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

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

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To the Honorable Commissioner: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

SUN PHARMACEUTICALS CORP.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation–State Delaware
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies)

Name: WELLS FARGO BANK MINNESOTA, NATIONAL ASSOCIATION
Internal Address:
Street Address: 213 Court Street, Suite 703
City: Middletown State: CT Zip: 06457

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation – State
☒ Other National Association

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)
Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: February 19, 2004

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

A. Trademark Application No.(s)
PLEASE SEE THE ATTACHED.

B. Trademark Registration No.(s)
PLEASE SEE THE ATTACHED.

Additional number(s) attached? ☒ Yes ☐ No

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

Name: Claudine Meredith-Goujon, Esq.
Internal Address:
Paul, Weiss, Rifkind, Wharton & Garrison LLP

Street Address:
1285 Avenue of the Americas
City: New York State: NY Zip: 10019-6064

6. Total number of applications and registrations involved: 47

7. Total fee (37 CFR 3.41) $ 1,190.00

☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

50-0706

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Claudine Meredith-Goujon — Name of Person Signing
C Meredith-Goujon — Signature
3/2/2004 — Date

Total number of pages including cover sheet, attachments, and documents: 9

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

Doc #:NY6:688605.1

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT
TRADEMARK APPLICATIONS AND REGISTRATIONS

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
...GET ON THE BOAT!	1982912	Registered	June 25, 1996	Sun Pharmaceuticals Corp.
...GET ON THE BOAT!	1922356	Registered	September 26, 1995	Sun Pharmaceuticals Corp.
ACTION SPORT	2181101	Registered	August 11, 1998	Sun Pharmaceuticals Corp.
ACTIVE SPORT	2428895	Registered	February 13, 2001	Sun Pharmaceuticals Corp.
ANTI-BURN SYSTEM	76243009	Published – Intent to Use	April 17, 2001	Sun Pharmaceuticals Corp.
AQUASHIELD H20 & Design	73239798	Published – Intent to Use	April 19, 2003	Sun Pharmaceuticals Corp.
ARCTIC ALOE	2155395	Registered	May 5, 1998	Sun Pharmaceuticals Corp.
ATOMIC	2207642	Registered	December 1, 1998	Sun Pharmaceuticals Corp.
BANANA BOAT	2210661	Registered	December 15, 1998	Sun Pharmaceuticals Corp.
BANANA BOAT	1754761	Registered	March 2, 1993	Sun Pharmaceuticals Corp.
BANANA BOAT	1093524	Renewed	June 20, 1978	Sun Pharmaceuticals Corp.
BANANA BOAT & Design	1992718	Registered	August 13, 1996	Sun Pharmaceuticals Corp.
BANANA BOAT & Design	1992717	Registered	August 13, 1996	Sun Pharmaceuticals Corp.
BANANA BOAT & Design	2307463	Registered	January 11, 2000	Sun Pharmaceuticals Corp.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
BANANA BOAT SURF	78140124	Allowed – Intent to Use	June 25, 2003	Sun Pharmaceuticals Corp.
BEACHBLASTER	2021196	Registered	December 3, 1996	Sun Pharmaceuticals Corp.
BITE BLOCK	2093688	Registered	September 2, 1997	Sun Pharmaceuticals Corp.
CELEBRATE THE SUN	78261698	Pending	June 12, 2003	Sun Pharmaceuticals Corp.
COOL COLORZ	2375877	Registered	August 8, 2000	Sun Pharmaceuticals Corp.
Design Mark	2153931	Registered	April 28, 1998	Sun Pharmaceuticals Corp.
FOR FUN IN THE SUN…	75703223	Suspended	May 11, 1999	Sun Pharmaceuticals Corp.
FOR FUN IN THE SUN...GET ON THE BOAT	75789648	Suspended	September 1, 1999	Sun Pharmaceuticals Corp.
FOR FUN IN THE SUN...GET ON THE BOAT & Design	75812803	Suspended	October 1, 1999	Sun Pharmaceuticals Corp.
FUNKY FRUIT	1962371	Registered	March 12, 1996	Sun Pharmaceuticals Corp.
GALACTIC	2304830	Registered	December 28, 1999	Sun Pharmaceuticals Corp.
GOLDEN TANNING BLEND	2297212	Registered	December 7, 1999	Sun Pharmaceuticals Corp.
LIPBLOK	75811990	Allowed – Intent to Use	September 30, 1999	Sun Pharmaceuticals Corp.
LIPPOPS	2392027	Registered	October 3, 2000	Sun Pharmaceuticals Corp.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
MAGNA	2157422	Registered	May 12, 1998	Sun Pharmaceuticals Corp.
QUIK BLOK	2207643	Registered	December 1, 1998	Sun Pharmaceuticals Corp.
SELF ADJUSTING COLOR	1949651	Registered	January 16, 1996	Sun Pharmaceuticals Corp.
SONIC	2116882	Registered	November 25, 1997	Sun Pharmaceuticals Corp.
SOOTH-A-CAINE	2628037	Registered	October 1, 2002	Sun Pharmaceuticals Corp.
SPIKE-A-THON	1946368	Registered	January 9, 1996	Sun Pharmaceuticals Corp.
SPOT POT	2228625	Registered	March 2, 1999	Sun Pharmaceuticals Corp.
SUN AMPLIFIER	1958824	Registered	February 27, 1996	Sun Pharmaceuticals Corp.
SUN PROTECTION THAT'S FUN PROTECTION	2700895	Registered	March 25, 2003	Sun Pharmaceuticals Corp.
SUNBASICS	75724388	Allowed – Intent to Use	June 8, 1999	Sun Pharmaceuticals Corp.
SUNBASICS	78225915	Allowed – Intent to Use	March 14, 2003	Sun Pharmaceuticals Corp.
SUNTANICALS	2744012	Registered	July 29, 2003	Sun Pharmaceuticals Corp.
SURF	78140119	Suspended	June 29, 2002	Sun Pharmaceuticals Corp.
SURF & Design	78140244	Suspended	July 1, 2002	Sun Pharmaceuticals Corp.
TAN EXPRESS	2059805	Registered	May 6, 1997	Sun Pharmaceuticals Corp.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
VITASKIN	2742602	Registered	July 29, 2003	Sun Pharmaceuticals Corp.
VITASKIN	2691367	Registered	February 25, 2003	Sun Pharmaceuticals Corp.
ZINCBLOC	75692136	Allowed – Intent to Use	April 27, 1999	Sun Pharmaceuticals Corp.
FOR FUN IN THE SUN	75703223	Pending	May 11, 1999	Sun Pharmaceuticals, Inc.

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of February 19, 2004, by Sun Pharmaceuticals Corp., a Delaware corporation ("Grantor"), in favor of WELLS FARGO BANK MINNESOTA, NATIONAL ASSOCIATION, in its capacity as Trustee (together with its successors and assigns, the "Trustee") for the benefit of the holders of Notes (as defined below) (such holders, the "Secured Parties").

W I T N E S S E T H:

WHEREAS, pursuant to the Indenture, dated as of the date hereof (the "Indenture"), by and among Playtex Products, Inc. (the "Company"), the Persons named therein as Guarantors and the Trustee, the Company intends to issue 8% Senior Secured Notes due 2011 (the "Notes");

WHEREAS, Grantor has agreed to execute and deliver to Trustee for the ratable benefit of Secured Parties, that certain Security Agreement dated as of the date herewith by and among Grantor, the other parties named therein and Trustee (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Trustee, for the ratable benefit of Secured Parties, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Indenture.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants Trustee, for the ratable benefit of Secured Parties, a continuing security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all renewals of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Trustee, for the ratable benefit of Secured Parties, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Trustee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

SUN PHARMACEUTICALS, INC.

By: _____
Name: Glenn A. Forbes
Title: Executive Vice President

ACCEPTED AND ACKNOWLEDGED BY:

WELLS FARGO BANK MINNESOTA, NATIONAL ASSOCIATION,
as Trustee

By: _____
Name: Joseph P. O'Donnell
Title: Assistant Vice President

ACKNOWLEDGMENT OF GRANTOR
STATE OF New York)
) ss.
COUNTY OF New York)

On this 19th day of February, 2004 before me personally appeared Glenn A. Forbes, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of SUN PHARMACEUTICALS, INC., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

_____
{seal} Notary Public

LOIS M. LAZZARINO
Notary Public, State of New York
No. 01LA4756058
Qualified in New York County
Commission Expires 01/31/2007