

Edward O. Sassower, P.C.
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Emily E. Geier (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

James H.M. Sprayregen, P.C.
Anup Sathy, P.C.
Chad J. Husnick, P.C. (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

-and-

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

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> , ¹)	Case No. 17-34665 (KLP)
)	
Debtors.)	(Jointly Administered)
)	

NOTICE OF CANCELLATION OF INTELLECTUAL PROPERTY AUCTION

PLEASE TAKE NOTICE that on May 24, 2018, the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) entered the *Order (I) Establishing Bidding Procedures for the Sale of the Debtors’ U.S. Intellectual Property Assets, Including the U.S. E-Commerce Assets, (II) Approving the Sale of the U.S. Intellectual Property Assets, Including the U.S. E-Commerce Assets, and (III) Granting Related Relief* [Docket No. 3233] (the “U.S.

¹ 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.

Intellectual Property Bidding Procedures Order)², approving procedures for the sale of the U.S. Intellectual Property Assets.

PLEASE TAKE FURTHER NOTICE that on June 28, 2018, the Court entered the *Order (I) Amending the U.S. Intellectual Property Bidding Procedures Order to Include International Intellectual Property Assets and Extend the Sale Timeline and (II) Granting Related Relief* [Docket No. 3601] (the “IP Bidding Procedures Amendment Order”), amending the U.S. Intellectual Property Bidding Procedures Order to include certain additional intellectual property assets.

PLEASE TAKE FURTHER NOTICE that pursuant to the U.S. Intellectual Property Bidding Procedures Order and IP Bidding Procedures Amendment Order, the Court authorized the Debtors, in consultation with the Consultation Parties, to adjourn or cancel the Intellectual Property Auction. *See* U.S. Intellectual Property Bidding Procedures Order at ¶ 13; IP Bidding Procedures Amendment Order at ¶ 14.

PLEASE TAKE FURTHER NOTICE that, notwithstanding the receipt of Qualified Bids for certain of the Intellectual Property Assets, the Debtors have determined, in consultation with the Consultation Parties, to cancel the Intellectual Property Auction and reorganize Debtor Geoffrey pursuant to the *Second Amended Chapter 11 Plans of Toys Delaware Debtors and Geoffrey Debtors* [Docket No. 4542] (the “Plan”), which Plan, among other things, contemplates a new, operating Toys “R” Us and Babies “R” Us branding company that maintains existing global license agreements and can invest in and create new, domestic, retail operating businesses under the Toys “R” Us and Babies “R” Us names, as well as expand its international presence and further develop its private brands business.

PLEASE TAKE FURTHER NOTICE that the Selling Debtors, in consultation with the Consultation Parties, have determined that the Qualified Bids were not reasonably likely to yield a superior alternative to the Plan, including with respect to: (i) the probable economic recovery to creditors of the Selling Debtors’ estates; and (ii) the benefits to other direct and indirect stakeholders of maintaining the Toys “R” Us and Babies “R” Us brands under a newly-established, independent U.S. business, including, without limitation, expected expansion of employment opportunities for workers and merchandising opportunities for toy and other vendors.

PLEASE TAKE FURTHER NOTICE that copies of the U.S. Intellectual Property Bidding Procedures Order, the IP Bidding Procedures Amendment Order, all related exhibits, and other documents from these chapter 11 cases 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>.

² All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the U.S. Intellectual Property Bidding Procedures Order or the IP Bidding Procedures Amendment Order (as defined herein), as applicable.

Richmond, Virginia
Dated: October 1, 2018

/s/ Jeremy S. Williams

KUTAK ROCK LLP

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192
Email: Michael.Condyles@KutakRock.com
Peter.Barrett@KutakRock.com
Jeremy.Williams@KutakRock.com

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

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C.
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Emily E. Geier (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: edward.sassower@kirkland.com
joshua.sussberg@kirkland.com
emily.geier@kirkland.com

-and-

James H.M. Sprayregen, P.C.
Anup Sathy, P.C.
Chad J. Husnick, P.C. (admitted *pro hac vice*)
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: james.sprayregen@kirkland.com
anup.sathy@kirkland.com
chad.husnick@kirkland.com

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