

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Levi Strauss & Co.		02/24/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	55 South Lake Avenue		
Internal Address:	Suite 900		
City:	Pasadena		
State/Country:	CALIFORNIA		
Postal Code:	91101		
Entity Type:	UNINC. ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2882938		
CORRESPONDENCE DATA			
Fax Number:	(415)501-7650		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(415) 501-3433		
Email:	jgunn@levi.com		
Correspondent Name:	Jennifer Gunn		
Address Line 1:	1155 Battery Street		
Address Line 4:	San Francisco, CALIFORNIA 94111		
NAME OF SUBMITTER:	Thomas M. Onda		
Signature:	/Thomas M. Onda/		
Date:	12/28/2005		

CH \$40.00 2882938

Total Attachments: 2

900038670

**TRADEMARK
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IP SUPPLEMENT NO. 5

This IP SUPPLEMENT NO. 5, dated February 24, 2005, is delivered pursuant to and supplements (i) the Intellectual Property Security Agreement, dated as of September 29, 2003 (said Intellectual Property Security Agreement, as it may hereafter be amended, supplemented, restated or otherwise modified from time to time, being the "Intellectual Property Security Agreement"), among Levi Strauss & Co., the other Grantors named therein, and Bank of America, N.A., as Administrative Agent of the Secured Party, and (ii) the Grant of Trademark Security Interest dated as of September 29, 2003 (said Grant of Trademark Security Interest as it may hereafter be amended, supplemented, restated or otherwise modified from time to time, being the "Grant"; the terms defined therein and not otherwise defined herein being used herein as therein defined) executed by Grantor.

Grantor grants to the Secured Party a security interest in all of Grantor's right, title and interest in and to the Trademark Collateral set forth 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 Intellectual Property 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 February 24, 2005.

LEVI STRAUSS & CO.

By 

Name: Miguel Silva Gonzalez

Title: Vice President and Treasurer

SCHEDULE A
 U.S. Intent-to-Use Applications Matured to Registration
 Q4 – November 30, 2004

TM #	Country/Jurisd.	Mark (Profile)	TM status	Application #	App. Date	Registration #	Reg. Date	C&S Description	Class(es)	Quarterly Report D.
9856	United States of America (USA)	WINGS & ANCHOR II	Registered	78/139074	6/26/2002	2882938	9/7/2004	Bed sheets, bedding ensembles consisting of sheets, pillowcases, comforters, duvets, shams, dustruffles; comforters, duvets, towels, quilts and shower curtains.	24	11/30/2004

RECORDED: 12/28/2005

TRADEMARK
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