

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
River Hills Wilson, Inc.		07/08/2008	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	AM Retail Group, Inc.		
Street Address:	512 Seventh Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3362379	M. JULIAN	
Registration Number:	1571024	MAXIMA	
Registration Number:	1804490	T W TANNERY WEST	
Registration Number:	1565929	TANNERY WEST	
Registration Number:	1578324	EL PORTAL	
Registration Number:	2689982	B BENTLEY'S TRAVELWARE	
CORRESPONDENCE DATA			
Fax Number:	(212)318-3400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-318-3000		
Email:	mmutterperl@fulbright.com, hrosenberg@fulbright.com		
Correspondent Name:	Mark N. Mutterperl		
Address Line 1:	666 Fifth Avenue		
Address Line 2:	Fulbright & Jaworski L.L.P.		
Address Line 4:	New York, NEW YORK 10103		

OP \$165.00 3362379

ATTORNEY DOCKET NUMBER:	310-ASGRIVER HILLS TO AM
NAME OF SUBMITTER:	Jessica S. Parise
Signature:	/jessica s. parise/
Date:	07/23/2008
Total Attachments: 4 source=310-assignment-Rosedale, River, Bermans to AM Retail Group#page1.tif source=310-assignment-Rosedale, River, Bermans to AM Retail Group#page2.tif source=310-assignment-Rosedale, River, Bermans to AM Retail Group#page3.tif source=310-assignment-Rosedale, River, Bermans to AM Retail Group#page4.tif	

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Trademark Assignment"), is entered into effective as of July 8, 2008, by and among Rosedale Wilsons, Inc., a Minnesota corporation having a place of business at 7401 Boone Avenue North, Brooklyn Park, Minnesota 55428, River Hills Wilsons, Inc., a Minnesota corporation having a place of business at 7401 Boone Avenue North, Brooklyn Park, Minnesota 55428, Bermans The Leather Experts Inc., a Delaware corporation having a place of business at 7401 Boone Avenue North, Brooklyn Park, Minnesota 55428 (each of the foregoing a "Seller"), and AM Retail Group, Inc., a Delaware corporation having a place of business at 512 Seventh Avenue, New York, New York 10018 ("Buyer").

Each capitalized term used, but not defined, herein will have the meaning given to such term in the Asset Purchase Agreement, dated the date hereof, by and among Buyer, each Seller and additional affiliates of the Sellers (the "Asset Purchase Agreement").

WHEREAS, pursuant to the Asset Purchase Agreement Buyer has agreed to purchase, and Sellers have agreed to sell, all of such Sellers' right, title and interest in and to the Intellectual Property listed in Appendix A hereto, to the extent an Acquired Asset, including the goodwill associated therewith, and all applications and registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Party hereby agrees as follows:

1. **Transfer of Certain Intellectual Property.** Each Seller, effective as of the Effective Time, hereby sells, conveys, transfers and assigns to Buyer all of such Seller's right, title and interest in and to the Intellectual Property listed in Appendix A hereto, to the extent an Acquired Asset, together with the goodwill of the business symbolized by such Intellectual Property, and all applications and registrations thereof.

2. **Subject to Asset Purchase Agreement and Bill of Sale.** Notwithstanding any other term herein, this Trademark Assignment is executed and delivered pursuant to the Asset Purchase Agreement and is subject to every representation, warranty, covenant and agreement in the Asset Purchase Agreement. To the extent that any term of this Trademark Assignment and any term in the Asset Purchase Agreement conflict, such term of the Asset Purchase Agreement will control. Additionally, this Trademark Assignment will not limit the Bill of Sale, Assignment and Assumption Agreement, dated on or about the date hereof, among the Parties.

3. **Counterparts.** This Trademark Assignment may be executed in counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

* * * * *

[Signature Pages Follow]

IN WITNESS WHEREOF, each Party has executed this Trademark Assignment effective as of the date first written above.

Bermans The Leather Experts Inc.

AM Retail Group, Inc.

By: *Stacy A. Kruse*
Name: Stacy A. Kruse
Title: Chief Financial Officer and Treasurer

By: _____
Name: _____
Title: _____

Rosedale Wilsons, Inc.

River Hills Wilsons, Inc.

By: *Stacy A. Kruse*
Name: _____
Title: _____

By: *Stacy A. Kruse*
Name: _____
Title: _____

Stacy A. Kruse
Chief Financial Officer and Treasurer

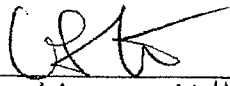
Stacy A. Kruse
Chief Financial Officer and Treasurer

IN WITNESS WHEREOF, each Party has executed this Trademark Assignment effective as of the date first written above.

Bermans The Leather Experts Inc.

AM Retail Group, Inc.

By: _____
Name: _____
Title: _____

By:  _____
Name: Wayne Miller
Title: Chief Operating Officer & Secretary






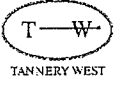

Rosedale Wilsons, Inc.

River Hills Wilsons, Inc.

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

APPENDIX A TO TRADEMARK ASSIGNMENT

Mark	Country	Appin No	Appin Date	Reg No	Reg Date	Status	Class(es)	Owner of Record
M. JULIAN	United States	78/841,291	20-Mar-06	3362379	01-Jan-08	Registered	25	River Hills Wilsons, Inc.
	United States	73/812,641	13-Jul-89	1584804	27-Feb-90	Registered	25	Rosedale Wilsons, Inc.
	United States	73/714,932	07-Mar-88	1509338	18-Oct-88	Registered	25	Bermans, The Leather Experts Inc.
THE WALLET WORKS	United States	73/458,571	27-Dec-83	1345221	25-Jun-85	Registered	42	Rosedale Wilsons, Inc.
TRADITIONAL TRENDS	United States	73/758,324	17-Oct-88	1553733	29-Aug-89	Registered	18, 25	Rosedale Wilsons, Inc.
 BERMAN/	United States	73/672,961	20-Jul-87	1505297	20-Sep-88	Registered	42	Bermans, The Leather Experts Inc.
	United States	73/754,522	28-Sep-88	1571024	12-Dec-89	Registered	25	River Hills Wilsons, Inc.
	United States	73/679,326	19-Aug-87	1512778	15-Nov-88	Registered	25	Bermans, The Leather Experts Inc.
	United States	74/354,953	28-Jan-93	1804490	16-Nov-93	Registered	18	River Hills Wilsons, Inc.
TANNERY WEST	United States	73/729,697	20-May-88	1565929	14-Nov-89	Registered	18, 25	River Hills Wilsons, Inc.
EL PORTAL	United States	73/797,043	1-May-89	1578324	16-Jan-90	Registered	42	River Hills Wilsons, Inc.
 BENTLEY'S TRAVELWARE	United States	76/230,277	26-Mar-01	2689982	25-Feb-03	Registered	35	Bentley's Luggage Corp.