaway
Notary Public

Barin Geoffrey Haskell
Barin Geoffrey Haskell

Date: 8-29-02

United States of America)

State of California)ss:

County of Santa Clara)

On this 29th day of August, 2002, before me personally came Barin Geoffrey Haskell, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.



Milagros Dunaway
Notary Public

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