

06-26-2001



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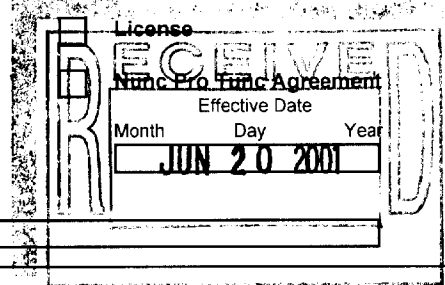
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- New
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6-20-01

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other _____



Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name Knoll AG

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Germany

Receiving Party

Mark if additional names of receiving parties attached

75-793 542

Name Knoll GmbH

DBA/AKA/TA _____

Composed of _____

Address (line 1) Knollstrasse

Address (line 2) _____

Address (line 3) Ludwigshafen

Germany

67061

City State/Country ZIP Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from the Assignment.)

Citizenship/State of Incorporation/Organization German

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Name

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Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property). ***SEE SCHEDULE A*****

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

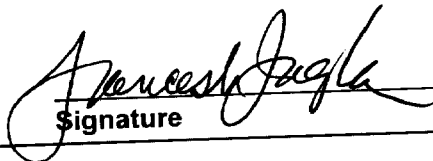
Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Frances M. Jagla
Name of Person Signing


Signature

June 19, 2001
Date Signed

SCHEDULE A

Trademark

Application No.

CLIVARIN	75/793,542
ESENDA	76/205,223
NANOMORPH	75/723,748
REVURA	76/205,221
SEGARD	75/440,940
SOLID DROPS	75/556,903
VIPRINEX	75/711,842

Trademark

Registration No.

AKINETON	645,663
AMFIDE	2,064,884
ARDINEX	2,177,882
ARIBALOR	2,133,770
DEUCA	2,064,885
E-MYCIN	1,846,455
ISOPTIN	771,062
KNOLL	761,567
KNOLL	761,532
KNOLL-DREIECK (Triangle)	1,423,552
KNOLL-DREIECK (Triangle)	1,837,661
KNOLL LOGO DESIGN	1,133,436
LENTORYT	2,045,975
LIFESTYLE LOGO DESIGN	2,353,335
MAVIK	1,862,212
MELTRES	2,252,295
OPLINS	2,227,021
PRESTOBIL	1,160,595
PROCORUM	1,308,582
SEPTST	2,403,296
SOLIQS	2,213,662
TARKA	1,994,548
TWIN-K	872,040
XELLEX	2,233,197
X-M.E.D	2,401,171
XTEC	2,235,600

GENERAL AUTHORIZATION

We,

KNOLL GmbH
Knollstrasse
67061 Ludwigshafen
GERMANY

Do hereby authorize

Frances M. Jagla,

And/or

Mary L. Winburn;

Of


Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-6050 USA
Telephone: (847) 937 - 5121
Facsimile: (847) 938 - 2623

As our domestic representative before the United States Patent and Trademark Office

In all proceedings as Applicant or Proprietor in relation to the prosecution, maintenance, and enforcement of all existing and future United States Trademark applications and registrations, including any and all other proceedings before the USPTO.

On this 20th day of June, 2001 at Abbott Park, Illinois, USA.

KNOLL GmbH

By: 
William G. Dempsey
Chairman of the Supervisory Board



ALFRED KLUGE
NOTAR

1

IN SOZIALTÄT MIT
NOTAR LUDWIG DRAXEL-FISCHER

67059 LUDWIGSHAFEN AM RHEIN · LUDWIGSTRASSE 56 (RHEINBLOCK) · HAUSANSCHRIFT -
67001 LUDWIGSHAFEN AM RHEIN · POSTFACH 21 01 09

Knoll GmbH
Knollstraße

67061 Ludwigshafen

Parkmöglichkeit im Rathauscenter
Ludwigshafen am Rhein, den 03.04.2001
Telefon (06 21) 51 20 51 - 54
Telefax (06 21) 51 32 41

Zeichen: Wz/HÖ
bei Anwortschreiben bitte angeben!

C e r t i f i c a t i o n

I, Alfred Kluge, Notary public at Ludwigshafen/Rhine, hereby testify, that "KNOLL Aktiengesellschaft" (HR B 4300 Lu) was transformed into "KNOLL GmbH" (HR B 4800 Lu) by notarial deed nr. 1128/2001 dated 2nd of march 2001 according to the laws of germany (§§ 238 ff., 190 ff. UmwG).

The conversion took effect with the registration at the competent register of commerce at Ludwigshafen/Rhine (HR B 4800 Lu Knoll GmbH) on 9th of march 2001.

Ludwigshafen/Rhine, this 2nd day of april, 2001



(Kluge, Notar)

a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Vorstand Persönlich haftende Gesellschafter Geschäftsführer Abwärtler	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
<p>a) Knoll GmbH</p> <p>b) Ludwigshafen am Rhein</p> <p>c) Die Erforschung und Entwicklung, die Erzeugung und Verabreichung sowie der Vertrieb von chemischen Produkten aller Art, insbesondere von pharmazeutischen Produkten sowie von Produkten des medizinischen und hygienischen Bedarfs sowie die Vornahme aller sonstigen Geschäfte, die mit der Betätigung auf den genannten Gebieten zusammenhängen oder geeignet sind, diese zu fördern. Die Gesellschaft ist berechtigt, Zweigniederlassungen im In- und Ausland zu errichten sowie Unternehmen im In- und Ausland zu erwerben oder sich an solchen zu beteiligen.</p>	50.000.000 EUR	<p>Dr. Dieter Wagner, geb. 01.08.1946, Freinsheim</p> <p>Dr. Heinz Kipper, geb. 20.09.1943, Wiesbaden</p> <p>Dr. Steffen Röllinger, geb. 14.06.1957, Rödt</p>	<p>Gesamtprokura (Vertretungsbefugnis für jeden gemeinsam mit einem anderen Prokuristen oder einem Geschäftsführer):</p> <p>Dr. Dr. Horbert Bender, Hofheim;</p> <p>Dr. Dieter Biesalski, Mannheim;</p> <p>Gerhard Emmelmann, Ofersheim;</p> <p>Dr. Gottfried Freier, Dackenheim;</p> <p>Dr. Helmut Fricke, Mutterstadt;</p> <p>Werner Glöckner, Hemsbach;</p> <p>Prof. Dr. Gerhard Groß, Speyer;</p> <p>Hans-Jörg Gundlach, Dannstadt-Schauernheim;</p> <p>Jürgen Gustedt, Lambertheim;</p> <p>Sigurd Häge, Dannstadt-Schauernheim;</p> <p>Horst Härtef, Baden-Baden;</p> <p>Dr. Bernd Hesseltschwerdt, Hanburg;</p> <p>Peter Hoffmann, Sandhausen;</p> <p>Bernd Ingram, Hirschberg-Großsachsen;</p> <p>Joachim K. Kahlstorff, Mannheim;</p> <p>Walter Kollmann, fuggönheim;</p> <p>Dr. Thomas Keller, Neustadt/Weinstr.;</p> <p>Dr. Markus Kramer, Ludwigshafen;</p> <p>Dr. Manfred Kurfürst, Böhl-Iggelheim;</p> <p>Dr. Stefan Kurrie, Mannheim;</p> <p>Dr. Klaus Lämmerhirt, Hoorege;</p> <p>Dr. Udo Legler, Landau;</p> <p>Dr. Hans-Heinrich Lenz, Mannheim;</p> <p>Dr. Thomas Moest, Hoorege;</p> <p>Dr. Otto Müller, Fuggönheim;</p> <p>Dr. Alexander Oelmichen, Mannheim;</p> <p>Brigitte Perlbach-Karasira, Böhl-Iggelheim;</p> <p>Wolfgang von Poellnitz, Köln;</p> <p>Joachim Rader, Oannstadt-Schauernheim;</p> <p>Dr. Wolfgang Rühbenbeck, Birkenau;</p> <p>Thomas Schätzle, Neustadt;</p> <p>Dr. Volter Schwendeman, Neustadt;</p> <p>Helmut Skark, Frankenthal;</p> <p>Michael Steffens, Vetersen;</p> <p>Horbert Steinbach, Mandorf;</p> <p>Dr. Raimund Sterz, Trippstadt;</p> <p>Günter Storz, Limburgerhof;</p> <p>Jürgen Wipfel, Maxdorf;</p> <p>Dr. Rainer Wulf, Maikammer;</p> <p>Dr. Manuel Zahn, Kellern;</p> <p>Dr. Frank Zimmermann, Neustadt/Weinstr.;</p> <p>Dr. Ulrich Granzer, geb. 04.06.1960, Ludwigshafen;</p>	<p>Gesellschaft mit beschränkter Haftung.</p> <p>Der Gesellschaftervertrag ist am 2. März 2001 geschlossen.</p> <p>Die Gesellschaft entstand durch Formwechselnde Umwandlung infolge Beschlusses der Hauptversammlung vom 2. März 2001 der am 23. Juli 1923 gegründeten KNOLL AKTIENGESELLSCHAFT.</p> <p>Hat die Gesellschaft mehrere Geschäftsführer, wird einem von ihnen der Vorsitz der Geschäftsleitung übertragen. Ist nur ein Geschäftsführer bestellt, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft durch zwei Geschäftsführer oder durch einen Geschäftsführer in Gemeinschaft mit einem Prokuristen vertreten.</p>	<p>a) 9. März 201</p> <p>b) 01. 1-87 ST</p> <p>zur vor: HRB 4300 LI</p>

Original Copy

<p>a) Company b) Residence c) Scope of Business</p>	<p>Capital</p>	<p>Board of Directors Personally liable company members General Manager</p>	<p>Authorized Signatories</p>	<p>Legal Status</p>	<p>a) day of registration and signature b) notes</p>
<p>a) Knoll GmbH b) Ludwigshafen/Rhine c) Research and development, manufacture and production as well as sale of chemical products of all kinds, in particular of pharmaceutical products as well as products for medical and sanitary purposes, as well as all other actions which are connected with, or are suitable to advance, activities in the mentioned fields of business. The company is entitled to found affiliates at home and abroad as well as to acquire or to take a share in companies at home and abroad.</p>	<p>50,000,000 EUR</p>	<p>Dr. Dieter Wagner, born 01.08.1946, Freinsheim Dr. Heinz Kipper, born 28.09.1943, Wiesbaden Dr. Steffen Röllinger, born 14.06.1957, Rott</p>	<p>Full power of attorney (power of representation for each of the following persons together with another holder of this power or together with a managing director): Dr. Dr. Norbert Bender, Hofheim; Dr. Dieter Biesalski, Mannheim; Gerhard Emmelmann, Oftersheim; Dr. Gottfried Freier, Dackenheim; Dr. Helmut Fricke, Mutterstadt; Werner Glöckner, Hemsbach; Prof. Dr. Gerhard Groß, Speyer; Hans-Jörg Gundlach, Dannstadt- Schauernheim; Jürgen Gustedt, Lampertheim; Sigurd Häge, Dannstadt-Schauernheim; Horst Härtel, Baden-Baden; Dr. Bernd Hesselschwerdt, Hamburg; Peter Hoffmann, Sandhausen; Bernd Imgram, Hirschberg- Großsachsen; Joachim K. Kahstorff, Mannheim; Dr. Thomas Keller, Neustadt/Weinstr.; Walter Kollmann, Fußgönheim; Dr. Marius Kramer, Ludwigshafen; Dr. Manfred Kurfürst, Böhl-Iggelheim; Dr. Stefan Kurrle, Mannheim; Dr. Klaus Lämmerhirt, Moorege; Dr. Udo Legler, Landau; Dr. Hans-Heinrich Lenz, Mannheim; Dr. Thomas Moest, Moorege; Dr. Otto Müller, Fußgönheim; Dr. Alexander Oehmichen, Mannheim; Brigitte Perfbach-Karasira, Böhl- Iggelheim; Wolfgang von Poellnitz, Köln; Joachim Reider, Dannstadt- Schauernheim; Dr. Wolfgang Rührenbeck, Birkenau; Thomas Schätzle, Neustadt; Dr. Volker Schwendemann, Neustadt;</p>	<p>Limited Liability Company The shareholders' agreement was concluded on 2 march 2001. The company was created by transformation from the joint stock company Knoll Aktiengesellschaft, founded on 23.07.1923, following a decision by the shareholders' meeting of 2 March 2001. If the company has several managing directors one of them is entrusted with the chairmanship of the management. If only one managing director is appointed he represents the company alone. If several managing directors are appointed the company is represented by two managing directors or by one managing director together with the holder of a full power of attorney.</p>	<p>a) 9 March 2001 (signature) b) B1. 1-87 Sbd. before: HRB 4300 LU</p>

TRADEMARK

1 Jug	b) Sitz c) Gegenstand des Unternehmens	2	3 oder Stammkapital DM	4 Gesellschaftsleiter/ Geschäftsführer/ Abwickler	5 Prokuristen	6 Rechtsverhältnisse	7 a) Tag der Eintragung und Unterschrift b) Bemerkungen	
					<p>William John Hargan, geb. 19.08.1958, Leimen; Dr. Harald Eisketter, geb. 21.08.1957, Mannheim; Dr. Friedrich Richter, geb. 22.03.1956, Grenzsch-Nhuyen; Dr. Klaus Schollmeier, geb. 07.03.1957, Heimbach; Werner Lonkamp, geb. 24.05.1950, Soest; Eckart Mauritz, geb. 02.03.1942, Ladenburg; Prof. Dr. Iris Löw-friedrich, geb. 17.11.1960, Rödermark; Dr. Ulrich Becht, geb. 21.06.1956, Heppenheim; Dr. Fritz-frieder Frickel, geb. 28.02.1943, Deidesheim; Dr. Pater Olesen, geb. 13.12.1943, Viertheim; Titus Hackelsberger, geb. 24.10.1960, Neustadt; Thomas Scheidmeir, geb. 27.03.1960, Limburgerhof.</p>			
2					<p>Die Gesamtprokuristin Inge Lins, Ludwigshafen/Rh. vertritt zusammen mit einem Vorstandsmitglied oder einem anderen Prokuristen.</p> <p>Hans-Heinrich Lenz ist nicht mehr Prokurist.</p>	Der Geschäftsführer Dr. Dieter Wagner wurde zum vorsitzenden Geschäftsführer bestellt.	<p>a) 20. März 21 <i>DR. M. G.</i> b) 01. 1-87 St</p>	
3					<p>Von Amts wegen berichtigt: Die Gesamtprokuristin Inge Lins, Ludwigshafen/Rh. vertritt zusammen mit einem Geschäftsführer oder einem anderen Prokuristen.</p>		<p>a) 19. April 2001 <i>DR. M. G.</i> b) 07. 1-87 Sbc</p>	

Fortsetzung auf dem ten Bla

<p>Helmut Skark, Frankenthal; Michael Steffens, Uetersen; Norbert Steinbach, Maxdorf; Dr. Raimund Sterz, Trippstadt; Günter Storz, Limburgerhof; Jürgen Wipfel, Maxdorf; Dr. Rainer Wulff, Maikammer; Dr. Manuel Zahn, Keltern; Dr. Frank Zimmermann, Neustadt/Weinstr. ; Dr. Ulrich Granzer, born 04.06.1960, Ludwigshafen; William John Hargan, born 19.08.1958, Leimer; Dr. Harald Eistetter, born 21.08.1957, Mannheim; Dr. Friedrich Richter, born 22.03.1956, Grenzach-Whyllen; Dr. Klaus Schollmeier, born 07.03.1957, Hensbach; Werner Lohkamp, born 24.05.1950, Soest; Eckart Mauritz, born 02.03.1942, Ladenburg; Prof. Dr. Iris Löw-Friedrich, born 17.11.1960, Rödermark; Dr. Ulrich Becht, born 21.06.1956, Heppenheim; Dr. Fritz-Frieder Fricke, born 28.02.1943, Deidesheim; Dr. Peter Dresen, born 13.12.1943, Viernheim; Titus Hackelsberger, born 24.10.1960, Neustadt; Thomas Scheidmeir, born 27.03.1960, Limburgerhof</p>	<p>The managing director Dr. Dieter Wagner has been appointed Chairman of the managing board.</p>	<p>a) 20 March 2001 (signature) b) B1. 1-87 Sbd.</p>
<p>The authorized signatory Inge Lins, Ludwigshafen/Rh. shall represent the company together with another authorized signatory</p> <p>Hans-Heinrich Lenz is no longer authorized signatory</p> <p>Officially corrected:</p> <p>The authorized signatory Inge Lins, Ludwigshafen/Rh. shall represent the company together with a managing director or another authorized signatory.</p>		<p>a) 19 April 2001 b) B1. 1-87 Sbd.</p>