

FORM PTO-1596 (Rev. 6-93)

RECORDATION FORM COVER SHEET PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0851-0011 (exp. 4/94)

Tab settings =>=>

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Rocky Shoes & Boots, Inc.
39 East Canal Street
Nelsonville, Ohio 45764

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: January 6, 2005

2. Name and address of receiving party(ies)

Name: GMAC Commercial Finance LLC

Internal Address: _____

Street Address: 1290 Avenue of the Americas, 3rd Flr

City: New York State: NY ZIP: 10104

Additional name(s) & address(es) attached? Yes No

4. Application Number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: N/A

A. Patent Application No.(s)

SEE ATTACHED SCHEDULE A

B. Patent No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and Address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Corporation

Internal Address: _____

Street Address Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
City: Washing 202.783.2700

6. Total number of applications and patents involved

54

7. Total fee (37 CFR 3.41)

\$ 2160⁰⁰

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-315

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sonali Shah

Name of Person Signing

Signature

January 11, 2005

Date

Total number of pages including cover sheet, attachments, and document:

9

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

GH \$2160.00 503155 10237001

SCHEDULE A

Schedule A to a Patent Assignment of Security dated January 6, 2005, by and between Rocky Shoes & Boots, Inc. and GMAC Commercial Finance LLC, as Agent.

**ROCKY SHOES & BOOTS, INC.
FEDERAL PATENTS AND PATENT APPLICATIONS**

<u>Title</u>	<u>Patent No.</u>	<u>Issue Date</u>	<u>Exp Date</u>	<u>App. No.</u>	<u>Filing Date</u>
WATERPROOF FOOTWEAR LINER AND METHOD OF MAKING THE SAME Inventors: Allen G. Sheets, Richard Finney				10/237001	9/6/02
FOOTWEAR SOLE WITH INTEGRAL DISPLAY ELEMENT Inventors: Mike Brooks, Allen G. Sheets	6539646	4/1/03	1/11/21	09/758583	1/11/01
WATERPROOF FOOTWEAR LINER AND METHOD OF MAKING SAME Inventors: Allen G. Sheets, Richard Finney	6446360	9/10/02	4/9/21	09/829422	4/9/01
PACK BOOT WITH RETRACTABLE CRAMPONS Inventor: Sang Rok Seo	6360455	3/26/02	5/12/20	09/569643	5/12/00
WATERPROOF BREATHABLE GLOVES Inventors: Chuck Dinatale	5682613	11/4/97	7/25/17	08/279958	7/25/94
SHOE SOLE (impact pod) Inventor: Mark Recchi				29/205245	5/11/04
SHOE SOLE (retr) Inventor: Mark Recchi				29/185759	7/1/03
SHOE SOLE (rk-v) Inventor: Mark Recchi				29/185757	7/1/03
SHOE SOLE (ventor) Inventor: Mark Recchi	D498350	11/16/04	11/16/18	29/185801	7/1/03

<u>Title</u>	<u>Patent No.</u>	<u>Issue Date</u>	<u>Exp Date</u>	<u>App. No.</u>	<u>Filing Date</u>
SHOE SOLE (rkt) Inventor: Mark Recchi	D498042	11/9/04	11/9/18	29/185758	7/1/03
SHOE SOLE (rk-z) Inventor: Mark Recchi	D495476	9/7/04	9/7/18	29/193649	11/12/03
SHOE SOLE (rk/ac) Inventor: Mark Recchi	D489884	5/18/04	5/18/18	29/181678	5/14/03
SHOE SOLE (polar trac) Inventor: Mark Recchi	D489881	5/18/04	5/18/18	29/185794	7/1/03
SOLE SOLE (sawblade) Inventor: Mark Recchi	D478714	8/26/03	8/26/17	29/157533	3/21/02
SHOE SOLE Inventor: Mark Recchi	D474586	5/20/03	5/20/17	29/163315	7/2/02
SHOE SOLE (rkl outsole) Inventor: Mark Recchi	D471696	3/18/03	3/18/17	29/156225	2/26/02
SHOE SOLE (bobcat outsole) Inventors: Mark Recchi, Allen Sheets	D468517	1/14/03	1/14/17	29/156224	2/26/02
SHOE SOLE (knobby outsole) Inventors: Mark Recchi, Allen Sheets	D468081	1/7/03	1/7/17	29/156254	2/26/02
SHOE UPPER (7590) Inventors: Richard Finney	D467715	12/31/02	12/31/16	29/149427	10/10/01
SHOE SOLE Inventors: Jamie Zimmer, Allen Sheets	D448147	9/25/01	9/25/15	29/136811	2/7/01
BOOT UPPER WITH DETACHABLE HOLSTER Inventors: James R. Carey, Charles S. Brooks	D447619	9/11/01	9/11/15	29/130656	10/4/00
SHOE UPPER Inventors: Denis Norton, Diana A. Wurfbain	D424797	5/16/00	5/16/14	29/092425	8/19/98

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SHOE UPPER Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D422783	4/18/00	4/18/14	29/098204	12/23/98
SHOE SOLE Inventors: Denis Norton, Diana A. Wurfbain	D412777	8/17/99	8/17/13	29/092423	8/19/98
SHOE UPPER Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D410141	5/25/99	5/25/13	29/080764	12/15/97
SHOE UPPER (7258) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D407198	3/30/99	3/30/13	29/080749	12/15/97
SHOE UPPER (7562) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D407197	3/30/99	3/30/13	29/077174	9/29/97
SHOE UPPER (911-139) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D407196	3/30/99	3/30/13	29/077173	9/29/97
SHOE SOLE (prohunter) Inventors: Denis Norton, Diana A. Wurfbain	D402798	12/22/98	12/22/12	29/084098	2/24/98
SHOE UPPER (844) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D402099	12/8/98	12/8/12	29/077188	9/29/97
SHOE SOLE (bear claw) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D401746	12/1/98	12/1/12	29/058393	8/14/96
SHOE UPPER (8444) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D401401	11/24/98	11/24/12	29/077641	9/29/97

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SHOE UPPER (9163) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D401400	11/24/98	11/24/12	29/077187	9/29/97
SHOE UPPER (1761) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D400699	11/10/98	11/10/12	29/073407	7/8/97
SHOE SOLE (alpha) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D395742	7/7/98	7/7/12	29/054776	5/21/96
SHOE SOLE (tuff terrainer) Inventors: Diana A. Wurfbain, Theodore A. Kastner	D394542	5/26/98	5/26/12	29/054777	5/21/96
SHOE UPPER (winter trails nylon) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D386294	11/18/97	11/18/11	29/055442	6/4/96
SHOE UPPER (winter trails propex) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D386293	11/18/97	11/18/11	29/055441	6/4/96
SHOE UPPER (winter trails leather) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D386292	11/18/97	11/18/11	29/055440	6/4/96
SHOE UPPER (winter trails eco pile) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D385992	11/11/97	11/11/11	29/055444	6/4/96
SHOE UPPER (outback sizzler) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D385991	11/11/97	11/11/11	29/055443	6/4/96

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SHOE UPPER (tuff terrainer) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D384195	9/30/97	9/30/11	29/054747	5/21/96
SHOE UPPER (tuff terrainer oxford) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D380891	7/15/97	7/15/11	29/054739	5/21/96
SHOE UPPER (alpha boot) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D380599	7/8/97	7/8/11	29/054748	5/21/96
SHOE UPPER (stalker expedition) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D380598	7/8/97	7/8/11	29/054742	5/21/96
SHOE UPPER (prof demi boot) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D380597	7/8/97	7/8/11	29/054740	5/21/96
SHOE UPPER (outback oxford) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D380596	7/8/97	7/8/11	29/054741	5/21/96
SHOE UPPER (snow stalker extreme) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D376684	12/24/96	12/24/10	29/035556	3/2/95
SHOE UPPER (snow stalker hunter) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D369019	4/23/96	4/23/10	29/035560	3/2/95

<u>Title</u>	<u>Patent No.</u>	<u>Issue Date</u>	<u>Exp Date</u>	<u>App. No.</u>	<u>Filing Date</u>
SHOE UPPER (winter trails) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D369018	4/23/96	4/23/10	29/035559	3/2/95
SHOE UPPER (snow stalker) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D368797	4/16/96	4/16/10	29/035563	3/2/95
SHOE UPPER (super stalker) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D368361	4/2/96	4/2/10	29/029890	10/18/94
SHOE UPPER (the brute) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D367354	2/27/96	2/27/10	29/031067	11/16/94
SHOE UPPER (outback khaki) Inventors: Mike Brooks, Edgar H. Simpson, Theodore A. Kastner, Diana A. Wurfbain	D367165	2/20/96	2/20/10	29/031068	11/16/94

PATENT ASSIGNMENT OF SECURITY

WHEREAS, ROCKY SHOES & BOOTS, INC., a corporation formed under the laws of Ohio, located at 39 East Canal Street, Nelsonville, Ohio 45764 ("Borrower"), owns the patents and patent applications shown in the attached Schedule A (the "Patents"), for which there are recordings 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 Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein and (ii) a certain Patent Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

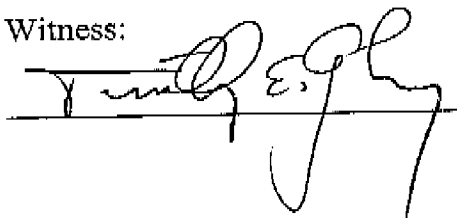
WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Patents, all proceeds thereof, all rights corresponding thereto and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, and the recordings and applications therefore.

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 Patents, and recordings 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.

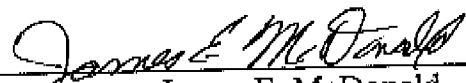
Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
January 6, 2005

Witness:



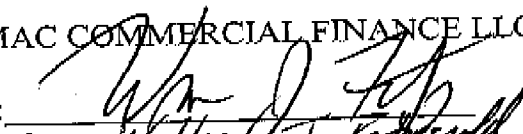
ROCKY SHOES & BOOTS, INC.

By: 
Name: James E. McDonald
Its: Chief Financial Officer

Witness:



GMAC COMMERCIAL FINANCE LLC, as Agent

By: 
Name: William J. Fitzgerald
Its: Vice President

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

On this 4th day of January, 2005, before me personally came James E. McDonald, to me known, who, being by me duly sworn, did depose and say that he is the Chief Financial Officer of Rocky Shoes & Boots, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

[Signature]
Notary Public



TIMOTHY E. GRADY, ATTORNEY AT LAW
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date.
Section 147.03 R.C.

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

On this 6th day of January, 2005, before me personally came William J. Fitzgerald to me known, who, being by me duly sworn, did depose and say that s/he is the 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.

[Signature]
Notary Public

NERI M. CALDERON
Notary Public, State of New York
No. 01CA6118625
Qualified in Kings County
Commission Expires Nov. 15, 2008

