

SCHEDULE A

Schedule A to a Trademark 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 TRADEMARK APPLICATIONS AND REGISTRATIONS

<u>Mark</u>	<u>Serial No./Reg. No.</u>	<u>Filing Date/Reg. Date</u>
ALPHAFORCE	Ser. No. 78/098664 Reg. No. 2766744	Filed 12/17/01 Reg 9/23/03
AOG	Serial No. 75/010045 Reg. No. 2166173	Filed 10/24/95 Reg 6/16/98
AQUA GUARD	Ser. No. 75/786424 Reg. No. 2538542	Filed 8/27/99 Reg 2/12/02
BEAR CLAW	Ser. No. 74/662553 Reg. No. 1974865	Filed 4/18/95 Reg 5/21/96
BIG MOUNTAIN	Ser. No. 78/142576	Filed 7/10/02
CAMO-TEK	Ser. No. 75/603250 Reg. No. 2534492	Filed 12/10/98 Reg 1/29/02
CORNSTALKERS	Ser. No. 74/541038 Reg. No. 1897612	Filed 6/22/94 Reg 6/6/95
FIRSTMED	Ser. No. 76/109464 Reg. No. 2595571	Filed 8/15/00 Reg 7/16/02
FORMZ	Ser. No. 75/674579 Reg. No. 2466342	Filed 4/5/99 Reg 7/3/01
G and Design	Ser. No. 76/182533	Filed 12/18/00
GATES (stylized)	Ser. No. 73/464729 Reg. No. 1319524	Filed 2/8/84 Reg 2/12/85
GATES	Ser. No. 78/317162	Filed 10/22/03

<u>Mark</u>	<u>Serial. No./Reg. No.</u>	<u>Filing Date/Reg. Date</u>
GATES (stylized)	Ser. No. 76/182531	Filed 12/18/00
GATES (stylized)	Ser. No. 76/186743 Reg. No. 2743239	Filed 12/27/00 Reg 7/29/03
GATES GLOVES	Ser. No. 73/194276 Reg. No. 1174311	Filed 11/22/78 Reg 10/20/81
GATES LITE (stylized)	Ser. No. 73/606294 Reg. No. 1439249	Filed 6/25/86 Reg 5/12/87
GATES SMART GLOVE	Ser. No. 78/504408	Filed 10/22/04
GATES ULTRA LITE (stylized)	Ser. No. 73/778191 Reg. No. 1558154	Filed 2/2/89 Reg 9/26/89
LONGBEARD	Ser. No. 75/566549 Reg. No. 2515692	Filed 10/5/98 Reg 12/4/01
PRO-HIKER	Ser. No. 78/471685	Filed 8/23/04
PROHUNTER	Ser. No. 75/533954 Reg. No. 2820566	Filed 8/10/98 Reg 3/9/04
ROCKY	Ser. No. 73/797529 Reg. No. 1577871	Filed 5/1/89 Reg 1/16/90
ROCKY and Design	Ser. No. 75/670045 Reg. No. 2538870	Filed 3/29/99 Reg 2/19/02
ROCKY and Design	Ser. No. 75/671246 Reg. No. 2538872	Filed 3/29/99 Reg 2/19/02
ROCKY and Design	Ser. No. 76/519218 Reg. No. 2898894	Filed 5/19/03 Reg 11/2/04
ROCKY 911 SERIES and Design	Ser. No. 74/073129 Reg. No. 1888527	Filed 6/27/90 Reg 4/11/95
ROCKY BOOTS and Design	Ser. No. 73/313429 Reg. No. 1313519	Filed 6/5/81 Reg 1/8/85
ROCKY ELMINATOR	Ser. No. 76/111663 Reg. No. 2587482	Filed 8/17/00 Reg 7/2/02

<u>Mark</u>	<u>Serial. No./Reg. No.</u>	<u>Filing Date/Reg. Date</u>
SAWBLADE	Ser. No. 78/086747 Reg. No. 2730726	Filed 10/3/01 Reg 6/24/03
SILENTHUNTER	Ser. No. 78/135127	Filed 6/12/02
SILENTHUNTER	Ser. No. 75/566533 Reg. No. 2553070	Filed 10/5/98 Reg 3/26/02
SMART GLOVE BY GATES	Ser. No. 76/345733	Filed 12/4/01
SNOW STALKER	Ser. No. 74/663746 Reg. No. 1955171	Filed 4/20/95 Reg 2/6/96
STALKERS	Ser. No. 74/541039 Reg. No. 1975747	Filed 6/22/94 Reg 5/28/96
TAC•TEAM	Ser. No. 75/565836 Reg. No. 2307328	Filed 10/6/98 Reg 1/11/00
TRIAD (stylized)	Ser. No. 73/720906 Reg. No. 1537440	Filed 4/7/88 Reg 5/2/89
WILD WOLF	Ser. No. 78/079724 Reg. No. 2642990	Filed 8/17/01 Reg 10/29/02
WILD WOLF	Ser. No. 78/079843 Reg. No. 2760278	Filed 8/17/01 Reg 9/2/03

TRADEMARK 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"), 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 Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrowers and the other credit parties named therein and (ii) a certain Trademark 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

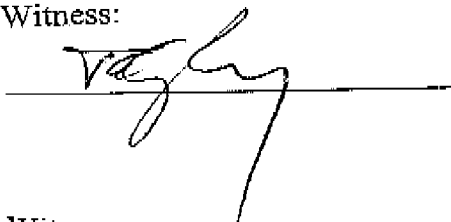
WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

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.

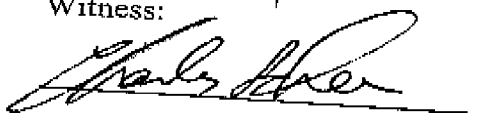
Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
January 14, 2005

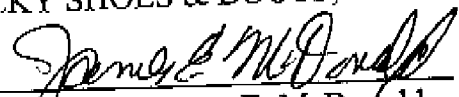
Witness:



Witness:

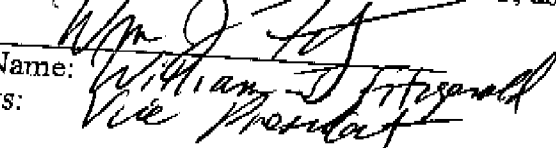


ROCKY SHOES & BOOTS, INC.

By: 

Name: James E. McDonald
Its: Chief Financial Officer

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 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. 01CA8118825
Qualified in Kings County
Commission Expires Nov. 15, 2008

