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| 1.) CORPORATION NAME: Levi's Only Stores, Inc. | DUE DATE: 7/31/2012 | | | | |
| 2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: CORPORATION SERVICE COMPANY Bank of America Center, 16th Floor 1111 East Main Street | SCC ID NO: F1221631 | | | | |
| 3.) CITY OR COUNTY OF VA REGISTERED OFFICE: RICHMOND CITY | 5.) STOCK INFORMATION <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">CLASS</td> <td style="width:50%;">AUTHORIZED</td> </tr> <tr> <td>COMMON</td> <td>100</td> </tr> </table> | CLASS | AUTHORIZED | COMMON | 100 |
| CLASS | AUTHORIZED | | | | |
| COMMON | 100 | | | | |
| 4.) STATE OR COUNTRY OF INCORPORATION: DE | | | | | |

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 1155 BATTERY ST
CITY/ST/ZIP: SAN FRANCISCO, CA 94111

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

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|--|-------------------------------------|---------|-------------------------------------|----------|
| NAME: CHARLES V BERGH TITLE: PRESIDENT ADDRESS: 1155 BATTERY ST CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94111 | <input checked="" type="checkbox"/> | OFFICER | <input checked="" type="checkbox"/> | DIRECTOR |
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| NAME: CHARLES P. SANDEL TITLE: VICE PRESIDENT ADDRESS: 1155 BATTERY ST CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94111 | <input checked="" type="checkbox"/> | OFFICER | <input type="checkbox"/> | DIRECTOR |
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| NAME: NENITA DUDLEY TITLE: SECRETARY ADDRESS: 1155 BATTERY ST. CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94111 | <input checked="" type="checkbox"/> | OFFICER | <input type="checkbox"/> | DIRECTOR |
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| NAME: BLAKE JORGENSEN TITLE: DIRECTOR ADDRESS: 1155 BATTERY ST CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94111 | <input type="checkbox"/> | OFFICER | <input checked="" type="checkbox"/> | DIRECTOR |
|---|--------------------------|---------|-------------------------------------|----------|

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

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|---|----------------------------------|----------|
| /s/ NENITA DUDLEY | NENITA DUDLEY, SECRETARY | 7/3/2012 |
| SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT | PRINTED NAME AND CORPORATE TITLE | DATE |

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.