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To the Honorable Commissioner of Patents and T



ial documents or copy thereof.

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Name and address of receiving party(ies)

1. Name of conveying party(ies):

Playtex Products, Inc.

Name: Wells Fargo Bank, N.A.

Internal Address:

Street Address: 420 Montgomery Street, 9th Flr.

City: San Francisco State: CA ZIP: 94101

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Banking corporation

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 30, 1999

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

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

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See attached schedule

Additional numbers attached? Yes No

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

Name: David S. Berlin

Internal Address: Paul, Weiss, Rifkind, Martin & Garrison

Street Address: 1285 Avenue of the Americas

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 25

7. Total fee (37 CFR 3.41).....\$ 640

- 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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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.

David S. Berlin
Name of Person Signing

Signature

July 1, 1999
Date

Total number of pages including cover sheet, attachments, and document: 6

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

Schedule - U.S. Trademarks

Mark	Reg./App. Number
BABY CHANGE	723,368
BABY CLEAR	734,680
BABY MAGIC	1,228,079
BABY MAGIC	796,657
BABY MAGIC	1,132,296
BABY MAGIC	1,544,242
BABY MAGIC	796,614
BABY MAGIC	1,397,315
BABY MAGIC	1,055,375
BABY MAGIC & DESIGN	966,201
BABY MAGIC & Design	75/448,024
BABY MAGIC & DESIGN I	1,316,462
BABY MAGIC STYLIZED	580,657
BABY PUFF	734,681
BECAUSE . . . A CHILD CAN TELL THE DIFFERENCE	2,087,820
DIAPER CHANGE	762,498
DUCK Design	2,151,385
GENTEEL	716,967
LAUGH & SPLASH	75/553,510
MAGIC SCRUB	1,293,695
MAGIC SCRUB BOAT	729,549
MOMMY MAGIC	1,048,827
MOTHER'S MAGIC	1,239,120
RICH N' CREAMY	75/134,415
YOUNG MAGIC	732,838

Second Supplement to SCHEDULE 2 of the SECURITY AGREEMENT, dated as of July 21, 1997, made by PLAYTEX PRODUCTS, INC. in favor of WELLS FARGO BANK, N.A., as Collateral Agent, dated June 30, 1999.

Schedule 2 - Trademarks

Mark	Reg./App. Number
BABY CHANGE	723,368
BABY CLEAR	734,680
BABY MAGIC	1,228,079
BABY MAGIC	796,657
BABY MAGIC	1,132,296
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MOMMY MAGIC	1,048,827
MOTHER'S MAGIC	1,239,120
RICH N' CREAMY	75/134,415
YOUNG MAGIC	732,838

Schedule 2 - Trademark Licenses

None.

IN WITNESS WHEREOF, the undersigned has caused this Supplement to be duly executed and delivered as of June 30, 1999.

PLAYTEX PRODUCTS, INC.

By: William B. Stammer

Name: William B. Stammer

Title: Assistant Secretary

Acknowledged and Consented to:

WELLS FARGO BANK, N.A., as Collateral Agent

By: _____

Name:

Title:

IN WITNESS WHEREOF, the undersigned has caused this Supplement to be duly executed and delivered as of June __, 1999.

PLAYTEX PRODUCTS, INC.


By: _____

Name:

Title:

Acknowledged and Consented to:

WELLS FARGO BANK, N.A., as Collateral Agent

By: 

Name: Jeff W. Browning

Title: Relationship Manager