

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rocky Brands, Inc., 39 East Canal Street, Nelsonville, OH 45764		08/09/2007	CORPORATION: OHIO
RECEIVING PARTY DATA			
Name:	GMAC Commercial Finance LLC		
Street Address:	1290 Avenue of the Americas - 3rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10014		
Entity Type:	LLC:		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Serial Number:	77149083	LONGBEARD	
Serial Number:	77165283	S2V	
Serial Number:	77174116	SHARPS GUARD	
Registration Number:	3057432		
Serial Number:	77054878	DURANGO MUSTANG	
Serial Number:	78655300	INTER-FLEX	
Serial Number:	78720437	INTERFLX	
Serial Number:	77022459	PROHUNTER	
Registration Number:	3132278	ROCKY 911 SERIES	
Serial Number:	77101504	SILENTHUNTER SUEDE	
Serial Number:	77002482	TECHNO-RIDE	
Serial Number:	78720442	TRAILBLADE	
Registration Number:	2398135	ULTRA 900	
Serial Number:	77048951	WOODS N' WORK	

OP \$415.00 77149083

900088855

TRADEMARK
REEL: 003635 FRAME: 0968

Serial Number:	77030309	WORKSMART
Serial Number:	78647155	XSP

CORRESPONDENCE DATA

Fax Number: (212)478-7400

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

Phone: 212-478-7329

Email: MRinaldi@hahn Hessen.com

Correspondent Name: Mary Porch

Address Line 1: 488 Madison Avenue

Address Line 2: Hahn & Hessen LLP

Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:

Wolter Kluwer

Signature:

/Wolter Kluwer/

Date:

10/09/2007

Total Attachments: 4

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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, ROCKY BRANDS, INC., a company formed under the laws of Ohio, located at 39 East Canal Street, Nelsonville, Ohio 45764 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to GMAC Commercial Finance LLC ("GMAC CF") and various other financial institutions (collectively, "Lenders") and GMAC CF as agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Loan and Security Agreement, dated as of May 25, 2007, among Agent, Lenders, Borrowers and the other credit parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated January 6, 2005, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

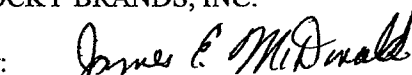
Dated: New York, New York
August 9, 2007

Witness:



ROCKY BRANDS, INC.

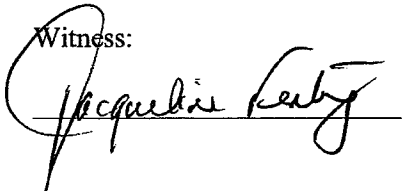
By:



Name: James E. McDonald

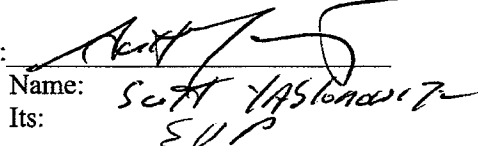
Its: Executive Vice President,
Chief Financial Officer and Treasurer

Witness:



GMAC COMMERCIAL FINANCE LLC, as Agent

By:



Name:

Its:

SUP

STATE OF OHIO)
 : ss.:
COUNTY OF Athens)

On this 9 day of August, 2007, before me personally came James E. McDonald, to me known, who, being by me duly sworn, did depose and say that he is the Executive Vice President, Chief Financial Officer and Treasurer of Rocky Brands, Inc., the company described in and which executed the foregoing instrument; and that he signed his name thereto by order of _____ of managers of said company.



HELEN D. FRANK
Notary Public, State of Ohio
My Commission Expires March 3, 2012
Recorded Athens Co., OH

Helen D. Frank
Notary Public

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 17 day of Sept, 2007, before me personally came Scott Yablonsky to me known, who, being by me duly sworn, did depose and say that s/he is the 9. Vice President of GMAC Commercial Finance LLC, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Eugenia H. Hunt
Notary Public

Eugenia H. Hunt
Notary Public, State of New York
No. 01HU4880570
Qualified in Queens County
Commission Expires 12/15/2010

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 9, 2007, by and between Rocky Brands, Inc. and GMAC Commercial Finance LLC, as Agent.

Rocky Brands, Inc.
FEDERAL TRADEMARK APPLICATIONS AND REGISTRATIONS

<u>Mark</u>	<u>Serial. No./Reg. No.</u>	<u>Filing Date/Reg. Date</u>
LONGBEARD	Ser. No. 77/149,083	Filed 4/5/07
S²V	Ser. No. 77/165283	Filed 4/25/07
SHARPS GUARD	Ser. No. 77/174116	Filed 5/7/07
DESIGN (BOOT)	Reg. No. 3057432	Filed 11/22/04; Reg. 2/7/06
DURANGO MUSTANG	Ser. No. 77/054878	Filed 12/1/06
INTER-FLEX	Ser. No. 78/655300	Filed 6/21/05
INTERFLX	Ser. No. 78/720437	Filed 9/26/05
PROHUNTER	Ser. No. 77/022459	Filed 10/17/06
ROCKY 911 SERIES	Reg. No. 3132278	Reg. 8/22/06
SILENTHUNTER SUEDE	Ser. No. 77/101504	Filed 2/7/07
TECHNO-RIDE	Ser. No. 77/002482	Filed 9/19/06
TRAILBLADE	Ser. No. 78/720442	Filed 9/26/05
ULTRA 900	Reg. No. 2398135	Filed 12/17/99; Reg. 10/24/00
WOODS N'WORK	Ser. No. 77/048951	Filed 11/21/06
WORKSMART	Ser. No. 77/030309	Filed 10/26/06
XSP	Ser. No. 78/647155	Filed 6/9/05