

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
Georgia Boot LLC		12/27/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Serial Number:	76212102	ARCTIC TOE
Serial Number:	75605525	BARNSTORMERS
Serial Number:	76579105	CLIMATRAC
Serial Number:	74175689	COMFORT CORE
Serial Number:	76606797	CONSTRUX
Serial Number:	75544917	D.TECH
Serial Number:	72198549	DURANGO
Serial Number:	75084007	DURANGO
Serial Number:	76635030	DURANGO
Serial Number:	75712688	DURANGO
Serial Number:	75912800	DURANGO
Serial Number:	74294738	FARM & RANCH

CH \$565.00 76212102

Serial Number:	76635028	FIELD LITE
Serial Number:	73420215	GEORGIA BOOT
Serial Number:	76581605	GEORGIA GIANT
Serial Number:	76635029	GEORGIA WORKWEAR
Serial Number:	75605540	MUD DOG
Serial Number:	73215438	NORTHLAKE
Serial Number:	76579106	PROTECH
Serial Number:	74294739	SHADES OF THE OLD WEST
Serial Number:	74541041	SNAKE RIVER
Serial Number:	78883183	X-10

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

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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:

"DURANGO BOOT COMPANY LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"GEORGIA BOOT PROPERTIES LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"NORTHLAKE BOOT COMPANY LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "GEORGIA BOOT LLC" UNDER THE NAME OF "ROCKY BRANDS WHOLESALE 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 6:01 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.

3182983 8100M

061193010



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5312548

DATE: 12-27-06

TRADEMARK
REEL: 003462 FRAME: 0693

CERTIFICATE OF MERGER
of
**GEORGIA BOOT PROPERTIES LLC,
DURANGO BOOT COMPANY LLC,**
and
NORTHLAKE BOOT COMPANY LLC
with and into
GEORGIA BOOT 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>
Georgia Boot Properties LLC	Delaware
Durango Boot Company LLC	Delaware
Northlake Boot Company LLC	Delaware
Georgia Boot LLC	Delaware

2. Georgia Boot LLC, Georgia Boot Properties LLC, Durango Boot Company LLC, and Northlake Boot Company LLC have approved, adopted, and executed an Agreement and Plan of Merger, whereby Georgia Boot Properties LLC, Durango Boot Company LLC, and Northlake Boot Company LLC shall merge with and into Georgia Boot LLC.

3. Pursuant to the Agreement and Plan of Merger, the name of the surviving limited liability company is Georgia Boot LLC, changing its name to "Rocky Brands Wholesale 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 235 Noah Drive, Franklin, Tennessee 37064, which address is Georgia Boot LLC's place of business.

6. Georgia Boot LLC will furnish a copy of the Agreement and Plan of Merger, on request and without cost, to any member of Georgia Boot LLC, Georgia Boot Properties LLC, Durango Boot Company LLC, or Northlake Boot Company LLC.

7. The Certificate of Formation of Georgia Boot 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.

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.

GEORGIA BOOT LLC
(a Delaware limited liability company)

By: Rocky Brands, Inc., its sole member

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

GEORGIA BOOT PROPERTIES LLC
(a Delaware limited liability company)

By: Georgia Boot LLC, its sole member
By: Rocky Brands, Inc., its sole member

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

DURANGO BOOT COMPANY LLC
(a Delaware limited liability company)

By: Georgia Boot LLC, its sole member
By: Rocky Brands, Inc., its sole member

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

NORTHLAKE BOOT COMPANY LLC
(a Delaware limited liability company)

By: Georgia Boot LLC, its sole member
By: Rocky Brands, Inc., its sole member

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