

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Knoll, Inc.		06/29/2007	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	231 S. LaSalle Street
<b>Internal Address:</b>	IL1-231-10-41
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60697
<b>Entity Type:</b>	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 56

Property Type	Number	Word Mark
Registration Number:	3021487	AUTOSTRADA
Registration Number:	2894980	
Registration Number:	2894979	
Registration Number:	2894978	
Registration Number:	2893025	
Registration Number:	2894977	
Registration Number:	2949295	KREFELD
Registration Number:	2957768	JOE
Registration Number:	2960132	CECILIA
Registration Number:	2807283	DIVINA
Registration Number:	2744625	A3
Registration Number:	2660606	VISOR
Registration Number:	2647032	GIGI

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Registration Number:	2537287	UPSTART
Registration Number:	2483718	RPM
Registration Number:	2415886	PAPERCLIP
Registration Number:	2394237	FOG
Registration Number:	2237475	CURRENTS
Registration Number:	2352223	REFF
Registration Number:	2272597	DIVIDENDS
Registration Number:	2124373	DISCUS
Registration Number:	2064087	JR
Registration Number:	2111132	BACKPACK
Registration Number:	2019756	COUNTERFORCE
Registration Number:	1978933	GOOD DESIGN IS GOOD BUSINESS
Registration Number:	1996058	SALSA
Registration Number:	1923595	KNOLL EXTRA
Registration Number:	1886080	KNOLL EXTRA
Registration Number:	1889928	KNOLL EXTRA
Registration Number:	1925118	KNOLL EXTRA
Registration Number:	2065353	PROPELLER
Registration Number:	1897530	KNOLL
Registration Number:	1931985	SAGUARO CACTUS
Registration Number:	1931984	TOOTHPICK CACTUS
Registration Number:	1905003	PARACHUTE
Registration Number:	1931967	SURF
Registration Number:	1821382	KNOLL STUDIO
Registration Number:	1893630	MAGNUSSON UPTOWN
Registration Number:	1887928	MAGNUSSON MIDTOWN
Registration Number:	1893629	MAGNUSSON DOWNTOWN
Registration Number:	1926360	LITTLE DIPPER
Registration Number:	1926359	BIG DIPPER
Registration Number:	1763700	EQUITY
Registration Number:	1737652	CALIBRE
Registration Number:	1773588	ORCHESTRA
Registration Number:	1655890	BULLDOG
Registration Number:	1449734	KNOLL
Registration Number:	1414255	VOLANTE

Registration Number:	842430	DUO-SYNCRO
Registration Number:	772313	BARCELONA
Registration Number:	557893	KNOLL INTERNATIONAL
Registration Number:	557891	KNOLL
Registration Number:	1930829	KNOLL EXTRA
Serial Number:	78856613	WATERMARK
Serial Number:	78856607	K.
Serial Number:	76404036	LIFE

**CORRESPONDENCE DATA**

Fax Number: (919)416-8363  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625.4194NTKNOLLEAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	07/23/2007

Total Attachments: 5  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of June 29, 2007 (the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Registration No.</u>	<u>Trademark</u>	<u>Date of Registration</u>
<i>See Schedule 1 attached hereto.</i>		

TRADEMARK APPLICATIONS

<u>Application No.</u>	<u>Trademark</u>	<u>Date of Application</u>
<i>See Schedule 1 attached hereto.</i>		

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademark registrations and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark registration or trademark application.

Very truly yours,

KNOLL, INC.,  
a Delaware Corporation

By: Darry L. McCabe  
Name: Darry L. McCabe  
Title: Senior VP and CFO

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,  
as Administrative Agent

By: \_\_\_\_\_  
Name: Charlene Wright-Jones  
Title: Assistant Vice President

KNOLL, INC.  
NOTICE OF GRANT OF  
SECURITY INTEREST IN TRADEMARKS

TRADEMARK  
REEL: 003586 FRAME: 0892

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademark registrations and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark registration or trademark application.

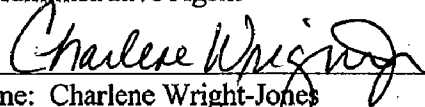
Very truly yours,

KNOLL, INC.,  
a Delaware Corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,  
as Administrative Agent

By:  \_\_\_\_\_  
Name: Charlene Wright-Jones  
Title: Assistant Vice President

KNOLL, INC.  
NOTICE OF GRANT OF  
SECURITY INTEREST IN TRADEMARKS

TRADEMARK  
REEL: 003586 FRAME: 0893

**Knoll, Inc.**  
**(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

Mark	Registration No.	Registration Date
AUTOSTRADA	3021487	11/29/05
Design Only	2894980	10/19/04
Design Only	2894979	10/19/04
Design Only	2894978	10/19/04
Design Only	2893025	10/12/04
Design Only	2894977	10/19/04
KREFELD	2949295	5/10/05
JOE	2957768	5/31/05
CECILIA	2960132	6/7/05
DIVINA	2807283	1/20/04
A3	2744625	7/29/03
VISOR	2660606	12/10/02
GIGI	2647032	11/5/02
UPSTART	2537287	2/5/02
RPM	2483718	8/28/01
PAPERCLIP	2415886	12/26/00
FOG	2394237	10/10/00
CURRENTS	2237475	4/6/99
REFF	2352223	5/23/00
DIVIDENDS	2272597	8/24/99
DISCUS	2124373	12/23/97
JR	2064087	5/20/97
BACKPACK	2111132	11/4/97
COUNTERFORCE	2019756	11/26/96
GOOD DESIGN IS GOOD BUSINESS	1978933	6/4/96
SALSA	1996058	8/20/96
KNOLL EXTRA	1923595	10/3/95
KNOLL EXTRA	1886080	3/28/95
KNOLL EXTRA	1889928	4/18/95
KNOLL EXTRA	1925118	10/10/95
PROPELLER	2065353	5/27/97
KNOLL	1897530	6/6/95

Mark	Registration No.	Registration Date
SAGUARO CACTUS	1931985	10/31/95
TOOTHPICK CACTUS	1931984	10/31/95
PARACHUTE	1905003	7/11/95
SURF	1931967	10/31/95
KNOLL STUDIO	1821382	2/15/94
MAGNUSSON UPTOWN	1893630	5/9/95
MAGNUSSON MIDTOWN	1887928	4/4/95
MAGNUSSON DOWNTOWN	1893629	5/9/95
LITTLE DIPPER	1926360	10/10/95
BIG DIPPER	1926359	10/10/95
EQUITY	1763700	4/6/93
CALIBRE	1737652	12/1/92
ORCHESTRA	1773588	5/25/93
BULLDOG	1655890	9/3/91
KNOLL	1449734	7/28/87
VOLANTE	1414255	10/21/86
DUO-SYNCRO	842430	1/16/68
BARCELONA	772313	6/30/64
KNOLL INTERNATIONAL	557893	4/22/52
KNOLL	557891	4/22/52
KNOLL EXTRA	1930829	10/31/95

**Pending Applications**

Mark	Application No.	Filing Date
WATERMARK	78856613	4/7/06
K	78856607	4/7/06
LIFE	76404036	5/7/02