

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM472457

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BANK OF AMERICA, N.A.		04/19/2018	National Banking Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	THE BON-TON DEPARTMENT STORES, INC.		
<b>Street Address:</b>	2801 East Market Street		
<b>Internal Address:</b>	Building E		
<b>City:</b>	York		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	17402		
<b>Entity Type:</b>	Corporation: PENNSYLVANIA		
<b>Name:</b>	THE BON-TON STORES, INC.		
<b>Street Address:</b>	2801 East Market Street		
<b>Internal Address:</b>	Building E		
<b>City:</b>	York		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	17402		
<b>Entity Type:</b>	Corporation: PENNSYLVANIA		
<b>Name:</b>	CARSON PIRIE SCOTT II, INC.		
<b>Street Address:</b>	2801 East Market Street		
<b>Internal Address:</b>	Building E		
<b>City:</b>	York		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	17402		
<b>Entity Type:</b>	Corporation: FLORIDA		
<b>Name:</b>	BON-TON DISTRIBUTION, LLC		
<b>Street Address:</b>	2801 East Market Street		
<b>Internal Address:</b>	Building E		
<b>City:</b>	York		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	17402		
<b>Entity Type:</b>	Limited Liability Company: ILLINOIS		

TRADEMARK

<b>Name:</b>	MCRIL, LLC
<b>Street Address:</b>	2801 East Market Street
<b>Internal Address:</b>	Building E
<b>City:</b>	York
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	17402
<b>Entity Type:</b>	Limited Liability Company: VIRGINIA

**PROPERTY NUMBERS Total: 78**

Property Type	Number	Word Mark
Registration Number:	3892546	BERGNER'S
Registration Number:	0966580	BRECKENRIDGE
Registration Number:	3022152	BRECKENRIDGE
Registration Number:	1143734	CARSON PIRIE SCOTT
Registration Number:	1395289	CARSONS
Registration Number:	3628605	CELEBRATIONS REGISTRY FOR VERY SPECIAL O
Registration Number:	3632950	CELEBRATIONS REGISTRY FOR VERY SPECIAL O
Registration Number:	3069447	CHANTEUSE
Registration Number:	2412363	CHARGE AGAINST BREAST CANCER
Registration Number:	2021357	COME TO THE RIGHT PLACE
Registration Number:	2363348	CONSENSUS
Registration Number:	4143662	
Registration Number:	4143891	JB
Registration Number:	2278878	HERBERGER'S
Registration Number:	3483180	INTIMATE ESSENTIALS
Registration Number:	3881265	KENNETH ROBERTS
Registration Number:	4139987	KENNETH ROBERTS
Registration Number:	3436925	KENNETH ROBERTS PLATINUM
Registration Number:	3709384	LITTLE MISS ATTITUDE
Registration Number:	2385966	LIVING QUARTERS
Registration Number:	2493154	LIVING QUARTERS
Registration Number:	3909131	LIVING QUARTERS
Registration Number:	2934000	MISS ATTITUDE
Registration Number:	3848434	MISS ATTITUDE
Registration Number:	3292860	PARADISE COLLECTION
Registration Number:	4361044	PARADISE COLLECTION
Registration Number:	4532638	
Registration Number:	2384258	RELATIVITY
Registration Number:	2635572	(RELATIVITY)

Property Type	Number	Word Mark
Registration Number:	2407600	STUDIO WORKS
Registration Number:	3570064	STUDIO WORKS
Registration Number:	1795407	YOUNKERS
Registration Number:	4991097	BEAUTY STATION
Registration Number:	3666012	BOSTON STORE
Registration Number:	3842899	BT JEWELLED
Registration Number:	5191722	CHEF'S QUARTERS
Registration Number:	5005143	CHEF'S QUARTERS
Registration Number:	4552374	CUDDLE BEAR
Registration Number:	2001829	CUDDLE BEAR
Registration Number:	4998553	DESIGN DISTRICT
Registration Number:	1332638	ELDER-BEERMAN
Registration Number:	3528518	EXERTEK
Registration Number:	4736593	
Registration Number:	2015874	JENNY BUCHANAN
Registration Number:	2006731	JENNY BUCHANAN
Registration Number:	4626285	LET US FIND IT
Registration Number:	5135982	SANTA'S PANTRY
Registration Number:	4507524	STYLE ON THE STREET
Registration Number:	1397712	SUSQUEHANNA TRAIL OUTFITTERS
Registration Number:	1680687	THE BON-TON
Registration Number:	1661242	THE BON-TON
Registration Number:	4496279	TRENDÉVOUS
Registration Number:	4259055	ZOE&BELLA@BT
Registration Number:	4357088	ZOE&BELLA @BT
Serial Number:	87063086	STYLEREWARDS
Serial Number:	87418738	CLOSE TO HOME
Serial Number:	87063073	LOVESTYLEREWARDS
Serial Number:	87368531	YULETIDE FARMS
Serial Number:	86898865	ZOE&BELLA @BT
Serial Number:	87762369	MATTI & MAX
Serial Number:	87748141	MATTI & MAX
Serial Number:	87706897	ZOE&BELLA@BT
Serial Number:	87697689	BUZZWORX
Serial Number:	87667636	EO
Serial Number:	87626265	ZOE&BELLA@BT
Serial Number:	87537827	ZOE&BELLA@BT
Serial Number:	87535628	BETTER BRANDS. BIGGER SAVINGS.

Property Type	Number	Word Mark
Serial Number:	87528193	LIVING QUARTERS
Serial Number:	87505353	CUDDLE BEAR
Serial Number:	87498911	FASHION 2 GO
Serial Number:	87498969	TRAVEL QUARTERS
Serial Number:	87497118	STYLE 2 GO
Serial Number:	87495186	STYLE TO GO
Serial Number:	87495174	FASHION TO GO
Serial Number:	87492351	MEYEWEAR
Serial Number:	87488334	MEYEWEAR
Serial Number:	87471882	THE BIG GRILL
Serial Number:	87416731	DRESSOBSESSED

#### CORRESPONDENCE DATA

**Fax Number:**

*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.*

**Email:** mseiss@paulweiss.com, aspoto@paulweiss.com,  
dewilliams@paulweiss.com

**Correspondent Name:** Marisa Seiss

**Address Line 1:** Paul Weiss Rifkind Wharton & Garrison LLP

**Address Line 2:** 1285 Avenue of the Americas

**Address Line 4:** New York, NEW YORK 10019-6064

<b>ATTORNEY DOCKET NUMBER:</b>	019155-014
<b>NAME OF SUBMITTER:</b>	Marisa Seiss
<b>SIGNATURE:</b>	/Marisa Seiss/
<b>DATE SIGNED:</b>	05/03/2018

**Total Attachments: 7**

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**TERMINATION AND RELEASE OF GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS**

**THIS TERMINATION AND RELEASE OF GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS** (this "Termination"), is dated as of April 19, 2018, and made by **BANK OF AMERICA, N.A.**, as agent ("Grantee") to **THE BON-TON DEPARTMENT STORES, INC.**, a Pennsylvania corporation, **THE BON-TON STORES, INC.**, a Pennsylvania corporation, **CARSON PIRIE SCOTT II, INC.**, a Florida corporation, **BON-TON DISTRIBUTION, LLC**, an Illinois limited liability company, and **MCRIL, LLC**, a Virginia limited liability company, each with a business address at 2801 East Market Street, Building E, York, Pennsylvania 17402 (each, a "Grantor" and, collectively, the "Grantors").

**WHEREAS**, Grantee and Grantors are among the parties to that certain that certain Second Amended and Restated Loan and Security Agreement dated as of March 21, 2011 (as amended, the "Pre-Petition Loan Agreement"), and that certain Senior Secured, Super-Priority Debtor-In-Possession Loan and Security Agreement dated as of February 7, 2018 (as amended, amended and restated, supplemented or otherwise modified and in effect from time to time, the "DIP Loan Agreement");

**WHEREAS**, pursuant to (a) that certain Second Amended and Restated Trademark Collateral Security and Pledge Agreement, dated as of March 21, 2011, made by certain of the Grantors in favor of Grantee (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "2011 Agreement"), (b) that certain Supplemental Trademark Collateral Security and Pledge Agreement, dated as of February 2, 2013, made by certain of the Grantors in favor of Grantee (the "2013 Agreement"), (c) that certain Notice of Grant of Security Interest in U.S. Trademarks, dated as of August 15, 2016, made by certain of the Grantors in favor of Grantee (the "2016 Agreement"), (d) that certain Notice of Grant of Security Interest in U.S. Trademarks, dated as of February 7, 2018, made by certain of the Grantors in favor of Grantee (the "DIP Grant I"), and (e) that certain Notice of Grant of Security Interest in U.S. Trademarks, dated as of February 7, 2018, made by certain of the Grantors in favor of Grantee (the "DIP Grant II", collectively with the 2011 Agreement, 2013 Agreement, 2016 Agreement and DIP Grant I, the "Security Agreements"), the Grantors granted to the Grantee, among other collateral as set forth therein, a lien on and security interest in all of the Grantors' right, title and interest in, to and under the following, whether then owned or thereafter acquired or arising (the "Trademark Collateral"):

- (a) each Grantor's Trademarks, including those set forth on Exhibit A attached hereto; and
- (b) all goodwill of the business connected with the sue of, and symbolized by, each such Trademark.

**WHEREAS**, the 2011 Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on March 21, 2011, at Reel 4503, Frame 0139;

**WHEREAS**, the 2013 Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on February 2, 2013, at Reel 4964, Frame 0100;

**WHEREAS**, the 2016 Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on August 15, 2016, at Reel 5855, Frame 0907;

**WHEREAS**, the DIP Grant I was recorded in the Trademark Division of the United States Patent and Trademark Office on February 7, 2018, at Reel 6268, Frame 0666;

**WHEREAS**, the DIP Grant II was recorded in the Trademark Division of the United States Patent and Trademark Office on February 7, 2018, at Reel 6268, Frame 0808;

**WHEREAS**, Grantee now desires to terminate the Security Agreements and release the Trademark Collateral, including, but not limited to, those Trademarks set forth on the attached Exhibit A;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged Grantee hereby states as follows:

1. Definitions. All terms not herein defined, have the meanings set forth in the Security Agreements referenced above or, if not defined therein, in the DIP Loan Agreement.


2. Release of Security Interest. Grantee hereby (a) terminates each Security Agreement in its entirety, (b) terminates, releases and discharges any security interest in and lien upon the Trademark Collateral, including those Trademarks listed on the attached Exhibit A, and (c) reassigns, transfers, and conveys to the person or persons legally entitled thereto any right, title and interest of Grantee in the Trademark Collateral, including those Trademarks listed on the attached Exhibit A.

3. Further Assurances. Grantee hereby authorizes the Grantors or the Grantors' authorized representative to record this Termination with the United States Patent and Trademark Office. Grantee further agrees to execute and deliver to the Grantors any and all further documents and instruments, and do any and all further acts which the Grantors (or the Grantors' agents or designees) may reasonably request (at the Grantors' sole cost and expense) in order to confirm this Termination and the Grantors' right, title and interest in, to and under the Trademark Collateral.

[signature page follows]

IN WITNESS WHEREOF, the Grantee has caused this Termination to be executed by its duly authorized signatory as of the date first written above.

BANK OF AMERICA, N.A., as Agent

By:   
Name: Stephen J. Garvin  
Title: Managing Director

**EXHIBIT A**

**Trademarks**

<b>Trademark Name</b>	<b>Registration/Serial Number</b>	<b>Registration Date/Filing Date</b>
BERGNER'S	3,892,546	12/21/2010
BRECKENRIDGE (stylized)	966,580	8/21/1973 (Assigned 7/30/07)
BRECKENRIDGE	3,022,152	11/29/2005 (Assigned 7/30/07)
CARSON PIRIE SCOTT	1,143,734	12/16/1980
CARSONS	1,395,289	5/27/1986
CELEBRATIONS REGISTRY FOR VERY SPECIAL OCCASIONS (stylized)	3,628,605	5/26/2009
CELEBRATIONS REGISTRY FOR VERY SPECIAL OCCASIONS	3,632,950	6/2/2009
CHANTEUSE	3,069,447	3/14/2006
CHARGE AGAINST BREAST CANCER	2,412,363	12/12/2000
COME TO THE RIGHT PLACE	2,021,357	12/3/1996
CONSENSUS John Bartlett	2,363,348	6/27/2000
JB/DOGS HEAD CIRCLE (DESIGN) - John Bartlett Brand	4,143,662	5/15/2012
John Bartlett Logo DOGS HEAD CIRCLE (DESIGN)	4,143,891	5/15/2012
HERBERGER'S	2,278,878	9/21/1999
INTIMATE ESSENTIALS	3,483,180	8/12/2008
KENNETH ROBERTS	3,881,265	11/23/2010
KENNETH ROBERTS	4,139,987	5/8/2012
KENNETH ROBERTS PLATINUM	3,436,925	5/27/2008
LITTLE MISS ATTITUDE	3,709,384	11/10/2009



Trademark Name	Registration/Serial Number	Registration Date/Filing Date
LIVING QUARTERS	2,385,966	9/12/2000
LIVING QUARTERS	2,493,154	9/25/2001
LIVING QUARTERS	3,909,131	1/18/2011
MISS ATTITUDE	2,934,000	3/15/2005
MISS ATTITUDE	3,848,434	9/14/2010
PARADISE COLLECTION (Original word mark)	3,292,860	9/18/2007
PARADISE COLLECTION (Word mark for sunglasses & flip flops)	4,361,044	7/2/2013
PARADISE COLLECTION New Palm Tree Design	4,532,638	5/20/2014
RELATIVITY	2,384,258	9/5/2000
RELATIVITY	2,635,572	10/15/2002
STUDIO WORKS	2,407,600	11/28/2000
STUDIO WORKS	3,570,064	2/3/2009
YOUNKERS (Stylized)	1,795,407	9/28/1993
♥STYLEREWARDS	87/063,086	6/7/2016
BEAUTY STATION	4,991,097	7/5/2016
BOSTON STORE	3,666,012	8/11/2009
BT◊JEWELLED	3,842,899	8/31/2010
CHEF'S QUARTERS	5,191,722	4/25/2017
CHEF'S QUARTERS	5,005,143	7/19/2016
CLOSE TO HOME	87/418,738	4/20/2017

Trademark Name	Registration/Serial Number	Registration Date/Filing Date
CUDDLE BEAR	4,552,374	6/17/2014
CUDDLE BEAR	2,001,829	9/17/1996
DESIGN DISTRICT	4,998,553	7/12/2016
ELDER-BEERMAN (stylized)	1,332,638	4/23/1985
EXERTEK	3,528,518	11/4/2008
EXERTEK (design logo of 2 swooshes only)	4,736,593	5/12/2015
JENNY BUCHANAN	2,015,874	11/12/1996
JENNY BUCHANAN	2,006,731	10/8/1996
LET US FIND IT	4,626,285	10/21/2014
LOVESTYLEREWARDS	87/063073	6/7/2016
SANTA'S PANTRY	5,135,982	2/7/2017
STYLE ON THE STREET	4,507,524	4/1/2014
SUSQUEHANNA TRAIL OUTFITTERS	1,397,712	6/17/1986
THE BON-TON	1,680,687	3/24/1992
THE BON-TON (design)	1,661,242	10/15/1991
TRENDÉVOUS	4,496,279	3/11/2014
YULETIDE FARMS	87/368,531	3/13/2017
ZOE & BELLA@ BT	86/898,865	2/5/2016
ZOE & BELLA@ BT (stylized)	4,259,055	12/11/2012
ZOE & BELLA@ BT (word mark)	4,357,088	6/25/2013

Trademark Name	Registration/Serial Number	Registration Date/Filing Date
MATTI & MAX	87/762,369	1/19/2018
MATTI & MAX	87/748,141	1/19/2018
ZOE&BELLA@BT	87/706,897	12/4/2017
BUZZWORX	87/697,689	11/27/2017
EO	87/667,636	11/1/2017
ZOE&BELLA@BT	87/626,265	9/28/2017
ZOE&BELLA@BT	87/537,827	7/21/2017
BETTER BRANDS. BIGGER SAVINGS.	87/535,628	7/20/2017
LIVING QUARTERS	87/528,193	7/14/2017
CUDDLE BEAR	87/505,353	6/26/2017
FASHION 2 GO	87/498,911	6/21/2017
TRAVEL QUARTERS	87/498,969	6/21/2017
STYLE 2 GO	87/497,118	6/20/2017
STYLE TO GO	87/495,186	6/19/2017
FASHION TO GO	87/495,174	6/19/2017
MEYEWEAR	87/492,351	6/16/2017
MEYEWEAR	87/488,334	6/14/2017
THE BIG GRILL	87/471,882	6/1/2017
DRESSOBSESSED	87/416,731	4/19/2017