

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Levi Strauss & Co.

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

Citizenship (see guidelines) _____

Execution Date(s) July 14, 2004

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

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

Internal Address: Suite 900

Street Address: 55 South Lake Avenue

City: Pasadena

State: California

Country: USA Zip: 91101

- Association Citizenship USA
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)

2837221

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

STAIN DEFENDER

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

Name: Jennifer Gunn

Internal Address: _____

Street Address: Levi Strauss & Co.
1155 Battery Street

City: San Francisco

State: CA Zip: 94111

Phone Number: (415) 501-3433

Fax Number: (415) 501-7650

Email Address: jgunn@levi.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 121161

Authorized User Name _____

9. Signature:

Thomas M. Onda
Signature

August 17, 2004
Date

Thomas M. Onda, Assistant Secretary

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$115.00 121161 2837221

**Recordation Form Cover Sheet
TRADEMARKS ONLY**

Conveying Party: Levi Strauss & Co.

Receiving Party: Bank of America, N.A., as Administrative Agent

Execution Date: July 14, 2004

Continuation of Item 4

Registration No.

Trademark

2826414

PURE BLUE

2819973

INDIVIDUAL FIT

2809401

TYPE 1

*Intellectual Property Security Agreement
Term Loan - Trademarks*

IP SUPPLEMENT NO. 3

This IP SUPPLEMENT NO. 3, dated July 14, 2004, 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 of 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 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 July 14, 2004.

LEVI STRAUSS & CO.

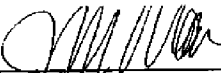
By: 
Name: Joseph M. Maurer
Title: Vice President and Treasurer

EXHIBIT A
 Q2 - May 31, 2004
 United States Intent-to-Use Applications Matured to Registration

TM ID	Country/Jurisdiction	Mark (Profile)	TM status	Application #	App. Date	Registration #	Reg. Date	G&S Description	Class(es)	Quarterly Report Dt
9643	United States of America (USA)	STAIN DEFENDER	Registered	78/106216	2/1/2002	2837221	4/27/2004	Clothing, namely, pants, shorts and shirts.	25	5/31/2004
9669	United States of America (USA)	PURE BLUE	Registered	78/128172	5/13/2002	2826414	3/23/2004	Clothing, namely, jeans and jackets.	25	5/31/2004
9959	United States of America (USA)	INDIVIDUAL FIT	Registered	78/233780	4/3/2003	2819973	3/2/2004	Pants and shorts.	25	5/31/2004
9760	United States of America (USA)	TYPE 1	Registered	78/134739	6/11/2002	2809401	1/27/2004	Jeans, shirts, t-shirts, vests, skirts, jackets and sweatshirts.	25	5/31/2004