

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 Wholesale LLC, 39 East Canal Street, Nelsonville, OH 45764		08/09/2007	CORPORATION: DELAWARE

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: 7

Property Type	Number	Word Mark
Serial Number:	76635030	DURANGO
Registration Number:	3133612	FIELD LITE
Serial Number:	77149076	G
Serial Number:	76635029	GEORGIA WORKWEAR
Serial Number:	76978571	GEORGIA WORKWEAR
Serial Number:	77148522	THE G LINE
Registration Number:	3215754	X-10

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@hahnessen.com
 Correspondent Name: Mary Porch
 Address Line 1: 488 Madison Avenue

OP \$190.00 76635030

Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:

Mary Porch

Signature:

/Mary Porch/

Date:

10/09/2007

Total Attachments: 4

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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, ROCKY WHOLESALE LLC., a limited liability company formed under the laws of Delaware, 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

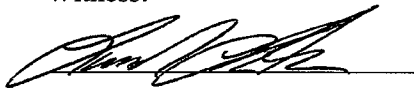
WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

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 7, 2007

Witness:

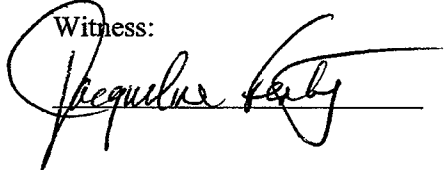


ROCKY BRANDS WHOLESALE LLC

By: 

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

Witness:



GMAC COMMERCIAL FINANCE LLC, as Agent

By: 
Name: Svetlana Yablouva
Its: SVR

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 Wholesale LLC, the company described in and which executed the foregoing instrument; and that he signed his name thereto by James E. McDonald of the board 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 Sr. 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 Wholesale LLC and GMAC Commercial Finance LLC, as Agent.

<u>Mark</u>	<u>Serial. No./Reg. No.</u>	<u>Filing Date/Reg. Date</u>
DURANGO and Design	Ser. No. 76/635030	Filed 4/4/05
FIELD LITE	Reg. No. 3133612	Reg. 8/22/06
G and Design	Ser. No. 77/149076	Filed 4/5/07
GEORGIA WORKWEAR	Ser. No. 76/635029	Filed 4/4/05
GEORGIA WORKWEAR	Ser. No. 76/978571	Filed 4/4/05
THE G LINE	Ser. No. 77/148522	Filed 4/4/07
X-10	Reg. No. 3215754	Reg. 3/6/07