

UNITED STATES DISTRICT COURT DISTRICT OF MASSACHUSETTS
Caissie v. BJ's Warehouse Club, Inc.

To: Certain Present and Former Mid-Managers at BJ's Warehouse Club, Inc.

Re: Settlement of Class Action Lawsuit

Date: February 24, 2010

SUMMARY OF CLASS ACTION SETTLEMENT

What is the Lawsuit About and Why Was This Notice Sent?

A former mid-manager of BJ's Wholesale Club, Inc. filed a lawsuit against BJ's alleging that he should have been classified as a non-exempt employee and that he was entitled to overtime. Two additional mid-managers later joined the lawsuit. The attached Notice tells you about your rights and responsibilities under the proposed settlement. *See further details on page 2 of the Official Notice, which follows this Summary.*

Who is Affected by the Proposed Settlement?

You are receiving this Notice because you were a mid-manager who held one of the following positions during the time period stated in the Notice and as such you are eligible to receive money from this Settlement: Bakery Managers, Closing Managers, Customer Services Managers, Deli/Seafood/Chicken Rotisserie Managers, Maintenance Recovery Managers, Meat Managers, Membership Acquisition and Retention Managers, Merchandise Assistants/Night Merchandise Assistants (including the Food, General Merchandise, and Zone II), Night Inventory Control Managers, Perishables Managers, Receiving/Inventory Control Managers, Receiving Managers/Night Receiving Managers, Replenishment Manager/Night Replenishment Managers, Tire Installation Managers, Front Line Shift Managers, Import-Export Managers, Jewelry Department Managers, Specialty Sales Managers, Mid-Managers In Training, Night Mid-Merchants and Mid-Merchants. *See further details on pages 2-3 of the Official Notice.*

What Are Your Options?

You can choose to: (1) participate in the Settlement and receive money from the Settlement fund by filing a Consent to Join and Claim Form; (2) do nothing; (3) request to be excluded from the Settlement; or (4) object to the Settlement and/or request by Class Counsel for an award of attorneys fees, service awards to the plaintiffs, and reimbursement of expenses. *See further details on pages 4-6 of the Official Notice.*

How Much Can You Expect to Receive and How Can You Participate in the Settlement?

If the Settlement is approved, BJ's will pay a total of \$9,194,499 into a fund. After subtracting the costs related to the Settlement, including attorney's fees for the lawyers representing the plaintiff class, the remaining money in the fund will be divided proportionally among all of the class members. **Any class member who makes a valid claim will receive his or her fair share of the Settlement money. The estimated amount of money you will receive if you join the lawsuit is [APPLICABLE AMOUNT], as explained on page 1 of the attached Claim Form.** If you return the enclosed "Consent to Join and Claim Form" postmarked by July 21, 2010 and the Court approves the Settlement, you will receive a monetary award, as set forth above. *See further details on pages 3-4 of the Official Notice and on pages 1-2 of the Consent to Join and Claim Form.*

What if You Do Nothing or Exclude Yourself from the Settlement?

If you do not return the “Consent to Join and Claim Form” enclosed with this Notice or submit a request for exclusion from the Settlement, you will not receive any money from the Settlement. In addition you would have likely released and waived any right to bring a similar lawsuit under state law, except in Ohio. You may still have the right under federal or Ohio law to file a complaint, but you will not receive any money pursuant to this Settlement. *See further details on page 5 of the Official Notice.*

You may entirely exclude yourself from the Settlement by submitting a “Request for Exclusion.” **If you exclude yourself from the Settlement, you will not receive any recovery from the Settlement fund.** You will also retain the right to assert any claims you may have against BJ’s relating to the payment of wages or hours of work. *See further details on page 5 of the Official Notice.*

No Retaliation

BJ’s is encouraging all of the eligible current and former mid-managers to accept their share of the Settlement. Whether you are a current or former BJ’s employee, BJ’s will not take any action against employees who join the Action or participate in the Settlement. *See further details on page 5 of the Official Notice.*

What if You Have Questions?

The attached Notice only summarizes this lawsuit, the Settlement, and related matters. For more information about the Settlement or if you have any questions regarding the Settlement, you may examine the Court file for the lawsuit, contact the Settlement Administrator or contact the law firm representing the class. The following is the contact information for the law firm representing the class:

KLAFTER OLSEN & LESSER LLP
Seth R. Lesser, Esq.
Fran L. Rudich, Esq.
Two International Drive, Suite 350
Rye Brook, NY 10573
Ph: 914.934.9200
Fax: 914.934.9220
www.klafterolsen.com

See further details on page 6 of the Official Notice.

**THE OFFICIAL COURT NOTICE WITH FURTHER
DETAILS IMMEDIATELY FOLLOWS THIS SUMMARY**

OFFICIAL COURT NOTICE OF SETTLEMENT OF CLASS ACTION

To: Certain Present and Former Mid-Managers at BJ's Warehouse Club, Inc.
("BJ's" or the "Company")

Re: Settlement of Class Action Lawsuit

Date: February 24, 2010

INTRODUCTION

- The parties have reached a proposed settlement of \$9,194,499 to settle this case. Please read this Notice carefully. It contains important information about your rights concerning the class action settlement described below.
- As described more fully below, to participate in the Settlement, you must send a properly completed Consent to Join and Claim Form to the Settlement Administrator that must be postmarked by July 21, 2010. If you fail to turn in a timely Consent to Join and Claim Form, you will receive no money from the Settlement. Depending on what state you live in (*see* below), unless you "Opt-Out" of the Settlement by mailing by May 31, 2010 a written, signed statement to the Settlement Administrator that you are opting out of the settlement, you will be bound by the terms of the Settlement, whether or not you submit a Consent to Join and Claim Form.
- BJ's is encouraging all Class Members to participate in this Settlement. The law prohibits retaliation against current or former employees who participate in settlements.

IMPORTANT DEADLINES:

- Deadline to opt-out of the Settlement: must be postmarked by May 31, 2010.
- Deadline to object to the Settlement: must be filed and served by May 31, 2010.
- Deadline to submit Consent to Join and Claim Form: must be postmarked by July 21, 2010.

This Notice explains the lawsuit and the terms of the Settlement and explains your rights and obligations. The Notice should not be understood as an expression of any opinion by the Court as to the merits of any of the claims or defenses asserted by the parties. The Notice contains information about the following topics:

1. What is the Lawsuit About and Why Was This Notice Sent?
2. Who is Affected by the Proposed Settlement?
3. What Are Your Options?
4. What Are the Terms of the Proposed Settlement and How Much Can You Expect to Receive?
5. Who Represents the Parties and How Will the Attorneys for the Class Get Paid?
6. How Can You Participate in the Settlement?
7. What If You Do Nothing?
8. No Retaliation
9. How Can You Exclude Yourself or "Opt-Out" of the Settlement?
10. How Can You Object?
11. What if You Have Questions?

1. What is the Lawsuit About and Why Was This Notice Sent?

Former mid-managers of BJ's Wholesale Club, Inc. ("BJ's" or the "Company") sued BJ's in a lawsuit, claiming that certain mid-managers (identified below) (collectively "mid-managers") were not paid proper overtime wages for weeks in which they worked more than 40 hours because they were classified by the Company as "exempt" from federal and state overtime pay requirements.

BJ's denies Plaintiffs' allegations and asserts that its pay practices with respect to all mid-managers have complied with all legal requirements.

The lawsuit is before Judge Michael Ponsor, United States District Judge for the United States District Court for the District of Massachusetts. After litigating the case for approximately one year and engaging in discovery and extensive negotiations, the parties have reached a proposed settlement of all claims. The Court has granted preliminary approval of the Settlement and has scheduled a hearing on June 21, 2010 at 2:00 p.m. at the United States Courthouse in Springfield, Massachusetts to determine whether to grant final approval. This Notice tells you about your rights and responsibilities under the proposed settlement.

2. Who is Affected by the Proposed Settlement?

The proposed settlement affects individuals who worked for BJ's in the following mid-manager positions:

- Bakery Manager
- Closing Manager
- Customer Services Manager
- Deli/Seafood/Chicken Rotisserie Manager
- Maintenance Recovery Manager
- Meat Manager
- Membership Acquisition and Retention Manager
- Merchandise Assistant/Night Merchandise Assistant (including the Food, General Merchandise, and Zone II designations)
- Night Inventory Control Manager
- Perishables Manager
- Receiving/Inventory Control Manager
- Receiving Manager/Night Receiving Manager
- Replenishment Manager/Night Replenishment Manager
- Tire Installation Manager
- Front Line Shift Manager
- Import-Export Manager
- Jewelry Department Manager
- Specialty Sales Manager
- Mid-Manager In Training
- Night Mid-Merchant
- Mid-Merchant

The Court has certified, for settlement purposes only, the following classes:

FEDERAL CLASS: The federal class consists of all individuals who have worked anywhere in the United States for BJ's in the mid-manager positions described above within the three years prior to the timely return of their Consent to Join and Claim Form.

QUESTIONS? VISIT WWW.MIDMANAGERSSETTLEMENT.COM OR CALL TOLL-FREE 1 (888) 404-8013

STATE CLASS: The state class consists of all individuals who have worked for BJ's in the mid-manager positions described above in Connecticut, Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, and/or Virginia who do not request to be excluded from the Settlement. You must have worked in one of these states during the time periods indicated to be eligible to participate in the Settlement:

On or after January 24, 2004	Maine New York
On or after November 18, 2005	Massachusetts
On or after January 24, 2007	Maryland Pennsylvania Rhode Island South Carolina Virginia
On or after January 24, 2008	Connecticut Florida Georgia New Hampshire New Jersey North Carolina
On or after January 24, 2009	Delaware

You can be in either the Federal Class, the State Class, *or both*, and, if so, you can take part in the Settlement by returning a Consent to Join and Claim Form by July 21, 2010. If you do not return the Consent to Join and Claim Form, you may nevertheless be a member of the State Class and, if so, your rights will be impacted if the Settlement is approved by the Court. See the "What If You Do Nothing?" section below.

3. What Are Your Options?

You have four options with regards to this Settlement. You can:

- (1) participate in the Settlement by filing a Consent to Join and Claim Form;
- (2) do nothing;
- (3) request to be excluded from the Settlement; or
- (4) object to the Settlement and/or request by Class Counsel for an award of attorneys fees, service awards to the plaintiffs, and reimbursement of expenses.

Details about how each option would affect your rights are explained below.

4. What Are the Terms of the Proposed Settlement and How Much Can You Expect to Receive?

If the Settlement is approved, BJ's will pay \$9,194,499 ("Settlement Amount") into a fund. This fund will pay Class Counsel's fees and litigation costs, one-half (50%) of the cost of settlement administration, the full amount of both the participating class members' W-2 tax withholdings (and state/local withholdings if applicable) and any employer share of payroll taxes on back wage payments made to participating claimants, and service payments to the named plaintiff and two party plaintiffs who joined this lawsuit prior to the Settlement.

After the deductions, the resulting amount is anticipated to be \$5,929,258. This amount will be distributed among members of the Settlement who submit a valid and timely Consent to Join and Claim Form. The amount each person who returns the form will receive will be determined by dividing the wages earned while in one or more of the affected mid-manager positions during the period covered by the Settlement by the total amount of wages earned by all such mid-managers during the period covered by the Settlement. Each person thus will get a proportional share based upon the wages they earned as an affected mid-manager.

The amount of wages you earned during the period covered by the Settlement, as reflected in the records provided by BJ's to the Settlement Administrator, is set forth in the Consent to Join and Claim Form included with this Notice. Also indicated is the amount that you would be anticipated to receive if the Settlement is approved and the requested attorneys' fees and costs and named plaintiff service awards are approved. If you believe that the amount of your wages is not accurate, you can indicate your disagreement on the Claim Form, but if you do so, you must provide pay-stubs or other documentation supporting your claim.

The period covered by the Settlement for you is at least three years prior to the date you return a Consent to Join and Claim Form through the date of January 24, 2010 and begins earlier if you worked in a BJ's store in Maine, Massachusetts, New York, Maryland, Pennsylvania, Rhode Island, South Carolina, or Virginia as indicated by the commencement period set forth in the state chart above.

Net settlement funds not paid out to settle claims shall be distributed to a charitable organization approved by the Court or otherwise as directed by the Court.

5. Who Represents the Parties and How Will the Attorneys for the Class Get Paid?

Attorneys for Plaintiffs & the Class:

KLAFTER OLSEN & LESSER LLP

Seth R. Lesser, Esq.
Fran L. Rudich, Esq.
Two International Drive, Suite 350
Rye Brook, NY 10573
Ph: 914.934.9200
Fax: 914.934.9220
www.klafterolsen.com

The named plaintiffs for the proposed settlement are Kevin Caissie, Greg Bryant and Lee Smith, former BJ's mid-managers.

Class Counsel will apply to the Court for legal fees and reimbursement of costs of litigation in an amount of no more than thirty percent (30%) of the total settlement amount. Class Counsel will also request service awards of no more than \$10,000 for each named plaintiff. The actual amount awarded will be determined by the Court to ensure that the amount of attorneys' fees and costs is reasonable.

Attorneys for Defendant are:

CONSTANGY, BROOKS & SMITH LLP

Ellen C. Kearns, Esq.
Christopher M. Pardo, Esq.
Counsel for Defendant
535 Boylston Street, Suite 902
Boston, MA 02116
Ph: 617.849.7880
Fax: 617.849.7870

6. How Can You Participate in the Settlement?

If you return the enclosed "Consent to Join and Claim Form" postmarked by July 21, 2010 and the Court approves the Settlement, you will receive a monetary award, as set forth above.

A copy of the Consent to Join and Claim Form is enclosed with this Notice and may also be obtained by contacting the Settlement Administrator listed below or by downloading it from either of these two websites: www.MidManagersSettlement.com or www.klafterolsen.com. The address of the Settlement Administrator appears at the end of this Notice.

QUESTIONS? VISIT WWW.MIDMANAGERSSETTLEMENT.COM OR CALL TOLL-FREE 1 (888) 404-8013

Upon approval of the Settlement by the Court and such approval becoming final, you will be unable to bring any claim against BJ's based on hours of work or rates of pay in conjunction with your employment in the mid-manager positions described above during the Relevant Period applicable to you.

7. What if You Do Nothing?

Individuals who do not return the "Consent to Join and Claim Form" enclosed with this Notice or submit a request for exclusion from the Settlement will not receive any money from the Settlement.

If you have already filed a Consent to Join and Claim Form and do nothing more, you will be bound by the Settlement and will, upon approval of the Settlement by the Court and that approval becoming final, be deemed to have released all your federal, state, and local claims for payment of hours worked for BJ's during the Relevant Period applicable to you. You will receive a payment by mail at your last known address.

If you do nothing and have worked for BJ's in Connecticut, Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, and/or Virginia, upon approval of the Settlement by the Court and that approval becoming final, you will be deemed to have released and waived any claims during the Relevant Period applicable to you under state or local laws, which were, or could have been, alleged based on the facts set forth in the Complaint. You may still have the right under federal or Ohio law to file a complaint if the deadline to file such a claim has not already expired. However, you will not receive any money pursuant to this Settlement.

8. No Retaliation

BJ's is encouraging all class members to participate in the Settlement. Whether you are a current or former BJ's employee, your decision as to whether or not to submit a Consent to Join and Claim Form will in no way affect your employment with BJ's. BJ's is prohibited by law from taking any action against employees who join the Action or participate in the Settlement.

9. How Can You Exclude Yourself or "Opt-Out" of the Settlement?

If you are a member of the State Class described above (meaning you worked in a listed mid-manager position in a BJ's store in the state indicated during the period indicated), you may exclude yourself from the Settlement by submitting a "Request for Exclusion" to the Settlement Administrator. If you exclude yourself, you will not participate in these proceedings, nor will you receive any recovery from the net settlement fund. You will also retain the right to assert any claims you may have against BJ's relating to the payment of wages or hours of work.

To exclude yourself from the State Class, you must submit a Request for Exclusion from the settlement class, in writing to the Settlement Administrator, with a postmark date of no later than May 31, 2010. This Request for Exclusion should include your name and address, and should state: (1) that you are requesting to be excluded from the Parties' settlement in the case *Caissie, et al. v. BJ's Wholesale Club, Inc.*, Case No. 08-CV-30220-MAP; and (2) that you understand that by excluding yourself from the Settlement, you will receive no funds in conjunction with the case.

If you are not a member of the State Class described above, you need not do anything to exclude yourself from this Settlement as you will only be a member of the Federal Class if you timely submit a Consent to Join and Claim Form to the Settlement Administrator at the address at the end of this Notice.

10. How Can You Object?

You can only object to the terms of the Settlement and/or either to the attorneys' request for fees and expenses or to the named plaintiffs' request for a service award *if you do not* submit a timely and complete Request for Exclusion *or* are not a member of the State Class and do nothing. You may both object to the Settlement or to the award requests and participate in the Settlement, but you must timely file a Consent to Join and Claim Form to receive any money.

In order to object to the Settlement and/or Request for Fees and Expenses, you must file a copy of your written objection with the Court at the United States Courthouse, 300 State Street, Springfield, Massachusetts 01105, and mail a copy of your written objection to the counsel for the parties identified above no later than May 31, 2010. Any written objection must be signed and state each specific reason in support of your objection and any legal support for each objection. **PLEASE DO NOT TELEPHONE THE COURT.**

If you submit a timely objection, you may also appear, at your own expense, at the Final Approval Hearing. However, to appear at the Final Approval Hearing in Court, you must first submit a "Notice of Intention to Appear at the Final Approval Hearing" - which is currently set for June 21, 2010 at 2:00 p.m. at the United States Courthouse, 300 State Street, Springfield, Massachusetts 01105. You can represent yourself or appear through your own attorney. To do so, you or your attorney must also file a "Notice of Appearance" with the Clerk of the United States District Court, District of Massachusetts, and deliver copies to each of the attorneys listed above, no later than May 31, 2010.

If You Intend To Object To The Settlement AND/OR FEE AND EXPENSE REQUEST, But Wish To Receive Your Share Of The NET Settlement Funds, You Must Still Timely File Your CONSENT TO JOIN AND CLAIM FORM As Stated Above.

OTHERWISE, If The Court Approves The Settlement Despite Your Or Any Other Objections And You Have Not Submitted A CONSENT TO JOIN AND Claim Form , You Will Not Receive Any Proceeds From The Settlement.

11. What if You Have Questions?

This Notice only summarizes this lawsuit, the Settlement, and related matters. For more information about the Settlement or if you have any questions regarding the Settlement, you may examine the Court file for the lawsuit, contact the Settlement Administrator or contact Class Counsel.

In order to see the complete court file, including a copy of the settlement agreement, you should visit the Clerk of the Court, United States District Court for the District of Massachusetts, 300 State Street, Springfield, Massachusetts 01105. The Clerk will make all files relating to this lawsuit available to you for inspection and copying at your expense.

You can contact Class Counsel at the address or numbers listed in section 5, above. You may also obtain additional information concerning the Settlement from www.MidManagersSettlement.com or by contacting the Settlement Administrator at:

**BJ's Wholesale Club, Inc. Settlement
c/o The Garden City Group, Inc.
P.O. Box 9464
Dublin, OH 43017-4564
1 (888) 404-8013**

You can also contact the Attorneys for the Plaintiffs & the Class at the address and websites set forth earlier in this Notice.

Do not contact the Court about this matter.

Dated: February 24, 2010