

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

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

**RECORDATION FORM COVER SHEET
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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 # _____

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Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Change of Name

Other _____

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
10 11 00

Name Levi Strauss & Co.

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
City

CA
State/Country

94103
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

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

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REEL: 002138 FRAME: 0430

FORM PTO-1618B
Expires 06/30/99
OMB 0851-0027

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="76097126"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76097127"/>	<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

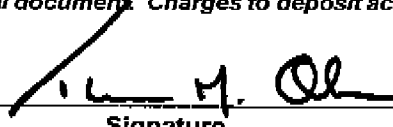
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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
Name of Person Signing


Signature

October 25, 2000
Date Signed

IPSUPPLEMENTNO.3

This IPSUPPLEMENTNO.3, dated October 11, 2000, is delivered pursuant to and supplements 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 (1) the Grant of Trademark Security Interest dated as of January 24, 2000 and (2) the Grant of Patent Security Interest dated as of January 24, 2000 (the "Grants") executed by Grantor. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Grants.

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

IN WITNESS WHEREOF, Grantor has caused this Supplement to be duly executed and delivered by its duly authorized officer as of October 11, 2000.

LEVI STRAUSS & CO.

By: 

Name: Joseph M. Maurer

Title: Vice President and Treasurer

EXHIBIT A

LS&CO. TRADEMARKS INVENTORY REPORT

08/31/2000

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CITY	IPNUM	MARK	STATUS	APP.NUM	APP.DATE	REG.NUM	REG.DATE	GOODS	CLASS
2		MARKSIN UNITEDSTATES							
USA	IP20401A	DOCKERS	APPLICATION PENDING	76097126	07/25/2000				09 I
USA	IP20434A	RECODE	APPLICATION PENDING	76097127	07/25/2000				09 I

RECORDCOUNT 2

RECORDED: 10/25/2000

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