
**Cleansing Report of
TRU Taj LLC**

Date of Report: August 5, 2018

IMPORTANT EXPLANATORY NOTE

TRU Taj LLC (the “Issuer”) has entered into confidentiality agreements (collectively, the “Confidentiality Agreements”) with certain holders of its (i) 12% Senior Secured Notes due 2021 (the “Pre-petition Taj Notes”) issued pursuant to an Indenture, dated August 16, 2016 (the “Pre-petition Taj Notes Indenture”), by and among the Issuer, TRU Taj Finance, Inc. (collectively with the Issuer, the “TRU Taj Issuers”), as issuers of the Notes, each of the guarantors party thereto, and Wilmington Trust, National Association, as trustee and collateral trustee, and (ii) 11% Senior Secured ABL DIP Notes (the “Taj DIP Notes” and together with the Pre-petition Taj Notes, the “Taj Notes”) issued pursuant to an Indenture, dated September 22, 2017 (the “DIP Notes Indenture” and together with the Pre-petition Taj Notes Indenture, the “Indentures”), by and among the TRU Taj Issuers, as issuers, each of the guarantors party thereto and Wilmington Savings Fund Society, FSB, as trustee and collateral trustee.

The Confidentiality Agreements require the Issuer to publicly disclose the Cleansing Material (as defined below) on the Disclosure Date (as defined in the Confidentiality Agreements) in the manner set forth in the Confidentiality Agreements. The Confidential Agreements require that the Cleansing Materials be posted to the same website being utilized by the Issuer to comply with its reporting obligations under Section 4.03 of Indentures. The Confidentiality Agreements provide that “Cleansing Material” includes, among other things, the following: (a) that the Company or any Permitted Party has provided Confidential Information to certain creditors; (b) if an agreement has been reached concerning the material terms of a Transaction, such material terms; and (c) any other material non-public Confidential Information that has been provided, directly or derivatively through other Confidential Information, to you or your Representatives. This report is being posted by the Issuer to publicly disclose the Cleansing Material pursuant to the terms of the Confidentiality Agreements.

Item 8.01 Other Events

The Issuer has provided the following confidential information to certain of its holders of the Taj Notes pursuant to the Confidentiality Agreements. The following information constitutes Cleansing Material under the Confidentiality Agreements:

In connection with the Issuer’s ongoing sale process of its equity interest in the Asia JV (the “TRU Asia Equity Interest”), the Issuer received multiple third-round bids. A credit bid submitted by an ad hoc group of noteholders representing approximately 70.5% of the principal amount of the Pre-petition Taj Notes in an amount of up to \$760 million for the TRU Asia Equity Interest (net of any cash, debt and working capital adjustments) represented the highest bid received and met most closely the Issuer’s criteria for certainty. With respect to the Geoffrey LLC’s Asia-related intellectual property, the credit bid from the Pre-petition Taj Notes contemplates the assumption of the existing license agreement.

The Issuer has filed several pleadings with the United States Bankruptcy Court relating to the proposed sale of its Asia JV, including a proposed plan of reorganization to implement the credit bid by the holders of the Taj Pre-petition Notes. Such pleadings can be accessed at <https://cases.primeclerk.com/toysrus>.

In addition, the Issuer provided such holders of the Taj Notes with certain confidential information regarding historical and projected financial results of its Asia JV. The Cleansing Material relating to this confidential information is attached to this report and incorporated by reference herein.

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this report, including the financial information incorporated by reference herein, may contain “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and such disclosures are intended to be covered by the safe harbors created thereby. All statements herein or therein that are not historical facts, including statements about our beliefs or expectations, are forward-looking statements. We generally identify these statements by words or phrases, such as “anticipate,” “estimate,” “plan,” “project,” “expect,” “believe,” “intend,” “foresee,” “forecast,” “will,” “may,” “outlook” or the negative version of these words or other similar words or phrases. These statements

are subject to risks, uncertainties and other factors, including risks, uncertainties and factors set forth under the heading “Risk Factors” of Toys “R” Us, Inc.’s Annual Report for the fiscal year ended February 3, 2018 as posted to the website to which this report has been posted. These factors should not be construed as exhaustive, and should be read in conjunction with the other cautionary statements that are included or incorporated by reference in this report. We believe that all forward-looking statements are based on reasonable assumptions when made; however, we caution that it is impossible to predict actual results or outcomes or the effects of risks, uncertainties or other factors on anticipated results or outcomes and that, accordingly, one should not place undue reliance on these statements. The Company also cautions you that the statements and projections included in the Cleansing Material, including the financial information incorporated by reference herein, speak only as of the date on which such statements and projections were made and do not speak as of the date that the Cleansing Material, including the financial information incorporated by reference herein, is provided pursuant to this report. We can provide no assurances that any agreement for sale of the TRU Asia Equity Interest will be reached or, if reached, will be on terms set forth in this report. Neither the Company, its directors, officers or advisors undertakes any obligation to update this information.

CLEANSING MATERIALS FOR TAJ HOLDERS

Asia Financials

Operating Performance – through P5 and Full Year¹

(\$'s in millions)

Asia Consolidated

	Consolidated		
	2017	2018	
	LY	TY	Vs. LY
	Year-to-Date (Japan P5; Asia ex-Japan P5)		
Sales.....	581.5	552.5	(29.0)
Merch Margin.....	215.7	205.1	(10.6)
SG&A.....	181.8	183.6	1.8
EBITDA ²	33.8	21.5	(12.3)
Merch Margin %....	37.1%	37.1%	0.0%
SSS%.....	0.9%	(6.4%)	(7.4%)
	Full Year (June Forecast)		
Sales.....	1,668.9	1,705.6	36.7
Merch Margin.....	626.1	642.6	16.5
SG&A.....	460.5	484.0	23.5
EBITDA ^{2,3}	165.6	158.6	(7.0)
Merch Margin %....	37.5%	37.7%	0.2%
SSS%.....	0.8%	1.0%	0.2%

Liquidity at P5 2018:

Cash	96.6
Undrawn Amount - committed lines of credit	21.1
Undrawn Amount - uncommitted lines of credit	18.6
Total Liquidity ⁴	136.3

Note:

Figures are preliminary/unaudited and subject to change. FY represents FYE of January for Japan and December for China and Other SE Asia. All fiscal years converted at 2018 budget rates (CHN/USD of 0.1513, HKD/USD of 0.1282, NT/USD of 0.0333, SGP/USD of 0.7420, MLY/USD of 0.2444, THA/USD of 0.0306, and JPN/USD of 0.0088).

1. Japan is February through June (P5) with full year ending January 31, 2019; Asia ex-Japan is January through May (P5) with full year ending December 31, 2018. Forecasts may also be subject to revision.
2. EBITDA before intercompany expenses related to royalty and ITASSA; includes add back of one-time items. In 2017, one-time items totaled \$8 million (related to severance, audit fees and store closures) and in 2018 they are forecasted to be \$2.4 million.
3. Japan EBITDA for 2017 shown on a 53-week basis while 2018 EBITDA is shown on a 52-week basis. Asia ex-Japan EBITDA reflects an incremental \$4.2 million bonus payment in 2018 versus 2017 assuming a 100% payout.
4. Cash consists of JPY 4.9 billion in Japan and \$53 million in Asia ex-Japan. Japan cash includes JPY 4 billion drawn under committed and uncommitted lines of credit at the end of period 5. The Company's Japan subsidiary has a two-year JPY 9.45 billion committed line of credit with a syndicate of banks that expired on June 29 and was subsequently recommitted on July 13. At the end of period 6, the Company had JPY 7.15 billion available under that committed facility and all other committed and uncommitted lines of credit were repaid, except for long-term loans. There was remaining availability of JPY 3.5 billion on a 1-year uncommitted line of credit as of the end of period 5. At the end of period 5, the Company had undrawn availability of \$1 million in Asia ex-Japan on an uncommitted basis.

**** Figures presented in this presentation are not consistent with US GAAP accounting.**

Asia Historical Performance

(\$'s in millions)

2014-2017 Historicals				
	FY	FY	FY	FY
	2014 ¹	2015 ¹	2016 ¹	2017 ¹
Number of Stores	328	352	387	411
Revenue	\$1,566	\$1,625	\$1,608	\$1,651
<i>Revenue growth (%)</i>	6.8%	3.8%	(1.1%)	2.7%
<i>Same store sales growth (%)</i>	3.6%	2.0%	(1.4%)	0.8%
Margin	\$575	\$602	\$600	\$619
Margin (%)	36.7%	37.0%	37.3%	37.5%
(+) Sub-Franchise Royalty	1	1	2	2
(-) SG&A	(304)	(302)	(296)	(310)
EBITDAR	\$272	\$301	\$305	\$311
(-) Third Party Rent Expense	(161)	(159)	(156)	(157)
(+/-) One-time Item	5	4	1	8
EBITDA Before Intercompany	\$116	\$145	\$150	\$162
<i>Margin (%)</i>	7.4%	8.9%	9.3%	9.8%
(-) Royalty	(26)	(27)	(27)	(48)
(+) Market Subsidy ²	0	0	0	14
(-) ITASSA Overhead Allocation ³	(10)	(12)	(10)	(13)
(-) Other Intercompany (excluding interest)	(0)	(1)	(0)	(0)
Adjusted EBITDA	\$81	\$106	\$113	\$114
<i>Margin (%)</i>	5.1%	6.5%	7.0%	6.9%
(-) One-time Item	(5)	(4)	(1)	(8)
(-) Capital Expenditure	(42)	(37)	(41)	(27)
(+/-) Normalized Change in Working Capital ⁴	54	(13)	(25)	(16)
(-) Cash Taxes	(4)	(12)	(29)	(16)
Unlevered Free Cash Flow	\$83	\$40	\$18	\$47
Memo:				
Online Revenue	\$40	\$69	\$96	\$123
<i>Share of Total</i>	2.5%	4.3%	5.9%	7.5%
<i>Revenue Growth</i>	-	74.4%	37.9%	29.0%

Note: Figures are preliminary/unaudited and subject to change. FY represents FYE of January for Japan and December for China and Other SE Asia. All fiscal years converted at 2018 budget rates (CHN/USD of 0.1513, HKD/USD of 0.1282, NT/USD of 0.0333, SGP/USD of 0.7420, MLY/USD of 0.2444, THA/USD of 0.0306, and JPN/USD of 0.0088).

- 2014-2017 restated for comparative purpose. 2017 does not include 53rd week versus CIM.
- Amount for 2017 has not been received and still remains outstanding.
- Year 2017 ITASSA/TSA did not include a true-up amount of \$1.1 million for Asia ex-Japan but does include a true-up amount of \$2.9 million paid by Japan for 2016.
- Normalized working capital is only relevant to Japan in order to eliminate the significant fluctuation in working capital that is caused by the timing of calendar month-end payment day vs. ToysRus fiscal 4/4/5 year-end calendar. Favourable/ unfavourable impact of the calendar is removed through this exercise.

**** Figures presented in this presentation are not consistent with US GAAP accounting.**

Asia Projections

(\$'s in millions)

Asia Consolidated

2018-2022 Original Management Projection¹

	FY	FY	FY	FY	FY
	2018	2019	2020	2021	2022
Sale	\$1,737	\$1,816	\$1,941	\$2,069	\$2,194
Merch Margin	657	696	748	803	857
SG&A / Rent / Sub-Franchise Fee	490	510	541	575	608
EBITDA	\$168	\$185	\$208	\$229	\$249
Adjusted EBITDA²	\$120	\$136	\$155	\$174	\$191
Merch Margin %	37.8%	38.3%	38.6%	38.8%	39.0%
SSS%	2.8%	0.5%	2.6%	2.5%	2.5%

Note: Figures are preliminary/unaudited and subject to change. Based on Management Projection developed in April 2018. FY represents FYE of January for Japan and December for China and Other SE Asia. All fiscal years converted at 2018 budget rates (CHN/USD of 0.1513, HKD/USD of 0.1282, NT/USD of 0.0333, SGP/USD of 0.7420, MLY/USD of 0.2444, THA/USD of 0.0306, and JPN/USD of 0.0088). Projections were developed in April 2018 and have not been updated for recent performance. An updated forecast for 2018 is available on page 2 of this presentation. Forecasts for subsequent years may also be subject to revision.

- Capital expenditures projected to be between \$40 million and \$55 million over the projected period.
- Adjusted EBITDA calculated by deducting net royalties and ITASSA/TSA payments from EBITDA. The 2018 ITASSA payment does not include \$3.5 million owed by Japan and \$1.5 million owed by Asia ex-Japan.

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