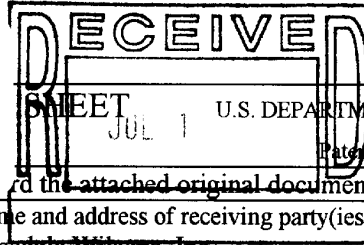


MRD 7-1-98

07-08-1998



Form PTO-1594 (Rev. 6-93) RE

OMB No. 0651-0011 (exp. 4/94)



100756174

To the Honorable Commissioner

Send the attached original document or copy thereof

1. Name of conveying party(ies):

AR Accessories Group, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Wisconsin
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Rosedale Wilsons, Inc.
7401 Boone Avenue North
Brooklyn Park, Minnesota 55425

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Minnesota
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 12, 1998

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)

4. Application number(s) or trademark number(s):

A. Trademark Application No(s). B. Trademark Registration No(s).

1,345,221 and 1,389,016

5. Name and address of party to whom correspondence concerning document should be mailed:

Gary S. Weinstein, #P-42,217
FAEGRE & BENSON LLP
2200 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-3901
612/336-3492

6. Total number of applications and registrations involved: 2

07/07/1998 SMITH 00000005 1345221

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

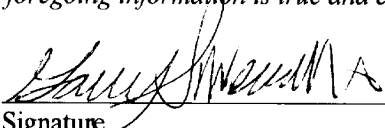
7. Total fee (37 CFR 3.41)\$65.00

Enclosed
 Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and believe, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gary S. Weinstein, #P-42,217  June 30 1998
Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made and entered into this 12th day of May, 1998, by and between AR Accessories Group, Inc., a corporation organized under the laws of the State of Wisconsin ("Assignor"), and Rosedale Wilsons, Inc., a corporation organized under the laws of the State of Minnesota ("Assignee").

Assignor has adopted and used and is the owner of the trademark "the Wallet Works" (the "Mark"). Pursuant to an Order Authorizing Sale of Properties of the Estates Pursuant to Section 363 of the Bankruptcy Code Free and Clear of Liens and Claims dated May 11, 1998 by the United States Bankruptcy Court for the Eastern District of Wisconsin in the jointly administered Chapter 11 cases entitled In re AR Accessories Group, Inc., Case No. 98-22580-JES and In re The Wallet Works, Inc., Case No. 98-22750-JES, Assignor has agreed to transfer, assign and sell, among other things, all of its rights in the Mark to Assignee, including all registrations and applications for registration therefor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby transfer, assign and sell to Assignee all of its right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, all registrations and applications for registration of the Mark, and all claims for damages by reason of past infringement of the

Mark with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

AR ACCESSORIES GROUP, INC.

By

Its

CFO

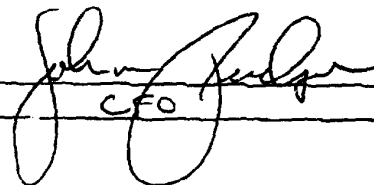
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BILL OF SALE

Pursuant to the Order Authorizing Sale of Properties of the Estates Pursuant to Section 363 of the Bankruptcy Code Free and Clear of Liens and Claims dated May 11, 1998 (the "Sale Order") by the United States Bankruptcy Court for the Eastern District of Wisconsin in the jointly administered Chapter 11 cases entitled In re AR Accessories Group, Inc., Case No. 98-22580-JES and In re The Wallet Works, Inc., Case No. 98-22750-JES and in consideration of the payment of a cash purchase price of one dollar (\$1) by Rosedale Wilsons, Inc., a Minnesota corporation (the "Buyer") to the Chapter 11 bankruptcy estate of AR Accessories Group, Inc. (the "Seller"), and other good and valuable consideration, the Seller hereby sells, transfers and assigns to the Buyer, all right, title and interest of the Seller in and to the name "the Wallet Works," including any and all registrations of such name, free and clear of all liens, claims and encumbrances as and to the extent provided in the Sale Order.

Dated: May 12, 1998

AR ACCESSORIES GROUP, INC.

By 
Its CFO

M1:376345.01