

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/19/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	The Elder-Beerman Stores Corp.		11/27/2012
			Entity Type
			CORPORATION: OHIO
RECEIVING PARTY DATA			
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		
PROPERTY NUMBERS Total: 3			
	Property Type	Number	Word Mark
	Serial Number:	85476397	AFFINITY
	Registration Number:	1332638	ELDER-BEERMAN
	Registration Number:	1798768	DANIELLE MARTIN
CORRESPONDENCE DATA			
Fax Number:	7172914660		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	717-299-5201		
Email:	ipdocket@barley.com		
Correspondent Name:	Scott F. Landis		
Address Line 1:	126 East King Street		
Address Line 4:	Lancaster, PENNSYLVANIA 17602-2893		
ATTORNEY DOCKET NUMBER:	Y32900-900		

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NAME OF SUBMITTER:	Scott F. Landis
Signature:	/scott f. landis/
Date:	05/23/2013
Total Attachments: 5 source=Elder Beerman - Articles of Merger#page1.tif source=Elder Beerman - Articles of Merger#page2.tif source=Elder Beerman - Articles of Merger#page3.tif source=Elder Beerman - Articles of Merger#page4.tif source=Elder Beerman - Articles of Merger#page5.tif	

**PENNSYLVANIA DEPARTMENT OF STATE
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

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

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

Name		
J. Gregory Yawman, The Bon-Ton Stores, Inc.		
Address		
2801 East Market Street		
City	State	Zip Code
York	PA	17402

Commonwealth of Pennsylvania
 ARTICLES OF MERGER-BUSINESS 7 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 Department 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 _____ County _____
 c/o _____

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

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

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

PA DEPT. OF STATE
 DEC 19 2012

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
The Elder-Bearman Stores Corp.		(not qualified)	

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: Dec. 31, 2012 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 Department Stores, Inc.	adopted by action of the board of
	directors of the Corporation pursuant
	to 15.P.A.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

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

30th day of November,

2012.

The Bon-Ton Department Stores, Inc.

Name of Corporation/Limited Partnership

J. Gregory Gordon
Signature

Vice President - General Counsel & Secretary

Title

The Elder-Beerman Stores Corp.

Name of Corporation/Limited Partnership

J. Gregory Gordon
Signature

Vice President - General Counsel & Secretary

Title

Exhibit A

PLAN OF MERGER

Plan of Merger made this 27th day of November, 2012, by and among the following entities:

The Bon-Ton Department Stores, Inc. ("Bon-Ton"), a Pennsylvania corporation, and

The Elder-Beerman Stores Corp., an Ohio corporation, all of whose outstanding shares are owned by Bon-Ton.

WITNESSETH:

1. Merger. Upon compliance with the applicable provisions of the Pennsylvania Business Corporation Law and the Ohio Business Corporation Law, Elder-Beerman shall be merged with and into Bon-Ton as of the Effective Date. Bon-Ton shall be the surviving corporation (the "Surviving Corporation") and the separate existence of Elder-Beerman shall thereupon cease (the "Merger").

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the present Articles of Incorporation of Bon-Ton.

3. By-Laws. The By-laws of the Surviving Corporation shall be the present By-laws of Bon-Ton.

4. Directors and Officers. The Directors and Officers of the Surviving Corporation shall be the present Directors and Officers of Bon-Ton.

5. Effective Date. The Merger shall be effective at the close of business on December 31, 2012.

6. Filings and Other Actions. The proper officers of Bon-Ton, and Elder-Beerman shall make and execute such documents as are required to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, which may be necessary or proper to effect the Merger.

7. Effect of the Merger. The effect of the Merger shall be as follows:

- a. The separate existence of Elder-Beerman shall cease and Bon-Ton shall continue to exist as the Surviving Corporation.
- b. Bon-Ton shall succeed to and possess all of the properties, rights, privileges and powers, of a public as well as a private nature, and be subject to all of the debts, liabilities, obligations, restrictions and duties of Elder-Beerman, all without further act or deed.

c. Bon-Ton has 10 shares of Common Stock issued and outstanding and entitled to vote. The issued and outstanding shares of Bon-Ton shall not be converted or exchanged in any manner, but each such share which is issued and outstanding as of the Effective Date shall continue to represent one issued share of the Surviving Corporation.

8. Governing Law. The Surviving Corporation shall be governed by the laws of the Commonwealth of Pennsylvania and its registered office shall be the registered office of Bon-Ton.