MRP 5-4-99

FORM PTO-1594
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RECORDATION FORM CO
**TRADEMARKS**

05-19-1999

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1 Trademark Offic

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To the Honorable Commissioner of Patents and Trademarks: Please rec original documents or copy thereof.

1. Name of conveying party(ies):

Karen S. Frank

☒ Individual(s) U.S.Citizen ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No

2. Name and address of receiving party(ies):

Name: Levi Strauss & Co.

Internal Address:

Street Address: 1155 Battery St.

City: San Francisco State: CA ZIP: 94111

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State Delaware
☐ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? ☐ Yes ☐ No

3. Nature of conveyance:

☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: April 26, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,836,235

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Karen S. Frank

Internal Address: Legal Strategies Group

Street Address: 5905 Christie Ave.

City: Emeryville State: CA ZIP: 94608

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): $ 40.00

☐ Enclosed

☒ Authorized to be charged to deposit account yes

8. Deposit account number:

12-1161 Levi Strauss &Co.

(Attach duplicate copy of this page if paying by deposit account)

05/18/1999 DNGUYEN 00000172 121161 1836235
01 FC:481 40.00 CH

DO NOT USE THIS SPACE

9. 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.*

Karen S. Frank Karen S. Frank Karen S. Frank March 4, 1999

Name of Person Signing Signature Date

(4)

TRADEMARK
REEL: 001898 FRAME: 0363

# TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made as of the 26th day of April 1999, by and between KAREN S. FRANK, an individual, with a business address of Legal Strategies Group, 5905 Christie Avenue, Emeryville, CA 94608 ("Assignor") and LEVI STRAUSS & CO., a Delaware corporation with an address of 1155 Battery Street, San Francisco, CA 94111 ("Assignee").

WHEREAS, by virtue of that certain Trademark Assignment dated as of the 26th day of April, 1999, Assignor is the owner of all worldwide right, title and interest in and to the trademark XACTLY for wearing apparel (the "Mark"), along with the goodwill of the business symbolized thereby (the "Goodwill"), and of United States Trademark Registration No. 1,836,235 for the Mark (the "Registration"), all as previously owned by Tony Marterie & Associates, D/B/A North Coast Industries, Inc. ("North Coast"); and

WHEREAS, in the course of assigning the Mark, the Goodwill and the Registration to Assignor, North Coast represented and warranted to Assignor that it was holder of all right, title and interest in and to the Mark and the Registration; that the Mark was free and clear from all encumbrances, including any licenses; that North Coast had not, to its knowledge, been charged with trademark or service mark infringement or unfair competition by any third party by reason of the use of the Mark by it or by any licensee of it; and that North Coast was not aware of any claims, objections or protests to the use of the Mark and any other trademark, service mark, trade name or other indicia of origin of any third party (the "Warranties"); and

WHEREAS in the course of assigning the Mark, the Goodwill and the Registration to Assignor, North Coast agreed to indemnify Assignor and Assignor's subsequent Assignee from any and all claims and liabilities, including reasonable attorney's fees, arising from North Coast's use of the Mark (the "Indemnification"); and

WHEREAS Assignor obtained all of North Coast's rights in the Mark, the Goodwill and the Registration, and obtained the Warranties and Indemnification, for the purpose of reassigning the same to Assignee; and

WHEREAS Assignee wishes to obtain all of the rights Assignor obtained from North Coast in the Mark, the Goodwill and the Registration, along with the Warranties and Indemnification:

N O W T H E R E F O R E, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

Assignor hereby assigns unto Assignee all of the right, title and interest Assignor obtained from North Coast in and to the Mark, along with the goodwill of the business symbolized thereby, and the Registration, along with the Warranties and Indemnification.

ASSIGNOR:

KAREN S. FRANK

Karen S. Frank

ACKNOWLEDGMENT

STATE OF CALIFORNIA )
) ss.
COUNTY OF ALAMEDA )

On April 29, 1999, before me, Vasuki Selvan, a notary public of the State of California, duly commissioned and sworn, personally appeared Karen S. Frank, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid, the day and year in this certificate first above written.

Vasuki Selvan
Notary's Signature

(SEAL)

VASUKI SELVAN
Commission # 1171741
Notary Public - California
Alameda County
My Comm. Expires Jan 31, 2002

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