“TRU” Partnership Employees’ Savings and Profit Sharing Plan

This document is a Summary Plan Description (SPD), as defined by the Employee Retirement Income Security Act of 1974 (ERISA), of the “TRU” Partnership Employees’ Savings and Profit Sharing Plan (“TRU” Plan). This SPD is a summary of the main features of the “TRU” Plan in effect as of January 1, 2009 and reflects any plan modifications through this date. Details of the “TRU” Plan, as well as provisions of the “TRU” Plan in effect prior to January 1, 2009, are contained in the “TRU” Plan document and Trust Agreement that legally govern the “TRU” Plan. If there is any discrepancy between the information contained in this document and the “TRU” Plan documents, the “TRU” Plan documents will always govern. If there are legal rules that require changes that are not yet written into the “TRU” Plan document, the “TRU” Plan document will be interpreted by the Plan Administrator as including those legal rules.

Please note that nothing in this document is meant to imply a contract or guarantee of employment. Participation in the “TRU” Plan does not preclude Toys“R”Us, Inc. from terminating your employment at any time, whether or not for cause, with or without notice.

Please read this document carefully and share the information with your family. If you have any questions about the “TRU” Plan, please contact the “R”Retirement Benefits Line toll-free at **1-866-690-401k (4015)**.

This Summary Plan Description supersedes and replaces any previous SPDs you have received describing the “TRU” Plan.

Safe Harbor Notice

The “TRU” Plan intends to qualify for the Internal Revenue Service (IRS) “safe harbor” rules. This means that the Company will not have to perform annual tests with respect to contributions. Because the “TRU” Plan is a safe harbor plan, the Company is required by the IRS to provide specific information about the “TRU” Plan on an annual basis, and at or immediately before the time you become eligible to participate in the “TRU” Plan.

Contents

Your "TRU" Plan at a Glance 3
Your 401(k) Savings Account Contributions 4
- Pre-tax Contributions 4
- The Advantages of "TRU" Plan Participation 4
- Catch-up Contributions 5
- Changing Your Contribution Percentage 5
- Annual Increase Program 5
- Rollover Contributions 5

Company Contributions 5
- 401(k) Savings Company Matching Contributions 5
- Profit Sharing Contributions 7

Designating a Beneficiary 7
"TRU" Plan Investments 7
- Investment Options 8
- Changing Your Investments 9
- Auto Portfolio Rebalance Service 9
- Account Valuation 9
- Default Investment of Your TRU Plan Account 9

Vesting 10
- 401(k) Savings Account 10
- Profit Sharing Account 10
- If You are Rehired 10

Accessing Your "TRU" Plan Savings While Employed 11
- Loans 11
- Hardship Withdrawals 13

Payment of Benefits 14
- Death Benefits 14

Taxation of Your Accounts 15
- General Rule 15
- Mandatory Withholding 15
- Voluntary Withholding 15
- Special Tax Treatment if You Were Born Before January 1, 1936 15
- Taxes on Hardship Withdrawals 15

Account Information 16
- Personal Identification Number (PIN) 17
- Account Statements 17
- Consolidated Accounts 17

Other Important Information 17
- IRS Imposed Limits 17
- Limits on Contributions 17
- Top-Heavy Rules 17
- Nonassignment of Benefits 17

Glossary of Key Terms 18

Your “TRU” Plan at a Glance

Here are the highlights of the “TRU” Plan. Benefits may be subject to certain limits and restrictions. Be sure to review the rest of this Summary Plan Description (SPD) for a more complete description of “TRU” Plan benefits. For information about participation requirements, see **Eligibility and Enrollment**; see **Administrative and Legal Information** for how to file a claim, continuation coverage, legal notices and where to obtain additional information.

“TRU” Plan Features	
Safe harbor status	For the Plan year beginning January 1, 2009, the “TRU” Plan qualifies for the IRS “safe harbor” rules
Team member contributions	• Pre-tax contributions – from 1% to 50% of your eligible earnings on a pre-tax basis (subject to IRS limits) • Additional catch-up contributions, if eligible • Rollover contributions
Company contributions	• 401(k) Savings Company matching contributions – $1 for every $1 you contribute, on up to the first 4% you save (subject to IRS limits) • Profit sharing contributions – may be made at the discretion of the Company’s Board of Directors
Investment opportunities	You can choose to invest your contributions and Company contributions in a wide variety of investment options for possible future growth
Vesting	• You are always 100% vested in the value of your pre-tax, catch-up and rollover contributions, as well as the Company Safe Harbor matching contribution • Profit sharing contributions become vested over time
Receive money while actively employed through: • Loans	You can borrow a portion of your vested “TRU” Plan account balance without paying taxes; you pay yourself back, with interest, via payroll deductions
• Hardship Withdrawals	Withdrawals are permitted for certain financial hardship circumstances, subject to IRS restrictions, and are subject to tax
Valuable tax advantages	You pay no federal (and in most states, no state or local) income taxes on contributions and investment earnings until you receive a “TRU” Plan distribution
Online account access	Request a variety of transactions, get up-to-date account information and access valuable tools and resources at **www.401k.com**

Your 401(k) Savings Account Contributions

Pre-tax Contributions

You can contribute from 1% to 50%[1] of your eligible earnings (in 1% increments) to the 401(k) Savings account, up to the annual IRS dollar limit. Your contributions are made on a *pre-tax* basis. This means they are deducted from your pay before federal income taxes – and in most states, before state and local income taxes – are withheld, but after deductions are made for Social Security. Your contributions and any earnings are not taxed as long as they remain in the "TRU" Plan. (See **Eligibility and Enrollment** for specific participation requirements and information about how to enroll in the "TRU" Plan.)

The Advantages of "TRU" Plan Participation

You gain in several ways when you save through the "TRU" Plan. You have the advantage of:

- pre-tax contributions – which reduce your taxable income
- tax deferred investment growth – which adds substantially to your savings power

  plus
- a significant boost to your savings through the Company matching contribution.

This example shows the tax advantage of making pre-tax contributions to the 401(k) Savings account versus depositing the same amount into a regular savings account on an after-tax basis.

	If you contribute 4% of your earnings to:	
	The 401(k) Savings Account (pre-tax)	**A Personal Savings Account (after-tax)**
Annual Earnings	$35,000	$35,000
Your Savings (4%)	$1,400	$1,400
Company Matching Contribution	$1,400	$0
Taxable Earnings	$33,600	$35,000
Estimated Taxes*	$8,400	$8,750
Take Home Earnings	$25,200	$24,850
Total Savings	$2,800	$1,400
YOUR TAX SAVINGS	**$350**	N/A
*Assumes a federal income tax rate of 25%.		

Although pre-tax contributions reduce your taxes, they have no effect on your other pay-related benefits, such as life and disability insurance.

[1] Team members who work and reside in Puerto Rico can contribute on a pre-tax basis, up to the maximum allowed under Puerto Rico law.

Catch-up Contributions

In the calendar year you reach age 50 and each year thereafter, you can elect to make additional catch-up contributions[2] to the 401(k) Savings account *if*:

- you would otherwise be prevented from making additional pre-tax contributions because of the IRS limit on pre-tax contributions

  or

- your pre-tax contribution rate is the maximum allowed by the "TRU" Plan (50% of eligible earnings[3]).

You may elect to contribute up to 20% of your eligible earnings as catch-up contributions – up to the IRS annual maximum dollar limit.

Changing Your Contribution Percentage

You can change your contribution percentage – including stopping or restarting your contributions – at any time. To make a change, log on to **www.401k.com** or call the "R"Retirement Benefits Line. The change will be effective as soon as administratively practicable.

Annual Increase Program

You can choose to participate in the Annual Increase Program, which will automatically increase your contributions to your 401(k) Savings account 1% to 10% each year in 1% increments. This program can help you attain your retirement goals. You can elect or cancel your participation in the program at any time, online at **www.401k.com**, or by calling the "R"Retirement Benefits Line.

Rollover Contributions

Subject to the approval of the Retirement Plan Committee, you can roll over funds from another qualified plan or Individual Retirement Account (IRA) into the "TRU" Plan and continue tax deferral on the money that you roll over. Generally, qualified plans include another employer's savings plan and certain IRAs.

You can make a rollover contribution even if you are not making regular pre-tax contributions to the "TRU" Plan. To request a rollover form, or if you need help completing the rollover process, call the "R"Retirement Benefits Line.

Company Contributions

401(k) Savings Company Matching Contributions

Toys"R"Us, Inc. will add $1 for every $1 you contribute to the 401(k) Savings account, on the first 4% of your savings – up to the IRS limit. The IRS limit may be adjusted annually based on changes in the cost of living. The Company matching contribution is credited to your account at the same time as your corresponding pre-tax contributions.[4]

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[2] Team members who work and reside in Puerto Rico can make additional catch-up contributions up to the maximum allowed under Puerto Rico law.

[3] Team members who work and reside in Puerto Rico can contribute on a pre-tax basis, up to the maximum allowed under Puerto Rico law.

[4] The formula for determining Company matching contributions may change periodically; you will be notified if a change is made.

True-up Match

At the end of each Plan year, the Company will conduct a Company matching contribution "true-up" process. This feature is designed to provide you with the maximum Company matching contribution possible based on your total contributions and eligible earnings for the Plan year. As a result, the Company may make additional matching contributions on your behalf. If you are eligible for a "true-up" Company matching contribution, it will be added to your 401(k) Savings account during the first quarter of the following Plan year, or as soon as administratively practicable (for example, a "true-up" calculated for 2009 pre-tax contributions and eligible earnings would typically be added to your account during the first quarter of 2010).

For example, let's assume a team member had the following:

- Eligible earnings – $30,000 for the Plan year ($15,000 for six months)
- Pre-tax 401(k) contributions – 2% of earnings for the first six months; 10% for the next six months.

Team member contributions and the Company matching contribution for the Plan year would be:

Team Member Pre-tax 401(k) Contributions		**Company Matching Contribution ($1 for each $1 on the first 4%)**	
2% for the first six months* (2% x $15,000)	$ 300	**2%** for the first six months* (2% x $15,000)	$300
10% for the second six months* (10% x $15,000)	$1,500	**4%** for the second six months* (4% x $15,000)	$600
Total team member contribution	**$1,800**	**Total Company matching contribution**	**$900**
* Based on $15,000 of eligible earnings over a six month period.			

To conduct the "true-up match" process at the end of the Plan year, the Company will:

1. Recalculate the team member's actual contribution percent for the Plan year	$1,800 / $30,000 = **6%**
2. Recalculate the Company matching contribution based on the actual contribution percent. In this case, since the team member contributed 6% of eligible earnings during the Plan year, the team member is eligible to receive the full Company matching contribution	$30,000 x 4% = **$1,200**
3. Add the additional Company matching contribution to the Company matching contribution portion of the team member's 401(k) Savings account	$1,200 - $900 = **$300** ($300 added to team member's account)

Profit Sharing Contributions

At the discretion of the Company's Board of Directors, Toys"R"Us, Inc. may make an additional contribution to the "TRU" Plan, over and above the Company matching contribution. The Company will determine the amount of this profit sharing contribution, if any, by the October 15th following the end of each Plan year. If a profit sharing contribution is made, it will be deposited into the Profit Sharing account on your behalf. You do not have to contribute to the 401(k) Savings account to be eligible for the profit sharing contribution (see **Eligibility and Enrollment** for specific eligibility requirements).

Designating a Beneficiary

You may designate, or name, a beneficiary at any time – but at a minimum you should designate a beneficiary for your "TRU" Plan account when the first of these events occurs:

- you enroll to make pre-tax contributions to the 401(k) Savings account
- you make a rollover contribution to the 401(k) Savings account

  or
- the Company makes a profit sharing contribution on your behalf.

You can name anyone you wish as beneficiary, and can change your beneficiary designation at any time. However, if you are married you must have your spouse's written and notarized consent to name a beneficiary other than your spouse as the only primary beneficiary.

You can designate your beneficiary online at **www.401k.com**. Under the "About You" section of the "Your Profile" tab, click the "Beneficiaries" link and follow the instructions. You can also contact the "R"Retirement Benefits Line to request a Beneficiary Designation Form. If you designate your beneficiary online, a Spousal Consent Form will be generated and mailed to you if required (if you complete a paper Beneficiary Designation Form, there is a spousal consent section on the form).

"TRU" Plan Investments

You decide how to invest all of the money that is deposited into your "TRU" Plan account – your contributions, Company matching contributions, profit sharing contributions and rollover contributions, if applicable. You can choose from a variety of investment options, each representing different investment objectives and levels of risk. Therefore, you should carefully consider your options before making your investment decisions.

It is your responsibility to select and monitor your investments to make sure they continue to reflect your financial situation, risk tolerance and time horizon. Most investment professionals suggest that you re-evaluate your investment strategy at least annually or when your situation changes. You may also want to consider consulting a professional investment advisor regarding your specific situation.

Investment Options

To make your investment selection easier, we have designed a two-tier structure to help you choose an investment approach and options that may best meet your needs. You decide, based on your investment goals and risk tolerance, which style of investing – or what combination of the two styles – makes the most sense for you.

- **Tier One – Fidelity Freedom Funds®** – These funds offer a single-fund approach to investing in the "TRU" Plan. They are designed to provide an age-appropriate investment mix, based on your current age and a retirement age of 65. Professional fund managers adjust the fund's mix of stocks, bonds and short-term investments to become more conservative as you near retirement age. To select the appropriate Fidelity Freedom Fund for you, choose the fund name with the year that most closely matches the year you plan to retire.
- **Tier Two – Core Investment Options** – Build and monitor your own investment portfolio. The "TRU" Plan offers a variety of investment options from which you can choose to create your own investment portfolio. When determining your investment strategy, consider how much time you have to save and your comfort level with risk. You can mix and match any of the available funds to suit your personal investment style.

You can invest in any combination of investment options in 1% increments. You can make a separate investment election for each of these three categories of contributions:

- 401(k) pre-tax, catch-up and Company matching contributions
- Rollover contributions
- Profit sharing contributions.

Or, you can choose to apply the same investment election to all three categories (if applicable).

A description of each of the investment options is available online at **www.401k.com** or by calling the "R"Retirement Benefits Line.

Note: You may be charged investment management fees, which vary based upon the investment funds you select. These fees are typically allocated as a percentage of the assets invested in the particular fund, and are deducted from the investment return before it is allocated to your "TRU" Plan account. The funds may also charge participants a short-term trading fee for investing in certain investment options or otherwise restrict trading activity which the fund managers deem as harmful to other investors in the fund. You can find more information on these fees (and any trading restrictions) in the prospectus for each investment fund, which you can get online at **www.401k.com** or by calling the "R"Retirement Benefits Line.

The "TRU" Plan is intended to be a plan described in section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA) and the regulations thereunder. This gives you the opportunity to control your "TRU" Plan investments. The "TRU" Plan's fiduciaries, including the Company, may be relieved of liability for any losses that are the direct and necessary result of your investment instructions or lack of complete instructions. You are legally responsible for your investment choices.

Neither the Company, the Trustee, the Plan Administrator, nor any other "TRU" Plan fiduciary guarantees any of the investment funds in any manner against loss in value. You are solely responsible for the selection of investment funds for your "TRU" Plan account.

Changing Your Investments

You can redirect the investment of your future 401(k) Savings and Profit Sharing account contributions and/or exchange investment options of your current "TRU" Plan account balances at any time. The minimum amount you may exchange is the lesser of $250 or your entire balance in an existing fund. You can request exchanges in share amounts, percentages or dollar values. You may also elect to automatically rebalance your current account balance – either as a one-time election, or annually via the Auto Portfolio Rebalance Service (see below).

To make an investment change, log on to **www.401k.com** or call the "R"Retirement Benefits Line. If your transaction is confirmed on any business day (other than a New York Stock Exchange holiday) before 4 p.m. ET, your transaction will generally be processed that day. Changes made after 4 p.m. ET, on a weekend or a New York Stock Exchange holiday will typically be processed on the next business day. Administrative fees may apply to some transactions – refer to the investment option prospectus for more information.

Note: While investment change requests are typically processed as outlined above, the "TRU" Plan does not guarantee processing timeframes, and administrative delays are possible. Your contributions to the Plan will be deposited and invested according to your elections as soon as administratively practicable, however there may be a brief administrative delay before your "TRU" Plan account balance and future contributions are invested. As the "TRU" Plan is designed to be a long-term investment, we recommend against attempting to time the market or make frequent transfers. If you make investment changes or transfers because you believe there will be short term changes in the markets, your strategy may be frustrated by any administrative delay. You will not be reimbursed for any investment losses or opportunity costs resulting from reasonable administrative delays in implementing your investment elections.

Auto Portfolio Rebalance Service

The Auto Portfolio Rebalance Service can help you keep a consistent investment strategy. You identify an initial investment combination for your existing account balance. On an annual basis (from the date of your election), your investments are automatically rebalanced to bring your account in line with your target investment allocation. The service continues to maintain that same mix for you annually, until you change or cancel your election. To elect the Auto Portfolio Rebalance Service, log on to **www.401k.com** or call the "R"Retirement Benefits Line.

Account Valuation

Your 401(k) Savings and Profit Sharing account balances are valued each business day, based on the closing market price of your investment fund(s).

Default Investment of Your TRU Plan Account

If you do not select an investment option for your 401(k) pre-tax, catch-up and Company matching contributions, rollover contributions or profit sharing contributions – or if your investment election does not add up to 100% – your contributions will be invested in the "TRU" Plan default option. The default option is the Fidelity Freedom Fund® targeted to the appropriate retirement period, based on your current age and a retirement age of 65. If you do not wish to be invested in the Fidelity Freedom Fund®, you may change investment elections at any time.

You will receive information about the Fidelity Freedom Funds® when you first become eligible to participate in the "TRU" Plan, and before each Plan year. You should read this information carefully. For more information about the Fidelity Freedom Funds®, log on to **www.401k.com** or call the "R"Retirement Benefits Line.

The Company, the Plan Administrator, the Trustee, and the other fiduciaries of the "TRU" Plan will not be held liable for any losses incurred by you if your account is invested by default in the age appropriate Fidelity Freedom Fund®.

Vesting

401(k) Savings Account

You are always 100% vested in the value of your pre-tax contributions and the Company's Safe Harbor matching contributions. Different vesting rules may apply for team members who left the Company before March 1, 2006.

Profit Sharing Account

Any profit sharing contributions the Company may make become 100% vested:

- after you complete:
  - five years of credited service for contributions made before March 1, 2007

    or
  - three years of credited service for contributions made for Plan years beginning on or after March 1, 2007
- if you become disabled while an active team member
- in the event of your death while an active team member
- if on July 21, 2005 you were an active team member with at least four years of credited service.

If you leave before you are vested in your Company profit sharing contributions and you receive a distribution of the entire vested balance in your "TRU" Plan account, you will forfeit any non-vested profit sharing contributions. However, forfeited Company profit sharing contributions will be restored to your "TRU" Plan account if you return to employment with the Company before five (5) consecutive one year breaks in service occur.

Forfeitures are used to reduce future Company contributions or to pay "TRU" Plan expenses.

If You are Rehired

"TRU" Plan Participation

If you leave the Company and are then rehired, you can participate in the "TRU" Plan:

- upon rehire, if you met the **participation requirements** before you left
- once you meet the "TRU" Plan participation requirements, if you had not met them before you left.

Vesting Service

All your periods of service with the Company will be considered for purposes for calculating your vested interest in your "TRU" Plan account attributable to Company Profit Sharing contributions.

Accessing Your "TRU" Plan Savings While Employed

The "TRU" Plan is designed to encourage long-term savings. However, situations may arise when you need to access the money in your "TRU" Plan account. The "TRU" Plan allows you to borrow or withdraw funds, subject to certain limitations, as described below. Keep in mind that if you take a loan or hardship withdrawal, the value of your accounts may be more or less than the original amount invested.

Loans

You can request a loan from your vested "TRU" Plan account for any reason. Two types of loans are available:

- **general purpose loans** – you can use the money for any purpose

  and

- **principal residence loans** – you can use the money only for purchase or construction of your principal residence.

How Much You Can Borrow

The minimum you can borrow is $500. The most you can borrow is the *lesser* of:

- $50,000, reduced by your highest outstanding loan balance in the last 12 months (even if the loan has been repaid)

  or

- 50% of your vested account balance.

Loan Provisions

The following provisions apply when you take a loan from the "TRU" Plan:

- The interest rate on your loan will be based on the prime rate posted by Fidelity on the day the loan is processed. The interest rate will remain in effect for the duration of your loan.
- You choose the length of the repayment period for your loan, up to:
  - five years for a general purpose loan

    or

  - fifteen years for a principal residence loan.
- You can have *only one* loan outstanding at a time. You must fully repay any prior loan (including any loan that has been deemed distributed as a result of your default) before you can request another.
- You **cannot** take a loan if you are terminated, retired, disabled, on an unpaid leave of absence, a participant's beneficiary, an alternate payee, or you are in an ineligible employment class.

Applying For a Loan

To apply for a:

- **general purpose loan** – go online to **www.401k.com** or call the "R" Retirement Benefits Line
- **principal residence loan** – go online to **www.401k.com** or call the "R" Retirement Benefits Line and speak with a Customer Service Associate. The Customer Service Associate will send you an application, which you must complete and return to the address indicated on the form, along with a copy of your sales contract, signed and dated by both you and the seller.

Loans will be processed as soon as administratively practicable. You pay a $35 loan processing fee, which will be deducted from your account. There is also a quarterly maintenance fee of $3.75, which will be deducted from your account until your loan is repaid in full.

After you apply for a	This is what happens next
General purpose loan	Once your loan application is processed and approved, a check for the amount of the approved loan will be mailed to your home address within 5 business days, along with a Truth-in-Lending Disclosure Statement. The Promissory Note language is on the back of the check. When you endorse the check, you agree to accept the terms of the loan, including: • repayment of the loan through payroll deductions *and* • pledging up to 50% of your vested account balance as collateral.
Principal residence loan	You will receive loan documents at your home address, including a Truth-in-Lending Disclosure Statement. You must sign and return these documents, along with your supporting documentation to the address indicated on the form. Once your completed documents have been received and approved, a check for the amount of the approved loan will be mailed to your home address within 5 business days. The Promissory Note language is on the back of the check. When you endorse the check, you agree to accept the terms of the loan, including: • repayment of the loan through payroll deductions *and* • pledging up to 50% of your vested account balance as collateral.

Repaying the Loan

You can repay a loan in full at any time. Otherwise, loan repayments are made through payroll deductions in equal amounts each pay period. Loan repayments, including interest, are repaid to your “TRU” Plan accounts. Amounts paid back to your 401(k) Savings account are invested based on your *current investment elections*.

If you go on a leave of absence, your loan repayments will continue as long as you are receiving a regular paycheck. If your pay stops (or is reduced to a point where loan repayments cannot be taken), your loan repayments can be suspended for up to 12 months. When you return from leave, you are responsible for paying any interest accrued while you were not making payments. Contact the “R”Retirement Benefits Line to make these arrangements.

Note: If you go on a military leave of absence, your loan repayments will be suspended for the length of your leave. When you return to work following the leave, you will have to pay the interest accrued during your leave, but at a maximum interest rate of 6%.

If you fail to make loan repayments, your loan may be considered in default as shown below.

If you	Your loan will be considered in default
Are an active team member and you fail to make regular loan repayments	On the last day of the calendar quarter following the calendar quarter in which you first missed a payment
Leave the Company for any reason and have an outstanding “TRU” Plan loan balance	If you do not repay the full amount of the loan within 45 days after you receive notice that the balance of your loan is immediately due and payable
Leave the Company and take a full distribution from the “TRU” Plan with an outstanding loan balance	If you do not repay the outstanding loan balance before you take a full distribution, the loan balance will be considered part of the distribution and subject to taxes

The defaulted amount – the unpaid principal plus interest – is reported as a distribution. In that case, you will receive a Form 1099 for that amount at the end of the calendar year. You will be responsible for any taxes due on the outstanding loan balance – i.e., ordinary income tax plus, if you are under age 59 1/2, an additional 10% early withdrawal penalty tax.

Hardship Withdrawals

Generally, you may not make a withdrawal from the “TRU” Plan while you are working for the Company. However, there are certain circumstances – called financial hardships – when hardship withdrawals are permitted.[5]

To qualify for a hardship withdrawal, you must provide proof in writing that you have an immediate financial need that cannot be met from other financial resources. The financial need must be to pay one of the following:

- unreimbursed medical expenses incurred by you, your spouse, your children or any other eligible dependent
- costs for the purchase of your primary residence
- tuition and related educational fees for post-secondary education for you, your spouse, your children, or any other eligible dependent
- expenses to prevent eviction from your primary residence or to prevent foreclosure on the mortgage on your primary residence
- expenses for the repair of damage to your primary residence that would qualify as a deductible casualty expense, such as loss caused by fire, storm, shipwreck or theft
- funeral and/or burial expenses for your parent, spouse, child or any other eligible dependent.

You must take any available loan from the “TRU” Plan before you request a hardship withdrawal. You cannot withdraw more money than necessary to meet your immediate need. The minimum amount you can withdraw is $500.

[5] Team members who work and reside in Puerto Rico are prohibited from taking hardship withdrawals.

After you take a hardship withdrawal, your pre-tax contributions to the 401(k) Savings account will be suspended for six months.

To initiate a hardship withdrawal, go online to **www.401k.com** or call the “R”Retirement Benefits Line and speak with a Customer Service Associate.

Funds Available for Withdrawal

A portion of your vested “TRU” Plan account balance is available for a hardship withdrawal. Money will be withdrawn in the following order:

- Company matching contributions and earnings contributed before March 1, 2006 and at least 24 months before the hardship withdrawal is paid
- Profit sharing contributions and earnings
- Rollover contributions and any earnings on them
- Your pre-tax contributions to the 401(k) Savings account, *excluding* any earnings on them
- Your catch-up contributions to the 401(k) savings account, *excluding* any earnings on them.

Note: Company Safe Harbor matching contributions, and any earnings on them, are *not* eligible for hardship withdrawal.

Payment of Benefits

You are entitled to receive a distribution of the full vested value of your “TRU” Plan account if you leave Toys“R”Us, Inc. for any reason.

If your account value is less than $1,000, your account will be automatically distributed within 90 days of your termination date or as soon as administratively practicable.

If your account value is equal to or more than $1,000, you can choose to leave it in the “TRU” Plan. However, once you stop working, the IRS requires you to begin taking distributions by April 1 of the year following the year you reach age 70½ (or, if later, April 1 of the year following the year you terminate employment), which is called your “required beginning date”. Otherwise, you will have to pay severe tax penalties that can deplete your retirement assets. Failure to take a required distribution can result in a tax penalty of 50% of the required distribution amount. The “TRU” Plan requires that your entire “TRU” Plan account balance be paid to you in a single lump sum as soon as administratively practical following your required beginning date. Different rules apply if you die before or after your required beginning date.

To initiate your distribution and to learn more about required distributions, go online to **www.401k.com** or call the “R”Retirement Benefits Line and speak with a Customer Service Associate.

Death Benefits

If you die while you are actively employed by the Company, the full value of your “TRU” Plan account will be paid to your beneficiary. Keep in mind that if you are married at the time of your death, benefits will be paid to your spouse unless the Company has your spouse’s written and notarized consent that you may name another beneficiary. If you are not married and you have not designated a beneficiary, benefits will be paid to your estate.

Taxation of Your Accounts

The following is a brief summary of the current federal income tax laws as they apply to plans like the "TRU" Plan. Tax laws are complex and change often. Before taking a loan, hardship withdrawal or distribution, you should check with your personal tax advisor.

General Rule

When you receive a distribution other than a loan from the "TRU" Plan, the full amount (except any after-tax rollover amount) you receive will be subject to tax. In addition, the payout will be subject to an additional 10% penalty tax, unless the payout is:

- rolled over to an Individual Retirement Account (IRA) or another company's qualified retirement/savings plan within 60 days of the payout
- made after your termination of employment, provided you were age 55 or older at termination; or if you are at least age 59½ when you receive a distribution
- used to pay otherwise deductible medical expenses
- due to your disability or death

  or
- made to an alternate payee in accordance with a Qualified Domestic Relations Order (QRDO).

Mandatory Withholding

In general, when a "TRU" Plan distribution is paid *directly to you*, the Trustee must withhold:

- 20% of the distribution for federal taxes

  and
- a portion of the distribution for state taxes, if you reside in a state that requires state tax withholding.

The Trustee sends the 20% federal withholding to the IRS – and if applicable, the state withholding amount to your state of residence – as a credit against your taxes. You can avoid the withholding if you roll over the distribution directly into another company's plan or an IRA.

Voluntary Withholding

A distribution paid to a beneficiary other than your spouse in the event of your death is not subject to mandatory withholding. However, the Trustee will withhold federal taxes from the distribution unless your beneficiary elects otherwise.

Special Tax Treatment if You Were Born Before January 1, 1936

You may qualify for special tax treatment if you were born before January 1, 1936 and you receive a lump sum distribution from the "TRU" Plan. See **IRS Form 4972** for additional information.

Taxes on Hardship Withdrawals

If you receive a hardship withdrawal, the full amount is subject to income tax and mandatory withholding. Your withdrawal may also be subject to a 10% early withdrawal penalty if you are under age 59 1/2.

Account Information

Accessing and managing your “TRU” Plan account is easier than ever. Whether you prefer to access your account online (**www.401k.com**), through your wireless device, through the automated Voice Response System (VRS), or through a Customer Service Associate, you can easily get the information you need whenever you want it.

	Online	By Phone		By Wireless
	www.401k.com	866-690-401k (4015)		Wireless NetBenefits
		Voice Response System	Customer Service Associate	
Accessibility	Virtually 24 hours, 7 days a week	Virtually 24 hours, 7 days a week	8:30 a.m. to midnight Eastern Time	Virtually 24 hours, 7 days a week
Account Information				
• Current account balances and history	🖱	✆	☺	📶
• Investment information (quotes, historical performance)	🖱		☺	📶
• “TRU” Plan literature and fund prospectuses	🖱		☺	
Investment and Contribution Changes				
• Change how contributions are invested	🖱		☺	📶
• Change payroll contribution amount	🖱		☺	📶
• Exchange between investment options	🖱		☺	📶
• Make changes to the Annual Increase Program	🖱		☺	📶
Loan Information				
• Model a new loan	🖱		☺	
• Request a loan	🖱		☺	
• Inquire about existing loans	🖱		☺	
Withdrawal Information				
• Amount available to withdraw	🖱		☺	
• Request a hardship withdrawal	🖱		☺	
Administrative Changes				
• Set up or change your PIN	🖱	✆		
• Designate beneficiaries	🖱			
• Beneficiary information	🖱		☺	
Rollover Information				
• Request a rollover form	🖱		☺	
• Request a distribution	🖱*		☺	
Tools & Resources				
• myPlan®	🖱			
• myPlan® Retirement Quick Check	🖱			
• Retirement Income Planner	🖱			
• Portfolio Review	🖱			
• Online presenter and self-paced workshops	🖱			
• Calculators	🖱			
• Stages® Online℠	🖱			
*Not available to participants located in Puerto Rico.				

Personal Identification Number (PIN)

The first time you log on to **www.401k.com** or call the "R"Retirement Benefits Line, you will be asked to set up a Personal Identification Number (PIN). Just follow the system's step-by-step instructions – your PIN will be the same for both phone and Internet access.

Account Statements

Following the end of each quarter, you will receive a statement showing the value of your "TRU" Plan account, reflecting contributions and investment gains or losses.

You can elect to receive your statements online, at **www.401k.com** or by calling the "R"Retirement Benefits Line. If you elect online statements, you may generate your online account statement at any time, and customize the statement to reflect any date range within the past 24 months (beginning June 2, 2008 or later). Participants who elect online statements will no longer receive quarterly paper statements.

Consolidated Accounts

If in addition to your "TRU" Plan account you have other personal accounts with Fidelity, you will be able to view all of your account balances and have convenient access to all of your accounts simultaneously at **www.401k.com**.

Other Important Information

IRS Imposed Limits

The "TRU" Plan is a tax-qualified plan under Section 401(a) of the Internal Revenue Code. To maintain its qualified status for the benefit of team members and the Company, the "TRU" Plan must abide by applicable federal regulations.

Limits on Contributions

The IRS places an annual dollar limit on the amount any person can contribute on a pre-tax basis to plans such as the "TRU" Plan. If, in any year, you defer more than the IRS permits, your excess contributions will be returned to you. In addition, the IRS places an annual limit on the amount of compensation that can be used for purposes of determining "TRU" Plan contributions. IRS limits are subject to periodic change.

Top-Heavy Rules

The "TRU" Plan is subject to certain IRS rules including a "top-heavy" test. Each Plan year, the Plan Administrator tests the "TRU" Plan to make sure that no more than 60% of the benefits are for "key employees." The Internal Revenue Code defines the terms "top-heavy" and "key employees". If the "TRU" Plan is top-heavy, the Company will inform you and the Company's contributions on your behalf may be increased and the "TRU" Plan modified as required by law.

Nonassignment of Benefits

Generally, you may not assign, transfer or pledge to anyone amounts payable to you or your beneficiary from the "TRU" Plan as collateral for a debt or other obligation before such amounts are paid to you. However, the "TRU" Plan will comply with a valid Qualified Domestic Relations Order (QDRO). This is true even if it means distribution from the "TRU" Plan to another person of all or a portion of your anticipated benefit while you are still employed. You can obtain information about the "TRU" Plan QDRO procedures by logging onto the Fidelity QDRO Center at **http://qdro.fidelity.com**.

Glossary of Key Terms

To help you understand how the “TRU” Plan works, you should familiarize yourself with the following key terms.

401(k) Savings account – The account that holds your pre-tax, catch-up, and rollover contributions, as well as your Company matching contributions and Company Safe Harbor matching contributions.

Anniversary year – The 12-month period beginning on your date of hire.

Beneficiary – The individual(s) you designate, or name, to receive “TRU” Plan benefits in the event of your death.

Company – Toys“R”Us, Inc.

Company matching contribution – The amount that the Company contributes to a team member’s “TRU” Plan account, based on a proportion of the team member’s pre-tax contributions. Company matching contributions are calculated using a pre-determined formula that may change periodically.

Company Safe Harbor matching contribution – Company matching contributions made on pre-tax team member contributions that are contributed on or after March 1, 2006, and while the “TRU” Plan qualifies for IRS “safe harbor” rules.

Disability – A total and permanent inability to perform the usual duties of your job that is expected to last at least 24 months. For purposes of determining eligibility for “TRU” Plan benefits, disability will be determined by the Retirement Plan Committee.

Eligible dependent – For the purpose of requesting a hardship withdrawal, your dependents will include individuals claimed as dependents on your income tax return, as well as a “qualifying child” or “qualifying relative” who is a U.S. citizen, national, resident, or resident of a country contiguous to the U.S.

- A “qualifying child” must live with you for more than half the year, be under age 19 (or 24 if a full-time student) and depend on you for more than half his or her support, and includes your:
    - child
    - stepchild
    - sibling
    - stepsibling
      or
    - descendant of any such relative.
- A “qualifying relative” is an individual who is not a “qualifying child” of you or any other taxpayer and depends on you for more than half of his or her support, and includes your:
    - child
    - stepchild
    - descendant of your child or stepchild
    - sibling
    - stepsibling
    - parent or ancestor of your parent
    - stepparent
    - niece
    - nephew
    - aunt
    - uncle
    - son- or daughter-in-law
    - parent-in-law
      or
    - sibling-in-law.

Eligible earnings – All salary and wages paid to you by the Company (including bonuses and overtime pay), before any pre-tax deductions for your Company-sponsored benefit plan elections (including the "TRU" Plan). Eligible earnings do not include retention bonuses, success bonuses or project bonuses.

Hour of service – You earn one hour of service for each hour you are paid by, or are entitled to payment from the Company.

Plan year – The 12-month period beginning on January 1 and ending on December 31.

Profit Sharing account – The account that holds any discretionary profit sharing contributions the Company may make.

Qualified Domestic Relations Order (QDRO) – An order or judgment from a state court directing the "TRU" Plan to pay all or part of a participant's "TRU" Plan benefits to a spouse, former spouse or dependent.

"R"Retirement Benefits Line – **1-866-690-401k (4015)** – A toll-free phone line you can call 24 hours a day, 7 days a week to obtain "TRU" Plan account information and request transactions. Customer Service Associates are available Monday through Friday (excluding New York Stock Exchange holidays) from 8:30 a.m. to midnight Eastern Time.

Retirement Plan Committee (Plan Administrator) – The committee appointed by the Company's Board of Directors to administer the "TRU" Plan.

"Safe Harbor" rules – IRS rules under which qualifying plans do not have to perform annual tests with respect to contributions.

"TRU" Plan account – The account that holds your pre-tax, catch-up, and rollover contributions, your Company Safe Harbor matching contributions, your Company matching contributions, and your Company profit sharing contributions.

Trustee – Fidelity Management Trust Company.

Vesting – Your ownership of the value of your "TRU" Plan accounts.

Year of service – You earn one year of service:

- for purposes of "TRU" Plan eligibility:
  - on the last day of your anniversary year, provided you complete 1,000 hours of service during your anniversary year,

    or
  - after completing 1,000 hours of service in any subsequent "TRU" Plan year
- for purposes other than eligibility, if you complete a period of twelve months of employment.