

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion

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: DELAWARE

PROPERTY NUMBERS Total: 92

Property Type	Number	Word Mark
Serial Number:	78908942	360 DEGREE PROTECTION
Registration Number:	3473978	360° COVERAGE
Serial Number:	77206477	360°
Registration Number:	2717802	AIR FLO
Registration Number:	3245664	AIR-TITE
Registration Number:	3096335	BEYOND THE NATURAL SHAPE OF COMFORT
Registration Number:	2714092	BIG SIPSTER
Registration Number:	0334946	BINKY
Registration Number:	2176879	BIOSUN PROFESSIONAL SUN PROTECTION
Registration Number:	3225878	COOLSTER
Serial Number:	77532921	COOLSTER
Registration Number:	2274904	COOLSTRAW
Registration Number:	3443068	CREATE MY OWN
Serial Number:	77532847	CREATE MY OWN

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Serial Number:	77472226	CRYSTAL CLEAR
Serial Number:	74325046	DIAPER GENIE
Registration Number:	3442830	DIAPER GENIE
Registration Number:	2775710	DIAPER GENIE
Serial Number:	77394970	DIAPER GENIE II ELITE
Serial Number:	77409958	DIAPER GENIE II ELITE
Registration Number:	2027629	DROP-INS
Serial Number:	77521163	DROP-INS
Registration Number:	3308898	DROP-INS SYSTEM
Registration Number:	3506526	EAT & DISCOVER
Registration Number:	2330565	EAZY FEED
Serial Number:	77223243	FEED & DISCOVER
Registration Number:	1010170	GENTLE GLIDE
Registration Number:	2084168	GENTLE GLIDE
Serial Number:	77398584	GENTLE GLIDE
Serial Number:	77376364	GREAT PROTECTION ALWAYS WINS
Registration Number:	2728329	INSULATOR
Registration Number:	3385853	INSULATOR
Registration Number:	2803374	INSULATOR SPORT
Serial Number:	77546239	LEAKSHIELD
Serial Number:	77476902	LIL' GRIPPER
Registration Number:	2865490	M.O.M. MOTHER'S OWN MILK
Registration Number:	2104432	MADE STRONG TO LAST LONG
Registration Number:	2896944	MADE STRONG TO LAST LONG
Registration Number:	1143245	MOST LIKE MOTHER
Registration Number:	2181506	MOST LIKE MOTHER
Registration Number:	2968335	NATURAL TAPER
Registration Number:	2973247	NATURALATCH
Registration Number:	3190866	NATURALSHAPE
Registration Number:	2637528	NATURAL SHAPE
Registration Number:	3500475	NO-SLIP GRIP
Registration Number:	3451493	NURSING NECESSITIES
Serial Number:	77337926	ON THE GO
Serial Number:	77348850	ON THE GO WIPES
Registration Number:	3107367	ORTHOPRO

Serial Number:	77502186	
Serial Number:	77502229	
Serial Number:	77502248	
Serial Number:	77502264	
Serial Number:	77521710	SIN BISFENOL A SIN BPA SIN FTALATOS
Registration Number:	1477392	PORTABLES
Registration Number:	3321408	PRECISE PLACEMENT
Serial Number:	77524353	PROTECTION SUR 360 DEGRÉS
Serial Number:	77069618	QUICKLOCK
Serial Number:	75060099	QUICKSTRAW
Registration Number:	2217909	SAFE 'N SURE
Registration Number:	1889129	SILK GLIDE
Registration Number:	2084169	SILK GLIDE
Registration Number:	3406999	SIP & DISCOVER
Registration Number:	2582558	SIPEASE
Registration Number:	2131242	SLIMFITS
Serial Number:	77178940	SMOOTH GLIDE
Serial Number:	77461527	SNAP 'N CLEAN
Registration Number:	2298644	SO COMFORTABLE YOU CAN'T EVEN FEEL THEM
Registration Number:	2992800	SOFT COMFORT
Registration Number:	2124268	SOFT COMFORT
Registration Number:	2950123	SPARKLIN' SIPSTER
Registration Number:	3415935	SPORT
Serial Number:	77398511	SPORT
Serial Number:	77328395	SPORT LEVEL COMFORT
Serial Number:	78913047	SPORT LEVEL PROTECTION
Serial Number:	77328419	SPORT LEVEL PROTECTION AND COMFORT
Registration Number:	3220723	TALKIN' SIPSTER
Registration Number:	2202323	
Registration Number:	2826468	THE FIRST SIPSTER
Serial Number:	77506792	THE INSU ATOR
Registration Number:	2958332	THE SPARKLIN' SIPSTER
Registration Number:	2714091	THE TRAINER
Serial Number:	77154072	THINKING FOR TWO
Serial Number:	77470086	TWIST 'N CLICK

Serial Number:	77470200	TWIST 'N CLICK LEAK-PROOF SEAL
Registration Number:	2210288	TWISTAWAY
Serial Number:	77212377	ULTRA-GLIDE
Registration Number:	3085904	USE YOUR HIP, SPARE YOUR BACK
Registration Number:	2601598	VENTAIRE
Serial Number:	77533087	VENTAIRE ADVANCED CRYSTAL CLEAR
Serial Number:	77472162	VENTAIRE ADVANCED CRYSTAL CLEAR
Serial Number:	77532867	THE FIRST SIPSTER

CORRESPONDENCE DATA

Fax Number: (203)307-5695
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 203-944-5930
Email: usptocom@energizer.com
Correspondent Name: Playtex Products, LLC
Address Line 1: 6 Research Drive
Address Line 4: Shelton, CONNECTICUT 06484

NAME OF SUBMITTER:	Michael A. Antista
Signature:	/Michael A. Antista/
Date:	03/25/2009

Total Attachments: 8
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Delaware

PAGE 1

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.



2171383 8100V

081004344

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6890857

DATE: 10-02-08

TRADEMARK
REEL: 003958 FRAME: 0684

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: TC Grosch
Authorized Person

Name: Timothy L. Grosch
Print or Type

Delaware

PAGE 2

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.



2171383 8100V

081004344

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6890857

DATE: 10-02-08

TRADEMARK
REEL: 003958 FRAME: 0686

**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.

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.

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.

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