TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Playtex Products, Inc.		10/01/2008	CORPORATION: Delaware

RECEIVING PARTY DATA

Name:	Playtex Products, LLC
Street Address:	6 Research Drive
City:	Shelton
State/Country:	CONNECTICUT
Postal Code:	06484
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2907280	SIPSTER

CH $40.00 2907280

CORRESPONDENCE DATA

Fax Number: (203)583-4332
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 203-944-5930
Email: mantista@energizer.com
Correspondent Name: Michael A. Antista
Address Line 1: 6 Research Drive
Address Line 4: Shelton, CONNECTICUT 06484

NAME OF SUBMITTER:	Michael A. Antista
Signature:	/Michael A. Antista/
Date:	02/04/2011

TO:MICHAEL A. ANTISTA COMPANY:6 RESEARCH DRIVE

Total Attachments: 8
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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "PLAYTEX PRODUCTS, LLC" FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2008, AT 4:10 O'CLOCK P.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2171383 8100V

081004344

AUTHENTICATION: 6890857

DATE: 10-02-08

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:40 PM 10/01/2008
FILED 04:10 PM 10/01/2008
SRV 081004344 - 2171383 FILE

PLAYTEX PRODUCTS, LLC
CERTIFICATE OF FORMATION
Dated as of October 1, 2008

THIS CERTIFICATE OF FORMATION is being filed on behalf of Playtex Products, LLC ("Company"), a Delaware limited liability company, by its sole and managing member, Eveready Battery Company, Inc. ("Member"), a Delaware corporation.

ARTICLE ONE - FORMATION

1.1 Name and Designated Office and Agent for Service of Process.

The name of the limited liability company is Playtex Products, LLC, and the address of its initial registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, Delaware. Zip Code: 19801. The name of its initial Registered Agent at such address is: The Corporation Trust Company. Company's designated office and its agent for service of process may only be changed by filing a notice of the change with the Secretary of State of the State of Delaware.

1.2 Duration.

Company will exist until dissolved in accordance with the provisions of the Delaware Limited Liability Act.

1.3 Purposes and Powers.

Company is formed for the purpose of owning, developing and protecting intellectual property related to, and providing support services for, the marketing, distributing and selling of personal care products, and for the purpose of conducting any other lawful activity permitted under the laws of the State of Delaware. Company has the power to do all things necessary, incident, or in furtherance of that business.

1.4 Title to Assets.

Title to all assets of Company will be held in the name of Company. No Member has any right to the assets of Company or any ownership interest in those assets except indirectly as a result of the Member's ownership of an interest in Company. No Member has any right to partition any assets of Company or any right to receive any specific assets on liquidation of Company or on any other distribution from Company.

ARTICLE TWO – MEMBERS, CONTRIBUTIONS AND INTERESTS

2.1 Initial Members

The initial Member of Company is Eveready Battery Company, Inc., a Delaware corporation.

2.2 Additional Members.

Except as otherwise provided in the section of this agreement relating to substitution, additional members of the Company may be admitted only with the consent of the Member. The initial capital contribution of each member will be paid to the Company, in cash, or in such other form as may be approved with the consent of Member, promptly following the full execution of this agreement. Each member's ownership interest at any time will be determined by the ratio of that member's aggregate capital contributions to the aggregate capital contributions of all members.

2.3 Additional Contributions.

Except as otherwise provided in the Act, no member is required to contribute additional capital to the Company. Additional capital contributions to the Company may be made by the members only with the members' unanimous approval. If the members approve additional capital contributions, the members must set a maximum amount for such contributions that will be accepted from the members. Each member will then have the right but not the obligation, to contribute a pro rata share of the maximum based on the member's ownership interest. If any member elects to contribute less than the member's pro rata share, the other members may contribute the difference on a pro rata basis in accordance with their ownership interests or on any other basis they may agree on.

2.4 No Interest on Capital Contributions.

No interest will be paid on capital contributions.

2.5 Capital Accounts.

An individual capital account must be maintained for each member. Members' capital accounts must be maintained in accordance with federal income tax accounting principles.

ARTICLE THREE - ALLOCATION OF PROFITS AND LOSSES

3.1 Determination.

The net profit or net loss of Company for each fiscal year will be determined according to the accounting principles employed in the preparation of Company's federal income tax information return for that fiscal year.

3.2 Allocation of Net Profits and net Losses.

The net profit or net loss of the Company for a fiscal year will be allocated among the members in proportion to their ownership interests.

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3.3 Allocations Solely for Tax Purposes.

In accordance with IRC §704(c) and the corresponding regulations, if the Company is treated as a partnership for tax purposes, income, gain, loss, and deduction with respect to any property contributed to the capital of the Company must be allocated among the members, solely for income tax purposes, so as to take into account any variation between the adjusted basis of the property for federal income tax purposes in the hands of the Company and the agreed value of the property as set forth in this agreement, or in any document entered into at the time an additional contribution is made to the Company. Any elections or other decisions relating to the allocations to be made under this section will be made by action of the members. The allocations to be made under this section are solely for purposes of federal, state, and local income taxes and will not affect, or in any way be taken into account in computing, any member's capital account, allocable share of the net profits and net losses of the Company, or right to distributions.

3.4 Prorates.

If a member has not been a member during a full fiscal year of the Company, or if a member's ownership interest in the Company changes during a fiscal year, the net profit or net loss for the year will be allocated to the member based only on the period of time during which the member was a member or held a particular ownership interest. In determining a member's share of the net profit or net loss for a fiscal year, the members may allocate the net profit or net loss ratably on a daily basis using the Company's usual method of accounting.

ARTICLE FOUR - DISTRIBUTIONS

4.1 Distributions.

Subject to the restrictions governing distributions under the Act, distributions of cash or property may be made from time to time by the Company to the members, at such times and in such amounts as the members determine.

4.2 Allocation of Distributions.

All distributions must be made to Members in proportion to their Ownership Interests.

ARTICLE FIVE - DISSOLUTION

5.1 Events of Dissolution.

Except as otherwise provided in this agreement, the Company will dissolve on the earliest of the following events: (a) death, incompetence, withdrawal, expulsion, bankruptcy, or dissolution of any member; (b) approval of a dissolution of the Company by unanimous consent of the members; or (c) at such time as the Company has no members.

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ARTICLE SIX - WINDING UP AND LIQUIDATION

6.1 *Liquidation on Dissolution.*

Following the dissolution of the Company, the members must wind up the affairs of the Company. If the affairs of the Company are wound up, a full account must be taken of the assets and liabilities of the Company, and the assets of the Company must be promptly liquidated. Following liquidation of the assets of the Company, the proceeds must be applied and distributed in the following order of priority:

To creditors of the Company in satisfaction of liabilities and obligations of the Company, including, to the extent permitted by law, liabilities and obligations owed to members as creditors (except liabilities for unpaid distributions);

To any reserves set up for contingent or unliquidated liabilities or obligations of the Company deemed reasonably necessary by the members, which reserves may be paid over to an escrow agent by the members to be held by such escrow agent for disbursement in satisfaction of the liabilities and obligations of the Company, with any excess being distributed to the members as provided in the following subsection; and

To members in proportion to the positive balances of their capital accounts, after taking into account all adjustments made to capital accounts for the fiscal year during which the distributions to members are made.

6.2 *Distribution of Property in Kind.*

With the unanimous approval of the members, property of the Company may be distributed in kind in the process of winding up and liquidation. Any property distributed in kind must be valued and treated for the Company's accounting purposes (and not tax purposes) as though the property distributed had been sold at fair market value on the date of distribution. The difference between the fair market value of the property and its adjusted tax basis will, solely for the Company's accounting purposes and to adjust the Members' capital accounts, be treated as a gain or loss on the sale of the property and will be credited or charged to the members' capital accounts in the manner specified in the section of this agreement relating to capital accounts.

6.3 Negative Capital Accounts.

If any member has a negative balance in the member's capital account on liquidation of the Company, the member will have no obligation to make any contribution to the capital of the Company to make up the deficit, and the deficit will not be considered a debt owed to the Company or any other person for any purpose.

TRADEMARK
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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation this 1st day of October, 2008.

By: TL Grosch
Authorized Person

Name: Timothy L. Grosch
Title: Secretary, Playtex Products, LLC

EVEREADY BATTERY COMPANY, INC.
THE SOLE MEMBER OF PLAYTEX PRODUCTS, LLC

By: TL Grosch
Name: Timothy L. Grosch
Title: Secretary

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PLAYTEX PRODUCTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PLAYTEX PRODUCTS, INC." TO "PLAYTEX PRODUCTS, LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2008, AT 4:10 O'CLOCK P.M.

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2171383 8100V

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AUTHENTICATION: 6890857

DATE: 10-02-08

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:40 PM 10/01/2008
FILED 04:10 PM 10/01/2008
SRV 081004344 - 2171383 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1.) The jurisdiction where the Corporation first formed is Delaware.

2.) The jurisdiction immediately prior to filing this Certificate is Delaware.

3.) The date the corporation first formed is September 1, 1988.

4.) The name of the Corporation immediately prior to filing this Certificate is Playtex Products, Inc.

5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Playtex Products, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 1st day of October, A.D. 2008.

By: TL Grosch
Authorized Person

Name: Timothy L. Grosch
Print or Type