

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Levi Strauss & Co.		02/24/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	55 South Lake Avenue		
<b>Internal Address:</b>	Suite 900		
<b>City:</b>	Pasadena		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	91101		
<b>Entity Type:</b>	UNINC. ASSOCIATION: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2882938		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(415)501-7650		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(415) 501-3433		
<b>Email:</b>	jgunn@levi.com		
<b>Correspondent Name:</b>	Jennifer Gunn		
<b>Address Line 1:</b>	1155 Battery Street		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94111		
<b>NAME OF SUBMITTER:</b>	Thomas M. Onda		
<b>Signature:</b>	/Thomas M. Onda/		
<b>Date:</b>	12/28/2005		

CH \$40.00 2882938

Total Attachments: 2

**900038670**

**TRADEMARK  
 REEL: 003217 FRAME: 0572**

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IP SUPPLEMENT NO. 5

This IP SUPPLEMENT NO. 5, dated February 24, 2005, 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 February 24, 2005.

LEVI STRAUSS & CO.

By 

Name: Miguel Silva Gonzalez

Title: Vice President and Treasurer

SCHEDULE A  
 U.S. Intent-to-Use Applications Matured to Registration  
 Q4 – November 30, 2004

TM #	Country/Jurisd.	Mark (Profile)	TM status	Application #	App. Date	Registration #	Reg. Date	C&S Description	Class(es)	Quarterly Report D.
9856	United States of America (USA)	WINGS & ANCHOR II	Registered	78/139074	6/26/2002	2882938	9/7/2004	Bed sheets, bedding ensembles consisting of sheets, pillowcases, comforters, duvets, shams, dustruffles; comforters, duvets, towels, quilts and shower curtains.	24	11/30/2004

RECORDED: 12/28/2005

**TRADEMARK**  
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