

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) Association
- General Partnership Limited Partnership
- Corporation-State Delaware
- Other _____

Citizenship (see guidelines) _____

Execution Date(s) October 13, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

2. Name and address of receiving party(ies)

- Yes
- No

Additional names, addresses, or citizenship attached?

Name: Bank of America, N.A., as
Internal Administrative Agent
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)
2867776

Additional sheet(s) attached? Yes No

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

DOCKERS

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

Name: Jennifer Gunn

Internal Address: _____

Levi Strauss & Co.

Street Address: 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:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- 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

December 6, 2004

Date

Thomas M. Onda, Assistant Secretary

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

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 \$40.00 121161 2867776

*Intellectual Property Security Agreement
Term Loan - Trademarks*

IP SUPPLEMENT NO. 4

This IP SUPPLEMENT NO. 4, dated October 13, 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 October 13, 2004.

LEVI STRAUSS & CO.

By 

Name: Gary W. Grellman

Title: Vice President and Controller
Principal Accounting Officer

SCHEDULE A
U.S. Intent-to-Use Applications Matured to Registration
Q3 - August 31, 2004

TM ID	Country/Jurisd.	Mark (Profile)	TM status	Application #	App. Date	Registration #	Reg. Date	G&S Description	Class(es)	Quarterly Report Dt
9855	United States of America (USA)	DOCKERS	Registered	78/139056	6/26/2002	2867776	7/27/2004	Sheets; bedding ensembles consisting of sheets, pillowcases, comforters, duvets, shams, dustruffles; comforters; duvets and quilts.	24	8/31/2004