

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NVG-Santa Barbara, LLC		02/18/2005	LTD LIAB JT ST CO: DELAWARE

RECEIVING PARTY DATA

Name:	NVG-Santa Barbara, Inc.
Street Address:	3500 Lenox Road
Internal Address:	Suite 640
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30326
Entity Type:	CORPORATION: DELAWARE

Name:	NVG-Santa Barbara II, Inc.
Street Address:	3500 Lenox Road
Internal Address:	Suite 640
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30326
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1795293	KSBY 6

CORRESPONDENCE DATA

Fax Number: (404)806-5609
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-870-4607
 Email: dyates@lordbissell.com

CH \$40.00 1795293

Correspondent Name: David R. Yates
Address Line 1: 1170 Peachtree Street, NE
Address Line 4: Atlanta, GEORGIA 30309

NAME OF SUBMITTER:	David R. Yates
Signature:	/David R. Yates/
Date:	02/23/2005
Total Attachments: 2 source=KSBY#page1.tif source=KSBY#page2.tif	

ASSIGNMENT AND ASSUMPTION OF REGISTERED TRADEMARKS

THIS ASSIGNMENT AND ASSUMPTION OF REGISTERED TRADEMARKS, is made as of this 8th day of February, 2005, by and between NVG-Santa Barbara, LLC, a limited liability company organized under the laws of the State of Delaware, and its assigns ("Seller"), NVG-Santa Barbara, Inc., a corporation formed under the laws of the State of Delaware ("NVG-SB, Inc."), and NVG-Santa Barbara II, Inc., a corporation formed under the laws of the State of Delaware ("NVG-SB II, Inc.," together with NVG-SB, Inc., the "Buyer").

WHEREAS, Seller is the sole and exclusive owner of a certain registered trademark and the goodwill appurtenant thereto and certain trademark registration therefor, which trademark and registrations are listed and described in Schedule A attached hereto (the "Mark"); and

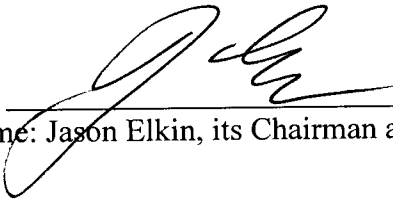
WHEREAS, Buyer desires to acquire all of Seller's right, title and interest in and to the Mark.

NOW THEREFORE, for good and valuable consideration paid by Buyer to Seller, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, assign and transfer unto Buyer all of Seller's right, title and interest in and to the Mark and registrations therefor, together with the goodwill appurtenant thereto and symbolized thereby, and the entire right, title and interest in and to any equity arising out of past, present or future infringement of the Mark as fully and entirely as said interest could have been held by Seller had this sell, assignment and transfer not been made.

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment and Assumption of Registered Trademarks as of the date first above written.

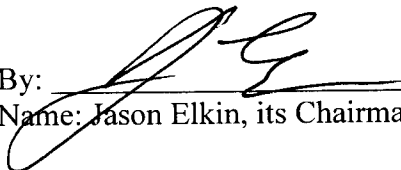
"SELLER"

NVG-SANTA BARBARA, LLC

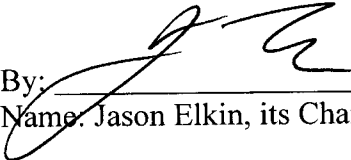
By: 
Name: Jason Elkin, its Chairman and CEO

"BUYER"

NVG-SANTA BARBARA, INC.

By: 
Name: Jason Elkin, its Chairman and CEO

NVG-SANTA BARBARA II, INC.

By: 
Name: Jason Elkin, its Chairman and CEO

Schedule A

Registered United States Trademark

1. KSBY (typed drawing); Registration No. 1,795,293; Registration Date 9/28/93.

Schedule A

ATL 285187v2

RECORDED: 02/23/2005

**TRADEMARK
REEL: 003033 FRAME: 0707**