

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM480966

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Termination and Release of Second Lien Security Interest in Trademarks at Reel/Frame No. 5984/0315 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------|----------|----------------|--|
| Jefferies Finance LLC | | 07/02/2018 | Limited Liability Company: 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: 81

| Property Type | Number | Word Mark |
|----------------------|---------|-------------------------------|
| Registration Number: | 4851546 | A GLUTEN FREE FOOD GF |
| Registration Number: | 4968915 | AISLE HELP |
| Registration Number: | 2696009 | BERKLEY & JENSEN |
| Registration Number: | 2904282 | BERKLEY & JENSEN |
| Registration Number: | 5069147 | BERKLEY JENSEN |
| Registration Number: | 4511870 | BJ'S CHARITY PRO-AM |
| Registration Number: | 4495394 | BJ'S THE POWER OF PINK |
| Registration Number: | 4135574 | BJ'S TODO EN CUANTO A AHORROS |
| Registration Number: | 1751720 | BJ'S |
| Registration Number: | 3665408 | BJ'S AUTO BUYING PROGRAM |
| Registration Number: | 2253061 | BJ'S BUDDIES |
| Registration Number: | 2255097 | BJ'S BUDDIES |
| Registration Number: | 2609665 | BJ'S CAR RENTALS |
| Registration Number: | 3447355 | BJ'S CHARITABLE FOUNDATION |
| Registration Number: | 4685645 | BJ'S CHECKS |
| Registration Number: | 5089319 | BJ'S COOKING CLUB |
| Registration Number: | 4368729 | BJ'S EASY ORDER |
| Registration Number: | 4757129 | BJ'S EASY RENEWAL |

OP \$2040.00 4851546

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|----------|--------------------------------|
| Registration Number: | 4230168 | BJ'S FEEDING COMMUNITIES |
| Registration Number: | 2294729 | BJ'S GAS |
| Registration Number: | 3966519 | BJ S GREEN DOING OUR PART |
| Registration Number: | 4833151 | BJ'S HEARING CENTER |
| Registration Number: | 3207210 | BJ'S HOME IMPROVEMENT |
| Registration Number: | 3207280 | BJ'S MEMBER PRICING |
| Registration Number: | 3163111 | BJ'S MEMBERSHIP CLUB |
| Registration Number: | 4833287 | BJ'S MEMBERSHIP GIVES YOU MORE |
| Registration Number: | 2303685 | BJ'S ONESOURCE |
| Registration Number: | 3207209 | BJ'S OPTICAL |
| Registration Number: | 1785985 | BJ'S OPTICAL DEPARTMENT |
| Serial Number: | 87273506 | BJ'S OPTICAL |
| Registration Number: | 4918959 | BJ'S PERKS ELITE |
| Registration Number: | 4918958 | BJ'S PERKS PLUS |
| Registration Number: | 4918957 | BJ'S PERKS REWARDS |
| Registration Number: | 2631398 | BJ'S PROTECTION PLUS |
| Registration Number: | 4923670 | BJ'S STATIONERY |
| Registration Number: | 2360284 | BJ'S TIRE CENTER |
| Registration Number: | 2584848 | TIRE SERVICE CENTER BJ'S |
| Registration Number: | 3858627 | BJ'S TRAVEL |
| Registration Number: | 2281085 | BJ'S VACATIONS |
| Registration Number: | 1707159 | BJ'S WHOLESALE CLUB |
| Registration Number: | 2910211 | BJ'S WHOLESALE CLUB |
| Registration Number: | 1643993 | BJ'S WHOLESALE CLUB |
| Registration Number: | 5089316 | COOK SMART, EAT FRESH |
| Registration Number: | 4580555 | EARTH'S PRIDE ALL NATURAL |
| Registration Number: | 4632938 | EARTH'S PRIDE PET |
| Registration Number: | 3591643 | EARTH'S PRIDE ORGANICS |
| Registration Number: | 4134821 | FARM TO CLUB LOCALLY GROWN |
| Registration Number: | 4968914 | FUEL UP WITH SAVINGS |
| Registration Number: | 3190783 | FUEL YOUR FUNDRAISER |
| Registration Number: | 4584892 | GENERATION EARTH |
| Registration Number: | 4618000 | GENERATION EARTH |
| Registration Number: | 4617999 | GENERATION EARTH |
| Registration Number: | 4851679 | GLUTEN FREE GF |
| Registration Number: | 3930182 | HEALTHY HELPINGS |
| Registration Number: | 1644000 | INNER CIRCLE |
| Registration Number: | 4215472 | IT ALL STACKS UP |

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 4475984 | JOY & BLISS |
| Registration Number: | 4398768 | LIVING HOME |
| Registration Number: | 4378843 | LIVING HOME |
| Registration Number: | 3366314 | LYNDON REEDE |
| Registration Number: | 4235135 | MODA PIAZZA |
| Registration Number: | 4918895 | MY BJ'S PERKS |
| Registration Number: | 4915469 | PICK UP & PAY |
| Registration Number: | 4561068 | PROUD TO BE ORGANICALLY ME. BJ'S |
| Registration Number: | 3313025 | ROZZANO |
| Registration Number: | 4077348 | SAMPLE THE SAVINGS |
| Registration Number: | 3829742 | STRETCHFLEX |
| Registration Number: | 5133264 | STRETCHFLEX |
| Registration Number: | 3888387 | THE MEMBERSHIP THAT PAYS YOU BACK |
| Registration Number: | 4593588 | THE TIME TO MAKE A DIFFERENCE IS NOW |
| Registration Number: | 4593554 | WE ARE TREE POSITIVE |
| Registration Number: | 2990045 | WELLSLEY FARMS |
| Registration Number: | 4969667 | WELLSLEY FARMS |
| Registration Number: | 5069174 | WELLSLEY FARMS |
| Registration Number: | 3851921 | BJ'S BJ'S "ADOPT-A-SCHOOL" PROGRAM PARTN |
| Registration Number: | 2000126 | BJ'S BUCKS |
| Registration Number: | 3894124 | LITTLE BUNDLES |
| Registration Number: | 3835444 | LITTLE GROOVERS |
| Registration Number: | 3142545 | LIVING HOME |
| Registration Number: | 3165768 | SIMPLY H2O BY BERKLEY & JENSEN |
| Registration Number: | 3181310 | LANESBORO |

CORRESPONDENCE DATA

Fax Number: 2138918763
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
 Email: rhonda.deleon@lw.com
 Correspondent Name: Latham & Watkins LLP
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 Address Line 4: Los Angeles, CALIFORNIA 90071-1560

| | |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | 050563-0015 |
| NAME OF SUBMITTER: | Rhonda DeLeon |
| SIGNATURE: | /Rhonda DeLeon/ |
| DATE SIGNED: | 07/09/2018 |

Total Attachments: 7

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**TERMINATION AND RELEASE OF
SECOND LIEN SECURITY INTEREST IN TRADEMARKS**

This Termination and Release of Second Lien Security Interest in Trademarks (“Trademark Release”) is made as of July 2, 2018, by **JEFFERIES FINANCE LLC**, a Delaware limited liability company (the “Collateral Agent”) in favor of **BJ’S WHOLESALE CLUB, INC.**, a Delaware corporation with an address at 25 Research Drive, Westborough, MA 01581 (the “Grantor”).

W I T N E S S E T H:

WHEREAS, the Grantor entered into a certain second lien trademark security agreement dated February 3, 2017 (the “Trademark Security Agreement”) with Collateral Agent, notice of which was recorded on February 6, 2017 at the United States Patent and Trademark Office at Reel 5984, Frame 0315.

Capitalized terms used but not otherwise defined herein have the meanings given to them in the Trademark Security Agreement.

WHEREAS, Grantor granted the Collateral Agent, under the terms of the Trademark Security Agreement, a continuing security interest (the “Security Interest”) in all of such Grantor’s right, title and interest in, to and under the Trademarks, including without limitation the Trademarks listed in **Schedule A**.

WHEREAS, the Collateral Agent has agreed to terminate and release its security interest in all such Trademarks as herein provided.

NOW, THEREFORE, in consideration of the foregoing and intending to be legally bound, the Collateral Agent, for itself and on behalf of the lenders in association with the Security Interest, hereby releases, terminates and discharges any and all of its interest in the Trademarks of the Grantor, and assigns, transfers and conveys to Grantor any interest in such intellectual property, including the Security Interest.

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IN WITNESS WHEREOF, the Collateral Agent has caused this Trademark Release to be executed as of the day and year first written above.

JEFFERIES FINANCE LLC,
as Collateral Agent

By: Paul Chisholm

Name: Paul Chisholm
Title: Managing Director

SCHEDULE A

| Title | Application No./Application Date | Status | Registration No./Registration Date |
|---------------------------------|---|---------------|---|
| A GLUTEN FREE FOOD GF logo | 85/609,671 26-APR-2012 | Registered | 4,851,546 10-NOV-2015 |
| AISLE HELP | 86/867,207 06-JAN-2016 | Registered | 4,968,915 31-MAY-2016 |
| BERKLEY & JENSEN | 75558885 25-SEP-1998 | Registered | 2,696,009 11-MAR-2003 |
| BERKLEY & JENSEN | 76514738 16-MAY-2003 | Registered | 2,904,282 23-NOV-2004 |
| BERKLEY JENSEN | 86/352,257 30-JUL-2014 | Registered | 5,069,147 25-OCT-2016 |
| BJ'S CHARITY PRO-AM AND DESIGN | 85/795,900 6-DEC-2012 | Registered | 4,511,870 08-APR-2014 |
| BJ'S THE POWER OF PINK & DESIGN | 85/617,958 6-MAY-2012 | Registered | 4,495,394 11-MAR-2014 |
| BJ'S TODO EN CUANTO A AHORROS | 85/446342 13-OCT-2011 | Registered | 4,135,574 1-MAY-2012 |
| BJ'S | 74285971 18-JUN-1992 | Registered | 1,751,720 09-FEB-1993 |
| BJ'S AUTO BUYING PROGRAM | | Registered | 3,665,408 11-AUG-2009 |
| BJ'S BUDDIES | 75421749 22-JAN-1998 | Registered | 2,253,061 15-JUN-1999 |
| BJ'S BUDDIES logo | 75403720 10-DEC-1997 | Registered | 2,255,097 22-JUN-1999 |
| BJ'S CAR RENTALS | 76323252 09-OCT-2001 | Registered | 2,609,665 20-AUG-2002 |
| BJ'S CHARITABLE FOUNDATION logo | 76681842 14-SEP-2007 | Registered | 3,447,355 17-JUN-2008 |
| BJ'S CHECKS | 86/094,407 17-OCT-2013 | Registered | 4,685,645 10-FEB-2015 |
| BJ'S COOKING CLUB | 86/787,317 14-OCT-2015 | Registered | 5,089,319 29-NOV-2016 |
| BJ'S EASY ORDER | 76708354 15-JUL-2011 | Registered | 4,368,729 16-JUL-2013 |
| BJ'S EASY RENEWAL | 86/225,136 18-MAR-2014 | Registered | 4,757,129 16-JUN-2015 |

| Title | Application No./Application Date | Status | Registration No./Registration Date |
|--------------------------------|---|---------------|---|
| BJ'S FEEDING COMMUNITIES | 85/580,865 27-MAR-2012 | Registered | 4,230,168 23-OCT-2012 |
| BJ'S GAS | 75424018 27-JAN-1998 | Registered | 2,294,729 23-NOV-1999 |
| BJ'S GREEN DOING OUR PART | 76692311 22-AUG-2008 | Registered | 3,966,519 24-MAY-2011 |
| BJ'S HEARING CENTER | 86/352,911 30-JUL-2014 | Registered | 4,833,151 13-OCT-2015 |
| BJ'S HOME IMPROVEMENT | 76655656 24-FEB-2006 | Registered | 3,207,210 13-FEB-2007 |
| BJ'S MEMBER PRICING | 76661858 20-JUN-2006 | Registered | 3,207,280 13-FEB-2007 |
| BJ'S MEMBERSHIP CLUB | 76590836 07-MAY-2004 | Registered | 3,163,111 24-OCT-2006 |
| BJ'S MEMBERSHIP GIVES YOU MORE | 86/375,809 25-AUG-2014 | Registered | 4,833,287 13-OCT-2015 |
| BJ'S ONESOURCE logo | 75495215 01-JUN-1998 | Registered | 2,303,685 28-DEC-1999 |
| BJ'S OPTICAL (AND DESIGN) | 76655606 24-FEB-2006 | Registered | 3,207,209 13-FEB-2007 |
| BJ'S OPTICAL DEPARTMENT | 74324500 21-OCT-1992 | Registered | 1,785,985 03-AUG-1993 |
| BJ'S OPTICAL WORDMARK | 87/273506 19-DEC-2016 | Pending | |
| BJ'S PERKS ELITE | 86/376,286 25-AUG-2014 | Registered | 4,918,959 15-MAR-2016 |
| BJ'S PERKS PLUS | 86/376,278 25-AUG-2014 | Registered | 4,918,958 15-MAR-2016 |
| BJ'S PERKS REWARDS | 86/376,253 25-AUG-2014 | Registered | 4,918,957 15-MAR-2016 |
| BJ'S PROTECTION PLUS | 76339355 16-NOV-2001 | Registered | 2,631,398 08-OCT-2002 |
| BJ'S STATIONERY | 86/394,233 14-SEP-2014 | Registered | 4,923,670 22-MAR-2016 |
| BJ'S TIRE CENTER | 75782116 23-AUG-1999 | Registered | 2,360,284 20-JUN-2000 |
| BJ'S TIRE SERVICE CENTER logo | 76190266 05-JAN-2001 | Registered | 2,584,848 25-JUN-2002 |

| Title | Application No./Application Date | Status | Registration No./Registration Date |
|---------------------------------|---|---------------|---|
| BJ'S TRAVEL | 76699770 07-OCT-2009 | Registered | 3,858,627 12-OCT-2010 |
| BJ'S VACATIONS | 75494271 01-JUN-1998 | Registered | 2,281,085 28-SEP-1999 |
| BJ'S WHOLESALE CLUB | 74204703 18-SEP-1991 | Registered | 1,707,159 11-AUG-1992 |
| BJ'S WHOLESALE CLUB | 76566934 10-DEC-2003 | Registered | 2,910,211 14-DEC-2004 |
| BJ'S WHOLESALE CLUB (WORD MARK) | 74006102 30-NOV-1989 | Registered | 1,643,993 07-MAY-1991 |
| COOK SMART, EAT FRESH | 86/786,722 13-OCT-2015 | Registered | 5,089,316 29-NOV-2016 |
| EARTH'S PRIDE ALL NATURAL | 85/553,184 27-FEB-2012 | Registered | 4,580,555 05-AUG-2014 |
| EARTH'S PRIDE PET | 85/783,024 19-NOV-2012 | Registered | 4,632,938 04-NOV-2014 |
| EARTH'S PRIDE ORGANICS | 76645993 31-AUG-2005 | Registered | 3,591,643 17-MAR-2009 |
| FARM TO CLUB LOCALLY GROWN | 85406845 25-AUG-2011 | Registered | 4,134,821 1-MAY-2012 |
| FUEL UP WITH SAVINGS | 86/867,149 06-JAN-2016 | Registered | 4,968,914 31-MAY-2016 |
| FUEL YOUR FUNDRAISER | 76655604 24-FEB-2006 | Registered | 3,190,783 02-JAN-2007 |
| GENERATION EARTH | 85/563,666 8-MAR-2012 | Registered | 4,584,892 12-AUG-2014 |
| GENERATION EARTH | 85/692,457 1-AUG-2012 | Registered | 4,618,000 07-OCT-2014 |
| GENERATION EARTH | 85/692,444 1-AUG-2012 | Registered | 4,617,999 07-OCT-2014 |
| GLUTEN FREE GF logo and design | 85/9,832,887 26-APR-2012 | Registered | 4,851,679 10-NOV-2015 |
| HEALTHY HELPINGS | 77684230 05-MAR-2009 | Registered | 3,930,182 08-MAR-2011 |
| INNER CIRCLE | 74021047 22-JAN-1990 | Registered | 1,644,000 07-MAY-1991 |
| IT ALL STACKS UP | 85/481605 28-NOV-2011 | Registered | 4,215,472 25-SEP-2012 |

| Title | Application No./Application Date | Status | Registration No./Registration Date |
|--------------------------------------|---|---------------|---|
| JOY & BLISS | 85/756,294 17-OCT-2012 | Registered | 4,475,984 28-JAN-2014 |
| LIVING HOME | 85/702,736 14-AUG-2012 | Registered | 4,398,768 10-SEP-2013 |
| LIVING HOME | 85/703,125 14-AUG-2012 | Registered | 4,378,843 06-AUG-2013 |
| LYNDON REEDE | 76654362 27-JAN-2006 | Registered | 3,366,314 08-JAN-2008 |
| MODA PIAZZA | 85/435492 12-MAY-2011 | Registered | 4,235,135 30-OCT-2012 |
| MY BJ'S PERKS | 86/338,042 15-JUL-2014 | Registered | 4,918,895 15-MAR-2016 |
| PICK UP & PAY | 86/402,067 22-SEP-2014 | Registered | 4,915,469 8-MAR-2016 |
| PROUD TO BE ORGANICALLY ME. BJ's | 85/844,225 07-FEB-2013 | Registered | 4,561,068 01-JUL-2014 |
| ROZZANO | 76522346 05-JUN-2003 | Registered | 3,313,025 16-OCT-2007 |
| SAMPLE THE SAVINGS | 76704266 26-AUG-2010 | Registered | 4,077,348 27-DEC-2011 |
| STRETCHFLEX | 76695951 23-FEB-2009 | Registered | 3,829,742 03-AUG-2010 |
| STRETCHFLEX | 87082733 24-JUN-2016 | Registered | 5,133,264 31-JAN-2017 |
| THE MEMBERSHIP THAT PAYS YOU BACK | 76702618 26-APR-2010 | Registered | 3,888,387 14-DEC-2010 |
| THE TIME TO MAKE A DIFFERENCE IS NOW | 85/795,585 5-DEC-2012 | Registered | 4,593,588 26-AUG-2014 |
| WE ARE TREE POSITIVE | 85/783,047 19-NOV-2012 | Registered | 4,593,554 26-AUG-2014 |
| WELLSLEY FARMS | 76508426 21-APR-2003 | Registered | 2,990,045 30-AUG-2005 |
| WELLSLEY FARMS | 86/464,188 25-NOV-2014 | Registered | 4,969,667 31-MAY-2016 |
| WELLSLEY FARMS | 86/375,801 25-AUG-2014 | Registered | 5,069,174 25-OCT-2016 |

| Title | Application No./Application Date | Status | Registration No./Registration Date |
|--|---|---------------|---|
| BJ'S "ADOPT-A-SCHOOL" PROGRAM PARTNERS WITH PARENTS AND CHILDREN | 76697269 06-MAY-2003 | Registered | 3,851,921 28-SEP-2010 |
| BJ's BUCKS | 75021441 17-NOV-1995 | Registered | 2,000,126 10-SEP-1996 |
| LITTLE BUNDLES | 76701383 27-JAN-2010 | Registered | 3,894,124 21-DEC-2010 |
| LITTLE GROOVERS | 76698697 30-JUL-2009 | Registered | 3,835,444 17-AUG-2010 |
| LIVING HOME | 76523810 11-JUN-2003 | Registered | 3,142,545 12-SEP-2006 |
| SIMPLY H2O BY BERKLEY & JENSEN | 76632514 02-MAR-2005 | Registered | 3,165,768 31-OCT-2006 |
| LANESBORO | 76554634 09-OCT-2003 | Registered | 3,181,310 05-DEC-2006 |