

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	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**

<b>Name:</b>	GMAC Commercial Finance LLC
<b>Street Address:</b>	1290 Avenue of the Americas - 3rd Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10014
<b>Entity Type:</b>	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

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**  
source=rockybrandstrademark#page1.tif  
source=rockybrandstrademark#page2.tif  
source=rockybrandstrademark#page3.tif  
source=rockybrandstrademark#page4.tif

**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.

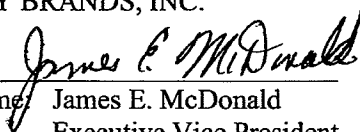
Dated: New York, New York  
August 9, 2007

Witness:

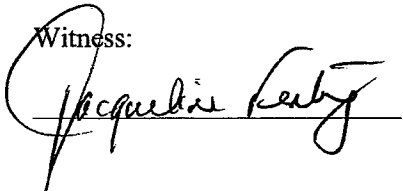


ROCKY BRANDS, INC.

By:

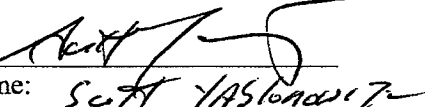
  
Name: James E. McDonald  
Its: Executive Vice President,  
Chief Financial Officer and Treasurer

Witness:



GMAC COMMERCIAL FINANCE LLC, as Agent

By:

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