

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lehigh Safety Shoe Co. LLC		12/27/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Rocky Brands Retail LLC
Street Address:	39 East Canal Street
City:	Nelsonville
State/Country:	OHIO
Postal Code:	45764
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	75823689	FIT FOR SAFETY
Serial Number:	75823688	FIT FOR WORK
Serial Number:	73153033	LEHIGH
Serial Number:	76610147	L
Serial Number:	72023484	LEHIGH "FOOTSHIELDS
Serial Number:	72178690	LOCKRIM
Serial Number:	75339713	L.S.R.
Serial Number:	73220929	MIRA-LUG
Serial Number:	73741631	NUGUARD 75
Serial Number:	75668090	PROMISE PLUS
Serial Number:	76489562	SLIP GRIPS
Serial Number:	76063389	SWAMPERS

CH \$340.00 75823689

Serial Number: 76259815 US 1

CORRESPONDENCE DATA

Fax Number: (614)227-2100

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 614-227-2182

Email: ipdocket@porterwright.com

Correspondent Name: Karen K. Hammond

Address Line 1: 41 South High Street

Address Line 4: Columbus, OHIO 43215

ATTORNEY DOCKET NUMBER: 2424900-165562

NAME OF SUBMITTER: Karen K. Hammond

Signature: /kkhammond/

Date: 01/17/2007

Total Attachments: 3
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

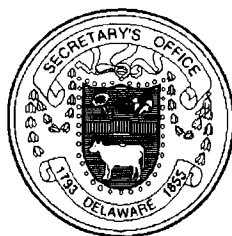
"HM LEHIGH SAFETY SHOE CO. LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "LEHIGH SAFETY SHOE CO. LLC" UNDER THE NAME OF "ROCKY BRANDS RETAIL LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2006, AT 6:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.

3182836 8100M

061192502



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5312505

DATE: 12-27-06

TRADEMARK
REEL: 003462 FRAME: 0725

CERTIFICATE OF MERGER
of
HM LEHIGH SAFETY SHOE CO. LLC
with and into
LEHIGH SAFETY SHOE CO. LLC

Pursuant to Section 18-209 of the Delaware General Corporation Law, the undersigned merging entities certify as to the following:

1. The names of the merging entities and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
HM Lehigh Safety Shoe Co. LLC	Delaware
Lehigh Safety Shoe Co. LLC	Delaware

2. Lehigh Safety Shoe Co. LLC and HM Lehigh Safety Shoe Co. LLC have approved, adopted, and executed an Agreement and Plan of Merger, whereby HM Lehigh Safety Shoe Co. LLC shall merge with and into Lehigh Safety Shoe Co. LLC.

3. Pursuant to the Agreement and Plan of Merger, the name of the surviving limited liability company is Lehigh Safety Shoe Co. LLC, changing its name to "Rocky Brands Retail LLC", and it is to be governed by the laws of the State of Delaware.

4. Pursuant to the Agreement and Plan of Merger, the merger shall become effective as of 11:59 p.m. on December 31, 2006 (the "Effective Time").

5. The Agreement and Plan of Merger is on file at 120 Plaza Drive, Vestal, New York, which address is Lehigh Safety Shoe Co. LLC's place of business.

6. Lehigh Safety Shoe Co. LLC will furnish a copy of the Agreement and Plan of Merger, on request and without cost, to any member of Lehigh Safety Shoe Co. LLC or HM Lehigh Safety Shoe Co. LLC.

7. The Certificate of Formation of Lehigh Safety Shoe Co. LLC, as in effect immediately prior to the Effective Time, shall be the Certificate of Formation of the surviving limited liability company, until such time as amendments thereto are effected.

[Signatures begin on following page.]

IN WITNESS WHEREOF, each of the undersigned merging entities has caused this Certificate of Merger to be executed by its respective authorized representative, as of this 20th day of December, 2006.

LEHIGH SAFETY SHOE CO. LLC
(a Delaware limited liability company)

By: HM Lehigh Safety Shoe Co. LLC, its sole member

By: Rocky Brands, Inc., its sole member

By: James E. McDonald
James E. McDonald,
Chief Financial Officer

HM LEHIGH SAFETY SHOE CO. LLC
(a Delaware limited liability company)

By: Rocky Brands, Inc., its sole member

By: James E. McDonald
James E. McDonald,
Chief Financial Officer