Prepared under the supervision of local counsel by
Ivette P. Alvarado, Esq. @ Cole, Schotz, Meisel, Forman & Leonard P.A.
25 Main Street, P.O. Box 800, Hackensack, NJ 07602-0800, (201) 489-3000

Site / Store #:
Rivergate (Nashville), TN/TRU #8802

Real property tax bills to be sent to:
Grantee

Instrument:
Limited Warranty Deed

Dated:
Effective as of July 1, 2005

Please Record & Return to:
Bridge Service Corp. #383-2105
800-225-2736
277 Broadway, #510
New York, NY 10007-2001

Davidson County DEEDWARR
Recvd: 08/09/05 15:52 14 ps
Fees:73.00 Taxes:18500.00
20050809-0094463

Grantor:
Toys "R" Us – Delaware Inc., a Delaware corporation, c/o Toys "R" Us, One Geoffrey Way, Wayne, NJ 07470, (973) 617-3500, successor by name change to Toys "R" Us, Inc. as evidenced by that certain Restated Certificate of Incorporation annexed hereto as Exhibit 1; successor by merger to TRU Realty Corporation, a Delaware corporation, as evidenced by Certificate of Merger annexed hereto as Exhibit 2, EIN # 13-5159250

Grantee:
Giraffe Properties, LLC, a Delaware limited liability company, c/o Toys "R" Us, One Geoffrey Way, Wayne, NJ 07470, (973) 617-3500, EIN # 37-1512919

Nature of Instrument:
This Instrument is a conveyance (a) in which Grantee is a wholly owned affiliate of Grantor, and (b) with no change in beneficial interest.

Witnesseth:
That Grantor, in consideration of the sum of One Dollar ($1.00), the receipt and sufficiency of which is hereby acknowledged, does hereby grant, convey, transfer, assign and warrant unto Grantee, its successors and assigns, all of its estate, right, title and interest in and to that certain plot, piece or parcel of land (together with the buildings and improvements thereon erected) described on Schedule A hereto (the "Premises").

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

To have and to hold:
The Premises herein conveyed unto the Grantee, its successors and assigns forever.

Warranty as to the Premises Conveyed Herein:
Grantor covenants with Grantee that (a) Grantor is lawfully seized of the fee simple title, (b) the fee simple title is free from all encumbrances, except those remaining as exceptions in Title Commitment #05-7406-13171 issued by Fidelity National Title Insurance Company, as set forth on Exhibit 3 annexed hereto ("Permitted Encumbrances"), (c) Grantor has a good right and lawful authority to sell and convey the fee simple title, (d) Grantor fully warrants the fee simple title against the lawful claims of all persons claiming by, through or under Grantor, but against none other, and (e) Grantor will defend the fee simple title from all lawful claims of immediate Grantee only. The foregoing warranty is for the sole benefit of immediate Grantee only and shall not extend to any successor grantee.

Parcel
142-00-0 309.00

#8802
42642/0001-1395319v1

Multi-State Execution and Acknowledgment:
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.

Grantor:

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

By: _____
Name: David M. Kastin
Title: VP

County of NY, State of NY:
Multi-State Corporate Acknowledgment:
On 7/27/05, before me, the undersigned officer, personally appeared David M. Kastin 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.
If this instrument was executed in NY or CA and affects real property outside NY or CA, the following is the prescribed NY and CA statutory form of acknowledgment and is supplemental to the foregoing acknowledgment, OR if this instrument was executed in NY or CA and/or affects real property in NY or CA, the following is the prescribed NY and CA statutory form of acknowledgment and supercedes the foregoing acknowledgment:
On ____/_____/05, before me, the undersigned, a Notary Public in and for said State, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his / her / their capacity(ies), and that by his / her / their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument. Witness my hand and official seal.

_____
Notary Public

LESLIE F. GETTMAN
Notary Public, State of New York
No. 01GE6049100, Qualified in Bronx County
Certificate Filed in New York County
Commission Expires October 10, 2006

#8802

Schedule A

Premises

Tract I:

Land in the 10th Civil District of Davidson County, Tennessee, and being parts of Lots 1 and 2 on the unrecorded plan of H. T. Cotton's Re-subdivision of certain lots on the plans of R.W. Grizzard Lands and North Edgefield Junction, of record in Book 57, page 48, Register's Office for Davidson County, Tennessee, and as described according to a survey by Bruce Rainey and Associates, dated December 18, 1981, as follows.

Beginning at a point in the northwesterly margin of the right-of-way of Gallatin Road, said point being the southeasterly corner of the property described herein; thence with said margin of the right-of-way of Gallatin Road, S 34°57'00" West, 311.71 feet to a point; thence N 55°03' West, 4.0 feet to a point; thence S 34°57'00" West, 130.0 feet to a point; thence, along a curve to the right having a radius of 110.00 feet, a distance of 174.2 feet to a point in the easterly right-of-way of Two Mile Pike; thence N 18°34'37" West, 320.92 feet to a point, said point being the common westerly corner of the property described herein and the Rivergate Mall Shopping Center property; thence with the common boundary line of said properties, northeasterly, 271.78 feet to a point; thence S 55°25'02" East, 416.18 feet to the point of beginning, containing 3.89 acres more or less.

Tract II:

A tract or parcel of land located in Davidson County, Tennessee and being a portion of the "Reserved" Parcel as shown on the plan of Lot "Feet" of Rivergate Park of record in Plat Book 4300, page 107, Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin on the easterly margin of Two Mile Pike, said point of beginning being the southwestern-most common corner of Lot No. "F" and this reserved parcel as shown on the aforesaid subdivision plan; thence leaving the margin of said road North 35°51'47" East 264.58 feet to a point; thence with the line of said Lot "F" South 55°07'22" East 25.17 feet to an iron pin; thence leaving the said Lot "Feet" South 35°18'00" West 285.01 feet to an iron pin set on the easterly margin of the aforesaid Two Mile Pike; thence with the margin of the said Two Mile Pike North 18°35'00" West 34.26 feet to the point of beginning, containing 7,286 square feet more or less.

Being the same property conveyed to Tru Realty Corporation by Deed of record in Book 5947, Page 461, Register's Office for Davidson County, Tennessee.

Tract III:

Being a parcel of land in the Second Civil District of Davidson County, Tennessee, located on the westerly margin of Gallatin Pike, being part of Lot No. 3 on the plan of H.T. Cotton's resubdivision of certain lots on the plan of North Edgefield Junction, unrecorded and being more particularly described as follows:

Beginning at a point in the westerly margin of Gallatin Pike, said point being the southeast corner of the resubdivision of Lots J and K, Rivergate Park, of record in Book 4300, page 134, Register's Office for Davidson County, Tennessee, said point also being 750 plus or minus feet northeasterly from the northerly margin of Two Mile Parkway; thence, with said margin of Gallatin Pike S 37°09'W, 194.93 feet to an iron pin; thence, leaving said margin N 54°46' W 399.00 feet to an iron pin in the southerly line of the resubdivision of Lots D, E, and F, Rivergate Park of record in Book 4300, page 107, Register's Office for Davidson County, Tennessee; thence, with said southerly line N 35°18'E 105.49 feet to an iron pin in the southerly margin of a 35-foot wide access, drainage and utilities easement shown on Rivergate Park of record in Book 4175, page 107, Register's Office for Davidson County, Tennessee; thence, with said easement with a curve to the left 76.60 feet to an iron pin, said curve having a radius of 85.00 feet, a central angle of 51°38', a tangent distance of 41.90 feet and a chord of N 77°14' E, 74.03 feet; thence, continuing with said easement N 51°25'E, 35.29 feet the an iron pin, the southwester corner of Lot K; thence, with the southerly line of said Lot K S 54°50'13" E, 346.00 feet to the westerly margin of Gallatin Pike to the point of beginning.

Being the same property conveyed to Tru Realty Corporation by Deed of record in Book 6031, Page 960, Register's Office for Davidson County, Tennessee.

#8802

Exhibit 1

Restated Certificate of Incorporation

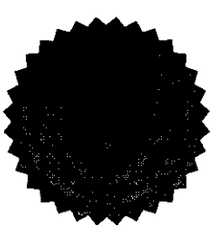
-see annexed-

#8802

Delaware

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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0231103 8100

050586904

AUTHENTICATION: 4024492

DATE: 07-15-05

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 01/02/1996
960001512 - 231103

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

Exhibit 2

Certificate of Merger

-see annexed-

#8802

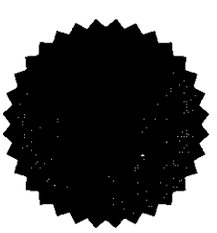
Delaware

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TRU REALTY CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "TOYS "R" US, INC." UNDER THE NAME OF "TOYS "R" US, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MARCH, A.D. 1984, AT 12 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0231103 8100M

050569786

AUTHENTICATION: 4009739

DATE: 07-11-05

8400610253

FILED

CERTIFICATE OF OWNERSHIP AND MERGER

OF

TRU REALTY CORPORATION, a Delaware Corporation

INTO

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

It is hereby certified that:

1. Toys "R" Us, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the stock of TRU Realty Corporation which is also a business corporation of the State of Delaware.

3. On February 22, 1984, the Board of Directors of the Corporation adopted the following resolutions to merge TRU Realty Corporation into the Corporation:

> RESOLVED that TRU REALTY CORPORATION be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of TRU REALTY CORPORATION be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by TRU REALTY CORPORATION in its name.
>
> RESOLVED that this Corporation shall assume all of the obligations of TRU REALTY CORPORATION.
>
> RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

Executed on February 23, 1984.

TOYS "R" US, INC.

By _____
Michael Goldstein,
Senior Vice President-Finance

ATTEST:

_____

C0092

Certificate of Ownership of the "TOYS "R" US, INC.", merging "TRU REALTY CORPORATION", pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the first day of March, A.D. 1984, at 12 o'clock Noon.

C0603

Exhibit 3

Permitted Encumbrances

1. Taxes and assessments, water charges, sewer charges, fire service, gas charges, and/or other municipal charges for the current period (which may be a lien, none of which are due, payable or delinquent) and subsequent years.

2. Right-of-way Easement(s) to Nashville Gas Company, as set forth in instrument recorded in Book 5494, page 956.

3. Right-of-way Easement(s) to The Metropolitan Government of Nashville and Davidson County, Tennessee, as set forth in Instrument recorded in Book 4464, page 462.

4. Drainage Easement(s) to The Metropolitan Government of Nashville and Davidson County, Tennessee, as set forth in instrument recorded in Book 4864, page 739.

5. Terms and Conditions of Lease of record in Book 9379, page 122, by and between Toys "R" Us and El Chico Restaurant, Inc.

6. Terms and Conditions of Lease as of record in Book 9640, page 974, between Toys "R" Us, Inc. and Jones & Jones Twin Drive Thru, Inc.

7. All matters shown on Plat recorded in Book 4300, page 107.

#8802

Site 8802

VALUE AFFIDAVIT

STATE OF New York
COUNTY OF New York

The actual consideration or value, whichever is greater, for this transfer is $5,000,000.

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

By: _____
Name: David M Kustin
Title: VP

Subscribed and sworn to before me this 21 day of July, 2005.

_____
Notary Public

My Commission Expires: 10·10·06

LESLIE F. GETTMAN
Notary Public, State of New York
No. 01GE6049100, Qualified in Bronx County
Certificate Filed in New York County
Commission Expires October 10, 2006