

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
CLAIRE’S STORES, INC., et al.,	:	Case No. 18-10584 (MFW)
	:	
Debtors.¹	:	Jointly Administered
	:	Re: Docket No. 339
	X	

ORDER (I) ESTABLISHING A GENERAL BAR DATE TO FILE PROOFS OF CLAIM, (II) ESTABLISHING A BAR DATE TO FILE PROOFS OF CLAIM BY GOVERNMENTAL UNITS, (III) ESTABLISHING A BAR DATE TO FILE REQUESTS FOR PAYMENT OF POSTPETITION ADMINISTRATIVE CLAIMS, (IV) ESTABLISHING AN AMENDED SCHEDULES BAR DATE, (V) ESTABLISHING A REJECTION DAMAGES BAR DATE, (VI) APPROVING THE FORM AND MANNER FOR FILING PROOFS OF CLAIM, (VII) APPROVING THE PROPOSED NOTICE OF BAR DATES, AND (VIII) GRANTING RELATED RELIEF

Upon the motion (the “**Motion**”)² of Claire’s Stores, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), for entry of an order (i) establishing a bar date for the filing of proofs of claim (each, a “**Proof of Claim**”) in respect of prepetition claims, including secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”); (ii) establishing a bar date for the filing of Proofs of Claim by governmental units in respect of prepetition claims against any of the Debtors; (iii) establishing a bar date for the filing of requests for payment of administrative

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are Claire’s Inc. (6919); Claire’s Stores, Inc. (0416); BMS Distributing Corp. (4117); CBI Distributing Corp. (5574); Claire’s Boutiques, Inc. (5307); Claire’s Canada Corp. (7936); Claire’s Puerto Rico Corp. (6113); and CSI Canada LLC. The Debtors’ corporate headquarters and service address is 2400 West Central Road, Hoffman Estates, Illinois 60192.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

claims (excluding (a) claims for professional fees and expenses in these proceedings, and (b) claims asserting administrative priority and arising in the ordinary course of business after the Commencement Date); (iv) establishing a bar date for filing of Proofs of Claim following the amendment or supplement of the Debtors' schedules of assets and liabilities (collectively, the "**Schedules**"); (v) establishing a bar date for filing of Proofs of Claim for damages arising from the Debtors' rejection of executory contracts or unexpired leases; (vi) approving the form and manner of filing Proofs of Claim; (vii) approving the notice of the Bar Dates; and (viii) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having held a hearing, if necessary, to consider the relief requested in the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. the Motion is granted to the extent set forth herein.

2. Unless otherwise provided herein, the following Bar Dates are hereby established in these chapter 11 cases:

- a. **July 6, 2018 at 5:00 p.m. (Eastern Time)** shall be the deadline for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts, but not including governmental units (as defined in section 101(27) of the Bankruptcy Code) (“**Governmental Units**”)), to file a Proof of Claim in respect of a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code against any of the Debtors (the “**General Bar Date**”);
- b. **September 17, 2018 at 5:00 p.m. (Eastern Time)** shall be the deadline for Governmental Units to file a Proof of Claim in respect of a prepetition claim against any of the Debtors (the “**Governmental Bar Date**”);
- c. **July 6, 2018 at 5:00 p.m. (Eastern Time)** (the “**Administrative Claims Bar Date**”) shall be the deadline for each person or entity who asserts a request for payment of administrative claims arising between the Commencement Date and June 1, 2018 (the “**Administrative Claims Deadline**”), excluding (i) claims for professional fees and expenses in these proceedings, and (ii) claims asserting administrative priority and arising in the ordinary course of business after the Commencement Date, to file a request for payment of such administrative claim (the “**Administrative Claims**”);³
- d. **The later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (Eastern Time) on the date that is 30 days from the date on which the Debtors provide notice of a previously unfiled Schedule or an amendment or supplement to the Schedules (as defined herein)** shall be the deadline by which claimants holding claims affected by such filing, amendment or supplement must file Proofs of Claim with respect to such claim (the “**Amended Schedules Bar Date**”); and
- e. **The later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (Eastern Time) on the date that is 30 days following the service of an order approving rejection of any executory contract or unexpired lease of the Debtors** shall be the deadline by which claimants asserting claims resulting from the Debtors’ rejection of an executory contract or unexpired lease must file Proofs of Claim for damages arising from such rejection⁴ (the “**Rejection Damages**”).

³ Administrative Claims filed without a notice shall not be scheduled for hearing.

⁴ Provided that notwithstanding the foregoing, a party to an executory contract or unexpired lease (excluding unexpired leases of non-residential real property) who asserts a claim on account of unpaid amounts accrued and outstanding as of the Commencement Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the applicable Bar Date, unless an exception identified in the Motion or this Order applies.

Bar Date,” and, and, together with the General Bar Date, the Governmental Bar Date, the Administrative Claims Bar Date, and the Amended Schedules Bar Date, the “**Bar Dates**”); provided that the Rejection Damages Bar Date shall be the deadline by which counterparties to leases of non-residential real property are permitted to file Proofs of Claim and/or requests for payment of Administrative Claims on account of any claims arising under or relating to an applicable lease of non-residential real property (including, for the avoidance of doubt, any prepetition claim, Administrative Claim, and/or rejection damages claim), and all such claims may be filed in a single Proof of Claim.

3. The (i) Proof of Claim Form, substantially in the form annexed hereto as **Exhibit 1**, and (ii) the proposed notice of the Bar Date, substantially in the form annexed hereto as **Exhibit 2** (the “**Bar Date Notice**”), are approved.

4. Except as otherwise set forth herein, the following entities holding claims against the Debtors arising prior to the Commencement Date shall be required to file Proofs of Claim or requests for payment of Administrative Claims arising prior to the Administrative Claim Deadline on or before the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor’s Schedules, or is listed as “contingent,” “unliquidated,” or “disputed,” and if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity who believes that any prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than the Debtor identified in the Schedules;
- d. any entity who believes that its claim against a Debtor is or may be an Administrative Claim that arises between the Commencement Date and the Administrative Claims Deadline, excluding (i) claims for professional fees and expenses in these proceedings, and (ii) claims asserting administrative priority and arising in the ordinary course of business after the Commencement Date; and

- e. any entity who believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

- 5. The following entities whose claims would otherwise be subject to a Bar

Date need not file any Proofs of Claim or requests for payment of Administrative Claims arising prior to the Administrative Claims Deadline:

- a. any person or entity whose claim is listed on the Schedules; provided that (i) the claim is not listed on the Schedules as “disputed,” “contingent,” or “unliquidated,” (ii) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in the Schedules, and (iii) the person or entity does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- b. any person or entity who already has filed a signed Proof of Claim with Prime Clerk against the respective Debtor(s) with respect to the claim being asserted, utilizing a claim form that substantially conforms to the Proof of Claim Form;
- c. any person or entity who holds a claim that has been allowed by order of the Court entered on or before the applicable Bar Date;
- d. any person or entity whose claim has been paid in full or will be paid in full in accordance with the Bankruptcy Code or an order of the Court;
- e. any person or entity who holds a claim for which a separate deadline has been fixed by an order of this Court entered on or before the applicable Bar Date;
- f. any person or entity who holds an equity interest in the Debtors, which interest exclusively is based upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim or an Administrative Claim, as applicable, must be filed on or before the applicable Bar Date pursuant to the Procedures set for the herein;
- g. a current employee of the Debtors, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, or benefits; provided that a current employee must submit a Proof of Claim by the applicable Bar Date for all other claims arising before the Commencement Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- h. any current or former officer, director, or employee for claims based on indemnification, contribution, or reimbursement;

- i. any entity whose claim is solely against any of the Debtors' non-Debtor affiliates;
- j. any Debtor or non-Debtor subsidiary or affiliate having a claim against another Debtor;
- k. any counterparty to a lease of nonresidential real property that asserted a claim for a cure amount in connection with a timely filed objection to the assumption or assumption and assignment of such lease by the Debtors;
- l. any person or entity that has an Administrative Claim for professional fees and expenses for which (i)(a) such person or entity has been retained by an express order of the Court pursuant to section 327, 328, 363 or 1103 of the Bankruptcy Code, and (b) such person or entity is seeking compensation for such services through filed monthly fee statements and applications asserted in accordance with the Interim Compensation Order, or through similar reporting mechanisms, or (ii) such person or entity is being compensated pursuant to the DIP Orders;
- m. any holder of a claim allowable under section 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense that arose after the Administrative Claims Deadline;
- n. claims asserting administrative priority and arising in the ordinary course of business after the Commencement Date (but not, for the avoidance of doubt, claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code);
- o. claims asserting administrative priority pursuant to section 503(b)(3)(D) of the Bankruptcy Code; and
- p. (i) the DIP Secured Parties, on account of claims arising under the DIP Documents; (ii) the Prepetition ABL Secured Parties, on account of claims arising under the Prepetition ABL Loan Documents; (iii) Prepetition RCF Secured Parties, on account of claims arising under the Prepetition RCF Loan Documents; (iv) the Prepetition LC Issuer, on account of claims arising under the Prepetition LC Loan Documents; (v) the Prepetition Term Loan Lenders and the Prepetition Term Loan Agent, on account of claims arising under the Prepetition Term Loan Documents; (vi) the 9.00% Noteholders and the 9.00% Indenture Trustee, on account of claims arising under the Prepetition 9.00% Notes Indenture Documents; (v) the 6.125% Noteholders and the 6.125% Indenture Trustee, on account of claims arising under the Prepetition 6.125% Notes Indenture Documents; (vi) Prepetition 2L Secured Parties (including, without limitation, 8.875% Noteholders), on account of claims arising under the Prepetition 2L Documents; and (vii) the Unsecured Notes Trustee and holders of Unsecured Notes, on account of claims arising under that certain indenture, dated as of March 14, 2013, governing 7.750% senior unsecured notes issued by Claire's Stores, Inc. and all other documentation executed in connection therewith.

6. Except as otherwise set forth herein, each entity that asserts a claim against the Debtors that arose before the Commencement Date shall be required to file a Proof of Claim. Except as otherwise set forth herein, each entity that asserts an Administrative Claim against the Debtors that arose after the Commencement Date and prior to the Administrative Claim Deadline shall be required to file a request for payment of the Administrative Claim. The following Procedures with respect to preparing and filing of Proofs of Claim and of requests for payment of Administrative Claims are hereby established:

- a. Proofs of Claim must substantially conform to the Proof of Claim Form attached as **Exhibit 1** to this Order or Official Bankruptcy Form No. 410;
- b. Proofs of Claim and requests for payment of Administrative Claims must (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Commencement Date (using the exchange rate, if applicable, as of the Commencement Date); (iii) specify by name and case number the Debtor against which the claim is filed; (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury;
- c. Except as otherwise set forth herein, if a claimant asserts a claim against more than one Debtor or has claims against different Debtors, the claimant must file a separate Proof of Claim or a request for payment of an Administrative Claim, as applicable, against each Debtor;
- d. Notwithstanding anything herein to the contrary, including paragraph 6(c) of this Order, each of the entities listed in paragraph 5(p) of this Order, including any persons or other parties authorized to file a claim against the Debtors on behalf of such entities, may, in its sole discretion (but shall not be required to), file (and amend, supplement, or otherwise modify as needed or appropriate) a single, master proof of claim (a “**Master Proof of Claim**”) under the chapter 11 case number under which the Debtors’ chapter 11 cases are being jointly administered, *In re Claire’s Stores, Inc. et al.*, Case No. 18-10584 (MFW), and such Master Proof of Claim shall be deemed a Proof of Claim filed against each of the Debtors in these chapter 11 cases (and in any successor case(s)) as if such entity listed in paragraph 5(p) of this Order had filed a separate Proof of Claim against each Debtor;
- e. Proofs of Claim and requests for payment of Administrative Claims must be filed (i) electronically through the website of the Debtors’ claims and noticing agent, Prime Clerk, using the interface available on such website located at <https://cases.primeclerk.com/claiores> under the link entitled

“Submit a Claim” (the “**Electronic Filing System**”) or (ii) by delivering the original Proof of Claim form by hand, or mailing the original Proof of Claim form on or before the applicable Bar Date as follows:

If by overnight courier, hand delivery, or first class mail:

Claire’s Stores, Inc.,
Claims Processing Center
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, NY 11232

- f. A Proof of Claim or request for payment of an Administrative Claim shall be deemed timely filed only if it **actually is received** by Prime Clerk as set forth in subparagraph (d) above, in each case, on or before the Bar Date; and
- g. Proofs of Claim or request for payment of an Administrative Claim sent by facsimile, telecopy, or electronic mail transmission (other than Proofs of Claim filed electronically through the Electronic Filing System) **will not** be accepted.

7. Pursuant to Bankruptcy Rule 3003(c)(2), any holder of a claim who is required to timely file a Proof of Claim or an Administrative Claim on or before the applicable Bar Date as provided herein, but fails to do so, (i) shall not be treated as a creditor with respect to such claim for the purposes of voting on a chapter 11 plan and distribution in these chapter 11 cases on account of such claim or Administrative Claim; and (ii) forever shall be barred, estopped, and enjoined from asserting such claim against each of the Debtors and their property (or filing a Proof of Claim or an Administrative Claim with respect thereto), and each of the Debtors and their respective chapter 11 estates, successors, and property shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim.

8. Pursuant to Bankruptcy Rules 2002(a)(7), (f), and (l), the Debtors shall provide notice of the Bar Dates in accordance with the following Procedures:

- a. Within five (5) business days of entry of this Order, the Debtors shall cause (i) a copy of the Proof of Claim Form and (ii) a copy of the Bar Date Notice to be mailed to the following parties:

(1) the Office of the U.S. Trustee;

- (2) counsel for the Creditors' Committee;
- (3) all known creditors and other known holders of potential claims against any of the Debtors' estates;
- (4) all counterparties to the Debtors' executory contracts and unexpired leases at the addresses stated therein or as updated pursuant to a request by the counterparty or by returned mail from the post office with a forwarding address;
- (5) all parties to pending litigation against the Debtors (as of the date of entry of the order on this Motion);
- (6) all persons or entities who have filed claims, including Administrative Claims (as of the date of entry of the order on this Motion);
- (7) all parties who have sent correspondence to the Court and are listed on the Court's electronic docket (as of the date of entry of the order on this Motion);
- (8) all parties who have requested notice pursuant to Bankruptcy Rule 2002 (as of the date of entry of the order on this Motion);
- (9) all current and former employees of the Debtors (to the extent that contact information for former employees is available in the Debtors' records);
- (10) all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered;
- (11) the Internal Revenue Service, the United States Attorney's Office for the District of Delaware, and all applicable Governmental Units;
- (12) all taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- (13) all regulatory authorities that regulate the Debtors' businesses, including consumer protection, environmental, and permitting authorities; and
- (14) such additional persons and entities deemed appropriate by the Debtors.

b. The Debtors shall post the Proof of Claim Form and the Bar Date Notice on the website established by Prime Clerk for the Debtors' cases: <https://cases.primeclerk.com/claires>.

9. The Debtors shall publish the Bar Date Notice, within seven (7) business

days after the entry of this Order, with any necessary modifications for ease of publication, once

in the national edition of *USA Today* and once in the local edition of *The Chicago Tribune*, subject to applicable publication deadlines, which publication is approved and shall be deemed good, adequate, and sufficient publication notice of the Bar Dates and the Procedures for filing Proofs of Claim in these chapter 11 cases.

10. The Debtors and Prime Clerk are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

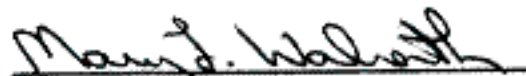
11. Notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights and obligations in connection with claims they may have against the Debtors in these chapter 11 cases.

12. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules or otherwise.

13. Entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing the date by which holders of claims not subject to the Bar Dates established herein must file such claims against the Debtor or be forever barred from so doing.

14. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: May 22nd, 2018
Wilmington, Delaware



MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1
Proof of Claim Form

Fill in this information to identify the case (Select only one Debtor per claim form):

Claire's Stores, Inc. (Case No. 18-10584)	Claire's Inc. (Case No. 18-10583)	Claire's Puerto Rico Corp. (Case No. 18-10585)
CBI Distributing Corp. (Case No. 18-10586)	Claire's Boutiques, Inc. (Case No. 18-10587)	Claire's Canada Corp. (Case No. 18-10588)
BMS Distributing Corp. (Case No. 18-10589)	CSI Canada LLC (Case No. 18-10590)	

Modified Form 410
Proof of Claim

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Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	Name of the current creditor (the person or entity to be paid for this claim) _____ Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
	Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	
	Contact phone _____	Contact phone _____
	Contact email _____	Contact email _____
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____	Filed on _____ MM / DD / YYYY
5. Do you know if anyone else has filed a proof of claim for this claim?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$_____. Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.

Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____

Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$_____

Amount of the claim that is secured: \$_____

Amount of the claim that is unsecured: \$_____ (The sum of the secured and unsecured amounts should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$_____

Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$_____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

No

Yes. Check one:

<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	Amount entitled to priority \$ _____
<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____ (mm/dd/yyyy)

Signature

Name of the person who is completing and signing this claim:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code

Contact phone _____ Email _____

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

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These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://cases.primeclerk.com/claims>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.
11 U.S.C. § 503.

Claim: A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy.
11 U.S.C. § 101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. § 101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Please send completed Proof(s) of Claim to:

Claire's Claims Processing Center
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, NY 11232

Do not file these instructions with your form

Exhibit 2

Bar Date Notice

UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE

In re

**CLAIRE'S STORES, INC., et al.,
Debtors.**

**Chapter 11 Case Nos.: 18-10583 (MFW)
Through 18-0590 (MFW)
(Jointly Administered)**

**NOTICE OF DEADLINES TO FILE PROOFS OF CLAIM
AND REQUESTS FOR PAYMENT OF ADMINISTRATIVE CLAIMS**

TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF THE FOLLOWING DEBTOR ENTITIES:

<u>Name of Debtor</u>	<u>Case Number</u>	<u>Tax Identification Number</u>
Claire's Inc.	18□10583 (MFW)	36□4609619
Claire's Stores, Inc.	18□10584 (MFW)	59-0940416
Claire's Puerto Rico Corp.	18□10585 (MFW)	66□0496113
CBI Distributing Corp.	18□10586 (MFW)	65□0135574
Claire's Boutiques, Inc.	18□10587 (MFW)	36□2025307
Claire's Canada Corp.	18□10588 (MFW)	65□0447936
BMS Distributing Corp.	18□10589 (MFW)	05□0544117
CSI Canada LLC	18□10590 (MFW)	N/A

OTHER NAMES USED BY THE DEBTORS IN THE PAST 8 YEARS:

Afterthoughts Claire's Claire's Accessories Claire's Boutiques Claire's Club Claire's Outlet	Claire's Etc. Icing Icing by Claire's Icing Ice Icing Outlet The Icing
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<p><u>Attorneys for Debtors</u> Daniel J. DeFranceschi (No. 2732) Zachary I. Shapiro (No. 5103) Brendan J. Schlauch (No. 6115) Brett M. Haywood (No. 6166) RICHARDS, LAYTON & FINGER, P.A. One Rodney Square 920 N. King Street Wilmington, Delaware 19801 Telephone: (302) 651-7700 Facsimile: (302) 651-7701</p>	<p><u>Attorneys for Debtors</u> Ray C. Schrock, P.C. Matthew S. Barr Ryan Preston Dahl WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153-0119 Telephone: 212-310-8000 Facsimile: 212-310-8007</p>
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Address of the Clerk of the Bankruptcy Court
 Clerk of the United States Bankruptcy Court,
 824 Market Street North, 3rd Floor, Wilmington, DE 19801
 Telephone: 302-252-2900
 Hours Open: 8:00 a.m. – 4:00 p.m. Monday-Friday

PLEASE TAKE NOTICE THAT:

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.

On March 19, 2018 (the “**Commencement Date**”), Claire’s Stores, Inc., and certain of its debtor affiliates, as debtors and debtors in possession, (collectively, the “**Debtors**”), filed voluntary cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”).

On _____, 2018, the Bankruptcy Court, having jurisdiction over the chapter 11 cases of the Debtors, entered an order (the “**Bar Date Order**”) establishing the following Bar Dates:

(i) **July 6, 2018 at 5:00 p.m. (Eastern Time)** shall be the deadline for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts, but not including governmental units (as defined in section 101(27) of the Bankruptcy Code) (“**Governmental Units**”), to file a proof of claim (each, a “**Proof of Claim**”) in respect of a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code against any of the Debtors (the “**General Bar Date**”);

(ii) **September 17, 2018 at 5:00 p.m. (Eastern Time)** shall be the deadline for Governmental Units to file a Proof of Claim in respect of a prepetition claim against any of the Debtors (the “**Governmental Bar Date**”);

(iii) **July 6, 2018 at 5:00 p.m. (Eastern Time)** (the “**Administrative Claims Bar Date**”) shall be the deadline for each person or entity that asserts a request for payment of administrative claims arising between the Commencement Date and June 1, 2018 (the “**Administrative Claims Deadline**”), excluding (a) claims for professional fees and expenses in these proceedings, and (b) claims asserting administrative priority and arising in the ordinary course of business after the Commencement Date, to file a request for payment of such administrative claim (the “**Administrative Claims**”);

(iv) **The later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (Eastern Time) on the date that is 30 days from the date on which the Debtors provide notice of a previously unfiled Schedule or an amendment or supplement to the Schedules (as defined herein)** shall be the deadline by which claimants holding claims affected by such filing, amendment or supplement must file Proofs of Claim with respect to such claim (the “**Amended Schedules Bar Date**”); and

(v) **The later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (Eastern Time) on the date that is 30 days following the entry of an order approving rejection of any executory contract or unexpired lease of the Debtors** shall be the deadline by which claimants asserting claims resulting from the Debtors’ rejection of an executory contract or unexpired lease must file Proofs of Claim for damages arising from such rejection¹ (the “**Rejection Damages Bar Date**,” and, together with the General Bar Date, the Governmental Bar Date, the Administrative Claims Bar Date, and the Amended Schedules Bar Date, the “**Bar Dates**”); provided that the Rejection Damages Bar Date shall be the deadline by which counterparties to leases of non-residential real property are permitted to file Proofs of Claim and/or requests for payment of Administrative

¹ Notwithstanding the foregoing, a party to an executory contract or unexpired lease (excluding unexpired leases of non-residential real property) who asserts a claim on account of unpaid amounts accrued and outstanding as of the Commencement Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the applicable Bar Date, unless an exception identified in the Motion or this Order applies.

Claims on account of any claims arising under or relating to an applicable lease of non-residential real property (including, for the avoidance of doubt, any prepetition claim, Administrative Claim, and/or rejection damages claim), and all such claims may be filed in a single Proof of Claim.

You may be a creditor of one or more of the Debtors.

If you have any questions relating to this Notice, please feel free to contact Prime Clerk LLC (“Prime Clerk”) at (844) 276-3027 (toll free) or 917-962-8890 (international) or by e-mail at ClairesInfo@PrimeClerk.com.

NOTE: The staff of the Bankruptcy Clerk’s Office, the Office of the United States Trustee, and the Debtors’ Claims and Noticing Agent cannot give legal advice.

INSTRUCTIONS:

1. WHO MUST FILE A PROOF OF CLAIM OR AN ADMINISTRATIVE CLAIM

Except as otherwise set forth herein, the following entities holding claims against the Debtors arising prior to the Commencement Date **MUST** file Proofs of Claim or requests for payment of Administrative Claims arising prior to the Administrative Claim Deadline on or before the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor’s Schedules, or is listed as “contingent,” “unliquidated,” or “disputed” and if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity who believes that any prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and who desires to have its claim allowed against a Debtor other than identified in the Schedules;
- d. any entity who believes that its claim against a Debtor is or may be an Administrative Claim that arises between the Commencement Date and the Administrative Claims Deadline, excluding (i) claims for professional fees and expenses in these proceedings, and (ii) claims asserting administrative priority and arising in the ordinary course of business after the Commencement Date; and
- e. any entity who believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word “**claim**” means (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. Further, claims include unsecured claims, secured claims, and priority claims.

Pursuant to section 101(15) of the Bankruptcy Code and as used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, and governmental units. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

2. WHO NEED NOT FILE A PROOF OF CLAIM OR AN ADMINISTRATIVE CLAIM

The following entities whose claims would otherwise be subject to a Bar Date need not file any Proofs of Claim or requests for payment of Administrative Claims arising prior to the Administrative Claim Deadline:

- a. any person or entity whose claim is listed on the Schedules; provided that (i) the claim is not listed on the Schedules as “disputed,” “contingent,” or “unliquidated,” (ii) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in the Schedules, and (iii) the person or entity does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- b. any person or entity who already has filed a signed Proof of Claim with Prime Clerk against the respective Debtor(s) with respect to the claim being asserted, utilizing a claim form that substantially conforms to the Proof of Claim Form;
- c. any person or entity who holds a claim that has been allowed by order of the Court entered on or before the applicable Bar Date;
- d. any person or entity whose claim has been paid in full or will be paid in full in accordance with the Bankruptcy Code or an order of the Court;
- e. any person or entity who holds a claim for which a separate deadline has been fixed by an order of the Court entered on or before the applicable Bar Date;
- f. any person or entity who holds an equity interest in the Debtors, which interest exclusively is based upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided, that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim or an Administrative Claim, as applicable, must be filed on or before the applicable Bar Date pursuant to the Procedures set for the herein;
- g. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, or benefits; provided that a current employee must submit a Proof of Claim by the applicable Bar Date for all other claims arising before the Commencement Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- h. any current or former officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
- i. any entity whose claim is solely against any of the Debtors’ non-Debtor affiliates;
- j. any Debtor or non-Debtor subsidiary or affiliate having a claim against another Debtor;
- k. any counterparty to a lease of nonresidential real property that asserted a claim for a cure amount in connection with a timely filed objection to the assumption or assumption and assignment of such lease by the Debtors;
- l. any person or entity who has an Administrative Claim for professional fees and expenses for which (i)(a) such person or entity has been retained by an express order of the Court pursuant to section 327, 328, 363 or 1103 of the Bankruptcy Code, and (b) such person or

entity is seeking compensation for such services through filed monthly fee statements and applications asserted in accordance with the Interim Compensation Order,² or through similar reporting mechanisms, or (ii) such person or entity is being compensated pursuant to the DIP Orders.³

- m. any holder of a claim allowable under section 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense that arose after the Administrative Claims Bar Date;
- n. claims asserting administrative priority and arising in the ordinary course of business after the Commencement Date (but not, for the avoidance of doubt, claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code);
- o. claims asserting administrative priority pursuant to section 503(b)(3)(D) of the Bankruptcy Code; and
- p. (i) the DIP Secured Parties⁴, on account of claims arising under the DIP Documents; (ii) the Prepetition ABL Secured Parties, on account of claims arising under the Prepetition ABL Loan Documents; (iii) Prepetition RCF Secured Parties, on account of claims arising under the Prepetition RCF Loan Documents; (iv) the Prepetition LC Issuer, on account of claims arising under the Prepetition LC Loan Documents; (v) the Prepetition Term Loan Lenders and the Prepetition Term Loan Agent, on account of claims arising under the Prepetition Term Loan Documents; (vi) the 9.00% Noteholders and the 9.00% Indenture Trustee, on account of claims arising under the Prepetition 9.00% Notes Indenture Documents; (v) the 6.125% Noteholders and the 6.125% Indenture Trustee, on account of claims arising under the Prepetition 6.125% Notes Indenture Documents; (vi) Prepetition 2L Secured Parties, on account of claims arising under the Prepetition 2L Documents; and (vii) the Unsecured Notes Trustee and holders of Unsecured Notes, on account of claims arising under that certain indenture, dated as of March 14, 2013, governing 7.750% senior unsecured notes issued by Claire's Stores, Inc. and all other documentation executed in connection therewith.

The fact that you have received this notice does not mean that you have claim or that the Debtors or the Court believe that you have a claim against the Debtors. You should not file a Proof of Claim or Administrative Claim if you do not have a claim or Administrative Claim against any of the Debtors.

3. INSTRUCTIONS FOR FILING PROOFS OF CLAIM AND ADMINISTRATIVE CLAIMS

Except as otherwise set forth herein, each entity that asserts a claim against the Debtors that arose before the Commencement Date **MUST** file a Proof of Claim. Except as otherwise set forth herein, each entity that asserts an Administrative Claim against the Debtors that arose after the Commencement Date and prior to the Administrative Claim Deadline **MUST** file a request for payment of the Administrative Claim.

² See Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief [Docket No. 292] (the "**Interim Compensation Order**").

³ See Interim Order (I) Authorizing Debtors to Obtain Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Adequate Protection to the Prepetition Non-ABL Secured Parties, (IV) Granting Liens and Superpriority Claims, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing [Docket No. 130]; and Final Order (I) Authorizing Debtors to Obtain Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Adequate Protection to the Prepetition Non-ABL Secured Parties, (IV) Granting Liens and Superpriority Claims, and (V) Modifying the Automatic Stay [Docket No. 318] (the "**DIP Orders**").

⁴ Capitalized terms used but not defined in this Paragraph 2(p) shall have the meanings set forth in the DIP Orders.

The following procedures with respect to preparing and filing of Proofs of Claim and of requests for payment of Administrative Claims will apply:

- a. Proofs of Claim must substantially conform to the attached Proof of Claim Form or Official Bankruptcy Form No. 410;
- b. Proofs of Claim and requests for payment of Administrative Claims must (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Commencement Date (using the exchange rate, if applicable, as of the Commencement Date); (iii) specify by name and case number the Debtor against which the claim is filed; (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury;
- c. Except as otherwise set forth herein, if a claimant asserts a claim against more than one Debtor or has claims against different Debtors, the claimant must file a separate Proof of Claim or a request for payment of an Administrative Claim, as applicable, against each Debtor;
- d. Notwithstanding anything herein to the contrary, including the foregoing section 3(c) of this Notice, each of the entities listed in section 2(p) of this Notice, including any persons or other parties authorized to file a claim against the Debtors on behalf of such entities, may, in its sole discretion (but shall not be required to), file (and amend, supplement, or otherwise modify as needed or appropriate) a single, master proof of claim (a “**Master Proof of Claim**”) under the chapter 11 case number under which the Debtors’ chapter 11 cases are being jointly administered, *In re Claire’s Stores, Inc. et al.*, Case No. 18-10584 (MFW), and such Master Proof of Claim shall be deemed a Proof of Claim filed against each of the Debtors in their chapter 11 cases (and in any successor case(s)) as if such entity listed in section 2(p) of this Notice had filed a separate Proof of Claim against each Debtor;
- e. Proofs of Claim and requests for payment of Administrative Claims must be filed (i) electronically through the website of the Debtors’ claims and noticing agent, Prime Clerk LLC, using the interface available on such website located at <https://cases.primeclerk.com/claives> under the link entitled “Submit a Claim” (the “**Electronic Filing System**”) or (ii) by delivering the original Proof of Claim form by hand, or mailing the original Proof of Claim form on or before the applicable Bar Date as follows:

If by overnight courier, hand delivery, or first class mail:

Claire’s Stores, Inc.,
Claims Processing Center
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, NY 11232

- f. A Proof of Claim or request for payment of an Administrative Claim shall be deemed timely filed only if it **actually is received** by Prime Clerk LLC as set forth in subparagraph (d) above, in each case, on or before the Bar Date; and
- g. Proofs of Claim or request for payment of an Administrative Claim sent by facsimile, telecopy, or electronic mail transmission (other than Proofs of Claim filed electronically through the Electronic Filing System) **will not** be accepted.

4. CONSEQUENCES OF FAILURE TO TIMELY FILE A PROOF OF CLAIM OR ADMINISTRATIVE CLAIM BY THE APPLICABLE BAR DATE

Pursuant to the Bar Date Order and Bankruptcy Rule 3003(c)(2), any holder of a claim who is required to timely file a Proof of Claim or an Administrative Claim on or before the applicable Bar Date as provided herein, but fails to do so:

(i) shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution in these chapter 11 cases on account of such claim or Administrative Claim; and

(ii) forever shall be barred, estopped, and enjoined from asserting such claim against each of the Debtors and their property (or filing a Proof of Claim or an Administrative Claim with respect thereto), and each of the Debtors and their respective chapter 11 estates, successors, and property shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim.

5. THE DEBTORS' SCHEDULES, ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF

You may be listed as the holder of a claim against the Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules"). To determine if and how you are listed in the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim, the enclosed Proof of Claim Form will reflect the net amount of your claims. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your claim against each Debtor, as listed in the Schedules.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules and if your claim is not listed in the Schedules as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted (i) on the website established by Prime Clerk for the Debtors' cases at <https://cases.primeclerk.com/claides> and (ii) on the Court's website at www.nysb.uscourts.gov. (A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access the information on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Schedules also may be examined between the hours of 8:00 a.m. and 5:00 p.m. (Eastern Time) Monday through Friday at the Office of the Clerk of the Bankruptcy Court, 824 Market ST N, 3rd Floor, Wilmington, DE 19801. Copies of the Debtors' Schedules also may be obtained by written request to the Debtors' claims agent, Prime Clerk, at the address and telephone number set forth below:

Claire's Stores, Inc.,
Claims Processing Center
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, NY 11232
Toll Free: 844-276-3027
International: 917-962-8890

In the event that the Debtors amend or supplement their Schedules subsequent to date of entry of the Bar Date Order, the Debtors shall give notice of any amendment or supplement to the holders of claims affected

by such amendment or supplement within ten (10) days after filing such amendment or supplement, and such holders must file a Proof of Claim by **the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m. (Eastern Time) on the date that is 30 days from the date on which the Debtors provide notice of a previously unfiled Schedule or an amendment or supplement to the Schedules**, or be forever barred from so doing, and such deadline shall be contained in any notice of such amendment or supplement of the Schedules provided to the holders of claims affected thereby.

6. RESERVATION OF RIGHTS

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' Claims and Noticing Agent directly at: Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, New York 10022; Telephone: (844) 276-3027 (toll free) or 917-962-8890 (international); or by e-mail at ClaireInfo@PrimeClerk.com.

A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should file a Proof of Claim.

Dated: Wilmington, Delaware
 _____, 2018

BY ORDER OF THE COURT

Ray C. Schrock, P.C. Matthew S. Barr Ryan Preston Dahl WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007	Daniel J. DeFranceschi (No. 2732) Zachary I. Shapiro (No. 5103) Brendan J. Schlauch (No. 6115) Brett M. Haywood (No. 6166) RICHARDS, LAYTON & FINGER, P.A. One Rodney Square 920 N. King Street Wilmington, Delaware 19801 Telephone: (302) 651-7700 Facsimile: (302) 651-7701
ATTORNEYS FOR DEBTORS AND DEBTORS IN POSSESSION	