

ASSIGNMENT AGREEMENT

This ASSIGNMENT AGREEMENT is dated as of December 7, 2001 (the "Assignment"), by iBEAM Broadcasting Corporation, a Delaware corporation (the "Assignor"), in favor of Williams Communications, LLC, a Delaware limited liability company (the "Assignee").

W I T N E S S E T H

WHEREAS, Assignor has adopted, used, is using and is the owner of the trademarks and/or service marks listed on Schedule 1 attached hereto, which trademarks and service marks are registered or have been filed for registration in the United States Patent and Trademark Office, the European Community, and/or Canada or are common law trademarks (the "Trademarks"); and

WHEREAS, Assignor is the owner of the copyrights listed on Schedule 2 attached hereto, which copyrights are registered or are the subject of pending applications for registration in the United States Copyright Office (the "Copyrights"); and

WHEREAS, Assignor is the owner of the patent applications listed on Schedule 3 attached hereto, which are pending in the United States Patent and Trademark Office (collectively, the "Patents"); and

WHEREAS, Assignor and Assignee are parties to that certain Asset Sale Agreement, dated as of October 11, 2001 (as amended, the "Asset Sale Agreement"), pursuant to which Assignor has agreed to sell to Assignee, and Assignee has agreed to purchase from Assignor, among other assets, the Trademarks and the goodwill connected with and symbolized thereby, the Copyrights, and the Patents.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer, set over, and deliver to Assignee all of Assignor's right, title, and interest in and to: (i) the Trademarks, the goodwill of the business connected with the use of and symbolized by the Trademarks, and to the extent that any trademark or service mark applications included in the Trademarks are filed on the basis of Assignor's "intent to-use" such trademarks or service marks, the portion of the business to which those trademarks or service marks apply (which business is ongoing and existing); (ii) the Copyrights, and the registrations thereof and applications therefore; and (iii) the Patents, together with all patents granted on any applications included in the Patents, all continuations, continuations-in-part, divisionals, reissues and re-examinations of said Patents, together with all causes of actions, claims and demands or other rights of or arising from any infringement, including past infringement, of the Trademarks, Copyrights, and Patents, and all rights corresponding thereto throughout the world, all upon the terms and subject to the conditions set forth in the Asset Sale Agreement.

Assignor further agrees, without further consideration, to cause to be performed such lawful acts and to be executed such further assignments and other documents as Assignee may reasonably request to effectuate fully this Assignment, and to permit Assignee to be duly recorded as the registered owner and proprietor of the property hereby conveyed.

This Assignment is governed by the laws of the State of Delaware, and is applicable to contracts made and performed wholly within the State, without reference to its conflicts of laws provisions, and the federal laws of the United States, as applicable.

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IN WITNESS WHEREOF, the undersigned has caused this Assignment
to be executed by the signature of its duly authorized officer as of the date above first
written.

iBEAM BROADCASTING CORPORATION

to

By: *Randall K. Grawman*
Name: *Randall K. Grawman*
Title: *CEO*

acknowledged and
Accepted:

WILLIAMS COMMUNICATIONS, LLC

By: _____
Name:
Title:

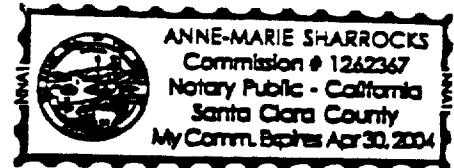
STATE OF ~~NEW YORK~~)
California)
Santa Clara) SS.
COUNTY OF ~~NEW YORK~~)

I, a notary public, in and for the county and state aforesaid, do hereby certify that Randall K. Garrow personally known to me to be the CFO of iBeam Broadcasting Corporation, a Delaware corporation, appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him/her by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 27 day of November, 2001.

Anne-Marie Sharrocks
Notary Public

My commission expires: April 30, 2004



IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

by
this day
as
on for
rial seal

IBEAM BROADCASTING CORPORATION

By: _____
Name:
Title:

Acknowledged and Accepted:

WILLIAMS COMMUNICATIONS, LLC

By: *[Signature]*
Name: JOHN C. BUNYANER
Title: SENIOR VICE PRESIDENT

SCHEDULE 1

Registered Trademarks or Trademark Applications

<u>Jurisdiction</u>	<u>Trademark</u>	<u>Reg. No. / (App. No.)</u>	<u>Issued / (Date App.)</u>
United States	IBEAM		
United States	IBEAM BROADCASTING		
European Community	IBEAM BROADCASTING	001212463	
European Community	MAXCASTER	001207331	
United States	ACTIVECAST	(76/170328)	
United States	PURESTREAM	(76/185966)	
United States	PURESTREAM BY IBEAM	(76/185965)	
United States	ADMASTER	(76/170327)	
United States	STREAMING THE BEST OF YOUR BUSINESS	(76/189110)	
United States	VIDEOVPN	(76/189111)	
United States	PHONESHOW	(75/939,862)	
United States	WHERE YOUR MEDIA LIVES	(75/939,861)	
United States	MAXCASTER	(75/606,382)	
Canada	IBEAM	(1100249)	(4/20/01)
Canada	IBEAM BROADCASTING	(1100248)	(4/20/01)

Common Law Trademarks

ON-STAGE

ON-AIR

ON-DEMAND

ON-TARGET

ON-GUARD

ON-CALL

SCHEDULE 2

Copyrights

<u>Copyright</u>	<u>Registration No. (Application No.)</u>	<u>Date of Issue (Date of Application)</u>
erPresenter V.1	TXU 954-023	(5/25/2000)
Cast Encoder V.1	TXU 954-017	(5/25/2000)
Cast Scheduler V.1	TXU 954-029	(5/25/2000)
Cast NV Service V.1	TXU 954-026	(5/25/2000)
Cast Media Indexer V.1	TXU 954-016	(5/25/2000)
Cast Photo Processor V.1	TXU 954-022	(5/25/2000)
Phony System V.1	TXU 954-019	(5/25/2000)
ernet Real-Time Text Transmission V.1	TXU 959-380	(6/23/2000)
Authentication Plug-In V.1	TXU 954-018	(5/25/2000)
Virtual Roadshow Administration	TXU 959-381	(6/23/2000)
Virtual Roadshow Client User Interface V.3	TXU 954-027	(5/25/2000)
ransporter Administration V.3	TXU 954-025	(5/25/2000)
ransporter Service V.3	TXU 954-024	(5/25/2000)
ublisher Service V.3	TXU 959-382	(6/23/2000)
roducer V.3	TXU 954-028	(5/25/2000)
NextVenue W. Media Server Security DLL V.1	TXU 954-021	(5/25/2000)
NextVenue Media Server Security DLL V.1	TXU 954-020	(5/25/2000)

SCHEDULE 3

Patents

<u>Jurisdiction</u>	<u>Patent</u>	<u>Patent No. / (App. No.)</u>	<u>Issued /(Date App.)</u>
United States	A System and Method for Performing Broadcast-Enabled Disk Drive Replication in a Distributed Data Delivery Network.	(PCT/US01/02881) (US Provisional No. 60/185,364)	
United States	Method of Utilizing a Single Uniform Resource Locator for Resources with Multiple Formats	(PCT/US01/02856) (US Provisional No. 60/178,751)	
United States	Method of Rewriting Metafile Between Origin Server and Client	(PCT/US01/02821) (US Provisional No. 60/178,750)	
United States	A System and Method for Mirroring and Caching Compressed Content in a Content Distribution Environment	(PCT/US01/02882) (US Provisional No. 60/178,736)	
United States	Method and Apparatus for Client-Side Authentication and Stream Selection in a Content Distribution Environment	(PCT/US01/02882) (US Provisional No. 60/178,737)	
United States	A System and Method for Determining Optimal Server in a Distributed Network for Serving Content Streams	(PCT/US01/02852) (US Provisional No. 60/178,748)	
United States	A System and Method for Rewriting a Media Resource Request and/or Response Between Origin Server and Client	(US application pending)	
United States	Method and System for Real-Time distributed Data Mining and Analysis for Networks	(PCT/US01/02851) (US Provisional No. 60/178,753)	

United States Method and Apparatus for Encoder-
Based Distribution of Live Video
and Other Streaming Content (PCT/US01/02855)
US Provisional No.
60/178,749)

United States Streaming Media Transparency (PCT application
pending)
(US Provisional No.
09/162,106)

United States Real Time Internet Transcript
Presentation System (PCT application
pending)
(US Provisional No.
60/252,562)