

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/02/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Carson Pirie Scott II, Inc.		02/01/2013	CORPORATION: MISSISSIPPI

RECEIVING PARTY DATA

Name:	Carson Pirie Scott II, Inc.
Street Address:	2801 East Market Street, #3A
City:	York
State/Country:	PENNSYLVANIA
Postal Code:	17402
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
Registration Number:	3892546	BERGNER'S
Registration Number:	966580	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:	1869666	CEZANI
Registration Number:	3423603	CEZANI
Registration Number:	3069447	CHANTEUSE
Registration Number:	2412363	CHARGE AGAINST BREAST CANCER

TRADEMARK

Registration Number:	2021357	COME TO THE RIGHT PLACE
Registration Number:	2363348	CONSENSUS
Registration Number:	4143662	
Registration Number:	2278878	HERBERGER'S
Registration Number:	3483180	INTIMATE ESSENTIALS
Registration Number:	4143891	JB
Registration Number:	3881265	KENNETH ROBERTS
Registration Number:	4139987	KENNETH ROBERTS
Registration Number:	2493154	LIVING QUARTERS
Registration Number:	2385966	LIVING QUARTERS
Registration Number:	3909131	LIVING QUARTERS
Registration Number:	3848434	MISS ATTITUDE
Registration Number:	3528399	MISS ATTITUDE
Registration Number:	2934263	MISS ATTITUDE
Registration Number:	2968804	MISS ATTITUDE
Registration Number:	2933999	MISS ATTITUDE
Registration Number:	2934000	MISS ATTITUDE
Registration Number:	3485550	NORTHERN LODGE
Registration Number:	3569648	NORTHERN LODGE
Registration Number:	3292860	PARADISE COLLECTION
Registration Number:	3347154	PARADISE COLLECTION
Registration Number:	2384258	RELATIVITY
Registration Number:	2635572	(RELATIVITY)
Registration Number:	2407600	STUDIO WORKS
Registration Number:	3570064	STUDIO WORKS
Registration Number:	3127728	TECH TREK
Registration Number:	3587976	TRIP READY
Registration Number:	1795407	YOUNKERS
Registration Number:	3436925	KENNETH ROBERTS PLATINUM
Serial Number:	85772207	PARADISE COLLECTION
Registration Number:	3709384	LITTLE MISS ATTITUDE

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

TRADEMARK
REEL: 004961 FRAME: 0498

Email: emendes@paulweiss.com, mcarbullido@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:	19155-007
NAME OF SUBMITTER:	Mitchel R. Carbullido
Signature:	/Mitchel R. Carbullido/
Date:	02/13/2013

Total Attachments: 11

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 6, 2013

CORPORATION SERVICE COMPANY
ATTN: CARINA L. DUNLAP
TALLAHASSEE, FL 32301

Re: Document Number P13000007167

The Articles of Merger were filed February 1, 2013, effective February 2, 2013, for CARSON PIRIE SCOTT II, INC., the surviving Florida entity.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6050, the Amendment Section.

Teresa Brown
Regulatory Specialist II
Division of Corporations

Letter Number: 513A00002947

Account number: I20000000195

Amount charged: 70.00

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

TRADEMARK
REEL: 004961 FRAME: 0500

EFFECTIVE DATE

2-2-13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 FEB -1 PM 2:55

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Carson Pirie Scott II, Inc.	Florida	P13000007167

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Carson Pirie Scott II, Inc.	Mississippi	N/A

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 02 / 02 / 13 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on February 1, 2013

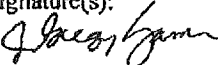
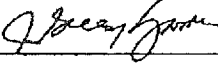
The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 1, 2013

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

EIGHTH: SIGNATURES FOR EACH CORPORATION.

Name of Entlty/Organization:	Signature(s):	Typed or Printed Name of Individual:
Carson Pirie Scott II, Inc. (MS - non survivor)		J. Gregory Yawman, Vice Pres.
Carson Pirie Scott II, Inc. (FL - survivor)		J. Gregory Yawman, Vice Pres.

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Plan of Merger attached	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER
OF
CARSON PIRIE SCOTT II, INC.
(a Mississippi Corporation)
INTO
CARSON PIRIE SCOTT II, INC.
(a Florida Corporation)

THIS AGREEMENT AND PLAN OF MERGER, dated as of February 1, 2012, is between Carson Pirie Scott II, Inc. (the "CPS MS"), a Mississippi corporation, and Carson Pirie Scott II, Inc. ("CPS FL"), a Florida corporation. CPS MS and CPS FL are sometimes referred to herein collectively as the "Constituent Companies."

Recitals:

CPS MS is a corporation duly organized and existing under the laws of the State of Mississippi and its total authorized capital stock is 30,000,000 million shares of Common Stock, par value \$0.10 per share, of which 153,818 are outstanding, all of which are owned by The Bon-Ton Department Stores, Inc. ("Bon-Ton").

CPS FL is a corporation duly organized and existing under the laws of the State of Florida, and its total authorized capital stock is 1,000 shares of Common Stock, par value \$.01 per share, of which 100 shares are issued and outstanding, all of which are owned by Bon-Ton.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, CPS MS and CPS FL hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Mississippi Business Corporation Act and the Florida Business Corporation Act, CPS MS shall be merged with and into CPS FL (the "Merger") and the separate existence of CPS MS shall cease. CPS FL shall be, and is herein sometimes referred to as, the "Surviving Corporation."

1.2 Filing and Effectiveness. The Merger shall not become effective until the following actions shall be completed:

(a) This Agreement and the Merger shall have been adopted and approved by the Board of Directors of CPS MS, the Board of Directors of CPS MS and Bon-Ton, in its capacity as sole shareholder of CPS FL and in its capacity as sole shareholder of CPS MS in accordance with the requirements of the Florida Business Corporation Act and the Mississippi Business Corporation Act;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and

(c) An executed Certificate of Merger meeting the requirements of the Florida Business Corporation Act shall have been filed with the Department of State of the State of Florida and an executed Articles of Merger meeting the requirements of the Mississippi Business Corporation Act shall have been filed with the Officer of the Secretary of State of the State of Mississippi.

The date and time when the Merger shall become effective as aforesaid is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of CPS MS shall cease, and CPS FL, as the Surviving Corporation shall: (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) be subject to all actions previously taken by CPS MS, (iii) succeed, without other transfer or assignment, to all of the assets, rights, powers and property of CPS MS in the manner more fully set forth in the Florida Business Corporation Act and the Mississippi Business Corporation Act, (iv) continue to be subject to all of the debts, liabilities and obligations of CPS MS as constituted immediately prior to the Effective Date of the Merger, and (v) succeed, without other transfer or assignment, to all of the debts, liabilities and obligations of CPS MS in the same manner as if CPS FL had itself incurred them, all as more fully provided under the applicable provisions of the Florida Business Corporation Act and the Mississippi Business Corporation Act.

1.4 Waiver of Dissenters Rights. CPS MS hereby waives any and all rights to dissent from the Merger.

II. ORGANIZATIONAL DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation. The Articles of Incorporation of CPS FL, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

2.2 By-laws. The By-laws of CPS FL, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the By-laws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law;

2.3 Directors and Officers. The directors and officers of CPS FL immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the By-laws of the Surviving Corporation.

III. MANNER OF CONVERSION OF INTERESTS

3.1 CPS MS Common Stock. Upon the Effective Date of the Merger, each share of common stock of CPS MS outstanding immediately prior thereto shall be cancelled and no payment shall be made with respect thereto.

3.2 CPS FL Common Stock. Upon the Effective Date of the Merger, each share of Common Stock of CPS FL issued and outstanding immediately prior thereto shall continue to be issued and outstanding.

IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by CPS FL or by its successors or assigns, there shall be executed and delivered on behalf of CPS MS such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by CPS FL the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of CPS MS and otherwise to carry out the purposes of this Agreement, and the officers and directors of CPS FL are fully authorized in the name and on behalf of CPS MS or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the board of directors of CPS FL or the managing member of CPS MS, or both, notwithstanding the approval of this Agreement by the shareholders of CPS FL.

4.3 Amendment. The board of directors and the managing member of the Constituent Companies may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Department of State of the State of Florida, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of CPS FL and the managing member of CPS MS shall not: (a) alter or change the amount or kind of interest, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the interests of such Constituent Companies, (b) alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any interests of any Constituent Corporation.

4.4 Registered Office. The registered office of the Surviving Corporation in the State of Florida is to be located at Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

4.5 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 2801 E. Market Street, York, Pennsylvania 17402 and copies thereof will be furnished to any shareholder of either of the Constituent Companies, upon request and without cost.


4.6 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

4.7 **Counterparts.** In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[Signature Page Follows]

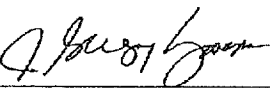
IN WITNESS WHEREOF, this Agreement is hereby executed on behalf of each CPS MS and CPS FL and attested by their respective officers thereunto duly authorized.

Carson Pirie Scott II, Inc.
a Mississippi corporation

By: 

Name: J. Gregory Yawman
Title: Vice President and Secretary

Carson Pirie Scott II, Inc.
a Florida corporation

By: 

Name: J. Gregory Yawman
Title: Vice President and Secretary

[Signature Page to Agreement and Plan of Merger]

SUPPLEMENT TO SCHEDULE A

Trademarks

Owner: Carson Pirie Scott II, Inc.

Trademark	Registration / Serial Number	Registration/Filing Date
BERGNER'S	3,892,546	12/21/2010
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	1,869,666	12/27/1994
CEZANI	3,423,603	5/6/2008
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
dogs head circle (DESIGN)	4,143,662	12/9/2010
HERBERGER'S	2,278,878	9/21/1999
INTIMATE ESSENTIALS	3,483,180	8/12/2008
JB/DOGS HEAD CIRCLE (DESIGN)	4,143,891	2/22/2011
KENNETH ROBERTS	3,881,265	11/23/2010
KENNETH ROBERTS	4,139,987	1/25/2011
LITTLE MISS ATTITUDE	3,709,384	11/10/2009
LIVING QUARTERS	2,493,154	9/25/2001
LIVING QUARTERS	2,385,966	9/12/2000
LIVING QUARTERS	3,909,131	1/18/2011
MISS ATTITUDE	3,848,434	9/14/2010
MISS ATTITUDE	3,528,399	11/4/2008
MISS ATTITUDE	2,934,263	3/15/2005
MISS ATTITUDE	2,968,804	7/12/2005

MISS ATTITUDE	2,933,999	3/15/2005
MISS ATTITUDE	2,934,000	3/15/2005
NORTHERN LODGE	3,485,550	8/12/2008
NORTHERN LODGE	3,569,648	2/3/2009
PARADISE COLLECTION	3,292,860	9/18/2007
PARADISE COLLECTION Palm Tree Design	3,347,154	12/4/2007
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
TECH TREK	3,127,728	8/8/2006
TRIP READY	3,587,976	3/10/2009
YOUNKERS (Stylized)	1,795,407	9/28/1993
KENNETH ROBERTS PLATINUM	3,436,925	5/27/2008
PARADISE COLLECTION	(Application #) 85-772207	11/06/2012