Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Levi Strauss & Co.

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State (a Delaware corporation)
- [ ] Other

Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies)

Name: Bank of America, N.A., as Administrative Agent

Internal Address:

Street Address: 1455 Market Street, CA5-701-05-19

City: San Francsico State: CA Zip: 94103

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [x] Other National Banking Association

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

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [x] Security Agreement
- [ ] Change of Name
- [ ] Other

Execution Date: October 23, 2003

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,765,706; 2,766,986

Additional number(s) attached [ ] Yes [x] No

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

Name: Mark E. Miller, Esq.

Internal Address:

O'Melveny & Myers LLP

Embarcadero Center West

Street Address: 275 Battery Street

City: San Francsico State: CA Zip: 94111

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) $ 105.00

- [ ] Enclosed
- [x] Authorized to be charged to deposit account

8. Deposit account number:

500639

DO NOT USE THIS SPACE

9. Signature.

Mark E. Miller, Esq.
Name of Person Signing

Signature

10.28.2003
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH $65.00 500639 2766706

IP SUPPLEMENT

This IP SUPPLEMENT, dated as of October 23, 2003, 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 as 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 Levi Strauss & Co. ("**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 October 23, 2003.

LEVI STRAUSS & CO.

By: Eileen VanEss

Name: Eileen VanEss
Title: Assistant Treasurer

(NY) 02826/068/SA/IP.Supplement.10.03.Addl.TMs.doc

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On October 23, 2003, before me, Julie Dentkos-Hearn, a Notary Public in and for said State, personally appeared Eileen VanEss personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public

J. DENTKOS-HEARN
Commission # 1369498
Notary Public - California
San Francisco County
My Comm. Expires Jun 3, 2006

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SCHEDULE A
TO
IP SUPPLEMENT

Trademarks:

Owner	United States Trademark Description	Status	Application No.	Filing Date	Registration No.	Registration Date	Reel/Frame No.
Levi Strauss & Co.	Go Khaki	Registered	78/106175	2/1/2002	2765706	9/16/03	2657/0212
Levi Strauss & Co.	R and Design (Stitched R)	Registered	75/510417	6/26/1998	2766986	9/23/03	2657/0212

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