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*Co-Counsel to the Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

	)	
In re:	)	Chapter 11
	)	
TOYS “R” US, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 17-34665 (KLP)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF CANCELLATION OF CANADIAN EQUITY AUCTION**

On March 27, 2018, the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) entered the *Order Establishing Bidding Procedures for the Sale of the Debtors’ Canadian Equity* [Docket No. 2428] (the “Canadian Equity Bidding Procedures Order”)<sup>2</sup> by which the Court approved procedures setting forth the process by which the Debtors are authorized to conduct an auction (the “Auction”) for the sale of 100% of the equity interest in Toys “R” Us

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 78]. The location of the Debtors’ service address is One Geoffrey Way, Wayne, New Jersey 07470.

<sup>2</sup> All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Canadian Equity Bidding Procedures Order or the *Debtors’ Omnibus Motion for Entry of Orders (I) Authorizing the Debtors to Wind-Down U.S. Operations, (II) Authorizing the Debtors to Conduct U.S. Store Closings, (III) Establishing Bidding Procedures for the Sale of the Debtors’ Canadian Equity, (IV) Enforcing an Administrative Stay and (V) Granting Related Relief* [Docket No. 2050] (the “Omnibus Motion”).

(Canada) Ltd. Toys “R” Us (Canada) Ltee, (“Toys Canada,” and such sale the “Canadian Equity Sale”).

**PLEASE TAKE FURTHER NOTICE** that pursuant to the *Auction and Hearing Notice and Notice of Stalking Horse Bidder for Sale of Canadian Equity* [Docket No. 2790], the Debtors selected a Stalking Horse Bidder and were set to move forward with an Auction for the sale of the Canadian Equity on April 23, 2018 at 11:00 a.m. prevailing Eastern Time at the offices of Kirkland & Ellis LLP located at: 601 Lexington Avenue, New York, NY 10022.

**PLEASE TAKE FURTHER NOTICE** that the Debtors did not receive any Qualified Bids in addition to the Stalking Horse Bid. Therefore, in accordance with the Canadian Equity Bidding Procedures Order in satisfaction of section 5.12(f) of the Stalking Horse Purchase Agreement, the Debtors have selected and designated Fairfax Financial Holdings Limited the Successful Bidder.

**PLEASE TAKE FURTHER NOTICE** that after consultation with the Consultation Parties, **the Debtors have determined to cancel the Auction.**

**PLEASE TAKE FURTHER NOTICE** that the Debtors will seek approval of the Canadian Equity Sale at the Sale Hearing scheduled to commence on April 24, 2018 at 10:00 a.m. (prevailing Eastern Time) (the “Sale Hearing”) before the Honorable Judge Keith L. Phillips, at the Court, 701 East Broad Street, 5th Floor, Courtroom No. 5100, Richmond, Virginia 23219.

**PLEASE TAKE FURTHER NOTICE** that the initial deadline to object to approval of the proposed Canadian Equity Sale (each, a “Sale Objection”) was April 16, 2018, at 5:00 p.m. (prevailing Eastern Time). To the extent parties have Sale Objections or object to the selection of the Stalking Horse Bidder or Stalking Horse Agreement, such objections must be filed prior to the Auction<sup>3</sup> and served on: (a) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, P.C. Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn: Chad Husnick, and Emily Geier, and Kutak Rock LLP, 901 East Byrd Street, Suite 1000, Richmond, Virginia 23218, Attn: Michael A. Condyles, Peter J. Barrett, and Jeremy S. Williams, co-counsel to the Debtors; (b) the Office of the United States Trustee for the Eastern District of Virginia, Attn: Robert B. Van Arsdale and Lynn A. Kohen; (c) Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Adam C. Rogoff, Esq. and Rachael Ringer, Esq., counsel to the Official Committee of Unsecured Creditors; (d) Davis, Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 11017, Attn: Marshall Huebner and Kenneth Steinberg, counsel to the DIP ABL Agent; (e) Wachtell, Lipton, Rosen, and Katz, 51 West 52nd Street, New York, New York 10019, Attn: Joshua A. Feltman, counsel to the DIP Delaware Term Loan Agent; and (f) Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038, Attn: Kristopher Hansen and Jonathan Canfield, counsel to the group of DIP FILO Lenders.

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<sup>3</sup> The Debtors will also entertain Sale Objections raised orally at the Sale Hearing.

**CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION**

**ANY PARTY OR ENTITY WHO FAILS TO MAKE AN OBJECTION TO THE CANADIAN EQUITY SALE AT OR PRIOR TO THE SALE HEARING SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE CANADIAN EQUITY SALE, INCLUDING WITH RESPECT TO THE DISPOSITION OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN SUCH OTHER AGREEMENT WITH THE SUCCESSFUL BIDDER.**

**PLEASE TAKE FURTHER NOTICE** that copies of the Omnibus Motion, Bidding Procedures, and the Canadian Equity Bidding Procedures Order, as well as all related exhibits are available: (a) upon request to Prime Clerk LLC (the notice and claims agent retained in these chapter 11 cases) by calling (844) 794-3476 (toll free) or, for international callers, (917) 962-8499; (b) by visiting the website maintained in these chapter 11 cases at **<http://www.cases.primeclerk.com/toysrus>**; or (c) for a fee via PACER by visiting <http://www.vaeb.uscourts.gov>.

Richmond, Virginia  
Dated: April 22, 2018

*/s/ Jeremy S. Williams*

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