

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/31/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Strathmore Partners LP		07/30/2012	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	BJ's Wholesale Club, Inc.
Street Address:	25 Research Drive
City:	Westborough
State/Country:	MASSACHUSETTS
Postal Code:	01581
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 83

Property Type	Number	Word Mark
Serial Number:	85563290	TOUGH ON DIRT NOT THE ENVIRONMENT
Serial Number:	85318978	WF WELLSLEY FARMS CHEF INSPIRED
Serial Number:	85563666	GENERATION EARTH
Serial Number:	85617958	BJ'S THE POWER OF PINK
Serial Number:	85609671	GLUTEN FREE GF
Serial Number:	85580865	BJ'S FEEDING COMMUNITIES
Serial Number:	85481605	IT ALL STACKS UP
Serial Number:	85553184	EARTH'S PRIDE ALL NATURAL
Serial Number:	85563659	EARTH'S ELEMENTS
Serial Number:	85446342	BJ'S TODO EN CUANTO A AHORROS
Serial Number:	85406845	FARM TO CLUB LOCALLY GROWN
Serial Number:	85435492	MODA PIAZZA

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Serial Number:	78561680	LITTLETON
Serial Number:	77684230	HEALTHY HELPINGS
Serial Number:	76708354	BJ'S EASY ORDER
Serial Number:	76323252	BJ'S CAR RENTALS
Serial Number:	76554635	TAYLOR MARCS
Serial Number:	76190266	TIRE SERVICE CENTER BJ'S
Serial Number:	76707130	BERKLEY & JENSEN SIMPLY BASICS
Serial Number:	76523810	LIVING HOME
Serial Number:	76632514	SIMPLY H2O BY BERKLEY & JENSEN
Serial Number:	76590836	BJ'S MEMBERSHIP CLUB
Serial Number:	76704266	SAMPLE THE SAVINGS
Serial Number:	76632096	BJ'S REWARDS
Serial Number:	76702618	THE MEMBERSHIP THAT PAYS YOU BACK
Serial Number:	76701383	LITTLE BUNDLES
Serial Number:	76699770	BJ'S TRAVEL
Serial Number:	76698697	LITTLE GROOVERS
Serial Number:	76697269	BJ'S BJ'S "ADOPT-A-SCHOOL" PROGRAM PARTNERS WITH PARENTS AND CHILDREN
Serial Number:	76695951	STRETCHFLEX
Serial Number:	76695457	BJ'S AUTO BUYING PROGRAM
Serial Number:	76692311	BJ S GREEN DOING OUR PART
Serial Number:	76681845	IT'S ALL ABOUT SAVINGS
Serial Number:	76681842	BJ'S CHARITABLE FOUNDATION
Serial Number:	76676286	BJ'S CHARITABLE FOUNDATION
Serial Number:	76664220	SABEMOS LO QUE VALORAS.
Serial Number:	76664219	BJ'S PRECIOS DE SOCIO
Serial Number:	76662969	BJ'S LOGO SHOP
Serial Number:	76661858	BJ'S MEMBER PRICING
Serial Number:	76655656	BJ'S HOME IMPROVEMENT
Serial Number:	76655606	BJ'S OPTICAL
Serial Number:	76655604	FUEL YOUR FUNDRAISER
Serial Number:	76654366	LEXTRON
Serial Number:	76654363	PETERSON'S
Serial Number:	76654362	LYNDON REEDE
Serial Number:	76645993	EARTH'S PRIDE ORGANICS

Serial Number:	76640580	PROFOODS RESTAURANT SUPPLY A BJ'S WHOLESALE CLUB COMPANY
Serial Number:	76632207	GENERATION ME
Serial Number:	76628084	ULTRA CARE
Serial Number:	76613659	WHERE VALUES COME TO LIFE.
Serial Number:	76588864	BJ'S INCREDIBLE KIDS' CLUB
Serial Number:	76586934	PROFOODS RESTAURANT SUPPLY
Serial Number:	76573802	THINK QUALITY. THINK VALUE. THINK BERKLEY & JENSEN.
Serial Number:	76566934	BJ'S WHOLESALE CLUB
Serial Number:	76558871	TRAIL RIDGE
Serial Number:	76554634	LANESBORO
Serial Number:	76522346	ROZZANO
Serial Number:	76514738	BERKLEY & JENSEN
Serial Number:	76508426	WELLSLEY FARMS
Serial Number:	76490477	EXECUTIVE CHOICE
Serial Number:	76339355	BJ'S PROTECTION PLUS
Serial Number:	76124975	BJ'S AUTO PROGRAM
Serial Number:	75978449	EXECUTIVE CHOICE
Serial Number:	75782116	BJ'S TIRE CENTER
Serial Number:	75559520	EXECUTIVE CHOICE
Serial Number:	75495215	BJ'S ONESOURCE
Serial Number:	75494271	BJ'S VACATIONS
Serial Number:	75424018	BJ'S GAS
Serial Number:	75421749	BJ'S BUDDIES
Serial Number:	75403720	BJ'S BUDDIES
Serial Number:	75021441	BJ'S BUCKS
Serial Number:	74204703	BJ'S WHOLESALE CLUB
Serial Number:	74324598	BJ'S FAST FOOD EXPRESS
Serial Number:	74324500	BJ'S OPTICAL DEPARTMENT
Serial Number:	74285971	BJ'S
Serial Number:	74215576	MARATHON
Serial Number:	74214638	BJ'S CLUB CARD
Serial Number:	74021047	INNER CIRCLE
Serial Number:	74006102	BJ'S WHOLESALE CLUB
Serial Number:	85692410	GENERATION EARTH

Serial Number:	85692444	GENERATION EARTH
Serial Number:	85692457	GENERATION EARTH
Serial Number:	75558885	BERKLEY & JENSEN

CORRESPONDENCE DATA

Fax Number: 8032559831

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

Phone: 803-799-2000

Email: ip@nelsonmullins.com

Correspondent Name: Nelson Mullins Riley & Scarborough LLP

Address Line 1: 100 North Tryon Street

Address Line 2: 42nd Floor, IP Department

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	51509/09184
NAME OF SUBMITTER:	John C. McElwaine
Signature:	/John C. McElwaine/
Date:	08/07/2012

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"STRATHMORE PARTNERS LP", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "BJ'S WHOLESALE CLUB, INC." UNDER THE NAME OF "BJ'S WHOLESALE CLUB, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 2012, AT 4:50 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JULY, A.D. 2012, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9747512

DATE: 07-31-12

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004837 FRAME: 0309

**STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
STRATHMORE PARTNERS LP
(A Delaware Limited Partnership)
INTO
BJ'S WHOLESALE CLUB, INC.
(a Delaware Corporation)**

Pursuant to Title 8, Section 263(a) of the Delaware General Corporation Law and Title 6, Section 17-211 of the Delaware Limited Partnership Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is **BJ's Wholesale Club, Inc.**, a Delaware corporation, and the name of the limited partnership being merged into this surviving corporation is **Strathmore Partners LP**, a Delaware limited partnership.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited partnership in accordance with Section 263(c).

THIRD: The name of the surviving corporation is **BJ's Wholesale Club, Inc.** (the "Surviving Corporation").

FOURTH: The merger is to become effective on 11:59 p.m. on July 31, 2012.

FIFTH: The Agreement of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business of the Surviving Corporation is 25 Research Drive, Westborough, MA 01581.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any constituent corporation or partner of any constituent limited partnership.

SEVENTH: The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 30th day of July, A.D., 2012.

BJ'S WHOLESALE CLUB, INC.

By: _____



Name: Lon F. Povich

Title: Executive Vice President, Secretary
and General Counsel