

MRC

10-20-1999

FORM PTO-1534 (Rev. 6-93) 10/15/99 F OMB No. 0651-0011 (exp. 4/94)

HEET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
BJ's Northeast Operating Corp.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Strathmore Partners LP

Internal Address: _____

Street Address: One Mercer Road

City: Natick State: MA ZIP: 01760

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Delaware
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 16, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/424,018; 75/493,794; 75/494,271; 75/495,215;
75/558,885; 75/559,520; 75/609,944; 75/609,945;
75/613,005; 75/624,892; 75/722,824; 75/728,745;
75/782,116; 75/978,449

B. Trademark Registration No.(s)

1,643,993; 1,644,000; 1,707,159; 1,707,164;
1,751,720; 1,776,899; 1,785,985; 1,825,813;
1,910,344; 1,954,526; 2,000,126; 2,001,697;
2,058,207; 2,072,034; 2,253,061; 2,255,097;
2,255,756

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Thomas V. Smurzynski

Internal Address: Lahive & Cockfield, LLP

Street Address: 28 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 31

7. Total fee (37 CFR 3.41).....\$ 790.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 12-0080

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Thomas V. Smurzynski Thomas V. Smurzynski Oct. 13, 1999
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks, Box Assignments Washington, D.C. 20231

10/15/1999 #19410 00000006 75424018

01 FC:461 90.00 00
02 FC:462 10.00 00

ASSIGNMENT

WHEREAS, BJ's Northeast Operating Corp. of 214 North Main Street, Concord, New Hampshire, a Delaware corporation ("Assignor"), is the sole and exclusive owner of the trademarks and service marks and their registrations or applications for registration thereof, shown on the attached Exhibit "A".

WHEREAS, Strathmore Partners LP of One Mercer Road, Natick, Massachusetts, a Delaware limited partnership ("Assignee"), is desirous of acquiring the entire right, title and interest in and to the trademarks, trade names, service marks, logos, corporate names, trade dress, registrations and applications for registration of any of the foregoing and all goodwill associated with the foregoing, of Assignor (collectively referred to as the "Trademarks"), including those trademarks shown on the attached Exhibit A.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for good and valuable consideration, Assignor sells, assigns, transfers and set over, and does hereby sell, assign, transfer and set over to Assignee, the Trademarks and including the goodwill associated with the Trademarks, the same to be held and enjoyed by the said Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by the said Assignor if this assignment and sale had not been made.

And, said Assignor covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute any agreements in conflict herewith.

This Assignment is made as of the 16th day of September, 1999.

BJ'S NORTHEAST OPERATING CORP.

By: A. DiPollo

Its: President

State of New Hampshire)
)
County of Rockingham) ss:

On this 30th day of September, 1999, before me personally came A. DiPollo to me known, who is being by me duly sworn, did depose and say that he/~~she~~ is President of BJ's Northeast Operating Corp. and authorized to sign this instrument on its behalf, and that he/~~she~~ signed this instrument as its free act and deed.

Lorin N. Cyr
Notary Public

LORIN N. CYR Notary Public
My Commission Expires 12/31/2002
TRADEMARK

EXHIBIT A

Schedule of Trademark and Service Mark Registrations and Applications

<u>Registered Trademarks and Service Marks</u>	<u>Registration Number</u>
BJ's Wholesale Club	1,643,993
Inner Circle	1,644,000
BJ's Club Card	1,707,164
BJ's Wholesale Club (logo)	1,707,159
BJ's	1,751,720
BJ's Fast Food Express	1,776,899
BJ's Optical Department (Word Mark)	1,785,985
BJ's Travel Club	1,776,794
Marathon	1,825,813
BJ's Wholesale Club (Canada)	TMA 420,310
Classic Club	1,910,344
BJ's. We'll Change Your Standard of Living	1,954,526
BJ's Bucks	2,000,126
BJ's Community Value Guide	2,001,697
Members' Choice	2,058,207
BJ's Warehouse Club	2,072,034
BJ's Wholesale Club (logo) (Canada)	TMA 496,163
Nobody Gets It Like BJ's	2,255,756
BJ's Buddies (logo)	2,255,097
BJ's Buddies (Word Mark)	2,253,061

Trademark and Service Mark ApplicationsSerial No.

We Put Our Members First

~~A Whole New Way To Shop~~

~~74/591,578~~

BJ's Gas

75/424,018

BJ's Vacations

75/494,271

BJ's One Source

75/495,215

BJ's Big Slice

75/493,794

Executive Choice

~~75/493,794~~ 75/559,520
75/978,449

Berkley & Jensen

75/558,885

Welcome To The Club

75/609,944

BJ's Garden Center

75/609,945

BJ's Cellular Center

75/613,005

BJ's Premier Benefit Program

75/64,892²₁

BJ's Tire Center

75/782,116

BJ's Healthcare Savings Network

75/728,745

BJ's Merchant Payment Processing

75/722,824

Special Times

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Ultra Care

--

Gentle Care

--

BJ's Optical Department

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TME Exhibit