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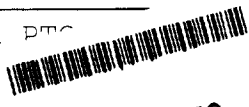
Form PTO

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



10-25-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #34 of Patent
party(ies):

101184107

Send original documents or copy hereof.

1. Name and address of conveying party(ies):
Jack Morton Productions, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Name and address of receiving party(ies):
Name: JMP Holding Company, Inc.
Address: 800 South Frederick Avenue - Suite 102
Gaithersburg, Maryland 20877
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State 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: October 11, 1999

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) & addresses attached?
 Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional Numbers attached? Yes No

B. Trademark Registration No.(s).
1,840,837 1,302,087

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Susan Upton Douglass
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 866 United Nations Plaza
City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....2
7. Total fee (37 CFR 3.41) \$ 65.00
 Enclosed
 Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number:
23-0825-0576900
(Attach duplicate copy of this page if paying by deposit account)

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01 FC:481 40.00 OF
02 FC:482 25.00 OF

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9. Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Susan Upton Douglass [Signature] October 22, 1999
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: _____

ASSIGNMENT

WHEREAS, JACK MORTON PRODUCTIONS, INC. , a corporation organized and existing under the laws of the State of Delaware located at 641 Avenue of the Americas, New York, New York 10011("Assignor"), is the owner of the trademarks listed in the attached schedule (hereinafter, the "Trademarks");

and WHEREAS, JMP HOLDING COMPANY, INC., a corporation organized and existing under the laws of the State of Delaware, located at 800 South Frederick Avenue, Suite 102, Gaithersburg, Maryland 20877 ("Assignee"), is desirous of acquiring the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the above-named registrations therefor, and with all claims arising out of or relating to the use or ownership of the Trademarks.

JACK MORTON PRODUCTIONS, INC.

By: 

Name: Robert B. Wolfe

Title: Senior Vice President/CFO

Date of Signature: 10/11/99

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TRADEMARK

REEL: 001987 FRAME: 0319

Schedule of Trademarks

LIVING MODULE 1,302,087

MEETING IN A BOX 1,840,837