Davidson County DEEDWARR
Recvd: 01/06/06 14:52 10 pg
Fees:53.00 Taxes:15077.50
20060106-0002462

WARRANTY DEED

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 07602-0800
(201) 489-3000

Site / Store #:
7663 Highway 70 South, Nashville, Tennessee / 8840

Real property tax bills to be sent to:
Grantee

Instrument:
Warranty Deed

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

GRANTOR:
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, EIN #13-5159250, as successor by name change to Toys "R" Us, Inc., a Delaware corporation, as evidenced by the certificate annexed hereto as Exhibit A.

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

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 and No/100 US 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 Exhibit B 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 #NA019187ND issued by Lawyer's Insurance Company, (c) Grantor has a good right and lawful authority to sell and convey the fee simple title, and (d) Grantor fully warrants the fee simple title against the lawful claims of all persons. The foregoing warranty is for the sole benefit of immediate Grantee only and shall not extend to any successor grantee.

[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.

Tax I.D. No. **142/309**	**GRANTOR:** TOYS "R" US - DELAWARE, INC., a Delaware corporation By: David P. Picot Name: David P. Picot Title: Vice President

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 Vice President 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.

(SEAL)

Gloria E. Bello
Notary Public

GLORIA E. BELLO
A Notary Public of New Jersey
My Commission Expires June 17, 2009

My Commissions Expires:_____

Exhibit A

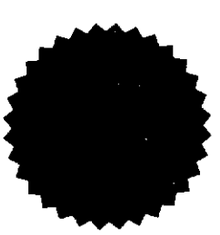
Certificate

- see annexed -

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

AUTHENTICATION: 4254525

DATE: 10-26-05

0231103 8100

050876078

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 B

Premises

The following described parcel of land located in the First Civil District of Davidson County, Tennessee: All of Lot 2 of Galleries at Bellevue, a subdivision of Davidson County, Tennessee, bearing subdivision no. 90S-186G, as shown by plat of record in Plat Book 7900, page 272, in the Office of the Register of Deeds for Davidson County, Tennessee, more particularly described as follows:

BEGINNING at a concrete monument in the southerly margin of U. S. Highway 70 South, as widened by the above referenced plat, said monument being westerly 1,595 feet from the westerly margin of Sawyer Brown Road;

THENCE, leaving margin S 34 deg. 55' 51" W, 395.00 feet to a point, the true point of beginning of the herein described parcel;

THENCE, S 34 deg. 55' 51" W, 217.06 feet to a point;

THENCE, N 53 deg. 51' 55" W, 292.63 feet to a point;

THENCE, N 51 deg. 31' 25" W, 53.03 feet to a point;

THENCE, N 45 deg. 46' 19" W, 172.89 feet to a point;

THENCE, N 44 deg. 13' 41" E, 440.99 feet to a point in the southerly margin of U. S. Highway 70 South, as widened;

THENCE, with said margin with a curve to the left 124.53 feet to a point said curve having a central angle of 03 deg. 40' 00", a radius of 1,945.86 feet, a tangent of 62.28 feet and a chord of S 72 deg. 36' 51" E, 124.51 feet;

THENCE, leaving said margin S 74 deg. 22' 11" E, 11.23 feet to a point;

THENCE, S 15 deg. 37' 49" W, 10.49 feet to a point;

THENCE, S 36 deg. 08' 05" W, 260.04 feet to a point;

THENCE, S 53 deg. 51' 55" E, 30.00 feet to a point;

THENCE, S 36 deg. 08' 05" W, 20.00 feet to a point;

THENCE, S 53 deg. 51' 55" E, 288.07 feet to the point of beginning.

Containing 146,817 square feet or 3.37 acres, more or less.

Being the same property conveyed to Toys "R" Us, Inc., a Delaware corporation by Deed of record in Book 8395, Page 1, Register's Office for Davidson County, Tennessee.

Site 8840

VALUE AFFIDAVIT

STATE OF NEW JERSEY
COUNTY OF PASSAIC

The actual consideration or value, whichever is greater, for this transfer is $4,075,000.

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

By: _____
Name: Jeffrey D Snyderman
Title: Vice President

Subscribed and sworn to before me this 9th day of November, 2005.

_____
Notary Public

GLORIA E. BELLO
A Notary Public of New Jersey
My Commission Expires June 17, 2009

My Commission Expires: _____

