



**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuer.

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Waller, Joel N.

Business or Residence Address (Number and Street, City, State, Zip Code)

7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Rogers, David L.

Business or Residence Address (Number and Street, City, State, Zip Code)

7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Goldfarb, Morris

Business or Residence Address (Number and Street, City, State, Zip Code)

GIII Apparel Group, Ltd., 512 Seventh Avenue, 35<sup>th</sup> Floor, New York, New York 10018

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Berman, Lyle

Business or Residence Address (Number and Street, City, State, Zip Code)

130 Cheshire Lane, Minnetonka, MN 55305

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Brosig, Thomas

Business or Residence Address (Number and Street, City, State, Zip Code)

1174 Glendale Place, Gulfport, Mississippi 39507

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Crittenden, Gary

Business or Residence Address (Number and Street, City, State, Zip Code)

American Express Company, 200 Vesey Street, New York, New York 10285-5106

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Goldstein, Marvin W.

Business or Residence Address (Number and Street, City, State, Zip Code)

6629 Dakota Trail, Edina, Minnesota 55439

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**A. BASIC IDENTIFICATION DATA**

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- Each general and managing partner of partnership issuer.

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Michielutti Peter G.

Business or Residence Address (Number and Street, City, State, Zip Code)

7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Serino, John

Business or Residence Address (Number and Street, City, State, Zip Code)

7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Fowler, John

Business or Residence Address (Number and Street, City, State, Zip Code)

7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Bootay, Brian

Business or Residence Address (Number and Street, City, State, Zip Code)

7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Goff, Betty

Business or Residence Address (Number and Street, City, State, Zip Code)

7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Orton, Jeffrey W.

Business or Residence Address (Number and Street, City, State, Zip Code)

7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Padovese, Arthur J.

Business or Residence Address (Number and Street, City, State, Zip Code)

7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

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**A. BASIC IDENTIFICATION DATA**

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- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuer.

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)  
Waller, Steven R.

Business or Residence Address (Number and Street, City, State, Zip Code)  
7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)  
Shemmer, Henry

Business or Residence Address (Number and Street, City, State, Zip Code)  
7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)  
Grassle, Jenele

Business or Residence Address (Number and Street, City, State, Zip Code)  
7401 Boone Avenue North, Brooklyn Park, Minnesota 55428

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)  
Borsack, Donald

Business or Residence Address (Number and Street, City, State, Zip Code)  
711 Pilot Road, Suite F, Las Vegas, Nevada 89119

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? ..... \$20,900,000

3. Does the offering permit joint ownership of a single unit? ..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)  
 Granite Financial Group, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)  
 12230 El Camino Real, Suite 220, San Diego, CA 92130

Name of Associated Broker or Dealer  
 Granite Financial Group, Inc.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA] X	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 0	\$ 0
Equity .....	\$ 22,000,000	\$ 20,900,000
[ X ] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$ 0	\$ 0
Partnership Interests .....	\$ 0	\$ 0
Other (Specify _____ ) .....	\$ 0	\$ 0
<b>Total</b> .....	<b>\$ 22,000,000</b>	<b>\$ 20,900,000</b>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	1	\$ 20,900,000
Non-accredited Investors .....	0	\$ 0
<b>Total (for filings under Rule 504 only)</b> .....		<b>\$</b>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C--Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....		\$
Regulation A .....		\$
Rule 504 .....		\$
<b>Total</b> .....		<b>\$</b>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	[X]	\$ 1,000
Printing and Engraving Costs .....	[X]	\$ 5,000
Legal Fees .....	[X]	\$ 50,000
Accounting Fees .....	[X]	\$ 5,000
Engineering Fees .....	[ ]	\$
Sales Commissions (Specify finders' fees separately) .....	[X]	\$ 836,000*
Other Expenses (identify) _____ .....	[ ]	\$
<b>Total</b> .....	<b>[X]</b>	<b>\$ 897,000</b>

\*This amount is calculated using the Amount Already Sold.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C--Question 1 and total expenses furnished in response to Part C--Question 4.a. This difference is the "adjusted gross proceeds to the issuer". ..... \$20,003,000\*

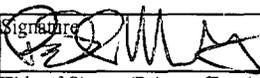
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C--Question 4.b above.

			Payments to Officers, Directors & Affiliates		Payments to Others	
Salaries and fees .....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Purchase of real estate .....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Repayment of indebtedness .....	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Working capital .....	<input type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$	<u>20,003,000*</u>
Other (specify): _____ _____	<input type="checkbox"/>	\$	<u>0</u>	<input type="checkbox"/>	\$	<u>0</u>
Column Totals .....	<input type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$	<u>20,003,000*</u>
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/>	\$	<u>20,003,000*</u>			

\*This amount is calculated using the Amount Already Sold.

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Wilson's The Leather Experts Inc.	Signature 	Date 1/30/02
Name of Signer (Print or Type) Peter G. Michielutti	Title of Signer (Print or Type) Senior Vice President and Chief Financial Officer	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**