

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM507677

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks recorded at R/F 6455/0694

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citibank N.A.		01/24/2019	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	CLSIP LLC
Street Address:	2400 West Central Road
City:	Hoffman Estates
State/Country:	ILLINOIS
Postal Code:	60192
Entity Type:	Limited Liability Company: DELAWARE
Name:	CBI Distributing Corporation
Street Address:	2400 West Central Road
City:	Hoffman Estates
State/Country:	ILLINOIS
Postal Code:	60192
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 44

Property Type	Number	Word Mark
Serial Number:	87638364	ICING BRIDAL BAR BB
Serial Number:	87638568	ICING BRIDAL BAR
Serial Number:	87630513	PUCKER POPS
Serial Number:	87539641	CLAIRE'S WE MAKE MEMORIES
Serial Number:	85872705	ICING OUTLET
Serial Number:	85872707	CLAIRE'S OUTLET
Serial Number:	85831738	ICING
Serial Number:	77883682	...IT'S AT CLAIRE'S
Serial Number:	77560510	CLAIRE'S
Serial Number:	77473939	ICING
Serial Number:	77329699	THE ICING
Serial Number:	78618255	ICING BY CLAIRE'S
Serial Number:	78589527	CLAIRE'S

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	78554003	CLAIRE'S CLUB
Serial Number:	78269386	CLAIRE'S
Serial Number:	78975382	CLAIRE'S
Serial Number:	78975461	CLAIRE'S CLUB
Serial Number:	78975462	CLAIRE'S CLUB
Serial Number:	78975464	CLAIRE'S CLUB
Serial Number:	78975466	CLAIRE'S CLUB
Serial Number:	78975469	CLAIRE'S CLUB
Serial Number:	78172438	CLAIRE'S CLUB
Serial Number:	78975445	CLAIRE'S
Serial Number:	78975446	CLAIRE'S
Serial Number:	78975448	CLAIRE'S
Serial Number:	78975449	CLAIRE'S
Serial Number:	78975452	CLAIRE'S
Serial Number:	78975453	CLAIRE'S
Serial Number:	78975454	CLAIRE'S
Serial Number:	78975455	CLAIRE'S
Serial Number:	78149317	CLAIRE'S
Serial Number:	76064166	CLAIRE'S
Serial Number:	75331385	CLAIRE'S ACCESSORIES
Serial Number:	75201596	THE ICING ACCESSORIES
Serial Number:	75057738	CLAIRE'S ETC.
Serial Number:	74646373	SENSITIVE SOLUTIONS
Serial Number:	74619578	CLAIRE'S ACCESSORIES
Serial Number:	74586876	CLAIRE'S ACCESSORIES
Serial Number:	74517853	CLAIRE'S
Serial Number:	74517854	CLAIRE'S
Serial Number:	74518090	CLAIRE'S
Serial Number:	74512656	CLAIRE'S
Serial Number:	73653581	CLAIRE'S BOUTIQUES
Serial Number:	73642264	THE ICING

CORRESPONDENCE DATA

Fax Number: 2127514864

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: 212-906-1216

Email: angela.amaru@lw.com

Correspondent Name: Latham & Watkins LLP c/o Angela M. Amaru

Address Line 1: 885 Third Avenue

TRADEMARK

REEL: 006543 FRAME: 0230

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 049133-0312

NAME OF SUBMITTER: Angela M. Amaru

SIGNATURE: /s/ Angela M. Amaru

DATE SIGNED: 01/29/2019

Total Attachments: 6

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS, dated as of January 24, 2019 (this "Release"), is made by Citibank N.A., in its capacity as administrative agent (in such capacity, the "Administrative Agent") and collateral agent (in such capacity, the "Collateral Agent") for the secured parties, in favor of CLSIP LLC, a Delaware limited liability company and CBI Distributing Corporation, a Delaware corporation (each a "Pledgor" and collectively, the "Pledgors"). Capitalized terms not otherwise defined in this Release shall have the meanings provided or provided by reference in the Trademark Security Agreement (as defined below).

WHEREAS, reference is made to that certain ABL Credit Agreement, dated as of October 12, 2018 (the "Credit Agreement"), among the Pledgors, the lenders party thereto from time to time, the Administrative Agent and the Collateral Agent, among others;

WHEREAS, pursuant to the Credit Agreement, the Pledgors and the Collateral Agent, among others, entered into that certain Guarantee and Collateral Agreement, dated as of October 12, 2018 (the "Collateral Agreement");

WHEREAS, pursuant to the Collateral Agreement, Pledgors executed and delivered that certain Trademark Security Agreement, dated as of October 12, 2018 (the "Trademark Security Agreement"), in favor of the Collateral Agent, which was recorded in the records of the United States Patent and Trademark Office on October 12, 2018 at Reel 6455, Frame 0694;.

WHEREAS, pursuant to the Trademark Security Agreement, each Pledgor pledged and granted to the Collateral Agent, for the ratable benefit of the Secured Parties, a security interest in and to all of the right, title, and interest of such Pledgor in, to, and under the following: (a) the trademark registrations and applications set forth in Schedule 1 hereto, together with the goodwill connected with the use of and symbolized thereby, and all extensions and renewals thereof, excluding only United States intent-to-use trademark applications to the extent that, and solely during the period in which, the grant, attachment, or enforcement of a security interest therein would, under applicable federal law, impair the registrability of such applications or the validity or enforceability of registrations issuing from such applications, (b) all rights of any kind whatsoever of such Pledgor accruing under any of the foregoing provided by applicable law of any jurisdiction, by international treaties and conventions, and otherwise throughout the world, (c) any and all royalties, fees, income, payments, and other proceeds then or thereafter due or payable with respect to any and all of the foregoing; and (d) any and all claims and causes of action, with respect to any of the foregoing, whether occurring before, on, or after the date thereof, including all rights to and claims for damages, restitution, and injunctive and other legal and equitable relief for past, present, and future infringement, dilution, misappropriation, violation, misuse, breach, or default, with the right, but no obligation, to sue for such legal and equitable relief and to collect, or otherwise recover, any such damages, in each case, to the extent constituting "Collateral" under, and as defined in, the Collateral Agreement (collectively, the "Trademark Collateral"); and


WHEREAS, each Pledgor has requested that the Collateral Agent execute and deliver this Release to evidence the release of its security interest in the Trademark Collateral for filing and recordation with the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Collateral Agent, without any representation, warranty or recourse of any kind or nature, hereby releases and terminates in its entirety its security interest in and to the Trademark Collateral, and discharges, quit claims, and relinquishes unto each Pledgor, and re-assigns to each Pledgor, in each case as applicable, any and all right, title or interest it may have in, to, or under the Trademark Collateral of such Pledgor.

[Signature Page Follows]

IN WITNESS WHEREOF, Collateral Agent has caused this Release to be executed and delivered by its duly authorized officer as of the date first set forth above.

CITIBANK, N.A., as Collateral Agent

By: 
Name: Brendan Mackay
Title: Vice President and Director

SCHEDULE 1
TRADEMARKS

Trademark	Status	Filing Date	App. No.	Reg. Date	Reg. No.	Owner
ICING BRIDAL BAR BB (Stylized)	Registered	10/9/2017	87/638364	9/18/2018	5563935	CLSIP LLC
ICING BRIDAL BAR	Registered	10/9/2017	87/638568	9/18/2018	5563937	CLSIP LLC
PUCKER POPS	Registered	10/2/2017	87/630513	4/28/2018	5453482	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S.....WE MAKE MEMORIES	Allowed	7/24/2017	87/539641	-	-	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
ICING OUTLET	Registered	3/11/2013	85/872705	6/3/2014	4544654	CLSIP LLC
CLAIRE'S OUTLET	Registered	3/11/2013	85/872707	9/23/2014	4610591	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
ICING (Stylized)	Registered	1/24/2013	85/831738	9/23/2014	4610511	CLSIP LLC
...IT'S AT CLAIRE'S	Registered	12/1/2009	77/883682	7/13/2010	3817929	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S (Stylized)	Registered	9/2/2008	77/560510	4/7/2009	3602239	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
ICING	Registered	5/14/2008	77/473939	2/2/2010	3743653	CLSIP LLC
THE ICING	Registered	11/14/2007	77/329699	7/8/2008	3461876	CLSIP LLC
ICING BY CLAIRE'S	Registered	4/27/2005	78/618255	1/24/2006	3050863	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S	Registered	3/17/2005	78/589527	10/23/2007	3319826	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S CLUB	Registered	1/26/2005	78/554003	11/27/2007	3343775	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S	Registered	7/1/2003	78/269386	7/26/2005	2978984	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S	Registered	7/1/2003	78/975382	7/19/2005	2974652	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S CLUB	Registered	10/9/2002	78/975461	12/7/2004	2908862	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S CLUB	Registered	10/9/2002	78/975462	12/7/2014	2908863	CBI Distributing Corp. (82.50%)

						CLSIP LLC (17.50%)
CLAIRE'S CLUB	Registered	10/9/2002	78/975464	12/7/2004	2908865	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S CLUB	Registered	10/9/2002	78/975466	12/7/2004	2908866	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S CLUB	Registered	10/9/2002	78/975469	12/7/2004	2908868	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S CLUB	Registered	10/9/2002	78/172438	12/7/2004	2908191	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S	Registered	7/31/2002	78/975445	5/17/2005	2951866	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S	Registered	7/31/2002	78/975446	12/7/2004	2908857	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S	Registered	7/31/2002	78/975448	9/13/2005	2996103	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S	Registered	7/31/2002	78/975449	12/7/2004	2908859	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S	Registered	7/31/2002	78/975452	7/12/2005	2967212	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S	Registered	7/31/2002	78/975453	11/2/2004	2900024	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S	Registered	7/31/2002	78/975454	7/31/2002	2925470	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S	Registered	7/31/2002	78/975455	12/7/2004	2908861	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S	Registered	7/31/2002	78/149317	1/2/2007	3190839	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S (Stylized)	Registered	6/6/2000	76/064166	9/24/2002	2623039	CBI Distributing Corp. (82.50%)
						CLSIP LLC (17.50%)
CLAIRE'S ACCESSORIES (Stylized)	Registered	7/28/1997	75/331385	11/30/2009	2294937	CBI Distributing Corp. (82.50%)

						CLSIP LLC (17.50%)
THE ICING ACCESSORIES (Stylized)	Registered	11/21/1996	75/201596	3/23/1999	2234841	CLSIP LLC
CLAIRE'S ETC.	Registered	2/14/1996	75/057738	5/27/1997	2065959	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
SENSITIVE SOLUTIONS	Registered	3/13/1995	74/646373	1/23/1996	1951435	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S ACCESSORIES	Registered	1/10/1995	74/619578	2/13/1996	1956047	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S ACCESSORIES	Registered	10/18/1994	74/586876	1/9/1996	1946557	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S	Registered	4/28/1994	74/517853	4/18/1995	1890335	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S	Registered	4/28/1994	74/517854	10/10/1995	1925359	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S	Registered	4/28/1994	74/518090	10/24/1995	1929317	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE'S	Registered	4/14/1994	74/512656	4/25/1995	1891172	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
CLAIRE's BOUTIQUES (Stylized)	Registered	4/6/1987	73/653581	11/22/1988	1514045	CBI Distributing Corp. (82.50%) CLSIP LLC (17.50%)
THE ICING	Registered	2/20/1987	73/642264	11/24/1987	1466727	CLSIP LLC