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

10-08-2004

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

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To the Honorable Commissioner ... 102855250 ... original documents or copy thereof.

1. Name of conveying party(ies):

PLAYTEX PRODUCTS, INC.

☐ 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)

B. Trademark Registration No.(s)

2728329

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: 1

7. Total fee (37 CFR 3.41) $ 40

☐ 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
Claudine Meredith-Goujon — Signature
10/11/2004 — Date

10/13/2004 DBYRNE 00000004 500706 2728329
01 FC:8521 40.00 DH

Total number of pages including cover sheet, attachments, and documents: 8

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

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of February 19, 2004, by Playtex Products, Inc., 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").

WITNESSETH:

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.

PLAYTEX PRODUCTS, INC.

By: _____
Name: Glenn A. Forbes
Title: Executive Vice President, Chief Financial Officer and Director

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 4th 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 PLAYTEX PRODUCTS, 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

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OMB No. 0651-0027 (exp. 6/30/2005)

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[redacted]

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

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☐ Other

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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: 179

7. Total fee (37 CFR 3.41) $ 4,490.00
☐ 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)

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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: 24

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

Doc #:NY6:688600.1

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
IBI	78215394	Allowed – Intent to Use	February 15, 2003	Playtex Products, Inc.
INSULATOR	~~2723329~~ 2728329	Registered	June 17, 2003	Playtex Products, Inc.
INSULATOR SPORT	2803374	Registered	January 6, 2004	Playtex Products, Inc.
JUMBO DIAPER GENIE	75828416	Allowed – Intent to Use	October 21, 1999	Playtex Products, Inc.
JUMBO GENIE	75828415	Allowed – Intent to Use	October 21, 1999	Playtex Products, Inc.
KID MAGIC	75719675	Allowed – Intent to Use	June 2, 1999	Playtex Products, Inc.
KID MAGIC	78225905	Pending – Intent to Use	March 14, 2003	Playtex Products, Inc.
LATCH-ON	75913533	Opposed - Intent to Use	February 9, 2000	Playtex Products, Inc.
LAUGH & SPLASH	2423838	Registered	January 23, 2001	Playtex Products, Inc.
LOOK & LEARN	1933758	Registered	November 7, 1995	Playtex Products, Inc.

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