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

- [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
- Effective Date Month Day Year
- [ ] Change of Name
- [ ] Other

Conveying Party [ ] Mark if additional names of conveying parties attached

Execution Date Month Day Year: 07 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

[ ] 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.)*

[X] Citizenship/State of Incorporation/Organization: United States

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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 (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, 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

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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)		
75/938181	76/006695				
75/933384	76/006697				
76/006696					

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.

Name of Person Signing	Signature	Date Signed
Thomas M. Onda Assistant Secretary	Thomas M. Onda	August 2, 2000

IP SUPPLEMENT NO. 2

This IP SUPPLEMENT NO. 2, dated July 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 Copyright Security Interest both dated as of January 24, 2000 (collectively, 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 Copyright Collateral listed on Schedule A attached hereto. All such Trademark Collateral and Copyright Collateral shall be deemed to be part of the Trademark Collateral and Copyright 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 July 12, 2000.

LEVI STRAUSS & CO.

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

LS&CO. TRADEMARKS INVENTORY REPORT

CTY	IP NUM	MARK	STATUS	APP. NUM	APP. DATE	REG. NUM	REG. DATE	GOODS	CLASS
USA	IP20312A	ICD AND DESIGN	APPLICATION PENDING	75/938181	03/07/2000				25
USA	IP20321A	L2 AND DESIGN	APPLICATION PENDING	75/933384	03/02/2000				25
USA	IP20325A	SILVERTAB PYRAMID LOGO	APPLICATION PENDING	76/006696	03/20/2000				14
USA	IP20327A	SILVERTAB PYRAMID LOGO	APPLICATION PENDING	76/006695	03/20/2000				18
USA	IP20328A	SILVERTAB PYRAMID LOGO	APPLICATION PENDING	76/006697	03/20/2000				25

RECORD COUNT 5

08/02/00 11:39 FAX 415 501 7650 LEVI STRAUSS 005

Exhibit A

TRADEMARK
REEL: 002088 FRAME: 0888
RECORDED: 08/02/2000