

8

1079A-Layton Met Center  
2nd & 3rd  
PT 10-209-0009

2135153  
BK 3942 PG 2205

E 2135153 B 3942 P 2205-2212  
RICHARD T. MAUGHAN  
DAVIS COUNTY, UTAH RECORDER  
12/30/2005 04:20 PM  
FEE \$24.00 Pgs: 8  
DEP RT REC'D FOR FOUNDERS TITLE CO  
MPANY

FD 33489

**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 #:**  
1780 N. 1000 W. Street, Layton, Davis County, UT/ 5691

**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.

**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 A 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 B, attached hereto.

**Nature of Instrument:**  
This Instrument is a conveyance with no change in beneficial interest.

**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.

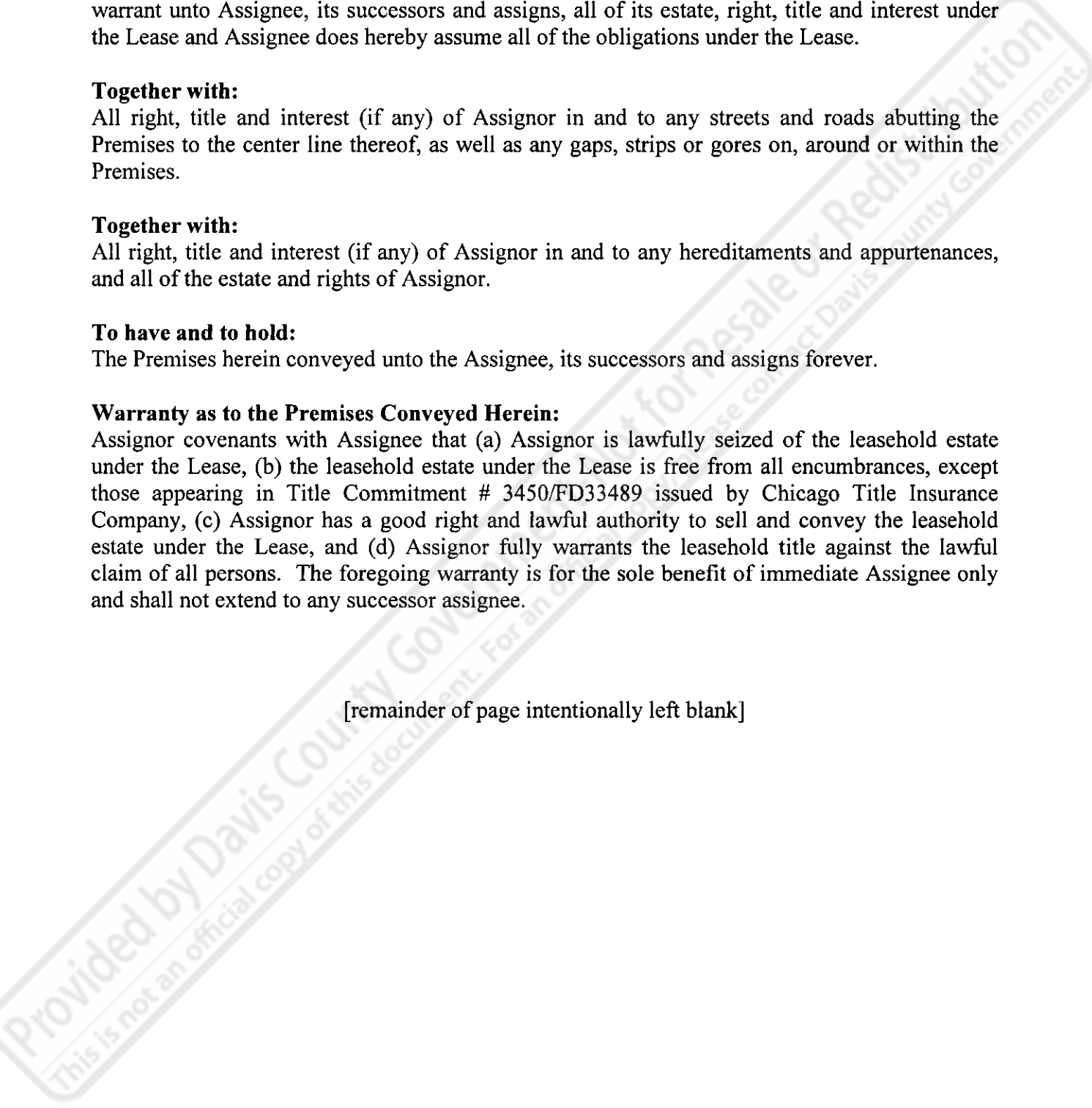
**To have and to hold:**

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 # 3450/FD33489 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: DAVID F. PICOT  
Title: PRESIDENT - REAL ESTATE  
DESIGN & CONSTRUCTION

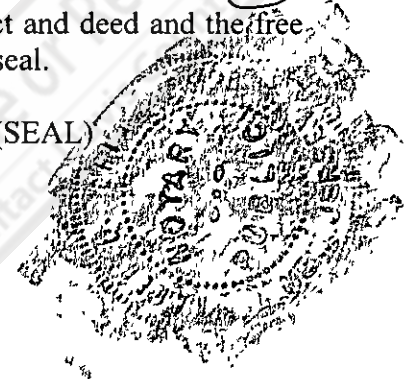
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County of Passaic )  
 ) ss.  
State of New Jersey )

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

(SEAL)



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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:**

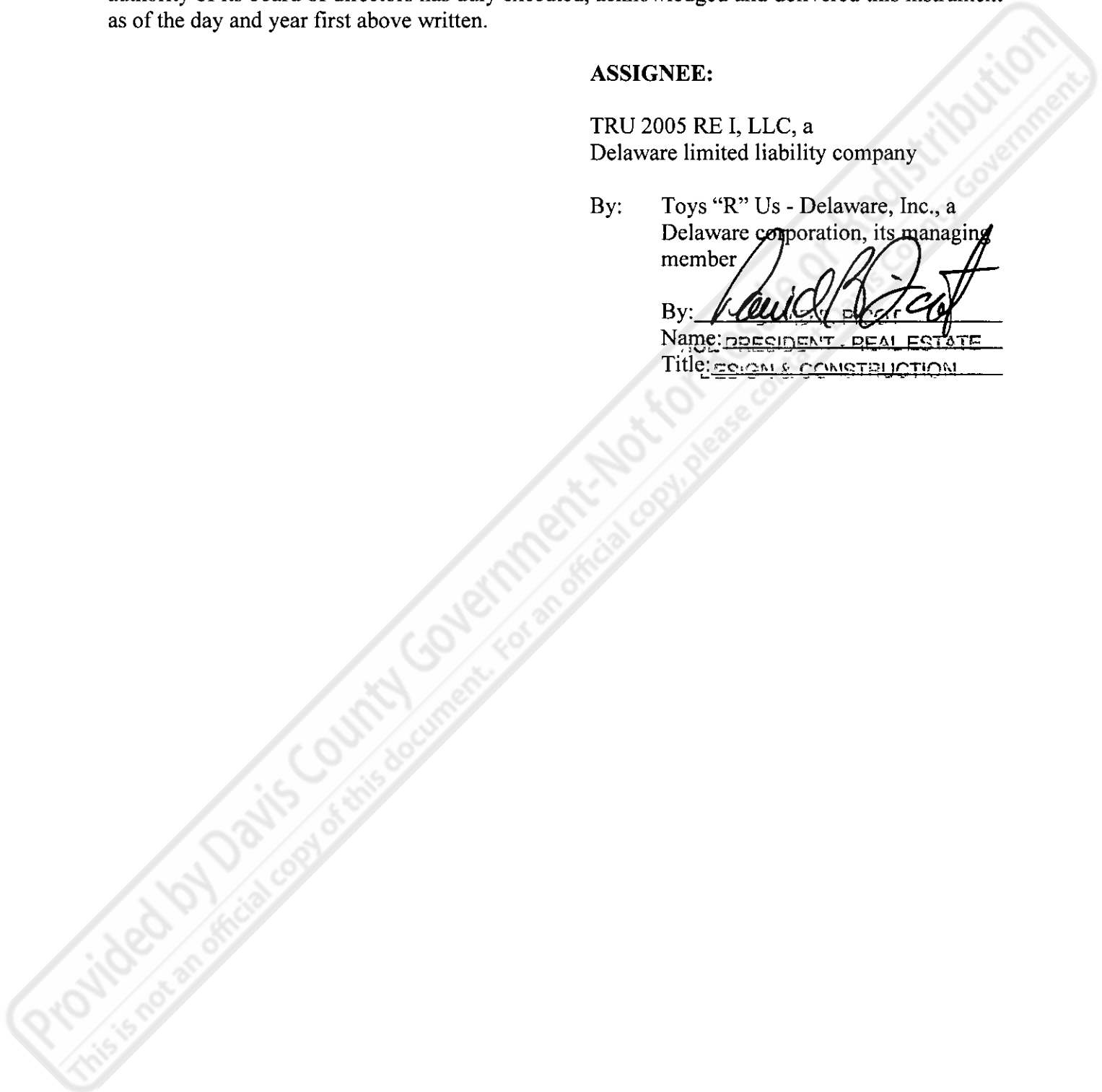
TRU 2005 RE I, LLC, a  
Delaware limited liability company

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

By: 

Name: DAVID R. SCOTT

Title: REGIONAL PRESIDENT, REAL ESTATE

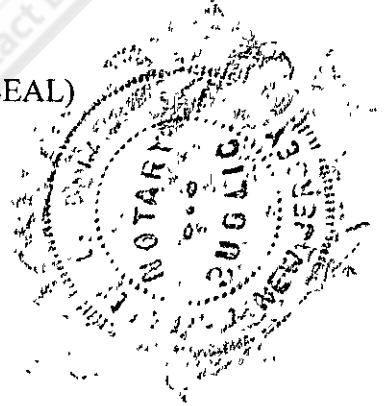


County of Passaic )  
 ) ss.  
State of New Jersey )

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 VP 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)



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**Exhibit A**  
Lease

Original Lease:

**Name of Instrument:**  
Lease

**Landlord:**  
IG, L.C.

**Tenant:**  
Toys "R" US - Delaware, Inc.

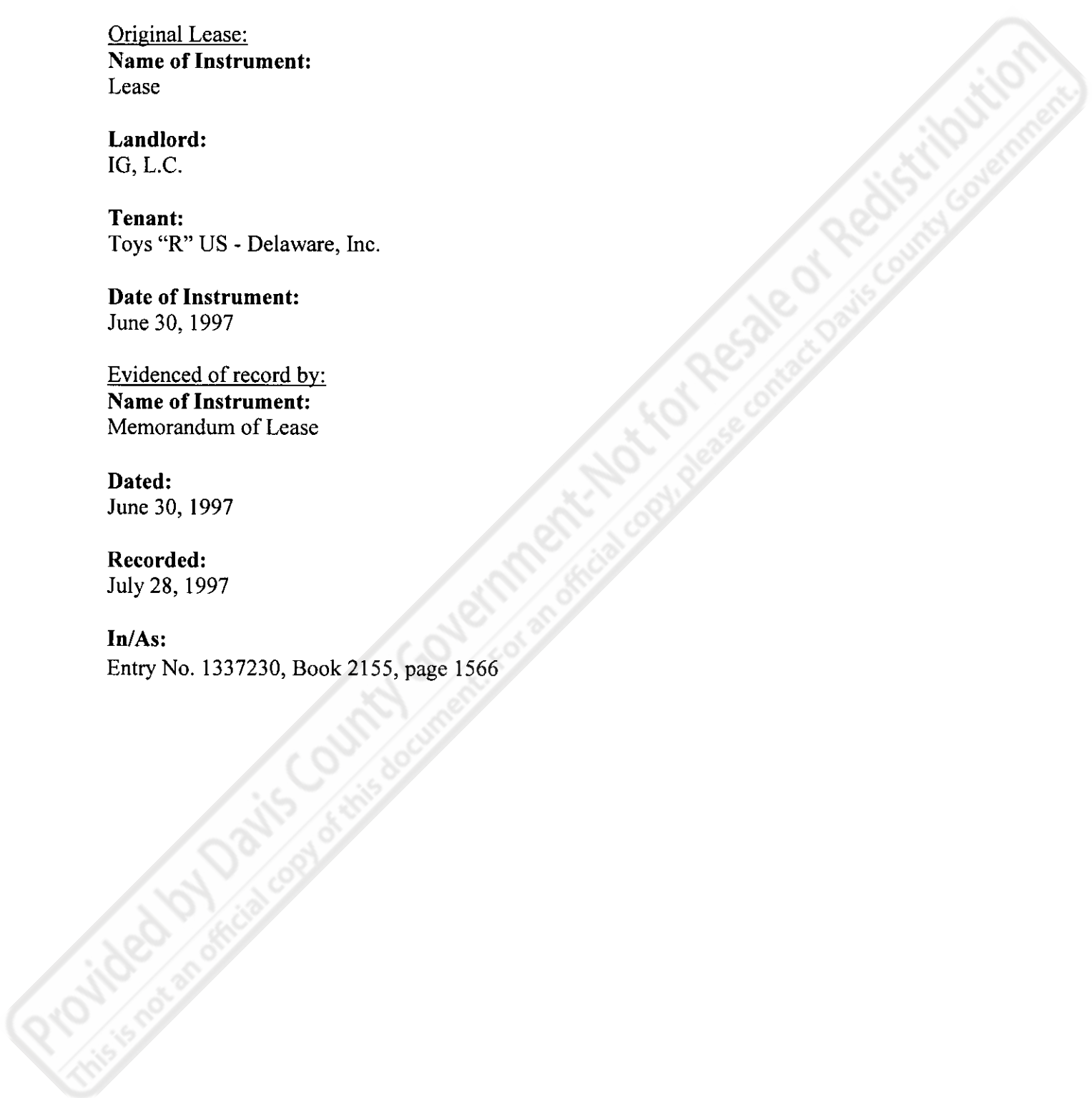
**Date of Instrument:**  
June 30, 1997

Evidenced of record by:  
**Name of Instrument:**  
Memorandum of Lease

**Dated:**  
June 30, 1997

**Recorded:**  
July 28, 1997

**In/As:**  
Entry No. 1337230, Book 2155, page 1566



**Exhibit B**

Premises

**Parcel A**

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

**A part of the Northwest Quarter of Section 17, Township 4 North, Range I West, of the Salt Lake Base Meridian being a part of Lot 9.A of Layton Market Center Subdivision 2nd Amended, County of Davis, State of Utah, further described as follows:**

**Beginning at a point which is North 00°10'04" East 34.12 feet and North 89°55'10" East 470.77 feet from the Southwest corner of Lot 9A, which point is on the East 1.000 West Street Right-of-Way Line, and is South 00°22'10" West 1320.03 feet along said Right-of-Way Line and North 89°55'10" East 1029.98 feet from the Northwest corner of the Northwest Quarter of Section 17, Township 4 North, Range 1 West, of the Salt Lake Base Meridian; thence North 89°49'56" West 200.00 feet; thence North 00°10'04" East 183.00 feet; thence South 89°49'56" East 200.00 feet; thence South 00°10'04" West 183.00 feet to the point of beginning.**

**Parcel B:**

**The Easement Rights accruing to Parcel A under the following:**

**Operation and Easement Agreement**

**Between: Dayton Hudson Corporation, a Minnesota Corporation**

**And: Woodbury Amsource, Inc., a Utah corporation**

**Recorded: February 19, 1997**

**Entry No: 1305041.**

**Book/Page 2096/1354**

**(Exhibit G)**

**The following is shown for information purposes only: Tax I.D. No. 10-200-0009**