

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

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  Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
\_\_\_\_\_

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
07 11 01

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 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 (0851-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0851-0027, 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**

700006396

REEL: 002288 FRAME: 0431

FORM PTO-1618B  
Expires 06/30/89  
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="76221164"/>	<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"/>
<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

  
Signature

July 17, 2001  
Date Signed

Name of Person Signing

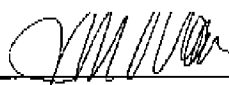
## IP SUPPLEMENT NO. 2

This IP SUPPLEMENT NO. 1, dated July 11, 2001, is delivered pursuant to and supplements (i) the Pledge and Security Agreement, dated as of February 1, 2001 (as it may be from time to time amended, amended and restated, supplemented or otherwise modified from time to time, the "*Security Agreement*"), among Levi Strauss & Co., the other Grantors named therein, and Bank of America, N.A., as Secured Party, and (ii) the Grant of Trademark Security Interest dated as of February 1, 2001 (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 listed on Schedule A attached hereto. All such Trademark Collateral shall be deemed to be part of the Trademark Collateral and shall be hereafter subject to each of the terms and conditions of the 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 11, 2001.

LEVI STRAUSS & CO.

By:   
Name: Joseph M. Maurer  
Title: Vice President and Treasurer

# LS&CO. TRADEMARKS INVENTORY REPORT

CITY	IP NUM	MARK	STATUS	APP. NUM	APP. DATE	REG. NUM	REG. DATE	GOODS	CLASS
USA	IP20560A	THIN TWIN	APPLICATION PENDING	76/221164	03/06/2001			CLOTHING, NAMELY SHIRTS, T-SHIRTS, BLOUSES, JACKETS AND PANTS.	25 I

RECORD COUNT 1

**Fax  
Cover Sheet**



**Levi Strauss & Co.  
Legal Department  
1155 Battery Street, 7th Floor  
San Francisco, CA 94111**

DATE: July 17, 2001

NUMBER OF PAGES FAXED (INCLUDING COVER PAGE): 5

**TO: U.S. Patent and Trademark  
Office – Assignment Division**

**FAX #: 703-306-5995**

**FROM: Jennifer Gunn**

**LEGAL DEPT. FAX#: 415-501-7650**

**RE: Recordation of Security Interest Assignment**

---

Dear Sir or Madam:

Please call me at the number below if you should have any questions regarding the attached security interest assignment.

Thanks very much.

---

If you have any questions, please do not hesitate to telephone me. My number is (415) 501-3433.