

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM399228

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Trademark Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CBI Distributing Corp.		09/20/2016	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wilmington Trust, National Association		
<b>Street Address:</b>	50 South Sixth Street, Suite 1290		
<b>City:</b>	Minneapolis		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55402		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 36</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3817929	...IT'S AT CLAIRE'S	
<b>Registration Number:</b>	1925359	CLAIRE'S	
<b>Registration Number:</b>	3319826	CLAIRE'S	
<b>Registration Number:</b>	2908857	CLAIRE'S	
<b>Registration Number:</b>	2908859	CLAIRE'S	
<b>Registration Number:</b>	1891172	CLAIRE'S	
<b>Registration Number:</b>	1890335	CLAIRE'S	
<b>Registration Number:</b>	2967212	CLAIRE'S	
<b>Registration Number:</b>	2974652	CLAIRE'S	
<b>Registration Number:</b>	1929317	CLAIRE'S	
<b>Registration Number:</b>	2978984	CLAIRE'S	
<b>Registration Number:</b>	3190839	CLAIRE'S	
<b>Registration Number:</b>	2900024	CLAIRE'S	
<b>Registration Number:</b>	2996103	CLAIRE'S	
<b>Registration Number:</b>	2925470	CLAIRE'S	
<b>Registration Number:</b>	2908861	CLAIRE'S	
<b>Registration Number:</b>	2951866	CLAIRE'S	
<b>Registration Number:</b>	1956047	CLAIRE'S ACCESSORIES	
<b>Registration Number:</b>	1946557	CLAIRE'S ACCESSORIES	

CH \$915.00 3817929

Property Type	Number	Word Mark
Registration Number:	2294937	CLAIRE'S ACCESSORIES
Registration Number:	1514045	CLAIRE'S BOUTIQUES
Registration Number:	3343775	CLAIRE'S CLUB
Registration Number:	2908868	CLAIRE'S CLUB
Registration Number:	2908865	CLAIRE'S CLUB
Registration Number:	2980191	KONDI TOREI
Registration Number:	2908862	CLAIRE'S CLUB
Registration Number:	2908866	CLAIRE'S CLUB
Registration Number:	2908863	CLAIRE'S CLUB
Registration Number:	2065959	CLAIRE'S ETC.
Registration Number:	2064149	CLAIRE'S ETC.
Registration Number:	3602239	CLAIRE'S
Registration Number:	2623039	CLAIRE'S
Registration Number:	4005371	SECRET SANTA CIRCLE
Registration Number:	1951435	SENSITIVE SOLUTIONS
Registration Number:	4610591	CLAIRE'S OUTLET
Registration Number:	3050863	ICING BY CLAIRE'S

**CORRESPONDENCE DATA**

Fax Number: 2027393001

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 2027395866

Email: felicia.gordon@morganlewis.com

Correspondent Name: Dana S. Gross

Address Line 1: Morgan, Lewis & Bockius LLP

Address Line 2: 1111 Pennsylvania Avenue, NW

Address Line 4: Washington, D.C. 20004

**ATTORNEY DOCKET NUMBER:** 034664.14.0947

**NAME OF SUBMITTER:** Dana S. Gross

**SIGNATURE:** /Dana S. Gross/

**DATE SIGNED:** 09/21/2016

**Total Attachments: 17**

source=Claire's- Trademark Security Agreement (1L TL)#page1.tif

source=Claire's- Trademark Security Agreement (1L TL)#page2.tif

source=Claire's- Trademark Security Agreement (1L TL)#page3.tif

source=Claire's- Trademark Security Agreement (1L TL)#page4.tif

source=Claire's- Trademark Security Agreement (1L TL)#page5.tif

source=Claire's- Trademark Security Agreement (1L TL)#page6.tif

source=Claire's- Trademark Security Agreement (1L TL)#page7.tif

source=Claire's- Trademark Security Agreement (1L TL)#page8.tif

source=Claire's- Trademark Security Agreement (1L TL)#page9.tif  
source=Claire's- Trademark Security Agreement (1L TL)#page10.tif  
source=Claire's- Trademark Security Agreement (1L TL)#page11.tif  
source=Claire's- Trademark Security Agreement (1L TL)#page12.tif  
source=Claire's- Trademark Security Agreement (1L TL)#page13.tif  
source=Claire's- Trademark Security Agreement (1L TL)#page14.tif  
source=Claire's- Trademark Security Agreement (1L TL)#page15.tif  
source=Claire's- Trademark Security Agreement (1L TL)#page16.tif  
source=Claire's- Trademark Security Agreement (1L TL)#page17.tif

TRADEMARK SECURITY AGREEMENT

**TRADEMARK SECURITY AGREEMENT** (as amended, restated, amended and restated, supplemented, waived and/or otherwise modified from time to time) (this "Agreement"), dated as of September 20, 2016, between CBI Distributing Corp., a Delaware corporation (the "Grantor"), and Wilmington Trust, National Association, as administrative agent for the Lenders (in such capacity, the "Administrative Agent").

Reference is made to (a) the Guarantee and Collateral Agreement dated as of September 20, 2016 (as amended, restated, amended and restated, supplemented, waived and/or otherwise modified from time to time, the "Security Agreement"), among Claire's Stores, Inc., a Florida corporation (the "Borrower"), the Grantor, each other Subsidiary Loan Party and the Administrative Agent and (b) the Term Loan Credit Agreement dated as of September 20, 2016 (as amended, restated, amended and restated, supplemented, waived and/or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, the lenders from time to time party thereto (the "Lenders"), the Administrative Agent and the other financial institutions named therein.

The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Grantor is an affiliate of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement and is willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit.

Accordingly the parties hereto agree as follows:

SECTION 1. *Terms.* Capitalized terms used in this Agreement and not otherwise defined herein shall have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.01 of the Security Agreement also apply to this Agreement.

SECTION 2. *Grant of Security Interest.* As security for the payment or performance, as the case may be, in full of the Obligations, the Grantor, pursuant to the Security Agreement, did and hereby does grant to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by the Grantor or in which the Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"):

- (a) all trademarks, service marks, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations thereof (if any), and all registration and recording

applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof (except for “intent to use” applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, unless and until an Amendment to Allege Use or a Statement of Use under Sections 1(c) and 1(d) of the Lanham Act has been filed, to the extent that, and solely during the period for which, any assignment of an “intent to use” application prior to such filing would violate the Lanham Act), and all renewals thereof, including those listed on Schedule I (the “Trademarks”);

(b) all goodwill associated with or symbolized by the Trademarks;


(c) all claims for, and rights to sue for, past or future infringements of any of the foregoing; and

(d) all income, royalties, damages and payments now or hereafter due and payable with respect to any of the foregoing, including damages and payments for past or future infringement thereof.

**SECTION 3. *Security Agreement.*** The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Administrative Agent pursuant to the Security Agreement. The Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

**SECTION 4. *Choice of Law.*** THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

CBI DISTRIBUTING CORP.

By:   
Name: Stephen Sernett  
Title: Secretary

[Trademark Security Agreement -- Term Loan Credit Agreement]

TRADEMARK  
REEL: 005882 FRAME: 0084

WILMINGTON TRUST, NATIONAL  
ASSOCIATION,  
as Administrative Agent

By:   
Name: Meghan H. McCauley  
Title: Assistant Vice President

[Trademark Security Agreement -- Term Loan Credit Agreement]

**TRADEMARK**  
**REEL: 005882 FRAME: 0085**

**Schedule I**

**Trademarks and Trademark Licenses**

**1. US Claire's Marks**

Country	Owners <sup>1</sup>	Ownership Percentage	Mark	Classes	Status	Reg. No.
<b>United States of America</b>	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	IT'S AT CLAIRE'S	35	Registered	3817929
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	14	Registered	1925359
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	3	Registered	3319826
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	9	Registered	2908857
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	16	Registered	2908859
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	25	Registered	1891172
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	42	Registered	1890335
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	20	Registered	2967212
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	35	Registered	2974652
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	5	Registered	1929317
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	16	Registered	2978984
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	35	Registered	3190839

<sup>1</sup> The US Claire's Marks, including the federal registrations set forth on Schedule I, are jointly owned by CBI Distributing Corp. and CLSIP LLC, with CBI Distributing Corp. owning an undivided 82.50% ownership interest in and to the US Claire's Marks as the majority and controlling owner of the US Claire's Marks, and CLSIP LLC owning an undivided 17.50% ownership interest in and to the US Claire's Marks as the minority owner of the US Claire's Marks. CBI Distributing Corp. is pledging its undivided 82.50% ownership interest in and to the US Claire's Marks, including the federal registrations set forth on Schedule I. Nothing in the Agreement acts to grant the Administrative Agent or the Secured Parties a security interest in and to the undivided 17.50% ownership interest in and to the US Claire's Marks owned by CLSIP LLC.



Country	Owners <sup>1</sup>	Ownership Percentage	Mark	Classes	Status	Reg. No.
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	24	Registered	2900024
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	14	Registered	2996103
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	25	Registered	2925470
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	26	Registered	2908861
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S	3	Registered	2951866
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S ACCESSORIES	42	Registered	1956047
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S ACCESSORIES	42	Registered	1946557
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S ACCESSORIES and design	35	Registered	2294937
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S BOUTIQUE S and design	42	Registered	1514045
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S CLUB	35	Registered	3343775
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S CLUB	25	Registered	2908868
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S CLUB	14	Registered	2908865
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S CLUB	26	Registered	2908191
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S CLUB	3	Registered	2908862
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S CLUB	18	Registered	2908866
	CBI Distributing Corp.	82.50%	CLAIRE'S	9	Registered	2908863

DB1/ 89023743.1

**TRADEMARK**  
**REEL: 005882 FRAME: 0087**

Country	Owners <sup>1</sup>	Ownership Percentage	Mark	Classes	Status	Reg. No.
	CLSIP LLC	17.50%	CLUB			
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S ETC.	42	Registered	2065959
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S ETC.	42	Registered	2064149
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S Logo	35	Registered	3602239
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S Stylized with @ logo	35	Registered	2623039
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	SECRET SANTA CIRCLE	35	Registered	4005371
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	SENSITIVE SOLUTIONS	14	Registered	1951435
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	CLAIRE'S OUTLET	35	Registered	4610591
	CBI Distributing Corp. CLSIP LLC	82.50% 17.50%	ICING BY CLAIRE'S	35	Registered	3050863

## 2. Non-US Claire's Marks

<b>Argentina</b>	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	2672763
	CBI Distributing Corp.	100%	CLAIRE'S	18	Registered	2780180
	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	2780181
	CBI Distributing Corp.	100%	CLAIRE'S	26	Registered	2672764
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	2780182
<b>Armenia</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750
<b>Australia</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750

<b>Bahrain</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	45255
<b>Belarus</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750
<b>Belize</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	4849.07
<b>Botswana</b>	CBI Distributing Corp.	100%	CLAIRE'S	26	Pending	
<b>Brazil</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	819044059
	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	840527373
	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	840527403
	CBI Distributing Corp.	100%	CLAIRE'S	26	Registered	840527438
<b>Bulgaria</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750
<b>Canada</b>	CBI Distributing Corp.	100%	BEE WHO YOU WANNA BE		Registered	TMA657373
	CBI Distributing Corp.	100%	C SWIRL		Registered	TMA765561
	CBI Distributing Corp.	100%	CLAIRE'S		Registered	TMA446820
	CBI Distributing Corp.	100%	CLAIRE'S		Registered	TMA481401
	CBI Distributing Corp.	100%	CLAIRE'S ACCESSORIES		Registered	TMA450271
	CBI Distributing Corp.	100%	CLAIRE'S ACCESSORIES		Registered	TMA537106
	CBI Distributing Corp.	100%	CLAIRE'S ACCESSORIES		Registered	TMA552904
	CBI Distributing Corp.	100%	CLAIRE'S BOUTIQUES & DESIGN		Registered	TMA432178
	CBI Distributing Corp.	100%	CLAIRE'S CLUB		Registered	TMA667768
	CBI Distributing Corp.	100%	ICING		Registered	TMA711637

	CBI Distributing Corp.	100%	ICING BY CLAIRE'S		Registered	TMA678667
	CBI Distributing Corp.	100%	PRINCIE		Registered	TMA574732
	CBI Distributing Corp.	100%	REFLEXI ONS		Registered	TMA332968
	CBI Distributing Corp.	100%	THE ICING		Registered	TMA404349
<b>Chile</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	947879
<b>China (People's Republic)</b>	CBI Distributing Corp.	100%	CLAIRE'S	16	Registered	10608651
	CBI Distributing Corp.	100%	CLAIRE'S	14, 26	Registered	872750
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	6711303
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	8662114
	CBI Distributing Corp.	100%	CLAIRE'S	3	Registered	10608653
	CBI Distributing Corp.	100%	CLAIRE'S	9	Pending	
	CBI Distributing Corp.	100%	CLAIRE'S	18	Registered	10608650
	CBI Distributing Corp.	100%	CLAIRE'S	21	Registered	10608649
	CBI Distributing Corp.	100%	CLAIRE'S	25	Published	
	CBI Distributing Corp.	100%	CLAIRE'S	28	Registered	10608647
	CBI Distributing Corp.	100%	ICING	14	Registered	6538116
	CBI Distributing Corp.	100%	ICING	35	Registered	6538117
	CBI Distributing Corp.	100%	ICING	18	Registered	11358777
	CBI Distributing Corp.	100%	ICING	3	Registered	11358778
	CBI Distributing Corp.	100%	ICING	25	Registered	5278540
	CBI Distributing Corp.	100%	ICING	26	Registered	10715963
	CBI Distributing Corp.	100%	KE LAI ER SI (CLAIRE'S in Chinese)	3	Registered	11231746

	CBI Distributing Corp.	100%	KE LAI ER SI (CLAIRE'S in Chinese)	9	Registered	11231745
	CBI Distributing Corp.	100%	KE LAI ER SI (CLAIRE'S in Chinese)	14	Registered	11231744
	CBI Distributing Corp.	100%	KE LAI ER SI (CLAIRE'S in Chinese)	16	Registered	11231743
	CBI Distributing Corp.	100%	KE LAI ER SI (CLAIRE'S in Chinese)	18	Registered	11231742
	CBI Distributing Corp.	100%	KE LAI ER SI (CLAIRE'S in Chinese)	21	Registered	11231741
	CBI Distributing Corp.	100%	KE LAI ER SI (CLAIRE'S in Chinese)	25	Registered	11231740
	CBI Distributing Corp.	100%	KE LAI ER SI (CLAIRE'S in Chinese)	26	Registered	11231739
	CBI Distributing Corp.	100%	KE LAI ER SI (CLAIRE'S in Chinese)	28	Registered	11231738
	CBI Distributing Corp.	100%	KE LAI ER SI (CLAIRE'S in Chinese)	35	Registered	11231737
<b>Colombia</b>	CBI Distributing Corp.	100%	CLAIRE'S	42	Registered	192406
	CBI Distributing Corp.	100%	CLAIRE'S		Registered	330360
	CBI Distributing Corp.	100%	CLAIRE'S	26	Registered	459364
	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	462741
	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	461450
<b>Costa Rica</b>	CBI Distributing	100%	CLAIRE'S	35	Registered	178034

DB1/ 89023743.1

	Corp.					
	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	223.014
	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	223.016
	CBI Distributing Corp.	100%	CLAIRE'S	26	Registered	223.017
<b>Dominican Republic</b>	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	211884
	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26	Registered	203520
<b>Ecuador</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	282311
	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	6714-12
	CBI Distributing Corp.	100%	CLAIRE'S	18	Registered	5292-12
	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	5294-12
	CBI Distributing Corp.	100%	CLAIRE'S	26	Registered	5295-12
<b>Egypt</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	198659
	CBI Distributing Corp.	100%	ICING	14, 25, 26, 35	Pending	
<b>El Salvador</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	207Book101
<b>EU (CTM)</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 18, 26	Registered	6584221
	CBI Distributing Corp.	100%	CLAIRE'S	3, 4, 9, 12, 21, 35	Registered	2846087
	CBI Distributing Corp.	100%	CLAIRE'S	14, 25	Registered	76265
	CBI Distributing Corp.	100%	CLAIRE'S	35, 42	Registered	1862200
	CBI Distributing Corp.	100%	CLAIRE'S BOUTIQUES	14, 25, 35, 42	Registered	235333
	CBI Distributing Corp.	100%	CLAIRE'S ACCESSORIES	14, 25, 35, 42	Registered	235374
	CBI Distributing Corp.	100%	CLAIRE'S ACCESSORIES	14, 25, 35	Registered	428417
	CBI Distributing Corp.	100%	CLAIRE'S	3, 4, 9,	Registered	3140878

	Corp.		CLUB	11, 14, 16, 20, 21, 22, 24, 25, 26		
	CBI Distributing Corp.	100%	CLAIRE'S COLLECT ION	3, 14, 25, 26	Registered	76166
	CBI Distributing Corp.	100%	CLAIRE'S ETC.	14, 25, 35, 42	Registered	235291
	CBI Distributing Corp.	100%	ICING	3, 42	Registered	2789154
	CBI Distributing Corp.	100%	ICING	3, 9, 14, 16, 18, 21, 25, 26, 28, 35	Registered	012599891
	CBI Distributing Corp.	100%	ICING BY CLAIRE'S	35	Registered	6282859
	CBI Distributing Corp.	100%	ICINGS	14, 25, 35	Registered	426312
	CBI Distributing Corp.	100%	THE ICING ACCESSORIES & DESIGN	14, 25, 35	Registered	426270
<b>Georgia</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750
<b>Ghana</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Pending	
<b>Guatemala</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	156393
<b>Honduras</b>	CBI Distributing Corp.	100%	CLAIRE'S		Registered	11492
<b>Hong Kong</b>	CBI Distributing Corp.	100%	CLAIRE'S	9, 14, 18, 20, 21, 24, 25, 26, 28	Registered	301369701
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	300246276
<b>Iceland</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750
<b>India</b>	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	1579528
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	1375799

	Corp.					
	CBI Distributing Corp.	100%	CLAIRE'S	26	Registered	2273273
	CBI Distributing Corp.	100%	CLAIRE'S	28	Registered	2273274
	CBI Distributing Corp.	100%	CLAIRE'S	21	Registered	2273271
	CBI Distributing Corp.	100%	CLAIRE'S	3, 18, 25	Pending	
	CBI Distributing Corp.	100%	CLAIRE'S	18, 26	Published	
	CBI Distributing Corp.	100%	CLAIRE'S	9	Registered	2273269
<b>Indonesia</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 26	Registered	IDM000269734
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	IDM000403561
<b>Int'l – Madrid Protocol</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	1263860
	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 42	Registered	872750
<b>Israel</b>	Claire's Boutiques, Inc.	100%	Claire's & @ logo	35	Registered	142605
<b>Jamaica</b>	CBI Distributing Corp.	100%	CLAIRE'S		Registered	57734
<b>Japan</b>	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	4173259
	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	4225283
	CBI Distributing Corp.	100%	Claire's & @ logo	14	Registered	4316622
	CBI Distributing Corp.	100%	CLAIRE'S & Japanese characters	18	Registered	4173261
	CBI Distributing Corp.	100%	CLAIRE'S & Japanese characters	26	Registered	4227498
	CBI Distributing Corp.	100%	CLAIRE'S & Japanese characters	14	Registered	4173260
	CBI Distributing Corp.	100%	CLAIRE'S & Japanese characters	35	Registered	4068474
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	5254831

DB1/ 89023743.1



	Corp.		& Japanese characters			
	CBI Distributing Corp.	100%	CLAIRE'S ACCESSORIES	9, 14, 18, 25	Registered	4384017
	CBI Distributing Corp.	100%	CLAIRE'S in Japanese characters	6, 8, 14, 18, 21, 25, 26	Registered	2661230
	CBI Distributing Corp.	100%	CLAIRE'S stylized	35	Registered	5255217
	CBI Distributing Corp.	100%	CLAIRE'S stylized	3, 8, 10, 14, 18, 21, 25, 26	Registered	4077459
	CBI Distributing Corp.	100%	ICING	35	Registered	140055
<b>Lebanon</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	95458
<b>Lesotho</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Pending	
<b>Liechtenstein</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750
<b>Malaysia</b>	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	09000349
	CBI Distributing Corp.	100%	CLAIRE'S	26	Registered	09000350
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	09000351
	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	20122014317
<b>Mexico</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	970492
	CBI Distributing Corp.	100%	CLAIRE'S	42	Registered	521186
	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	1457103
	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	1349996
	CBI Distributing Corp.	100%	CLAIRE'S	26	Registered	1295890
<b>Monaco</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750
<b>Namibia</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Pending	
<b>New Zealand</b>	CBI Distributing Corp.	100%	Claire's &	14, 35	Registered	806327

DB1/ 89023743.1

	Corp.		"@" logo			
<b>Nicaragua</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	0802817
<b>Nigeria</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Pending	
<b>Norway</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	233273
<b>Oman</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Pending	
<b>Pakistan</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Pending	
<b>Panama</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	165604
	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	211198
	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	211197
	CBI Distributing Corp.	100%	CLAIRE'S	26	Registered	211200
<b>Paraguay</b>	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	375410
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	385020
<b>Peru</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	66528
<b>Philippines</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 26, 35	Registered	4-2012-008328
	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	4-2012-210172
<b>Poland</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	204878
<b>Qatar</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	48479
	CBI Distributing Corp.	100%	ICING	14, 25, 26, 35	Pending	
<b>Romania</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750
<b>Russian Federation</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 26	Registered	872750
	CBI Distributing Corp.	100%	ICING	14	Registered	1436016141
	CBI Distributing Corp.	100%	ICING	26	Registered	1436016143
	CBI Distributing Corp.	100%	ICING	35	Registered	1436016144

DB1/ 89023743.1

	Corp.					
<b>Serbia</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	67601
<b>Singapore</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750
<b>South Africa</b>	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	2009/05885
	CBI Distributing Corp.	100%	CLAIRE'S	26	Registered	2009/08556
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	2004/09338
	CBI Distributing Corp.	100%	CLAIRE'S	25	Published	
<b>Swaziland</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Published	
<b>Switzerland</b>	CBI Distributing Corp.	100%	Claire's @ logo		Registered	517937
	CBI Distributing Corp.	100%	CLAIRE'S	3, 14, 25, 35	Registered	507253
	CBI Distributing Corp.	100%	CLAIRE'S & @ logo	3, 14, 25, 35	Registered	507888
	CBI Distributing Corp.	100%	CLAIRE'S ACCESSORIES	3, 14, 25, 35	Registered	507908
<b>Taiwan</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 26, 35	Registered	1383039
	CBI Distributing Corp.		CLAIRE'S	3, 9, 14, 16, 18, 21, 25, 26, 28, 35	Registered	1636275
<b>Thailand</b>	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	TM319893
	CBI Distributing Corp.	100%	CLAIRE'S	26	Registered	TM320726
	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	SM68822
<b>Turkey</b>	CBI Distributing Corp.	100%	CLAIRE'S	3, 14, 16, 25, 26, 35	Registered	200331890
	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Pending	
<b>Ukraine</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Registered	872750
	CBI Distributing Corp.	100%	ICING	14	Registered	191737

	CBI Distributing Corp.	100%	ICING	25	Registered	191738
	CBI Distributing Corp.	100%	ICING	26	Registered	191739
	CBI Distributing Corp.	100%	ICING	35	Registered	191740
<b>United Kingdom</b>	CBI Distributing Corp.	100%	ICING	3, 8, 21	Registered	2284683
<b>Uruguay</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 35	Registered	432942
	CBI Distributing Corp.	100%	CLAIRE'S	14	Registered	P-347986
	CBI Distributing Corp.	100%	CLAIRE'S	18	Published	
	CBI Distributing Corp.	100%	CLAIRE'S	26	Published	
<b>Venezuela</b>	CBI Distributing Corp.	100%	CLAIRE'S	35	Registered	S-061612
	CBI Distributing Corp.	100%	CLAIRE'S	3, 14, 26, 35	Registered	163209
<b>Vietnam</b>	CBI Distributing Corp.	100%	CLAIRE'S	25	Registered	216702
<b>Zambia</b>	CBI Distributing Corp.	100%	CLAIRE'S	14, 25, 26, 35	Pending	

DB1/ 89023743.1