

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Second Lien on Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GB Merchant Partners, LLC		01/31/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	The Bon-Ton Stores, Inc.		
Street Address:	2801 East Market Street		
City:	York		
State/Country:	PENNSYLVANIA		
Postal Code:	17402		
Entity Type:	CORPORATION: PENNSYLVANIA		
Name:	The Bon-Ton Department Stores, Inc.		
Street Address:	2801 East Market Street		
City:	York		
State/Country:	PENNSYLVANIA		
Postal Code:	17402		
Entity Type:	CORPORATION: PENNSYLVANIA		
Name:	The Bon-Ton Giftco, Inc.		
Street Address:	2801 East Market Street		
City:	York		
State/Country:	PENNSYLVANIA		
Postal Code:	17402		
Entity Type:	CORPORATION: FLORIDA		
Name:	The Bon-Ton Stores of Lancaster, Inc.		
Street Address:	2801 East Market Street		
City:	York		
State/Country:	PENNSYLVANIA		

900183899

TRADEMARK
 REEL: 004475 FRAME: 0552

CH \$1940.00 3515296

Postal Code:	17402
Entity Type:	CORPORATION: PENNSYLVANIA

Name:	The Bon-Ton Trade, LLC
Street Address:	300 Delaware Avenue, Suite 12122
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	The Elder-Beerman Stores Corp.
Street Address:	2801 East Market Street
City:	York
State/Country:	PENNSYLVANIA
Postal Code:	17402
Entity Type:	CORPORATION: OHIO

Name:	Bon-Ton Distribution, Inc.
Street Address:	2801 East Market Street
City:	York
State/Country:	PENNSYLVANIA
Postal Code:	17402
Entity Type:	CORPORATION: ILLINOIS

Name:	McRil, LLC
Street Address:	2801 East Market Street
City:	York
State/Country:	PENNSYLVANIA
Postal Code:	17402
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA

Name:	Carson Pirie Scott II, Inc.
Street Address:	2801 East Market Street
City:	York
State/Country:	PENNSYLVANIA
Postal Code:	17402
Entity Type:	CORPORATION: MISSISSIPPI

PROPERTY NUMBERS Total: 77

Property Type	Number	Word Mark
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TRADEMARK
REEL: 004475 FRAME: 0553

Registration Number:	3515296	AUTHENTIC U AUTHENTIC UNIVERSITY GRADE A GOODS
Registration Number:	3666012	BOSTON STORE
Registration Number:	2001829	CUDDLE BEAR
Registration Number:	2789053	EBRIDE
Registration Number:	3528518	EXERTEK
Registration Number:	3672167	FLURRYVILLE COLLECTION
Registration Number:	3684153	GAME DAY COLLECTION
Registration Number:	3584404	GIVE JOY
Registration Number:	3584389	GIVEJOY
Registration Number:	2335651	JENNY BUCHANAN
Registration Number:	2015874	JENNY BUCHANAN
Registration Number:	2015870	JENNY BUCHANAN
Registration Number:	2006731	JENNY BUCHANAN
Registration Number:	3620462	JUST CHILL
Registration Number:	2856632	MADISON & MAX
Registration Number:	3217597	SUSQUEHANNA TRAIL OUTFITTERS
Registration Number:	1680687	THE BON-TON
Registration Number:	1661242	THE BON-TON
Registration Number:	2905339	SMART LOOKS, SMART PRICES
Registration Number:	0966580	BRECKENRIDGE
Registration Number:	3022152	BRECKENRIDGE
Registration Number:	1143734	CARSON PIRIE SCOTT
Registration Number:	1395289	CARSONS
Registration Number:	2646804	CELEBRATION WEDDING AND GIFT REGISTRY
Registration Number:	3628605	CELEBRATIONS REGISTRY FOR VERY SPECIAL OCCASIONS
Registration Number:	3632950	CELEBRATIONS REGISTRY FOR VERY SPECIAL OCCASIONS
Registration Number:	3423603	CEZANI
Registration Number:	1869666	CEZANI
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:	2852867	CONSENSUS GOLF

Registration Number:	2772645	FLURRYVILLE COLLECTION
Registration Number:	2278878	HERBERGER'S
Registration Number:	3483180	INTIMATE ESSENTIALS
Registration Number:	3436925	KENNETH ROBERTS PLATINUM
Registration Number:	3709384	LITTLE MISS ATTITUDE
Registration Number:	2385966	LIVING QUARTERS
Registration Number:	2493154	LIVING QUARTERS
Registration Number:	3002529	MISS ATTITUDE
Registration Number:	3528399	MISS ATTITUDE
Registration Number:	2934265	MISS ATTITUDE
Registration Number:	2934263	MISS ATTITUDE
Registration Number:	3046737	MISS ATTITUDE
Registration Number:	2933999	MISS ATTITUDE
Registration Number:	2934000	MISS ATTITUDE
Registration Number:	2968804	MISS ATTITUDE
Registration Number:	3485550	NORTHERN LODGE
Registration Number:	3569648	NORTHERN LODGE
Registration Number:	2958408	PAINT THE TOWN
Registration Number:	3292860	PARADISE COLLECTION
Registration Number:	3347154	PARADISE COLLECTION
Registration Number:	2589337	PURSUITS, LTD.
Registration Number:	2813306	RELATIVITY
Registration Number:	2384258	RELATIVITY
Registration Number:	2635572	(RELATIVITY)
Registration Number:	3570064	STUDIO WORKS
Registration Number:	2407600	STUDIO WORKS
Registration Number:	3127728	TECH TREK
Registration Number:	3587976	TRIP READY
Registration Number:	2450127	URIT
Registration Number:	1795407	YOUNKERS
Registration Number:	1645326	AFFINITY
Registration Number:	1798768	DANIELLE MARTIN
Registration Number:	1573311	EB KIDS PLACE
Registration Number:	1332638	ELDER-BEERMAN
Registration Number:	1397712	SUSQUEHANNA TRAIL OUTFITTERS

Serial Number:	77364016	AUTHENTIC U
Serial Number:	77814203	BT JEWELD
Serial Number:	77648515	LIVING GREEN
Serial Number:	77636919	LIVING GREEN
Serial Number:	77422306	ONE PHILOSOPHY
Serial Number:	77842383	RAMPED UP
Serial Number:	77848597	RU RAMPED UP
Serial Number:	77836970	KENNETH ROBERTS
Serial Number:	77630455	MISS ATTITUDE

CORRESPONDENCE DATA

Fax Number: (212)492-0634

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: mcarbullido@paulweiss.com, aashville@paulweiss.com

Correspondent Name: Mitchel R. Carbullido

Address Line 1: 1285 Avenue of the Americas

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

ATTORNEY DOCKET NUMBER:	19155-002
NAME OF SUBMITTER:	Mitchel R. Carbullido
Signature:	/Mitchel R. Carbullido/
Date:	02/09/2011

Total Attachments: 6

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RELEASE OF SECOND LIEN ON TRADEMARKS

This RELEASE OF SECOND LIEN ON TRADEMARKS (this "Release"), dated as of January 31, 2011 is made by GB MERCHANT PARTNERS, LLC, a Delaware limited liability company, in its capacity as collateral agent (the "Agent") pursuant to the Loan Agreement referred to below in favor of (i) The Bon-Ton Stores, Inc., a Pennsylvania corporation, (ii) The Bon-Ton Department Stores, Inc., a Pennsylvania corporation, (iii) The Bon-Ton Giftco, Inc., a Florida corporation, (iv) The Bon-Ton Stores of Lancaster, Inc., a Pennsylvania corporation, (v) The Bon-Ton Trade, LLC, a Delaware limited liability company, (vi) The Elder-Beerman Stores Corp., an Ohio corporation, (vii) Bon-Ton Distribution, Inc., an Illinois corporation, (viii) McRil, LLC, a Virginia limited liability company, and (ix) Carson Pirie Scott II, Inc., a Mississippi corporation (collectively, the "Pledgors"). Capitalized terms used herein and not otherwise defined shall have the meanings set forth in or incorporated by reference into the Loan Agreement.

WHEREAS, certain of the Pledgors are Guarantors under that certain Second Lien Loan and Security Agreement, dated as of November 18, 2009 (as amended prior to the date hereof, the "Loan Agreement") by and among, among others, The Bon-Ton Department Stores, Inc., The Elder-Beerman Stores Corp., the Collateral Agent and the lenders party thereto;

WHEREAS, in connection with the Loan Agreement, the Pledgors entered into a Trademark Collateral Security and Pledge Agreement, dated as of November 18, 2009 and recorded in the United States Patent and Trademark Office as of November 19, 2009 at Reel 4099, Frame 0340 (the "Security Agreement") pursuant to which the Pledgors granted to the Collateral Agent a security interest in and lien on all right, title and interest of the Pledgors in certain trademarks, including the trademarks and trademark applications set forth on Schedule I attached hereto (the "Released Trademarks") to secure the performance of certain obligations (the "Obligations");

WHEREAS, the Obligations have now been satisfied, the Pledgors have requested that the Collateral Agent release any and all right, title and interest it and the other secured parties may have in the Released Trademarks pursuant to the Security Agreement, and the Collateral Agent has agreed to do so.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent does hereby release, relinquish and discharge its security interest in, to and under the Released Trademarks and all right, title and interest of the Pledgors in the Released Trademarks is hereby reassigned to the Pledgors.

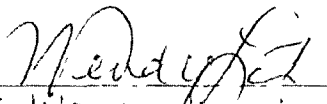
The Collateral Agent shall provide the Pledgors, their successors and assigns, or their legal representatives, such information and assistance as the Pledgors may reasonably request (including, without limitation, execution and delivery of any documents as may be reasonably required) in connection with filing the appropriate

documentation with the appropriate authority to perfect the release of the security interest on the Released Trademarks. This Release shall be governed by and construed in accordance with the laws of the State of New York.

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

GB MERCHANT PARTNERS, LLC

By: 
Name: Wendy London
Title: managing Director

Signature Page to Release of Second Lien on Trademarks

SCHEDULE I
to
RELEASE OF SECOND LIEN ON TRADEMARKS

TRADEMARK REGISTRATIONS AND APPLICATIONS

Owner: The Bon-Ton Trade, LLC

Trademark Name	Registration/Serial Number	Registration Date/Filing Date
AUTHENTIC U	77,364,016	1/4/2008
AUTHENTIC U AUTHENTIC UNIVERSITY GRADE A GOODS (DESIGN)	3,515,296	10/14/2008
BOSTON STORE	3,666,012	8/11/2009
BT JEWELLED	77,814,203	8/27/2009
CUDDLE BEAR	2,001,829	9/17/1996
EBRIDE	2,789,053	12/02/2003
EXERTEK	3,528,518	11/4/2008
FLURRYVILLE COLLECTION	3,672,167	8/25/2009
GAME DAY COLLECTION (Sub-brand under CONSENSUS)	3,684,153	9/15/2009
GIVE * JOY (Design)	3,584,404	3/3/2009
GIVE JOY	3,584,389	3/3/2009
JENNY BUCHANAN	2,335,651	3/28/2000
JENNY BUCHANAN	2,015,874	11/12/1996
JENNY BUCHANAN	2,015,870	11/12/1996
JENNY BUCHANAN	2,006,731	10/8/1996
JUST CHILL	3,620,462	5/12/2009
LIVING GREEN	77,648,515	1/13/2009
LIVING GREEN	77,636,919	12/19/2008
MADISON & MAX	2,856,632	6/22/2004
ONE PHILOSOPHY	77,422,306	3/14/2008
RAMPED UP	77,842,383	10/6/2009
RU RAMPED UP (and design)	77,848,597	10/14/2009
SUSQUEHANNA TRAIL OUTFITTERS	1,397,712	6/17/1986
SUSQUEHANNA TRAIL OUTFITTERS	3,217,597	3/13/2007
THE BON-TON	1,680,687	3/24/1992
THE BON-TON (design)	1,661,242	10/15/1991

Owner: The Bon-Ton Trade Corp.

Trademark Name	Registration/Serial Number	Registration Date/Filing Date
SMART LOOK, SMART PRICES	2,905,339	11/23/2004

Owner: Carson Pirie Scott II, Inc.

Trademark Name	Registration/Serial Number	Registration Date/Filing Date
BRECKENRIDGE	966,580	8/21/1973
BRECKENRIDGE	3,022,152	11/29/2005
CARSON PIRIE SCOTT	1,143,734	12/16/1980
CARSONS	1,395,289	5/27/1986
CELEBRATION WEDDING & GIFT REGISTRY	2,646,804	11/5/2002
CELEBRATIONS REGISTRY FOR VERY SPECIAL OCCASIONS	3,628,605	5/26/2009
CELEBRATIONS REGISTRY FOR VERY SPECIAL OCCASIONS	3,632,950	6/2/2009
CEZANI	3,423,603	5/6/2008
CEZANI	1,869,666	12/27/1994
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	2,363,348	6/27/2000
CONSENSUS GOLF LOGO	2,852,867	6/15/2004
FLURRYVILLE COLLECTION	2,772,645	10/7/2003
HERBERGER'S	2,278,878	9/21/1999
INTIMATE ESSENTIALS	3,483,180	8/12/2008
KENNETH ROBERTS	77,836,970	9/29/2009
KENNETH ROBERTS PLATINUM	3,436,925	5/27/2008
LITTLE MISS ATTITUDE	3709384	11/10/2009
LIVING QUARTERS	2,385,966	9/12/2000
LIVING QUARTERS	2,493,154	9/25/2001
MISS ATTITUDE	77,630,455	12/10/2008
MISS ATTITUDE	3,002,529	9/27/2005

MISS ATTITUDE	3,528,399	11/4/2008
MISS ATTITUDE	2,934,265	3/15/2005
MISS ATTITUDE	2,934,263	3/15/2005
MISS ATTITUDE	3,046,737	1/17/2006; Amended 8/14/07.
MISS ATTITUDE	2,933,999	3/15/2005
MISS ATTITUDE	2,934,000	3/15/2005
MISS ATTITUDE	2,968,804	7/12/2005
NORTHERN LODGE	3,485,550	8/12/2008
NORTHERN LODGE	3,569,648	2/3/2009
PAINT THE TOWN	2,958,408	5/31/2005
PARADISE COLLECTION	3,292,860	9/18/2007
PARADISE COLLECTION Palm Tree Design	3,347,154	12/4/2007
PURSITS, LTD	2,589,337	7/2/2002
RELATIVITY	2,813,306	2/10/2004
RELATIVITY	2,384,258	9/5/2000
(RELATIVITY)	2,635,572	10/15/2002
STUDIO WORKS	3,570,064	2/3/2009
STUDIO WORKS	2,407,600	11/28/2000
TECH TREK	3,127,728	8/8/2006
TRIP READY	3,587,976	3/10/2009
URIT	2,450,127	5/8/2001
YOUNKERS (Stylized)	1,795,407	9/28/1993

Owner: The Elder-Beerman Stores Corp.

Trademark Name	Registration/Serial Number	Registration Date/Filing Date
AFFINITY	1,645,326	5/21/01
DANIELLE MARTIN (and design)	1,798,768	10/12/1993
EB KIDS PLACE	1,573,311	12/26/1989
Elder-Beerman (Stylized)	1,332,638	4/23/1985