

9597152  
12/29/2005 4:17:00 PM \$34.00  
Book - 9237 Pg - 478-490  
Gary W. Ott  
Recorder, Salt Lake County, UT  
FOUNDERS TITLE  
BY: eCASH, DEPUTY - EF 13 P.

F 00065015

**Prepared by and when recorded, return to:**

Robert R. DiVita, Esq.  
@ Sills Cummis Epstein & Gross  
One Riverfront Plaza, Newark, NJ 07102  
(973) 643-7000

**Site / Store #:**

2700 W. 3560 S. Street, West Valley City, Salt Lake County, UT / 5686

**Instrument:**

Assignment & Assumption of Lease

**Dated:**

Dated as of the earliest notarization but effective as of November 30, 2005

**ASSIGNOR:**

TOYS "R" US - DELAWARE, INC., a Delaware corporation, having an address at c/o Toys "R" Us, One Geoffrey Way, Wayne, NJ 07470, (973) 617-3500, as successor by name change to Toys "R" US, Inc., a Delaware corporation, as evidenced by the certificate annexed as Exhibit A attached hereto.

**ASSIGNEE:**

TRU 2005 RE I, LLC, a Delaware limited liability company, having an address at c/o Toys "R" Us, One Geoffrey Way, Wayne, NJ 07470, (973) 617-3500.

**Lease:**

The Lease identified on Exhibit B hereto, together with all amendments, modifications and supplements thereto (collectively, the "Lease"), which Lease demises that certain plot, piece or parcel of land (together with the buildings and improvements thereon erected) described therein (the "Premises"), and more particularly described at Exhibit C, attached hereto.

**Nature of Instrument:**

This Instrument is a conveyance with no change in beneficial interest.

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**Witnesseth:**

That Assignor, in consideration of the sum of One and No/100 US Dollar, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, convey, transfer, assign and warrant unto Assignee, its successors and assigns, all of its estate, right, title and interest under the Lease and Assignee does hereby assume all of the obligations under the Lease.

**Together with:**

All right, title and interest (if any) of Assignor in and to any streets and roads abutting the Premises to the center line thereof, as well as any gaps, strips or gores on, around or within the Premises.

**Together with:**

All right, title and interest (if any) of Assignor in and to any hereditaments and appurtenances, and all of the estate and rights of Assignor.

**To have and to hold:**

The Premises herein conveyed unto the Assignee, its successors and assigns forever.

**Warranty as to the Premises Conveyed Herein:**

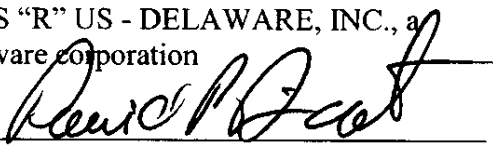
Assignor covenants with Assignee that (a) Assignor is lawfully seized of the leasehold estate under the Lease, (b) the leasehold estate under the Lease is free from all encumbrances, except those appearing in Title Commitment # 3446/F-00065015 issued by Chicago Title Insurance Company, (c) Assignor has a good right and lawful authority to sell and convey the leasehold estate under the Lease, and (d) Assignor fully warrants the leasehold title against the lawful claim of all persons. The foregoing warranty is for the sole benefit of immediate Assignee only and shall not extend to any successor assignee.

[remainder of page intentionally left blank]

In witness whereof, the undersigned, by its duly elected officer(s) and pursuant to proper authority of its board of directors has duly executed, acknowledged and delivered this instrument as of the day and year first above written.

**ASSIGNOR:**

TOYS "R" US - DELAWARE, INC., a  
Delaware corporation

By: 

Name: \_\_\_\_\_

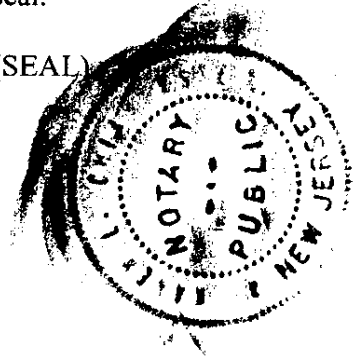
Title: \_\_\_\_\_

County of Passaic )  
 ) ss.  
State of New Jersey )

On November 9, 2005, before me, the undersigned officer, personally appeared DAVID P. PICOT, personally known and acknowledged himself / herself to me (or proved to me on the basis of satisfactory evidence) to be the V.P. of the foregoing executing entity (hereinafter, the "Entity") and that as such officer, being duly sworn, and being authorized to do so pursuant to its bylaws or a resolution of its board of directors, executed, subscribed and acknowledged the due execution of the foregoing instrument for the purposes therein contained, by signing the name of the Entity by himself / herself in his / her authorized capacity as such officer as his / her free and voluntary act and deed and the free and voluntary act and deed of said Entity. Witness my hand and official seal.

Karen L. Chiandusse  
Notary Public  
KAREN L. CHIANDUSSE  
A Notary Public Of New Jersey  
My Commission Expires July 13, 2007  
My Commissions Expires: \_\_\_\_\_

(SEAL)



In witness whereof, the undersigned, by its duly elected officer(s) and pursuant to proper authority of its board of directors has duly executed, acknowledged and delivered this instrument as of the day and year first above written.

**ASSIGNEE:**

TRU 2005 RE I, LLC, a  
Delaware limited liability company

By: Toys "R" Us - Delaware, Inc., a  
Delaware corporation, its managing  
member

By: 

Name: DAVID P. COOK

Title: MANAGING MEMBER

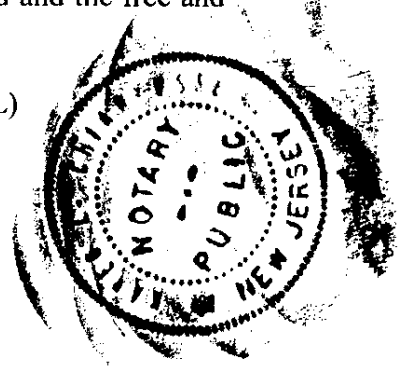
REAL ESTATE BROKER

County of Passaic )  
 ) ss.  
State of New Jersey )

On November 9, 2005, before me, the undersigned officer, personally appeared DAVID P. PICOT, personally known and acknowledged himself / herself to me (or proved to me on the basis of satisfactory evidence) to be the V.P. of the foregoing executing entity (hereinafter, the "Entity") and that as such officer, being duly sworn, and being authorized to do so pursuant to its bylaws or a resolution of its board of directors, executed, subscribed and acknowledged the due execution of the foregoing instrument for the purposes therein contained, by signing the name of the Entity by himself / herself in his / her authorized capacity as such officer as his / her free and voluntary act and deed and the free and voluntary act and deed of said Entity. Witness my hand and official seal.

Karen L. Chiandusse  
Notary Public  
KAREN L. CHIANDUSSE  
A Notary Public Of New Jersey  
My Commission Expires July 13, 2007

(SEAL)



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**Exhibit A**

Certificate

-annexed-

# Delaware

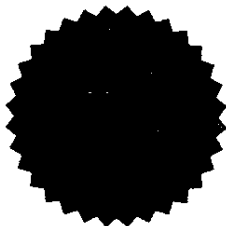
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TOYS "R" US-DELAWARE, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 1996, AT 3 O'CLOCK P.M.

0231103 8100

050876078



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4254525

DATE: 10-26-05

BK 9237 PG 485



**RESTATED CERTIFICATE OF INCORPORATION****OF****TOYS "R" US-DELAWARE, INC.**

Toys "R" Us-Delaware, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is TOYS "R" US-DELAWARE, INC. and the date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was February 14, 1928. The name under which the Corporation was formed is Interstate Department Stores, Inc. The Corporation subsequently changed its name to Toys "R" Us, Inc.

2. This Restated Certificate of Incorporation was duly adopted in accordance with Section 245 of the General Corporation Law of the State of Delaware.

3. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Certificate of Incorporation of the Corporation as heretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

4. The text of the Certificate of Incorporation of the Corporation as heretofore amended or supplemented is hereby restated, without amendment or change, to read in its entirety as follows:

**FIRST.** The name of the Corporation is TOYS "R" US-DELAWARE, INC.

**SECOND.** The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, New Castle County, Delaware 19805. The name of its registered agent at such address is the Prentice-Hall Corporation System, Inc.

**THIRD.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH.** The aggregate number of shares which the Corporation shall have the authority to issue is One Thousand (1,000) shares of Common Stock, par value \$.10 a share.

FIFTH. In all elections of directors of the Corporation, each holder of record of Common Stock shall be entitled to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them, as he may see fit. Election of directors need not be by written ballot.

SIXTH. The Board of Directors is authorized to adopt, amend, or repeal By-Laws of the Corporation.

SEVENTH. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be entitled to be indemnified by the Corporation to the extent permitted by law against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

NINTH. No director of the Corporation shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

TENTH. Any act or transaction by or involving the Corporation that requires for its adoption under the Delaware General Corporation Law or under this Certificate of Incorporation the approval of the Corporation's stockholders shall, pursuant to Section 251(g) of the Delaware General Corporation Law, require, in addition, the approval of the stockholders of the Corporation's holding company, Toys "R" Us, Inc., or any successor by merger, by the same vote as is required by the Delaware General Corporation Law and/or by the Certificate of Incorporation of the Corporation."

5. This Restated Certificate of Incorporation was duly adopted by the board of directors of the Corporation in accordance with Section 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Louis Lipschitz, its Senior Vice President-Finance and Chief Financial Officer, and attested by André Weiss, its Secretary, on the 2nd day of January, 1996.

TOYS "R" US-DELAWARE, INC.

By: Louis Lipschitz  
Louis Lipschitz  
Senior Vice President-Finance  
and Chief Financial Officer

ATTEST:

André Weiss  
André Weiss  
Secretary

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**Exhibit B**  
Lease

Original Lease:

**Name of Instrument:**

Lease

**Landlord:**

Heartland West Valley Commercial Valley Limited Partners

**Tenant:**

Toys "R" US, Inc.

**Date of Instrument:**

May 17, 1990

Evidenced of record by:

**Name of Instrument:**

Memorandum of Lease

**Dated:**

May 17, 1990

**Recorded:**

May 25, 1990

**In/As:**

Book 6223, Page 2477, Entry No. 4921425

**Exhibit C**

Premises

**ALL THAT CERTAIN LEASEHOLD PARCEL BEING A TRACT OR PARCEL OF LAND AND ALL BUILDINGS THEREON LYING OR BEING IN SALT LAKE COUNTY, UTAH, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:**

A part of the Northwest Quarter of Section 33, Township 1 South, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point on the East line of Market Street being 592.00 feet South 89° 53' 20" West along the Section line and 273.95 feet South 0° 00' 20" West from the Northeast corner of said Northwest Quarter of Section 33; running thence North 89° 53' 20" East 541.97 feet; thence South 0° 00' 44" East 46.05 feet; thence North 89° 53' 20" East 17.00 feet to the West line of 2700 West Street, said West line being 33.00 feet Westerly of and parallel to the East line of said Northwest Quarter of Section 33; thence South 0° 00' 44" West 181.25 feet along said West line; thence South 89° 53' 20" West 260.00 feet; thence North 0° 00' 44" East 25.30 feet; thence South 89° 53' 20" West 276.24 feet to the East line of Market Street at a point in a curve in which the radius point bears North 72° 03' 36" East; thence along the Easterly line of Market Street as follows: Northwesterly along the arc of a 466.66 foot radius curve to the right 146.16 feet (Long Chord bears North 8° 58' 02" West 145.57 feet, Central Angle equals 17° 56' 44") and North 0° 00' 20" East 58.17 feet to the point of beginning.

The following is shown for information purposes only: Tax 1D No. 15-33-129-027