



**Bon-Ton Stores, Inc. (The)****BONT NASDAQ****Retail - Department Stores**

Market Capitalization USD:

**\$97.85 mm****CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Brendan L. Hoffman****Age: 43****CEO Since: 2012**

	2009	2010	2011
<b>Base Salary</b>	\$1,000,000	\$1,000,000	\$1,000,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$920,000	\$1,000,000	\$0
<b>Benefits and Perquisites</b>	\$75,908	\$70,773	\$89,185
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,995,908</b>	<b>\$2,070,773</b>	<b>\$1,089,185</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$794,829	\$2,620,800	\$1,410,300
<b>TOTAL COMPENSATION</b>	<b>\$2,790,737</b>	<b>\$4,691,573</b>	<b>\$2,499,485</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,227,529	\$1,884,184	\$1,441,680
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$3,015,550	\$2,212,897	\$1,190,000
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$3,015,550</b>	<b>\$2,212,897</b>	<b>\$1,190,000</b>

Proxy Date: 1 May 2012

Annual Meeting Date: 12 Jun 2012

Equity Reserves: 21.10%

Stock Option Run Rate: 0.00%

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## Performance Comparison

■ S&P500 ■ Industry ■ BONT



## Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>BONT</b>	<b>Bon-Ton Stores, Inc. (The)</b>	<b>\$2,790,737</b>	<b>\$4,691,573</b>	<b>\$2,499,485</b>	<b>\$97,854,658</b>
MPX	Marine Products Corporation	\$410,447	\$355,600	\$568,200	\$127,949,922
HZO	MarineMax, Inc.	\$1,963,145	\$1,154,422	\$973,027	\$150,576,051
MGAM	Multimedia Games Holding Company, Inc.	\$1,965,683	\$2,365,670	\$1,559,829	\$107,469,373
UEIC	Universal Electronics, Inc.	\$1,588,480	\$1,614,575	\$1,679,940	\$245,150,310
RUSHB	Rush Enterprises, Inc.	\$1,472,897	\$2,083,270	\$3,000,106	\$385,353,100
SGA	Saga Communications, Inc.		\$1,061,029	\$1,242,024	\$125,486,759

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

A.C. Moore, Inc., Abercrombie & Fitch Co., Ace Hardware Corporation, Aeropostale, Inc., Alex Lee, Inc., American Eagle Outfitters Inc., ANN INC., Bebe Stores, Inc., Belk, Inc., Build A Bear Workshop, Inc., Cabela's, Inc., Carter's, Inc., CBRL Group Inc., Charlotte Russe Holdings Inc., Charming Shoppes, Inc., Chico's FAS, Inc., The Children's Place, Inc., Coldwater Creek, Inc., Collective Brands, Inc., Crate and Barrel, Inc., DSW, Inc., Express, Inc., Fossil, Inc., GNC Holdings, Inc., Gymboree Corporation, Hhgregg Inc., Hot Topic, Inc., J.Crew Group, Inc., (JTV) America's Collectibles Network, Inc., Kenneth Cole Productions Inc., L.L. Bean Incorporated, Limited Stores, LLC, Liz Claiborne Inc., Lord & Taylor Movado Group, Inc., Neiman Marcus, Inc., New York & Company, Inc., Petco Animal Supplies, Inc., Pier 1 Imports, Inc., Saks, Inc., Shopko Stores Co., LLC, The Sports Authority, Inc., St. John Knits International Inc., Stage Stores, Inc., Tiffany & Co., Tory Burch LLC, Tractor Supply Co., Williams-Sonoma, Inc., Zales

### Performance Peer Group

NA

### COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Marsha M. Everton	Chairman	60	Female	9	Outside
Todd C. McCartv	Member	46	Male	5	Outside

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