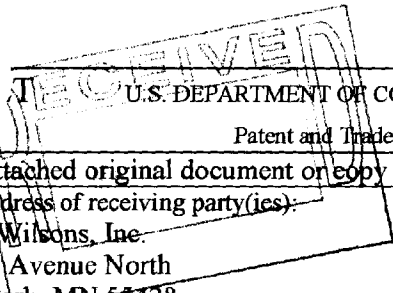


05-27-1999



Form PTO-1594 (Rev. 6-98) **RECORD 101047628**  
OMB No. 0651-0011 (exp. 4/94) **TRADEMARKS 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 Tannery West, Inc.  
7401 Boone Avenue North  
Brooklyn Park, MN 55428  
  
 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  
  
 Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation: State of Minnesota  
 Other \_\_\_\_\_  
  
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)

3. Nature of conveyance:  
  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_  
Execution Date: August 1, 1998

4. Application number(s) or trademark number(s):  
  
A. Trademark Application No(s).  
  
B. Trademark Registration No(s).  
1,804,490  
1,565,929

6. Total number of applications and registrations involved: 02

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

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.*  
  
Debra A. Bulmer, Paralegal                      [Signature]                      May 17 1999  
Name of person signing                      Signature                      Date

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

05/25/1999 RTHA11 00000043 1804490

01 FC:481  
02 FC:482  
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:*

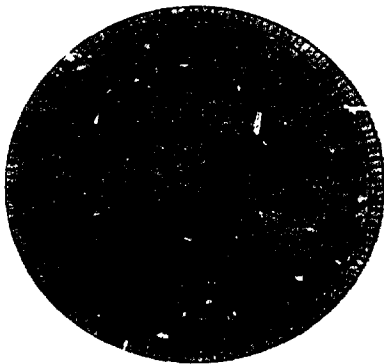
MN: RIVER HILLS WILSONS, INC.

*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.