

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

**TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).**

**Submission Type**

- New**
- Resubmission (Non-Recordation)**  
Document ID # \_\_\_\_\_
- Correction of PTO Error**  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document**  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

**Conveyance Type**

- Assignment**  **License**
- Security Agreement**  **Nunc Pro Tunc Assignment**
- Merger** Effective Date  
Month Day Year  
\_\_\_\_\_
- Change of Name**
- Other** \_\_\_\_\_

**Conveying Party**

Mark if additional names of conveying parties attached

Name Levi Strauss & Co. Execution Date  
Month Day Year  
07 12 00

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization** a Delaware corporation

**Receiving Party**

Mark if additional names of receiving parties attached

Name Bank of America, N.A., as Collateral Agent

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 1455 Market Street, 12th Floor

Address (line 2) Agency Management 10831, Mail Code CA5-701-12-09

Address (line 3) San Francisco CA 94103  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization** United States

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

**FOR OFFICE USE ONLY**

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

**Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231**

**TRADEMARK**

**700001541**

**REEL: 002088 FRAME: 0885**

FORM PTO-1618B  
Expires 06/30/99  
OMB 0651-0027

Page 2

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="75/938181"/>	<input type="text" value="76/006695"/>	<input type="text"/>
<input type="text" value="75/933384"/>	<input type="text" value="76/006697"/>	<input type="text"/>
<input type="text" value="76/006696"/>	<input type="text"/>	<input type="text"/>

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

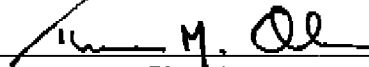
Authorization to charge additional fees:

Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Thomas M. Onda  
Assistant Secretary



August 2, 2000

Name of Person Signing

Signature

Date Signed

## IP SUPPLEMENT NO. 2

This IP SUPPLEMENT NO. 2, dated July 12, 2000, is delivered pursuant to and supplements (i) the Pledge and Security Agreement, dated as of January 31, 2000 (as it may be from time to time amended, modified, or supplemented, the "Pledge and Security Agreement"), among Levi Strauss & Co., a Delaware corporation, the other Grantors named therein, and Bank of America, N.A., as secured party, and (ii) the Grant of Trademark Security Interest and Grant of Copyright Security Interest both dated as of January 24, 2000 (collectively, the "Grant") executed by Grantor. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Grant.

Grantor grants to Secured Party a security interest in all of Grantor's right, title and interest in and to the Trademark Collateral and Copyright Collateral listed on Schedule A attached hereto. All such Trademark Collateral and Copyright Collateral shall be deemed to be part of the Trademark Collateral and Copyright Collateral and shall be hereafter subject to each of the terms and conditions of the Pledge and Security Agreement and the Grant.

IN WITNESS WHEREOF, Grantor has caused this Supplement to be duly executed and delivered by its duly authorized officer as of July 12, 2000.

LEVI STRAUSS &amp; CO.

By 

Name : Joseph M. Maurer

Title: Vice President and Treasurer

LS&CO. TRADEMARKS INVENTORY REPORT

06/01/2000

PAGE 1

CTY	IP NUM	MARK	STATUS	APP. NUM	APP. DATE	REG. NUM	REG. DATE	GOODS	CLASS
USA	IP20312A	ICD AND DESIGN	APPLICATION PENDING	75/938181	03/07/2000				25
USA	IP20321A	L2 AND DESIGN	APPLICATION PENDING	75/833384	03/02/2000				25
USA	IP20325A	SILVERTAB PYRAMID LOGO	APPLICATION PENDING	76/006696	03/20/2000				14
USA	IP20327A	SILVERTAB PYRAMID LOGO	APPLICATION PENDING	76/006695	03/20/2000				18
USA	IP20328A	SILVERTAB PYRAMID LOGO	APPLICATION PENDING	76/006697	03/20/2000				25

RECORD COUNT 5