

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM632035

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rocky Brands, Inc.		03/15/2021	Corporation: OHIO
Rocky Brands US, LLC		03/15/2021	Limited Liability Company: DELAWARE
US Footwear Holdings LLC		03/15/2021	Limited Liability Company: DELAWARE
Lehigh Outfitters, LLC		03/15/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	110 North Wacker Drive
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 103

Property Type	Number	Word Mark
Registration Number:	6132242	DUALLY SHANK
Registration Number:	5533236	D DURANGO
Registration Number:	5330701	DURANGO MUSIC CITY STYLE
Registration Number:	4605257	RANCHMASTER
Registration Number:	5086932	VENATOR
Registration Number:	4998996	DURANGO MUSTANG
Registration Number:	4530839	ENERGYBED
Registration Number:	4226484	LADY REBEL
Registration Number:	4068071	LONG RANGE
Registration Number:	4605943	SURVIVAL GRENADE
Registration Number:	4946392	WORKIN' REBEL BY DURANGO
Registration Number:	4744083	DURANGO LEATHER COMPANY
Registration Number:	3906814	GEORGIA BOOT SINCE 1937
Registration Number:	3843638	

CH \$2590.00 6132242

Property Type	Number	Word Mark
Registration Number:	3829129	CRUSH BY DURANGO
Registration Number:	3799117	DURANGO
Registration Number:	3945187	DIAMOND TRAX
Registration Number:	3723213	DURANGO
Registration Number:	3498683	AMERICA'S HARDEST WORKING BOOT
Registration Number:	3487547	MUD DOG
Registration Number:	3037187	GEORGIA GIANT
Registration Number:	2664307	ARCTIC TOE
Registration Number:	1758465	FARM & RANCH
Registration Number:	1689129	COMFORT CORE
Registration Number:	1333323	GEORGIA BOOT
Registration Number:	0790751	DURANGO
Registration Number:	5770406	ORIGINAL RIDE FLX
Registration Number:	5734671	XO-TOE
Registration Number:	5671391	SHOE ANGEL
Registration Number:	5341853	IRON SKULL
Registration Number:	5287783	ALPHA TAC
Registration Number:	4956572	BARNTEC
Registration Number:	4946992	S2V ENHANCED JUNGLE
Registration Number:	4946991	S2V FLIGHT
Registration Number:	4933613	ROCKY RIDE LT
Registration Number:	4923985	OUTRIDGE ONE-TON
Registration Number:	4837844	TRAIL BEND
Registration Number:	4625711	SILENTHUNTER
Registration Number:	4463225	4EURSOLE
Registration Number:	4050307	DUALLY CREPE EX4
Registration Number:	3132278	ROCKY 911 SERIES
Registration Number:	3057432	
Registration Number:	2982826	SILENTHUNTER
Registration Number:	2766744	ALPHAFORCE
Registration Number:	2730726	SAWBLADE
Registration Number:	2642990	WILD WOLF
Registration Number:	3619224	ELIMINATOR
Registration Number:	3941400	MUD SOX
Registration Number:	3849589	BARCLAY
Registration Number:	3712445	SILENTHUNTER SUEDE
Registration Number:	3662644	SIQ ATOMIC
Registration Number:	3556477	ROCKY RIDE

Property Type	Number	Word Mark
Registration Number:	3468980	S2V
Registration Number:	3443481	WORKSMART
Registration Number:	3267560	PROHUNTER
Registration Number:	3310438	TECHNO-RIDE
Registration Number:	2898894	ROCKY
Registration Number:	2789949	FLX-POINT
Registration Number:	2595571	FIRSTMED
Registration Number:	2538870	ROCKY
Registration Number:	2820566	PROHUNTER
Registration Number:	1974865	BEAR CLAW
Registration Number:	1897612	CORNSTALKERS
Registration Number:	1577871	ROCKY
Registration Number:	1313519	ROCKY BOOTS
Registration Number:	1174311	GATES GLOVES
Registration Number:	2395071	PROMISE PLUS
Registration Number:	4715783	CUSTOMFIT
Registration Number:	3039424	L
Registration Number:	2891737	SLIP GRIPS
Registration Number:	2579908	SWAMPERS
Registration Number:	1103936	LEHIGH
Registration Number:	3488122	GET COMFORTABLE. GET THE ORIGINAL.
Registration Number:	3427642	INSCENTIBLE
Registration Number:	2801550	
Registration Number:	2801551	
Registration Number:	2284071	MUCK
Registration Number:	3551021	MUCK BOOT CO.
Registration Number:	3249438	MUCKMASTER
Registration Number:	3249439	MUCKSTER
Registration Number:	3664724	NEOS
Registration Number:	2649329	NEOS
Registration Number:	1782789	NORTHERNER
Registration Number:	2881679	NORTHERNER
Registration Number:	4105695	PUDDLETONS
Registration Number:	2816977	RANGER
Registration Number:	2814910	RANGER
Registration Number:	2290756	RANGER
Registration Number:	2808471	RANGER
Registration Number:	2816992	RANGER THE OUTDOOR TRADITION.

Property Type	Number	Word Mark
Registration Number:	0800748	SERVUS
Registration Number:	2602949	SERVUS
Registration Number:	2502218	SERVUS
Registration Number:	2666620	SERVUS
Registration Number:	2633339	SERVUS
Registration Number:	1489450	SERVUS SETS THE STANDARD
Registration Number:	3551022	THE ORIGINAL MUCK BOOT COMPANY
Registration Number:	2284072	THE ORIGINAL MUCK BOOT COMPANY
Registration Number:	3540822	WOODY SPORT
Registration Number:	4511526	XPRESSCOOL
Registration Number:	1429384	XTRATUF
Registration Number:	5365663	XTRATUF
Serial Number:	87868043	REBEL BY DURANGO

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 4155911000
Email: TrademarksCH@winston.com
Correspondent Name: Laura M. Franco, Winston & Strawn LLP
Address Line 1: 101 California Street
Address Line 4: San Francisco, CALIFORNIA 94111-5840

NAME OF SUBMITTER:	Laura M. Franco
SIGNATURE:	/Laura M. Franco/
DATE SIGNED:	03/15/2021

Total Attachments: 10
source=Rocky - ABL Trademark Security Agreement (Execution)#page1.tif
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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of March 15, 2021, by ROCKY BRANDS US, LLC, a Delaware limited liability company ("Rocky US"), US FOOTWEAR HOLDINGS LLC, a Delaware limited liability company ("US Footwear"), LEHIGH OUTFITTERS, LLC, a Delaware limited liability company ("Lehigh"), ROCKY BRANDS, INC., an Ohio corporation ("Rocky") and together with Lehigh and Rocky US, the "Grantors"), in favor of BANK OF AMERICA, N.A., in its capacity as agent for the Lenders (as defined below) (in such capacity, the "Agent").

RECITALS

WHEREAS, the Lenders have severally agreed to extend credit to the Grantors pursuant to that certain ABL Loan and Security Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Loan and Security Agreement"), by and among Rocky, Rocky US, Lehigh, US Footwear, Rocky Outdoor Gear Store, LLC, an Ohio limited liability company, Lifestyle Footwear, Inc., a Delaware corporation (together with those entities that become parties to the Loan and Security Agreement as "Borrowers" in accordance with the terms thereof, the "Borrowers"), the other Obligors from time to time party thereto, the financial institutions from time to time party thereto as lenders (collectively, the "Lenders"), and the Agent, pursuant to which the Lenders have agreed to make loans to the Borrowers (unless otherwise defined herein, all capitalized terms used herein shall have the respective meanings ascribed thereto in the Loan and Security Agreement);

WHEREAS, pursuant to the terms of the Loan and Security Agreement, the Obligations of the Borrowers under the Loan and Security Agreement are secured;

WHEREAS, pursuant to the terms of the Loan and Security Agreement, the Grantors are required to execute and deliver to the Agent, for the ratable benefit of the Lenders, this Agreement; and

WHEREAS, pursuant to the terms of the Loan and Security Agreement, each Grantor has granted to the Agent, for the benefit of the Lenders, a security interest in substantially all of its assets, including all of its right, title and interest in, to and under all now owned and hereafter acquired trademarks, trademark applications and trademark licenses, and all products and proceeds thereof, to secure the payment of all amounts owing by the Borrowers and other Obligors under the Loan and Security Agreement or any other Loan Document.

In consideration of the mutual agreements set forth herein and in the Loan and Security Agreement, each Grantor does hereby grant to the Agent, for the benefit of the Lenders, a continuing security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired:

1. each trademark and trademark application, including, without limitation, each trademark and trademark application referred to in Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof and all goodwill associated therewith;

2. each trademark license, including, without limitation, each trademark license listed on Schedule 1 annexed hereto, together with all goodwill associated therewith; and

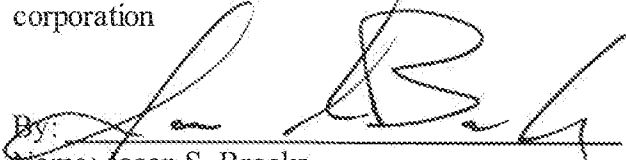
3. all products and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future infringement of any trademark, including, without limitation, any trademark referred to in Schedule 1 annexed hereto, any trademark issued pursuant to a trademark application referred to in Schedule 1 and any trademark licensed under any trademark license listed on Schedule 1 annexed hereto (items 1 through 3 being herein collectively referred to as the "Trademark Collateral").

This security interest is granted in conjunction with the security interests granted to the Agent pursuant to the Loan and Security Agreement and subject to limitations set forth therein. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Loan and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. This Agreement is subject to the terms and conditions of the Intercreditor Agreement and in the event of any conflict between the terms hereof and thereof, the terms of the Intercreditor Agreement shall govern.


[signature page follows]

Each Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the date first set forth above.

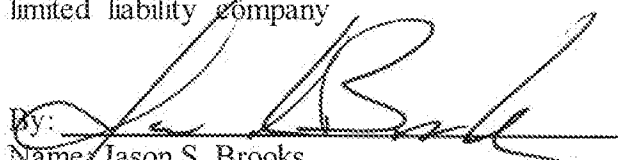
ROCKY BRANDS, INC., an Ohio corporation

By: 
Name: Jason S. Brooks
Title: President and Chief Executive Officer


LEHIGH OUTFITTERS, DLC, a Delaware limited liability company

By: 
Name: Jason S. Brooks
Title: President and Chief Executive Officer

ROCKY BRANDS US, LLC, a Delaware limited liability company

By: 
Name: Jason S. Brooks
Title: President and Chief Executive Officer

US FOOTWEAR HOLDINGS LLC, a Delaware limited liability company

By: 
Name: Jason S. Brooks
Title: President and Chief Executive Officer

Acknowledged:

BANK OF AMERICA, N.A., as Agent

By: Elizabeth Ursetto

Name: Elizabeth Ursetto

Title: Vice President, Senior ABL Underwriter II

SCHEDULE 1
TO
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS

1. REGISTERED TRADEMARKS

Trademark	Owner	Status in Trademark Office	Federal Registration Number	Registration Date
DUALLY SHANK	Rocky Brands US, LLC	Registered	6132242	08/18/20
D DURANGO	Rocky Brands US, LLC	Registered	5533236	08/07/18
DURANGO MUSIC CITY STYLE	Rocky Brands US, LLC	Registered	5330701	11/07/17
RANCHMASTER	Rocky Brands US, LLC	Registered	4605257	09/16/14
VENATOR	Rocky Brands US, LLC	Registered	5086932	11/22/16
DURANGO MUSTANG	Rocky Brands US, LLC	Registered	4998996	07/12/16
ENERGYBED	Rocky Brands US, LLC	Registered	4530839	05/13/14
LADY REBEL	Rocky Brands US, LLC	Registered	4226484	10/16/12
LONG RANGE	Rocky Brands US, LLC	Registered	4068071	12/06/11
SURVIVAL GRENADE	Rocky Brands US, LLC	Registered	4605943	09/16/14
WORKIN' REBEL BY DURANGO	Rocky Brands US, LLC	Registered	4946392	04/26/16
DURANGO LEATHER COMPANY	Rocky Brands US, LLC	Registered	4744083	05/26/15
GEORGIA BOOT SINCE 1937	Rocky Brands US, LLC	Registered	3906814	01/18/11
[Design Only]	Rocky Brands US, LLC	Registered	3843638	09/07/10
CRUSH BY DURANGO	Rocky Brands US, LLC	Registered	3829129	08/03/10
DURANGO	Rocky Brands US, LLC	Registered	3799117	06/08/10
DIAMOND TRAX	Rocky Brands US, LLC	Registered	3945187	04/12/11
DURANGO	Rocky Brands US, LLC	Registered	3723213	12/08/09
AMERICA'S	Rocky Brands	Registered	3498683	09/09/08

Trademark	Owner	Status in Trademark Office	Federal Registration Number	Registration Date
HARDEST WORKING BOOT	US, LLC			
MUD DOG	Rocky Brands US, LLC	Registered	3487547	08/19/08
GEORGIA GIANT	Rocky Brands US, LLC	Registered	3037187	01/03/06
ARTIC TOE	Rocky Brands US, LLC	Registered	2664307	12/17/02
FARM & RANCH	Rocky Brands US, LLC	Registered	1758465	03/16/93
COMFORT CORE	Rocky Brands US, LLC	Registered	1689129	05/26/92
GEORGIA BOOT	Rocky Brands US, LLC	Registered	1333323	04/30/85
DURANGO	Rocky Brands US, LLC	Registered	0790751	06/08/65
ORIGINAL RIDE FLX	Rocky Brands, Inc.	Registered	5770406	06/04/19
XO-TOE	Rocky Brands, Inc.	Registered	5734671	04/23/19
SHOE ANGEL	Rocky Brands, Inc.	Registered	5671391	02/05/19
IRON SKULL	Rocky Brands, Inc.	Registered	5341853	11/21/17
ALPHA TAC	Rocky Brands, Inc.	Registered	5287783	09/12/17
BARNTEC	Rocky Brands, Inc.	Registered	4956572	05/10/16
S2V ENHANCED JUNGLE	Rocky Brands, Inc.	Registered	4946992	04/26/16
S2V FLIGHT	Rocky Brands, Inc.	Registered	4946991	04/26/16
ROCKY RIDE LT	Rocky Brands, Inc.	Registered	4933613	04/05/16
OUTRIDGE ONE-TON	Rocky Brands, Inc.	Registered	4923985	03/22/16
TRAIL BEND	Rocky Brands, Inc.	Registered	4837844	10/20/15
SILENTHUNTER	Rocky Brands, Inc.	Registered	4625711	10/21/14
4EURSOLE	Rocky Brands, Inc.	Registered	4463225	01/07/14
DUALY CREPE EX4	Rocky Brands, Inc.	Registered	4050307	11/01/11
ROCKY 911 SERIES	Rocky Brands, Inc.	Registered	3132278	08/22/06

Trademark	Owner	Status in Trademark Office	Federal Registration Number	Registration Date
[Design Only]	Rocky Brands, Inc.	Registered	3057432	02/07/06
SILENTHUNTER	Rocky Brands, Inc.	Registered	2982826	08/09/05
ALPHAFORCE	Rocky Brands, Inc.	Registered	2766744	09/23/03
SAWBLADE	Rocky Brands, Inc.	Registered	2730726	06/24/03
WILD WOLF	Rocky Brands, Inc.	Registered	2642990	10/29/02
ELIMINATOR	Rocky Brands, Inc.	Registered	3619224	05/12/09
MUD SOX	Rocky Brands, Inc.	Registered	3941400	04/05/11
BARCLAY	Rocky Brands, Inc.	Registered	3849589	09/21/10
SILENTHUNTER SUEDE	Rocky Brands, Inc.	Registered	3712445	11/17/09
SIQ ATOMIC	Rocky Brands, Inc.	Registered	3662644	08/04/09
ROCKY RIDE	Rocky Brands, Inc.	Registered	3556477	01/06/09
S2V	Rocky Brands, Inc.	Registered	3468980	07/15/08
WORKSMART	Rocky Brands, Inc.	Registered	3443481	06/10/08
PROHUNTER	Rocky Brands, Inc.	Registered	3267560	07/24/07
TECHNO-RIDE	Rocky Brands, Inc.	Registered	3310438	10/16/07
ROCKY	Rocky Brands, Inc.	Registered	2898894	11/02/04
FLX-POINT	Rocky Brands, Inc.	Registered	2789949	12/02/03
FIRSTMED	Rocky Brands, Inc.	Registered	2595571	07/16/02
ROCKY	Rocky Brands, Inc.	Registered	2538870	02/19/02
PROHUNTER	Rocky Brands, Inc.	Registered	2820566	03/09/04
BEAR CLAW	Rocky Brands, Inc.	Registered	1974865	05/21/96
CORNSTALKERS	Rocky Brands, Inc.	Registered	1897612	06/06/95
ROCKY	Rocky Brands, Inc.	Registered	1577871	01/16/90

Trademark	Owner	Status in Trademark Office	Federal Registration Number	Registration Date
ROCKY BOOTS	Rocky Brands, Inc.	Registered	1313519	01/08/85
GATES GLOVES	Rocky Brands, Inc.	Registered	1174311	10/20/81
PROMISE PLUS	Lehigh Outfitters, LLC	Registered	2395071	10/17/00
CUSTOMFIT	Lehigh Outfitters, LLC	Registered	4715783	04/07/15
L	Lehigh Outfitters, LLC	Registered	3039424	01/10/06
SLIP GRIPS	Lehigh Outfitters, LLC Capital L.P.	Registered	2891737	10/05/04
SWAMPERS	Lehigh Outfitters, LLC	Registered	2579908	06/11/02
LEHIGH	Lehigh Outfitters, LLC	Registered	1103936	10/10/78
GET COMFORTABLE. GET THE ORIGINAL	US Footwear Holdings LLC	Registered	3488122	08/19/08
INSCENTIBLE	US Footwear Holdings LLC	Registered	3427642	05/13/08
[Design Only]	US Footwear Holdings LLC	Registered	2801550	12/30/03
[Design Only]	US Footwear Holdings LLC	Registered	2801551	12/30/03
MUCK	US Footwear Holdings LLC	Registered	2284071	10/05/99
MUCK BOOT CO.	US Footwear Holdings LLC	Registered	3551021	12/23/08
MUCKMASTER	US Footwear Holdings LLC	Registered	3249438	06/05/07
MUCKSTER	US Footwear Holdings LLC	Registered	3249439	06/05/07
NEOS	US Footwear Holdings LLC	Registered	3664724	08/04/09
NEOS	US Footwear Holdings LLC	Registered	2649329	11/12/02
NORTHERNER	US Footwear Holdings LLC	Registered	1782789	07/20/93
NORTHERNER	US Footwear Holdings LLC	Registered	2881679	09/07/04
PUDDLETONS	US Footwear Holdings LLC	Registered	4105695	02/28/12
RANGER	US Footwear Holdings LLC	Registered	2816977	09/07/04

Trademark	Owner	Status in Trademark Office	Federal Registration Number	Registration Date
RANGER	US Footwear Holdings LLC	Registered	2814910	02/17/04
RANGER	US Footwear Holdings LLC	Registered	2290756	11/09/99
RANGER	US Footwear Holdings LLC	Registered	2808471	01/27/04
RANGER THE OUTDOOR TRADITION	US Footwear Holdings LLC	Registered	2816992	02/24/04
SERVUS	US Footwear Holdings LLC	Registered	0800748	12/21/65
SERVUS	US Footwear Holdings LLC	Registered	2602949	07/30/02
SERVUS	US Footwear Holdings LLC	Registered	2502218	10/30/01
SERVUS	US Footwear Holdings LLC	Registered	2666620	12/24/02
SERVUS	US Footwear Holdings LLC	Registered	2633339	10/08/02
SERVUS SETS THE STANDARD	US Footwear Holdings LLC	Registered	1489450	05/24/88
THE ORIGINAL MUCK BOOT COMPANY	US Footwear Holdings LLC	Registered	3551022	12/23/08
THE ORIGINAL MUCK BOOT COMPANY	US Footwear Holdings LLC	Registered	2284072	10/05/99
WOODY SPORT	US Footwear Holdings LLC	Registered	3540822	12/02/08
XPRESSCOOL	US Footwear Holdings LLC	Registered	4511526	04/08/14
XTRATUF	US Footwear Holdings LLC	Registered	1429384	02/17/87
XTRATUF	US Footwear Holdings LLC	Registered	5365663	12/26/17

2. TRADEMARKS APPLICATIONS

Trademark	Owner	Status in Trademark Office	Application Number	Application Date
REBEL BY DURANGO	Rocky Brands US, LLC	Pending application filed 04/09/18	87868043	04/09/18

3. INTELLECTUAL PROPERTY LICENSES

None.