

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Rosedale Wilsons, Inc.		07/08/2008	CORPORATION: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	AM Retail Group, Inc.		
<b>Street Address:</b>	512 Seventh Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10018		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1584804	PELLE STUDIO	
Registration Number:	1345221	THE WALLET WORKS	
Registration Number:	1553733	TRADITIONAL TRENDS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)318-3400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-318-3000		
<b>Email:</b>	nyipdocket@fulbright.com, mmutterperl@fulbright.com, hrosenberg@fulbright.com		
<b>Correspondent Name:</b>	Mark N. Mutterperl		
<b>Address Line 1:</b>	666 Fifth Avenue		
<b>Address Line 2:</b>	Fulbright & Jaworski L.L.P.		
<b>Address Line 4:</b>	New York, NEW YORK 10103		
<b>ATTORNEY DOCKET NUMBER:</b>	310-ASG ROSEDALE-AM RETA		
<b>NAME OF SUBMITTER:</b>	Jessica S. Parise		

OP \$90.00 1584804

Signature:	/jessica s. parise/
Date:	07/23/2008
<b>Total Attachments: 4</b> 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

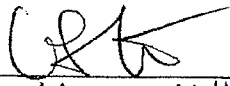
Stacy A. Kruse  
Chief Financial Officer and Treasurer

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 TRAVELMARK	United States	76/230,277	26-Mar-01	2689982	25-Feb-03	Registered	35	Bentley's Luggage Corp.