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RANDALL A. COVINGTON
UTAH COUNTY RECORDER
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Quick Data Services, Inc.
50 West 3900 South, Suite 2-B
Salt Lake City, UT. 84107

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ASSIGNMENT AND ASSUMPTION OF LEASE

ASSIGNMENT AND ASSUMPTION OF LEASE

Prepared, under the supervision of local counsel, by and when recorded, return to:

Ivette P. Alvarado, Esq.
Cole, Schotz, Meisel, Forman & Leonard, P.A.
25 Main Street (P.O. Box 800)
Hackensack, NJ 07602

Site / Store #:

106 E. 1300 South, Orem, Utah County, Utah / Store # 6516

Instrument:

Assignment & Assumption of Lease

Dated:

As of the notary date, but effective as of November 30, 2005

Assignor:

TOYS "R" US – DELAWARE, INC., a Delaware corporation, having an address at One Geoffrey Way, Wayne, New Jersey 07470, successor by name change to Toys "R" Us, Inc., as evidenced by the certificate(s) annexed hereto as Exhibit A.

Assignee:

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

Nature of Instrument:

This Instrument is a conveyance (a) in which Assignee is a wholly-owned affiliate of Assignor, (b) with no change in beneficial interest, and (c) without monetary consideration of any kind whatsoever other than the nominal consideration recited hereinafter.

Witnesseth:

That Assignor, in consideration of the sum of One and No/100 U.S. Dollars (\$1), 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:

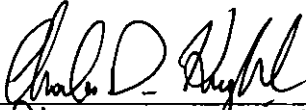
The Premises herein conveyed unto the Assignor, its successors and assigns forever.

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 # _____ issued by Stewart Title Guaranty 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.

	<p>ASSIGNOR:</p> <p>TOYS "R" US – DELAWARE, INC., a Delaware corporation</p> <p>By: <u></u></p> <p>Name: <u>Charles D. Knight</u></p> <p>Title: [Vice President]</p>
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STATE OF NEW JERSEY)

COUNTY OF Passaic) ss:

On this 9th day of November 2005, before me, the undersigned officer, personally appeared Charles D. Knight, who acknowledged herself/himself to be Vice President of Tops "R" Us - Delaware, Inc., a Delaware Corporation, and that s/he as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself/himself in such capacity.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

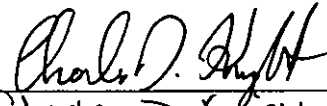
Signature: *Amy Guzman*

(Affix Notarial Seal)

Print Name: AMY GUZMAN
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 11/24/2008



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.

	<p>ASSIGNEE:</p> <p>TRU 2005 RE I, LLC, a Delaware limited liability company</p> <p>By: Toys "R" Us – Delaware, Inc., a Delaware corporation, its managing member</p> <p>By: </p> <p>Name: <u>Charles D. Knight</u></p> <p>Title: VP</p>
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STATE OF NEW JERSEY)
) ss:
COUNTY OF Passaic)

On this 9th day of November 2005, before me, the undersigned officer, personally appeared Charles D. Knight, who acknowledged herself/himself to be Vice President of Toys "R" Us – Delaware, Inc., and that s/he as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself/himself in such capacity.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Signature: *Amy Guzman*
Print Name: AMY GUZMAN

NOTARY PUBLIC OF NEW JERSEY
Commission Expires 11/24/2008

(Affix Notarial Seal)



Exhibit A

ENT

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Certificate(s)

-see annexed-

Delaware

PAGE 1

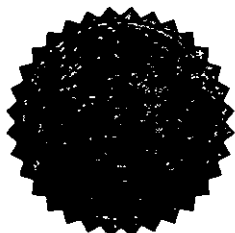
The First State

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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

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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 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

Lease

ORIGINAL LEASE:

Name of Instrument:

Lease

Landlord:

University Square Associates, Ltd..

Tenant:

Toys "R" Us, Inc.

Date of Instrument:

7/10/1995

EVIDENCED OF RECORD BY:

Name of Instrument:

Memorandum of Lease

Dated:

7/10/1995

Recorded:

8/7/1995

In/As:

Book 3736, Page 894

EXHIBIT A-1

Description of Landlord's Parcel

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Lots 2, 4 and 5, University Square, Plat "A", a Subdivision according to the official plat thereof on file and of record in the office of the Utah County Recorder.

Also Lot 1, University Square, Plat "C", a Subdivision according to the official plat thereof on file and of record in the office of the Utah Recorder.

EXHIBIT A-2Description of Shopping CenterENT ~~3888~~ ~~BL 3774~~ ~~PL 956~~

LOT 1

BEGINNING AT A POINT THAT IS NORTH 00°44'08" WEST 1956.41 FEET ALONG THE SECTION LINE AND EAST 57.74 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 6 SOUTH, RANGE 2 EAST, SALT LAKE BASE AND MERIDIAN AND RUNNING THENCE SOUTH 89°15'43" EAST 364.95 FEET; THENCE SOUTH 00°44'17" WEST 349.00 FEET; THENCE NORTH 89°15'43" WEST 19.00 FEET; THENCE SOUTH 00°44'17" WEST 140.00 FEET; THENCE SOUTH 89°15'43" EAST 60.00 FEET; THENCE SOUTH 00°44'17" WEST 135.01 FEET; THENCE NORTH 89°15'43" WEST 138.04 FEET; THENCE SOUTH 64°12'01" WEST 310.01 FEET; THENCE NORTH 00°13'54" WEST 742.29 FEET TO A TANGENT POINT ON A 20 FOOT RADIUS CURVE TO THE RIGHT (CHORD BEARS NORTH 45°15'11" EAST 28.52 FEET); THENCE 31.75 FEET ALONG THE ARC OF SAID CURVE TO THE POINT OF BEGINNING.
CONTAINING 5.95 ACRES.

LOT 2

BEGINNING AT A POINT THAT IS NORTH 00°44'08" WEST 1956.41 FEET ALONG THE SECTION LINE AND EAST 57.74 FEET AND SOUTH 89°15'43" EAST 364.95 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 6 SOUTH, RANGE 2 EAST, SALT LAKE BASE AND MERIDIAN AND RUNNING THENCE SOUTH 89°15'43" EAST 55.58 FEET; THENCE SOUTH 00°44'17" WEST 339.00 FEET; THENCE NORTH 89°15'43" WEST 4.58 FEET; THENCE SOUTH 00°44'17" WEST 150.00 FEET; THENCE NORTH 89°15'43" WEST 70.00 FEET; THENCE NORTH 00°44'17" EAST 140.00 FEET; THENCE SOUTH 89°15'43" EAST 19.00 FEET; THENCE NORTH 00°44'17" EAST 349.00 FEET TO THE POINT OF BEGINNING.
CONTAINS 0.67 ACRES.

LOT 3

BEGINNING AT A POINT THAT IS NORTH 00°44'08" WEST 1956.41 FEET ALONG THE SECTION LINE AND EAST 57.74 FEET AND SOUTH 89°15'43" EAST 420.53 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 6 SOUTH, RANGE 2 EAST, SALT LAKE BASE AND MERIDIAN AND RUNNING THENCE SOUTH 89°15'43" EAST 187.97 FEET; THENCE SOUTH 89°06'37" EAST 52.20 FEET; THENCE SOUTH 00°14'17" WEST 397.36 FEET; THENCE NORTH 89°15'43" WEST 42.75 FEET; THENCE SOUTH 00°44'17" WEST 297.09 FEET; THENCE WEST 15.24 FEET; THENCE SOUTH 64°11'58" WEST 268.00 FEET; THENCE NORTH 00°13'54" WEST 190.54 FEET; THENCE SOUTH 89°15'43" EAST 46.22 FEET; THENCE NORTH 00°44'17" EAST 135.01 FEET; THENCE SOUTH 89°15'43" EAST 10.00 FEET; THENCE NORTH 00°44'17" EAST 150.00 FEET; THENCE SOUTH 89°15'43" EAST 4.58 FEET; THENCE NORTH 00°44'17" EAST 339.00 FEET TO THE POINT OF BEGINNING.
CONTAINS 4.03 ACRES.

LOTS 4,5,& 6

BEGINNING AT A POINT THAT IS NORTH 00°44'08" WEST 1956.41 FEET ALONG THE SECTION LINE AND EAST 57.74 FEET AND SOUTH 89°15'43" EAST 608.50 FEET AND SOUTH 89°06'37" EAST 52.20 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 6 SOUTH, RANGE 2 EAST, SALT LAKE BASE AND MERIDIAN AND RUNNING THENCE SOUTH 89°06'37" EAST 259.50 FEET; THENCE SOUTH 00°43'48" WEST 261.41 FEET; THENCE SOUTH 89°16'12" EAST 330.25 FEET; THENCE SOUTH 00°47'40" EAST 362.38 FEET; THENCE NORTH 89°20'19" WEST 62.52 FEET; THENCE SOUTH 00°39'41" WEST 165.00 FEET; THENCE NORTH 89°20'19" WEST 195.50 FEET; THENCE SOUTH 00°39'41" WEST 10.00 FEET; THENCE NORTH 89°20'19" WEST 344.12 FEET; THENCE NORTH 00°32'33" WEST 106.17 FEET; THENCE WEST 37.94 FEET; THENCE NORTH 00°44'17" EAST 297.09 FEET; THENCE SOUTH 89°15'43" EAST 42.75 FEET; THENCE NORTH 00°44'17" EAST 397.36 FEET TO THE POINT OF BEGINNING.
CONTAINS 8.92 ACRES.