TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UBS AG, Stamford Branch		10/03/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	231 S. LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1436944	LEATHERWEAVE
Registration Number:	1404945	SABRINA
Registration Number:	1446426	SPINNEYBECK

CORRESPONDENCE DATA

Fax Number: (714)755-8290
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 714-540-1235
Email: ipdocket@lw.com
Correspondent Name: Julie L. Dalke
Address Line 1: 650 Town Center Drive, Suite 2000
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	029217-0052
NAME OF SUBMITTER:	Anna T Kwan
Signature:	/atk/

OP $90.00 1436944

Date:	11/07/2005

Total Attachments: 5
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ASSIGNMENT AND ASSUMPTION AGREEMENT

Reference is made to (i) the Trademark Security Agreement, dated as of September 29, 2004 (the "TSA"), among Spinneybeck Enterprises, Inc. (the "Grantor"), a New York corporation, and UBS AG, Stamford Branch ("UBS") (as administrative agent under that certain Guarantee and Collateral Agreement, dated as of September 30, 2004, among the Grantor, certain affiliates of the Grantor and UBS (the "Guarantee and Collateral Agreement")), filed at the United States Patent & Trademark Office on October 5, 2004 at Reel/Frame Nos. 002951/0492 and covering the intellectual property listed on schedule I attached hereto and (ii) the Master Assignment Agreement, dated as of October 3, 2004 (the "Master Assignment Agreement"), among the Grantor, certain affiliates of the Grantor, UBS and Bank of America, N.A. ("Bank of America") pursuant to which UBS has assigned to Bank of America all of its interests, rights and obligations under the Guarantee and Collateral Agreement and the TSA.

This Assignment and Assumption Agreement is entered into as of October 3, 2005 (the "Effective Date") between UBS and Bank of America.

Pursuant to the Master Assignment Agreement, UBS hereby irrevocably assigns to Bank of America without recourse, and Bank of America hereby irrevocably assumes from UBS, as of the Effective Date, all of UBS's interests, rights and obligations under the TSA.

Following the execution of this Assignment and Assumption Agreement, it will be delivered to Bank of America for recording with the United States Patent and Trademark Office.

This Assignment and Assumption Agreement may be executed in any number of counterparts and by the different parties on separate counterparts and each such counterpart shall be deemed to be an original, but all such counterparts shall together constitute but one and the same agreement. This Assignment and Assumption Agreement shall be governed by and construed in accordance with the laws of the State of New York.

TRADEMARK
REEL: 003189 FRAME: 0820

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be executed by their respective duly authorized officers.

BANK OF AMERICA, N.A.

By: Charles R Dickerson
Name: Charles R. Dickerson
Title: Managing Director

UBS AG, STAMFORD BRANCH

By:_____
Name:
Title:

By:_____
Name:
Title:

Accepted and Agreed:

KNOLL, INC.

By:_____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be executed by their respective duly authorized officers.

BANK OF AMERICA, N.A.

By:_____
Name:
Title:

UBS AG, STAMFORD BRANCH

By:_____
Name:
Title:

Wilfred V. Saint
Director
Banking Products
Services, US

By:_____
Name:
Title:

Joselin Fernandes
Associate Director
Banking Products
Services, US

Accepted and Agreed:

SPINNEYBECK ENTERPRISES, INC.

By:_____
Name:
Title:

TRADEMARK
REEL: 003189 FRAME: 0822

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be executed by their respective duly authorized officers.

BANK OF AMERICA, N.A.

By:_____
Name:
Title:

UBS AG, STAMFORD BRANCH

By:_____
Name:
Title:

By:_____
Name:
Title:

Accepted and Agreed:

SPINNEYBECK ENTERPRISES, INC.

By: [illegible]
Name: Barry L McCabe
Title: VP

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

U.S. Federal Trademark Registrations	
Mark	Reg. No.
LEATHERWEAVE	1,436,944
SABRINA	1,404,945
SPINNEYBECK	1,446,426