

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

- 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

Name Levi Strauss & Co. Execution Date
Month Day Year
10 09 02

- 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 (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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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

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="78142765"/>	<input type="text" value="78144339"/>	<input type="text" value="78139056"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="78134739"/>	<input type="text" value="78137565"/>	<input type="text" value="78139074"/>	<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

December 9, 2002

Name of Person Signing

Signature

Date Signed

IP SUPPLEMENT NO. 7

This IP SUPPLEMENT NO. 7, dated October 9, 2002, 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, (ii) the Grant of Trademark Security Interest dated as of February 1, 2001, and (iii) the Grant of Patent 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 Exhibit A attached hereto and the Patent Collateral listed on Exhibit B attached hereto. All such Trademark and Patent Collateral shall be deemed to be part of the Trademark and Patent 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 October 9, 2002.

LEVI STRAUSS & CO.

By: 

Name: Joseph M. Maurer

Title: Vice President and Treasurer

09/07/2002

Exhibit A LEVI STRAUSS & CO. TRADEMARKS INVENTORY REPORT

CLASS

REG. DATE GOODS

REG. NUM

APP. DATE

APP. NUM

STATUS

IP NUM MARK

QTY

MARKS IN UNITED STATES

QTY	IP NUM	MARK	STATUS	APP. NUM	APP. DATE	REG. NUM	REG. DATE GOODS	CLASS
1	IP20834A	ARCULATE (NO LOCATION)	APPLICATION PENDING	78/142765	07/10/2002			25
								PANTS, JEANS, SHORTS, SHIRTS, T-SHIRTS, BLOUSES, SKIRTS AND JACKETS.
1	IP20835A	ARCUATE/TAB	APPLICATION PENDING	78/144339	07/18/2002			25
								PANTS, JEANS, SHORTS, SHIRTS, T-SHIRTS, BLOUSES, SKIRTS AND JACKETS.
24	IP20832A	DOCKERS	APPLICATION PENDING	78/139056	06/28/2002			24
								SHEETS, BEDDING ENSEMBLES, COMFORTERS, DUVETS, TOWELS, QUILTS AND SHOWER CURTAINS.
18	IP20737A	TYPE 1	APPLICATION PENDING	78/134739	06/11/2002			18
								CL. 18: WALLET, KEY CASES, BUSINESS CARD CASES, BACKPACKS, SHOULDER BAGS, BRIFCASES, PURSES, TRAVEL BAGS, TRAVEL KITS AND TOTE BAGS.
25								25
								CL. 26: PANTS, JEANS, SHORTS, OVERALLS, SHIRTS, T-SHIRTS, BLOUSES, VESTS, SKIRTS, JACKETS, COATS, SPORTCOATS, SWEATERS, SWEATSHIRTS, SWEATPANTS, HATS, TIES, BELTS, SOCKS, UNDERWEAR AND SHOES.
09	IP20805A	WINGS & ANCHOR II	APPLICATION PENDING	78/137565	06/21/2002			09
								EYEGLASSES, EYEGLASS FRAMES, SUNGLASSES AND ACCESSORIES THEREFOR, NAMELY, EYEGLASS CASES.
24	IP20833A	WINGS & ANCHOR II	APPLICATION PENDING	78/138074	06/26/2002			24
								SHEETS, BEDDING ENSEMBLES, COMFORTERS, DUVETS, TOWELS, QUILTS AND SHOWER CURTAINS.

RECORD COUNT 6

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