

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
THE BON-TON STORES, INC., <i>et al.</i> ¹	:	Case No. 18-10248 (MFW)
Debtors.	:	(Joint Administration Requested)
	:	
	:	

**VERIFIED STATEMENT OF JONES DAY AND
COLE SCHOTZ, P.C. PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Jones Day and Cole Schotz P.C. ("Cole Schotz," and with Jones Day, "Counsel") submit this verified statement (the "Statement") with respect to certain beneficial holders or the investment advisors or managers for certain beneficial holders of 8.00% Second Lien Senior Secured Notes Due 2021 (the "Notes") issued by The Bon-Ton Department Stores, Inc. pursuant to that certain Indenture dated as of May 28, 2013 (as amended or supplemented, the "Second Lien Indenture") with Wilmington Savings Fund Society, FSB, as successor Trustee,² as identified on Exhibit A hereto (collectively, the "Second Lien Noteholders"), and in support hereof state as follows:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: The Bon-Ton Stores, Inc. (5229); The Bon-Ton Department Stores, Inc. (9309); The Bon-Ton Giftco, LLC (2805); Carson Pirie Scott II, Inc. (2140); Bon-Ton Distribution, LLC (5855); McRIL, LLC (5548); Bonstores Holdings One, LLC (8574); Bonstores Realty One, LLC (8931); Bonstores Holdings Two, LLC (8775); and Bonstores Realty Two, LLC (9075). The headquarters for the above-captioned Debtors is 2801 East Market Street, Bldg. E, York, Pennsylvania 17402.

² Wells Fargo Bank, National Association is the original indenture trustee and collateral agent. By notice of a majority of Second Lien Noteholders dated January 31, 2018, Wells Fargo was removed as indenture trustee and collateral agent, and the Debtors have agreed to appoint Wilmington Savings Fund Society, FSB as successor indenture trustee and collateral agent (the "Trustee").

1. In November, 2017, certain of the Second Lien Noteholders retained Jones Day to represent them as counsel in connection with a potential restructuring of the outstanding debt obligations of the above-captioned debtors (collectively, the "Debtors") and certain of their subsidiaries and affiliates. Cole Schotz was retained by the Second Lien Noteholders in January 2018 to act as Delaware counsel in the Debtors' chapter 11 cases.

2. As of the date of this Verified Statement, Counsel represents (as that term is defined in Bankruptcy Rule 2019(a)(2)) the Second Lien Noteholders in their capacity as noteholders under the Second Lien Indenture.

3. Other than the parties described in this Verified Statement, Counsel does not represent or purport to represent any other entities in connection with the Debtors' chapter 11 cases. Counsel does not represent the Second Lien Noteholders as a "committee" (as such term is used in the Bankruptcy Code and Bankruptcy Rules) and does not undertake to represent the interests of, and is not a fiduciary for, any creditor, party in interest, or other entity. In addition, the Second Lien Noteholders do not represent or purport to represent any other entities in connection with the Debtors' chapter 11 cases.

4. Upon information and belief formed after due inquiry, Counsel does not hold any disclosable economic interests (as that term is defined in Bankruptcy Rule 2019(a)(1)) in relation to the Debtors other than accrued and unpaid expenses reimbursable under the Second Lien Indenture and contingent claims for indemnification thereunder.

5. As of the date of this Verified Statement, the Second Lien Noteholders hold, or are the investment advisors or managers of accounts that hold, approximately \$223,367,000.00 in aggregate principal amount of the outstanding debt under the Second Lien Indenture. The names and addresses of each of the Second Lien Noteholders, together with the

nature and amount of each disclosable economic interest held by each of them in relation to the Debtors, are set forth in Exhibit A attached hereto. The information set forth in Exhibit A is based on information provided to Counsel by the Second Lien Noteholders and is intended only to comply with Bankruptcy Rule 2019 and not for any other purpose.

6. Nothing contained in this Verified Statement is intended or shall be construed to constitute: (a) a waiver or release of the rights of the Second Lien Noteholders to have any final order entered by, or other exercise of the judicial power of the United States performed by, an Article III court; (b) a waiver or release of the rights of the Second Lien Noteholders to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) consent to the jurisdiction of the Court over any matter; (d) an election of remedy; (e) a waiver or release of any rights the Second Lien Noteholders may have to a jury trial; (f) a waiver or release of the right to move to withdraw the reference with respect to any matter or proceeding that may be commenced in these chapter 11 cases against or otherwise involving the Second Lien Noteholders; or (g) a waiver or release of any other rights, claims, actions, defenses, setoffs or recoupments to which the Second Lien Noteholders are or may be entitled, in law or in equity, under any agreement or otherwise, with all such rights, claims, actions, defenses, setoffs or recoupments being expressly reserved.

7. The undersigned verifies that the foregoing is true and correct to the best of its knowledge.

8. The Second Lien Noteholders, through their undersigned counsel, reserve the right to amend or supplement this Verified Statement in accordance with the requirements of Bankruptcy Rule 2019 at any time in the future.

Dated: February 5, 2018
Wilmington, Delaware

COLE SCHOTZ P.C.

/s/ Norman L. Pernick

Norman L. Pernick (No. 2290)
J. Kate Stickles (No. 2917)
500 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
Telephone: 302.652.3131
Facsimile: 302.652.3117
Email: npernick@coleschotz.com
kstickles@coleschotz.com

JONES DAY
Sidney P. Levinson
Genna L. Ghaul
Charles S. Wittmann-Todd
250 Vesey Street
New York, NY 10281
Telephone: (212) 326-3939
Facsimile: (212) 755-7306
Email: slevinson@jonesday.com
gghaul@jonesday.com
cwittmanntodd@jonesday.com

-and-

Bruce Bennett
Joshua M. Mester
555 South Flower Street
Fiftieth Floor
Los Angeles, California 90071
Telephone: (213) 489-3939
Facsimile: (213) 243-2539
Email: bbennett@jonesday.com
jmester@jonesday.com

Attorneys for the Second Lien Noteholders

EXHIBIT A

<u>Client Name and Address</u>	<u>Disclosable Economic Interests</u>
Brigade Capital Management, LP, on behalf of itself and/or certain of its affiliates and/or funds 399 Park Avenue, Suite 1600 New York, NY 10022	\$127,853,000 in Notes Obligations ¹
Wolverine Asset Management, LLC, on behalf of itself and/or certain of its affiliates and/or funds 175 W. Jackson Blvd., Suite 340 Chicago, IL 60604	\$18,745,000 in Notes Obligations
B. Riley FBR, Inc., on behalf of itself and/or certain of its affiliates and/or funds 299 Park Avenue New York, NY 10171	\$10,700,000 in Notes Obligations
Riva Ridge Master Fund, Ltd., on behalf of itself and/or certain of its affiliates and/or funds 55 Fifth Avenue, 18th Floor New York, NY 10003	\$10,515,000 in Notes Obligations
Bennett Management Corporation, on behalf of itself and/or certain of its affiliates and/or funds 2 Stamford Plaza, Suite 1501 281 Tresser Blvd. Stamford, CT 06901	\$13,520,000 in Notes Obligations
Alden Global, LLC, on behalf of itself and/or certain of its affiliates and/or funds 885 Third Avenue, 34th Floor New York, NY 10022	\$42,034,000 in Notes Obligations

¹ "Notes Obligations" includes the principal amount of all claims arising under the Second Lien Indenture. Principal amounts listed are as of the date of this Verified Statement.