

05-27-1999



Form PTO-1594 (Rev. 6-

OMB No. 0651-0011 (ex)

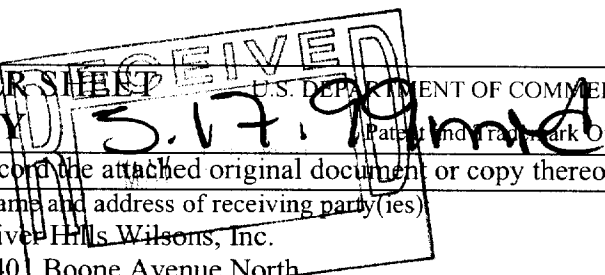
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COVER SHEET

U.S. ONLY

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof

1. Name of conveying party(ies):
Wilson's House of Suede, Inc.
7401 Boone Avenue North
Brooklyn Park, MN 55428-1007

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

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

2. Name and address of receiving party(ies):
River Hills Wilsons, Inc.
7401 Boone Avenue North
Brooklyn Park, MN 55428-1007

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: August 1, 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).
74/470,325; 74/470,200

B. Trademark Registration No(s).
1,938,141; 1,516,476; 1,995,665
1,333,316; 1,571,024; 1, 976,532

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

Debra A. Bulmer, Paralegal
FAEGRE & BENSON LLP
2200 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-3901
(612) 336-3000

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41) \$215.00

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.

Debra A. Bulmer, Paralegal *[Signature]* May 7, 1999
Name of person signing Signature Date

05/25/1999 MTHAI1 00000047 74470325

Total number of pages including cover sheet, attachments, and document: 2

01 FC:481
02 FC:482

40.00 OP
175.00 OP

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

State of Minnesota

SECRETARY OF STATE*Certificate of Merger*

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: RIVER HILLS WILSONS, INC.
CA: WILSONS HOUSE OF SUEDE, INC.
CA: WILSONS TANNERY WEST, INC.

State of Formation and Name of Surviving Entity:

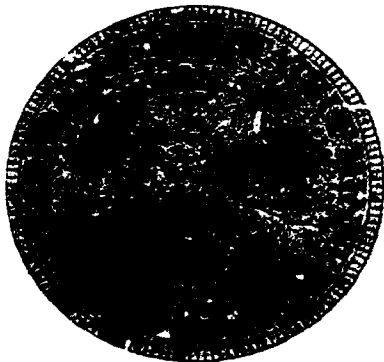
MN: RIVER HILLS WILSONS, INC.

Effective Date of Merger: August 1, 1998 11:59 pm

Name of Surviving Entity After Effective Date of Merger:

RIVER HILLS WILSONS, INC.

This certificate has been issued on: July 31, 1998



Joan Anderson Grove
Secretary of State.