

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM395135

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Bon-Ton Department Stores, Inc.		08/15/2016	Corporation: PENNSYLVANIA
Carson Pirie Scott II, Inc.		08/15/2016	Corporation: FLORIDA

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Agent
Street Address:	100 Federal Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Serial Number:	87063086	STYLEREWARDS
Serial Number:	87063073	LOVESTYLEREWARDS
Serial Number:	87019592	SANTA'S PANTRY
Serial Number:	86979074	CHEF'S QUARTERS
Serial Number:	86532617	CHEF'S QUARTERS
Serial Number:	86433458	BEAUTY STATION
Serial Number:	86898865	ZOE&BELLA @BT
Serial Number:	86719490	HERBERGER'S YOUR STORE. YOUR STYLE.
Serial Number:	86719486	BERGNER'S YOUR STORE. YOUR STYLE.
Serial Number:	86719476	ELDER-BEERMAN YOUR STORE. YOUR STYLE.
Serial Number:	86813434	YOUR MODERN AMERICAN STYLE RESOURCE
Serial Number:	86813313	YOUR MODERN AMERICAN STYLE SOURCE
Serial Number:	86719495	BON TON YOUR STORE. YOUR STYLE.
Serial Number:	86719481	CARSON'S YOUR STORE. YOUR STYLE.
Serial Number:	86719473	YOUNKERS YOUR STORE. YOUR STYLE.
Serial Number:	86719465	BOSTON STORE YOUR STORE. YOUR STYLE.
Serial Number:	86261094	
Serial Number:	86144251	LET US FIND IT

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	85929876	TRENDÉVOUS
Serial Number:	85850871	STYLE ON THE STREET
Serial Number:	85733613	ZOE&BELLA @BT
Serial Number:	85495083	ZOE&BELLA@BT
Registration Number:	4998553	DESIGN DISTRICT
Registration Number:	4552374	CUDDLE BEAR
Registration Number:	4532638	

CORRESPONDENCE DATA

Fax Number: 6173417729

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: 6173417729

Email: kschmidt@morganlewis.com

Correspondent Name: Katarzyna Schmidt

Address Line 1: 1 Federal Street

Address Line 2: c/o Morgan Lewis Bockius LLP

Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Katarzyna Schmidt
SIGNATURE:	/Katarzyna Schmidt/
DATE SIGNED:	08/15/2016

Total Attachments: 5

source=Bon Ton - Trademark Security Agreement Supplement (Fourth Amendment)#page1.tif

source=Bon Ton - Trademark Security Agreement Supplement (Fourth Amendment)#page2.tif

source=Bon Ton - Trademark Security Agreement Supplement (Fourth Amendment)#page3.tif

source=Bon Ton - Trademark Security Agreement Supplement (Fourth Amendment)#page4.tif

source=Bon Ton - Trademark Security Agreement Supplement (Fourth Amendment)#page5.tif

Notice of Grant of Security Interest in U.S. Trademarks

August 15, 2016

To: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to (a) that certain Second Amended and Restated Loan and Security Agreement dated as of March 21, 2011 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement"), by and among THE BON-TON DEPARTMENT STORES, INC., a Pennsylvania corporation ("Bon-Ton"), CARSON PIRIE SCOTT II, INC., a Florida corporation ("CPS II"), BON-TON DISTRIBUTION, LLC, an Illinois limited liability company ("Distribution"), MCRIL, LLC, a Virginia limited liability company ("McRIL"), BONSTORES REALTY ONE, LLC, a Delaware limited liability company ("BR1LLC"), BONSTORES REALTY TWO, LLC, a Delaware limited liability company ("BR2LLC" and, together with Bon-Ton, CPS II, Distribution, McRIL, BR1LLC and any other person from time to time a borrower thereunder, collectively, the "Borrowers"), the other Obligors party thereto, BANK OF AMERICA, N.A., a national banking association, in its capacity as the "Agent," and the "Lenders" from time to time party thereto, (b) that certain Second Amended and Restated Trademark Collateral Security and Pledge Agreement dated as of March 21, 2011 (as the same may be amended, modified, extended or restated from time to time, the "Trademark Agreement"), by and among the Borrowers, the other Obligors party thereto and the Agent, and (c) that certain Supplemental Trademark Collateral Security and Pledge Agreement dated as of February 2, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Supplemental Trademark Agreement"; all capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Security Agreement, Trademark Agreement or Supplemental Trademark Agreement, as applicable), by and between CPS II and the Agent, the undersigned have granted a continuing security interest in and to, and Lien upon, all right, title, and interest in the trademarks listed on Schedule A hereto to the Agent for the benefit of the Lenders.


Schedule 9.1.12 to the Security Agreement, Schedule A to the Trademark Agreement, Schedule A to the Supplemental Trademark Agreement and the Schedules to the Assignment of Marks executed by Bon-Ton and CPS II are hereby amended by adding the trademarks listed on Schedule A hereto to each such Schedule.

The undersigned and the Agent hereby acknowledge and agree that the security interest in the listed on Schedule A hereto (i) may only be terminated in accordance with the terms of the Security Agreement, Trademark Agreement and Supplemental Trademark Agreement and (ii) is not to be construed as an assignment of any trademark listed on Schedule A hereto or any of the goodwill associated therewith.

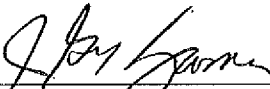
[Signature Pages Follow]

Very truly yours,

THE BON-TON DEPARTMENT STORES, INC.

By: 
Name: J. Gregory Yawman
Title: Vice President -- General Counsel and
Secretary

CARSON PIRIE SCOTT II, INC.

By: 
Name: J. Gregory Yawman
Title: Vice President -- General Counsel and
Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Agent




By: 






Name: Andrew Cerussi

Title: Director

SCHEDULE A

Trademarks

Trademark Name	Registration Number / Serial Number	Registration Date / Filing Date	Owner of Record
STYLEREWARDS	87063086	June 7, 2016	The Bon-Ton Department Stores, Inc.
LOVESTYLEREWARDS	87063073	June 7, 2016	The Bon-Ton Department Stores, Inc.
SANTA'S PANTRY	87019592	April 29, 2016	The Bon-Ton Department Stores, Inc.
CHEF'S QUARTERS	86979074	February 12, 2015	The Bon-Ton Department Stores, Inc.
CHEF'S QUARTERS	86532617	February 12, 2015	The Bon-Ton Department Stores, Inc.
BEAUTY STATION	86433458	October 24, 2014	The Bon-Ton Department Stores, Inc.
ZOE&BELLA@BT	86898865	February 5, 2016	The Bon-Ton Department Stores, Inc.
	86719490	August 10, 2015	The Bon-Ton Department Stores, Inc.
BERGNER'S YOUR STORE. YOUR STYLE.	86719486	August 10, 2015	The Bon-Ton Department Stores, Inc.
	86719476	August 10, 2015	The Bon-Ton Department Stores, Inc.
YOUR MODERN AMERICAN STYLE RESOURCE	86813434	November 9, 2015	The Bon-Ton Department Stores, Inc.
YOUR MODERN AMERICAN STYLE SOURCE	86813313	November 9, 2015	The Bon-Ton Department Stores, Inc.
	86719495	August 10, 2015	The Bon-Ton Department Stores, Inc.

	86719481	August 10, 2015	The Bon-Ton Department Stores, Inc.
	86719473	August 10, 2015	The Bon-Ton Department Stores, Inc.
	86719465	August 10, 2015	The Bon-Ton Department Stores, Inc.
EXERTEK (DESIGN) 	86261094	April 24, 2014	The Bon-Ton Department Stores, Inc.
LET US FIND IT	86144251	December 16, 2013	The Bon-Ton Department Stores, Inc.
DESIGN DISTRICT	4998553	July 12, 2016	The Bon-Ton Department Stores, Inc.
CUDDLE BEAR	4552374	June 17, 2014	The Bon-Ton Department Stores, Inc.
TRENDÉVOUS	85929876	May 13, 2013	The Bon-Ton Department Stores, Inc.
STYLE ON THE STREET	85850871	February 15, 2013	The Bon-Ton Department Stores, Inc.
ZOE&BELLA @BT	85733613	September 20, 2012	The Bon-Ton Department Stores, Inc.
ZOE&BELLA@BT	85495083	December 14, 2011	The Bon-Ton Department Stores, Inc.
[PARADISE COLLECTION New Palm Tree Design] 	4532638	May 20, 2014	Carson Pirie Scott II, Inc.

DB1/ 88374910.3