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

- [X] New
- [ ] Resubmission (Non-Recordation) Document ID #
- [ ] Correction of PTO Error Reel # Frame #
- [ ] Corrective Document Reel # Frame #

Conveyance Type

- [ ] Assignment
- [ ] License
- [X] 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: 04 12 00

Name: Levi Strauss & Co.

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other

[X] 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 [X] Association

[ ] Other

[X] 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:
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U.S. Department of Commerce
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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 (415) 501-2373

Name Thomas M. Onda, Esq.

Address (line 1) Levi Strauss & Co.

Address (line 2) 1155 Battery Street

Address (line 3)

Address (line 4) San Francisco, CA 94111

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 2

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)		
73770553	75904260				
75499741	75920941				
75899742					

Number of Properties Enter the total number of properties involved. # 5

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 140.00

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: # 121161

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	Thomas M. Onda	April 21, 2000
Name of Person Signing	Signature	Date Signed

IP SUPPLEMENT

This IP SUPPLEMENT, dated April 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 Patent Interest both dated as of January 24, 2000 (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 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 Grant.

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

LEVI STRAUSS & CO.

By _____

Name : Joseph M. Maurer

Title: Vice President and Treasurer

Schedule A

LS&CO. TRADEMARKS INVENTORY REPORT

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CTY	IP NUM	MARK	STATUS	APP. NUM	APP. DATE	REG. NUM	REG. DATE	GOODS	CLASS	
USA	IP00298A	ACTION SLACKS	APPLICATION PENDING	73/770553	12/20/1988				25	N
USA	IP20264A	LEVI'S ENGINEERED JEANS	APPLICATION PENDING	76/499741	01/21/2000				25	I
USA	IP20265A	LEVI'S ENGINEERED JEANS	APPLICATION PENDING	75/899742	01/21/2000			ACCESSORIES	18	I
USA	IP20326A	SHIRT TAB DEVICE	APPLICATION PENDING	75/904260	01/27/2000				25	I
USA	IP20313A	WINGS & ANCHOR II	APPLICATION PENDING	75/920941	02/16/2000				35	I

RECORD COUNT 5

RECORDED: 04/21/2000