

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Bon-Ton Trade Corp.		04/01/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	The Bon-Ton Trade, LLC		
Street Address:	300 Delaware Avenue		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2905339	SMART LOOKS, SMART PRICES	
CORRESPONDENCE DATA			
Fax Number:	(212)492-0603		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	2123733603		
Email:	lsilber@paulweiss.com, hranucci@paulweiss.com		
Correspondent Name:	Lindsay N. Silber		
Address Line 1:	1285 Avenue of the Americas		
Address Line 2:	c/o Paul, Weiss, LLP		
Address Line 4:	New York, NEW YORK 10019-6064		
ATTORNEY DOCKET NUMBER:	19155-002		
NAME OF SUBMITTER:	Lindsay N. Silber		
Signature:	/lindsaynsilber/		
Date:	01/22/2010		

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TRADEMARK
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Total Attachments: 10

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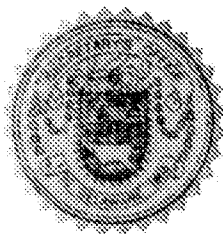
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "THE BON-TON TRADE CORP." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THE BON-TON TRADE CORP." TO "THE BON-TON TRADE, LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2006, AT 6:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF APRIL, A.D. 2006.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2286102 8100V

AUTHENTICATION: 4620545

060285254

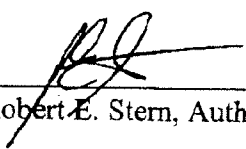
DATE: 03-27-06

TRADEMARK
REEL: 004136 FRAME: 0165

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the corporation first formed is January 21, 1992.
4. The name of the Corporation immediately prior to filing this Certificate is The Bon-Ton Trade Corp.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is The Bon-Ton Trade, LLC.
6. This Certificate of Conversion shall be effective April 1, 2006.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 23rd day of March, A.D. 2006.

By: 
Robert E. Stern, Authorized Person

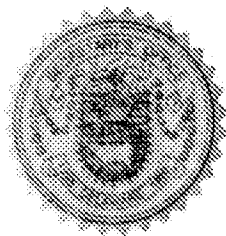
Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "THE BON-TON TRADE, LLC" FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2006, AT 6:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF APRIL, A.D. 2006.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2286102 8100V

AUTHENTICATION: 4620545

060285254

DATE: 03-27-06

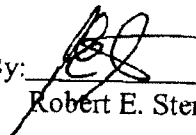
TRADEMARK
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STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION

- **First:** The name of the limited liability company is The Bon-Ton Trade, LLC.
- **Second:** The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, Delaware 19808. The name of its Registered agent at such address is Corporation Service Company.

Third: This Certificate of Formation shall be effective April 1, 2006.

In Witness Whereof, the undersigned has executed this Certificate of Formation this 23rd day of March, 2006.

By: 
Robert E. Stern, Authorized Person

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

THE BON-TON STORES, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 2676881

CORPORATION SERVICE COMPANY

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TRADEMARK
REEL: 004136 FRAME: 0169

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger
(15 Pa.C.S.)

- ☒ Domestic Business Corporation (§ 1926)
☐ Domestic Nonprofit Corporation (§ 5926)
☐ Limited Partnership (§ 8547)

N
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:
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KCU
Corporation Service Company

Document will be returned to the
name and address you enter to
the left.

1050366-0081

Commonwealth of Pennsylvania
CERTIFICATE OF MERGER 6 Page(s)

Fee: \$150 plus \$40 additional for each
Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
The Bon-Ton Stores, Inc.

2. Check and complete one of the following:

- ☒ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
2801 East Market Street	York	PA	17402	York

(b) Name of Commercial Registered Office Provider
c/o _____ County _____

- ☐ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider
c/o _____ County _____

- ☐ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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52-11-11 43 8811 6822

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
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4. Check, and if appropriate complete, one of the following:

☐ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

☒ The plan of merger shall be effective on: April 1, 2006 at 11:59 p.m.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
The Bon-Ton Stores, Inc.	Adopted by action of the Executive Committee of the Board of Directors of the Corporation pursuant to 15 Pa.C.S. Section 1924(b)(2)

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~

The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☐ Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street	City	State	Zip	County
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IN TESTIMONY WHEREOF, the undersigned
corporation/limited partnership has caused these
Articles/Certificate of Merger to be signed by a duly
authorized officer thereof this

24th day of March,

2006

The Bon-Ton Stores, Inc.

Name of Corporation/Limited Partnership


Signature

Vice President

Title

The Bon-Ton Corp.

Name of Corporation/Limited Partnership


Signature

President

Title

Exhibit A

PLAN OF MERGER

This PLAN OF MERGER was adopted by the Board of Directors of each of The Bon-Ton Stores, Inc., a Pennsylvania corporation ("Parent Corporation"), and The Bon-Ton Corp., a Delaware corporation ("Subsidiary Corporation") to be effective as of the close of business on April 1, 2006.

FIRST: Parent Corporation owns all of the outstanding shares of Subsidiary Corporation. Parent Corporation and Subsidiary Corporation are together referred to herein as the "Constituent Corporations".

SECOND: Upon compliance with the applicable provisions of the Pennsylvania Business Corporation Law of 1988 and the General Corporation Law of the State of Delaware, Subsidiary Corporation shall be merged with and into the Parent Corporation, which latter corporation shall be the surviving corporation (the "Surviving Corporation"), and the separate existence of the Subsidiary Corporation shall thereupon cease (the "Merger").

THIRD: The Articles of Incorporation of the Surviving Corporation shall be the present Articles of Incorporation of the Parent Corporation.

FOURTH: The By-laws of the Surviving Corporation shall be the present By-laws of the Parent Corporation.

FIFTH: The Directors and Officers of the Surviving Corporation shall be the present Directors and Officers of the Parent Corporation.

SIXTH: The proper officers of the Constituent Corporations shall make and execute such certificates and documents as are required by the Commonwealth of Pennsylvania and the State of Delaware to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the Commonwealth of Pennsylvania and the State of Delaware, which may be necessary and proper to effect the Merger.

SEVENTH: The effect of the Merger shall be as follows:

(a) The separate existence of the Subsidiary Corporation shall cease and the Parent Corporation shall continue to exist as the Surviving Corporation.

(b) The Subsidiary Corporation has 100 shares of Common Stock issued and outstanding and entitled to vote. The issued and outstanding shares of the Subsidiary Corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding as of the effective date of the Merger shall be surrendered and extinguished. The Parent Corporation has 14,195,664 shares of Common Stock and

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2,951,490 Class A Common Stock issued and outstanding and entitled to vote. The issued and outstanding shares of the Parent Corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding as of the effective date of the Merger shall continue to represent one issued share of the Surviving Corporation.

EIGHTH: The Surviving Corporation shall be governed by the laws of the Commonwealth of Pennsylvania and its registered office shall be the registered office of the Parent Corporation.

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