

TOYS “R” US, INC. AND SUBSIDIARIES  
CODE OF ETHICAL STANDARDS AND  
BUSINESS PRACTICES AND CONDUCT

I. **Introduction**

Toys “R” Us, Inc. and its subsidiaries worldwide (referred to in this Code of Ethical Standards and Business Practices and Conduct as the Company) are committed to conducting “business with integrity.” To ensure that we continue to live up to that commitment, we have created this Code, which outlines the way in which the Company will conduct business. This Code is designed to assist the Board of Directors of Toys “R” Us, Inc. (referred to in this Code as the Board) and management to better focus on areas of ethical risk, provide better guidance to the Company’s associates to help them recognize and deal with ethical issues as they arise, provide better mechanisms to report any unethical conduct and foster a corporate culture of honesty and accountability. Each member of the Board (referred to in this Code as a Board Member) and associate of the Company (the word associate includes any salaried officer or employee) has an obligation to obey this Code.

This Code requires each Board Member and associate to personally model the behaviors described in the Code, *as well as to report any observed or suspected violations*. To that end, the Company has outlined below a process for surfacing and addressing any violations, concerns, issues or questions that a Board Member or associate may have regarding the financial, ethical or legal affairs of the Company, without fear of retaliation.

In order to protect associates who report potential instances of financial misconduct or other violations of the law or this Code or who cooperate in any related internal or external investigations, the Company has implemented a “no retaliation” policy. This means that retaliation or retribution by the Company or an associate against another associate for his or her compliance with any law, regulation or standard outlined in this Code is prohibited and will result in serious disciplinary action, up to and including immediate termination of employment. This policy applies even when an allegation is ultimately proven groundless, provided the associate raised the issue in good faith. However, if an associate was involved in improper activity, intentionally made a false accusation or provided false information during the course of an investigation, he or she may be appropriately disciplined to the extent permitted by applicable law, regulation or Company policy, even if that associate was the one who reported the matter or cooperated in the investigation.

This Code has been reviewed and approved by the Board, and the Board Members endorse the Code and obey the Code themselves to the same extent as executive officers of the Company. The Code requires that associates should contact or obtain approval from the Chief Executive Officer, the General Counsel, a member of the Executive Committee of the Company, an Executive Vice President, any other officer, an

Ombudsperson, any supervisor, or the Confidential Ethics Hotline described below. To the extent that associates wish to report directly to the Board or to the outside directors of the Company, they should address their concerns to the Chair of the Audit Committee of the Board and may do so by calling the Confidential Ethics Hotline and requesting that the information be delivered directly to the Board of Directors, or by having a sealed envelope delivered to the General Counsel of the Company for delivery to the Board of Directors. In each instance, the information will be conveyed, or the sealed envelope will be passed on, unopened, to the Chair of the Audit Committee or, if requested, to the Chair of the Corporate Governance and Nominating Committee. References to associates in this Code are deemed to apply to Board Members as well and, whenever appropriate, Board Members themselves should contact or obtain approval from the Board, the Chair of the Audit Committee of the Board, the Chair of the Corporate Governance and Nominating Committee of the Board or, where permitted by applicable law or regulation, the General Counsel.

This Code is neither a contract of employment nor a guarantee of continued employment.

## II. **Ombudspersons**

To ensure that all associates fully understand this Code and have an opportunity to address their concerns, if any, we have designated Ombudspersons to whom all questions and concerns can be addressed. The Ombudspersons are listed in the “Ombudspersons Contact List” distributed with this Code and can be contacted at the address, telephone number and fax number included in that list. In lieu of contacting an Ombudsperson, associates may, in the circumstances described below, contact the outside ethics hotline (referred to in this Code as the Confidential Ethics Hotline) listed in Exhibit A to this Code following the procedures described in that Exhibit.

## III. **General Business Guidelines**

1. ***Compliance with Laws:*** All associates of the Company must obey all applicable laws, rules and regulations and must observe the highest standards of business ethics in conducting their business affairs. The use of the Company’s funds, services or assets for any unlawful or improper purpose is strictly prohibited. No individual may engage in the practice of purchasing privileges or special benefits on behalf of the Company through the payment of bribes, gratuities or other forms of payoff. No individual may accept payments from domestic or foreign companies in violation of any law.

2. ***Compliance with Company Procedures and Policies:*** From time to time the Company may adopt policies and standard operating procedures addressing the manner in which the Company’s business should be conducted. Associates of the Company must obey all policies and standard operating procedures of the Company applicable to them in conducting their business activities. All associates of the Company are responsible for ensuring that all associates and non-salaried employees under their supervision have knowledge of and understand the importance of obeying all of the Company’s policies and standard operating procedures applicable to them.

3. **Political Contributions:** No Company funds or services may be paid or furnished to any political party or any candidate for (or incumbent in) any public office, regardless of whether the contributions are legal, unless such contributions are legal and authorized in writing by Toys “R” Us, Inc.’s Chief Executive Officer, the Chair of the Audit Committee, the Chair of the Corporate Governance and Nominating Committee, or the Board.

4. **Commercial Bribery:** No associate or agent of the Company may engage in soliciting, receiving, or accepting, either directly or indirectly, any bribe, kickback or other improper payment from any employee or agent of any supplier, landlord, lessee, competitor or other person or company dealing with the Company. The activities of any person or company, whether or not an associate of the Company, who engages in the conduct described in this paragraph must be reported immediately to Toys “R” Us, Inc.’s General Counsel or the Confidential Ethics Hotline following the procedures described in Exhibit A.

5. **Use of Vendors:** The Company will not knowingly engage in business with vendors, suppliers or manufacturers who are in violation in any significant respect of any applicable laws relating to the production, manufacture or distribution of goods, services or products or any applicable laws affecting labor usage, civil rights, child labor or safety.

The Company has a separate Supplier’s Code of Conduct that is applicable to all suppliers of the Company who sell products to the Company for the purpose of resale. The Company will not knowingly engage in business with any supplier that violates in any significant respect any provision in the Supplier’s Code of Conduct applicable to the supplier.

6. **Fair Dealing:** Each associate of the Company must deal fairly with the Company’s customers, suppliers, competitors and associates. No associate may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

7. **No Employment Contracting:** As a general rule, the Company does not utilize employment agreements for its operations within the United States. No associate of the Company other than the Chief Executive Officer is authorized to enter into employment agreements on behalf of the Company for its U.S. operations unless the Company’s Standard Operating Procedures for Entering into Contracts authorizes the associate to enter into the agreements.

Generally, no associate of the Company other than the Chief Executive Officer or the President – Toys “R” Us International is authorized to enter into employment agreements on behalf of the Company for its international operations unless the Company’s Standard Operating Procedures for Entering into Contracts authorizes the associate to enter into the agreements. However, where the laws of an individual country require that employment agreements be entered into, the Country President/Managing Directors/General Managers, or their designated representatives, responsible for that

jurisdiction may enter into the agreements that are required by law so long as any agreement relating to the employment of an officer of the Company is also approved in advance by the Chief Executive Officer or the President – Toys “R” Us International *and* by Toys “R” Us, Inc.’s senior employment counsel.

In all situations, the procedures included in the Company’s Standard Operating Procedures for Entering into Contracts must be followed prior to entering into any employment agreement. Except as described above, all associates of the Company are strictly forbidden from communicating in any way that any offers of employment for the Company’s operations are contracts for employment.

8. ***Public Disclosure:*** It is the Company’s policy that all periodic reports required to be filed by the Company with the Securities and Exchange Commission (for example, the Company’s Form 10-K and Form 10-Q filings), and any public communications by the Company concerning those reports, contain full, fair, accurate, timely and understandable disclosures. It is also the Company’s policy that all required financial filings made by the Company with the Securities and Exchange Commission comply with the applicable regulations relating to those filings. All associates who are involved with those filings or public communications must act in furtherance of this policy.

#### IV. **Professional Conduct**

##### 1. ***Dealings with Suppliers or Customers of the Company:***

a) **Acceptance of Gifts, Meals and Entertainment:** The Company generally prohibits the acceptance from suppliers or customers of the Company of any gifts or gratuities, whether in the form of money, merchandise, services, meals, entertainment, travel or any other form. If permitted by applicable law, a gift may be accepted by an associate from a supplier or customer if the gift is (i) a perishable item (for example, food) that has little or no resale value, (ii) any other noncash gift valued at less than \$50 provided the gifts are not received on a regular or frequent basis, (iii) a meal or entertainment that is permitted by this paragraph, or (iv) approved by an Ombudsperson on the basis that acceptance of the particular gift serves a legitimate, business-related purpose. If gifts or gratuities prohibited by this Code are received by an associate, the prohibited gift or gratuity must be returned to the supplier or customer or, if appropriate, turned over to the Company, and the associate, his or her supervisor or the Executive Vice President responsible for his or her department must request that the supplier or customer stop giving prohibited gifts or gratuities in the future. If permitted by applicable law, acceptance by an associate of a reasonable meal or reasonable entertainment that is consistent with generally accepted and customary practices is not prohibited, but an associate is not permitted to accept travel or vacation arrangements unless an Ombudsperson *and* the Chief Executive Officer or the General Counsel approves the arrangements in advance. Attending sports or theatrical events as a guest of a supplier or customer involves an acceptable and customary business practice if kept within reasonable limits. An associate must report to his or her supervisor *and* the Executive Vice President responsible for his or her department any gift, meal or entertainment that he or she accepts from a supplier or customer, other than a meal that is

valued at less than \$50 and that is otherwise permitted by this paragraph. Notwithstanding all of the above, an associate must never accept a gift that limits or influences the associate's business judgment in any way or could reasonably be perceived to affect his or her business judgment.

If an associate has any concerns or questions about the appropriateness of accepting a particular gift, meal or entertainment, he or she is responsible for checking with his or her supervisor, the Executive Vice President responsible for his or her department or an Ombudsperson in advance of accepting the gift, meal or entertainment.

b) **Buying Merchandise and Other Tangible Property from or Obtaining Services from Suppliers for Personal Use:** With the prior written approval of an Ombudsperson, associates may purchase items from suppliers not sold in the Company's stores or obtain services from suppliers at a price which is reasonable and no less than the supplier's normal cost. Associates must detail these purchases in writing to an Ombudsperson prior to receiving the goods or services. Each Ombudsperson will keep a record with full details of each transaction where he or she gives this approval to ensure the purchases are not disguised gifts. These purchases by associates should be infrequent and should be discouraged.

c) **Selection of Vendors and Suppliers of Goods and Services:** The selection of a vendor or other supplier of goods or services to the Company must be based on quality, need, performance and cost. In dealing with vendors, it is the responsibility of all associates to promote the best interests of the Company, within legal limits, through attention to opportunities and the obtaining of fair terms and treatment for the Company, without any favoritism based on familial relationship, friendship, race, sex, national origin or disability. In all situations, the procedures included in the Company's Standard Operating Procedures for Entering into Contracts must be followed prior to entering into any agreement with a vendor or supplier. In addition, the procedures included in the Company's Standard Approval Policies and Procedures for Engaging our External Auditors must be followed prior to engaging the Company's outside auditors to provide any services to the Company.

2. **Consultants:** Agreements by the Company with agents, representatives, and consultants must clearly describe the actual services to be performed, the basis for earning the fee involved, and all other significant terms and conditions. Payments must be reasonable in amount and bear a reasonable relationship to the value of the services rendered. The Company may not knowingly permit the agents, representatives and consultants to take actions on behalf of the Company that would be in violation of this Code. In all situations, the procedures included in the Company's Standard Operating Procedures for Entering into Contracts must be followed prior to entering into any agreement with an agent, representative or consultant.

3. **Competition:** The Company believes in fair and open competition. Associates are prohibited from entering into arrangements with competitors affecting pricing, marketing or labor policies or affecting terms or conditions of sale. Any questions concerning these prohibitions should be directed to an Ombudsperson, the

General Counsel or the Confidential Ethics Hotline following the procedures described in Exhibit A.

4. ***Accurate Records; Payments to Government Personnel; Foreign Corrupt Practices Act Compliance:*** The Company is committed to maintaining high standards of business conduct in the U.S. and abroad. Each asset, liability, expense and other transaction must be accurately recorded in the Company's regular books of account with an adequate description of its purpose or origin. The Company strictly forbids the making of false or artificial entries in its books and records and the establishment or maintenance of any unrecorded fund or asset for any purpose. No payment may be used for any purpose other than the purpose described in the books and records of the Company. No payment may be made directly or indirectly to obtain favorable action by a government agency. Gifts or services to, or entertainment of, government personnel are generally prohibited since they can be construed as attempts to influence government decisions in matters affecting the Company. To ensure that the Company and its associates obey applicable laws, government personnel may not be provided gifts or services or entertained without the prior approval of the General Counsel. No associate may engage in any arrangement that results in any transaction or act prohibited by this Code or the Foreign Corrupt Practices Act.

5. ***Confidentiality of Information:*** The proprietary information, trade secrets, business plans, budgets, projections, sales data, other financial data, business trends, formulas, strategies and forecasts of the Company, the terms and conditions of the Company's merchandising arrangements, the names and/or addresses of customers, prospective customers, suppliers or prospective suppliers, and any other types of confidential data or information of the Company or any of the Company's customers or suppliers that associates obtain or create in the course of their employment with the Company (together with the types of information described in the next sentence required to be maintained in a confidential manner, referred to in this Code as Confidential Information) are confidential. The Company also requires that information relating to personal health, performance evaluations, promotability, and compensation data must be maintained in a confidential manner for the protection of individual privacy to the extent appropriate, and access to this type of information has generally been restricted to authorized individuals within the Company. Each associate must protect and maintain the confidentiality of any Confidential Information during the period of his or her employment and indefinitely after his or her employment ends unless (i) the information becomes known to the public or generally available to the public through no action by the associate and no fault of the associate; (ii) an officer of the Company authorizes the disclosure of Confidential Information for a legitimate, business-related purpose; or (iii) disclosure of the Confidential Information is required by applicable law or regulation, the associate has provided the Company with prompt notice of the disclosure requirement and the associate has fully cooperated with any effort by the Company to obtain an appropriate protective order permitting non-disclosure prior to making the disclosure.

Associates of the Company should address any questions they may have to an Ombudsperson, the General Counsel, any other officer of the Company or the Confidential Ethics Hotline following the procedures described in Exhibit A, as to whether particular information is confidential and prohibited from disclosure.

Unauthorized theft or disclosure of Confidential Information by an associate, through Internet “chat rooms” or other ways, may result in civil or criminal penalties and/or disciplinary action up to and including termination of employment.

6. ***Insider Trading:*** It is illegal and in violation of the Company’s policy for any associate of the Company or any other person who is aware of material, nonpublic information relating to a company to purchase or sell the company’s stock or any other securities of or relating to the company or to recommend trading to outsiders (including friends and relatives) while having access to the material, nonpublic information. In addition to potential legal liability to third parties and civil and criminal liability, the Board and management are concerned with the adverse effect on the Company and its stockholders resulting from such “insider trading.” Any associate of the Company who trades or recommends trading on material, nonpublic information will be considered to have engaged in gross misconduct and will be terminated from employment with the Company.

Many associates have access to corporate information that is not generally available to the public or that, due to the inadequate passage of time after public disclosure, has not yet been digested by the securities markets. Significant legal risks, including civil or criminal penalties, arise if this information would be, or has a substantial likelihood of being, of “importance” to a “reasonable” investor. The determinations of what is and what is not “important” and who is a “reasonable” investor require the exercise of judgment. Because of the broad scope of the underlying concept, it is impossible to identify a “rule of thumb” that applies in all situations. As a result, common sense and good judgment must be the guiding principles.

In the case of the Company, a common example of material, nonpublic information is sales or earnings information that is not yet publicly released -- buying or selling the Company’s stock while in the possession of this type of information is strictly prohibited. The prudent policy would be to delay all purchases or sales until twenty four (24) hours after the regular public releases of this information. In addition, buying or selling the Company’s stock or any other securities of or relating to the Company is strictly prohibited during the months of November and December and until twenty four (24) hours following Toys “R” Us, Inc.’s press release concerning its Holiday sales information. This press release is typically issued in early January. These restricted trading periods do not apply to systematic purchases through a Company stock purchase plan where the election to purchase those shares was made at a date prior to the restricted trading period, but this restricted trading period does apply to any sale of those shares. The Company may also establish other limited exceptions where purchases that would not be considered insider trading may be made by associates during restricted trading periods.

Each executive officer of Toys “R” Us, Inc. must also follow the Amended and Restated Policy Statement on Trading in Toys “R” Us Securities by Directors and Executive Officers and any future amendments to the policy; all other officers of Toys “R” Us, Inc. must also follow the Policy Statement on Trading in Toys “R” Us Securities by Officers and any future amendments to the policy; and all international executives of the Company must also follow the Policy Statement on Trading in Toys “R” Us

Securities by International Executives and any future amendments to the policy. All associates must follow any trading policies applicable to them that the Company may implement in the future to assist associates in obeying the insider trading laws. The Company also prohibits associates of the Company from trading any “put” or “call” options in the Company’s stock at any time, unless an equity compensation plan of the Company approved by the Company’s stockholders permits the trading under the circumstances in which the trade was made. Similarly, it is against Company policy for associates to engage in any short sales of the Company’s stock, including sales against the box, at any time. In addition, each associate is prohibited from trades at any time of any other derivative type of security (other than stock options issued by the Company) directly linked to the Company’s stock, except that any securities that are publicly issued by the Company may be traded by an associate if he or she is not aware of any material, nonpublic information and obtains the prior approval of Toys “R” Us, Inc.’s Chief Financial Officer, General Counsel or Treasurer prior to making the trade.

Questions relating to whether information is material or nonpublic or relating to the Company’s policies on trading stock, options or other securities should be addressed to the Chief Financial Officer, General Counsel or Treasurer prior to making any trade.

7. ***Outside Interests:*** Company policy strongly discourages full-time associates from holding a second job. An associate may not hold a second job, or own or operate a business, that creates a conflict of interest or in any way interferes with the associate’s job performance for the Company. Any associate must request authorization from his or her immediate supervisor if he or she has or expects to have a second job.

## V. **Fraternization**

The Company believes that fraternization (such as dating or other types of repetitive socializing outside the normal business relationship) between associates where there is a direct or indirect reporting relationship puts undue pressure on the working relationship. Even if the fraternization is innocent, it can lead at the very least to claims of favoritism and to potential claims of harassment or vindictiveness. Therefore, fraternizing where there is a direct or indirect reporting relationship is strongly discouraged.

An associate is required to report to his or her supervisor, the Executive Vice President responsible for his or her department or an Ombudsperson any fraternization between him or her and an associate who has a direct or indirect reporting relationship with him or her. The Company will not initially discipline associates who fraternize with other associates with whom they have a direct or indirect reporting relationship provided that relationship has been disclosed to the Company as described above. However, repetitive fraternization by an associate, after the Company has warned the associate to stop the fraternization, shows poor judgment and can subject the associate to disciplinary action up to and including termination.

Where fraternization occurs between associates who have a direct or indirect reporting relationship, the Company will require that the fraternization end or that a transfer occur. If the associates do not immediately end the fraternization upon a request

that they do so by the Company, the Company will work with both associates to arrange a transfer which is acceptable to all concerned (including the Company). However, where a transfer is not available, the Company will require that the fraternization end immediately or that one of the two parties resign. In that situation, unless the fraternization ends immediately or there is an agreement on the resignation, the Company will terminate the least tenured of the two associates with the Company.

#### VI. **Acts of Harassment or Discrimination**

The Company has a long-standing policy against any acts of harassment and discrimination due to a person's race, religion, national origin, gender, age, marital status, sexual orientation, gender identity, disability, etc. The Company believes that all people have a right to work in a comfortable environment free from harassment and discrimination and that harassment or discrimination of any kind is a form of misconduct that undermines the integrity of the employment relationship.

All complaints of discrimination will be treated confidentially to the extent possible. Any associate who believes he or she has been harassed or discriminated against should report the alleged action immediately to his or her supervisor, the Executive Vice President responsible for his or her department, an Ombudsperson, the General Counsel, or any other individual designated to receive these reports under Company policy, including the Chief Executive Officer, or the Confidential Ethics Hotline following the procedures described in Exhibit A. Prompt action will be taken to investigate and act on complaints of conduct in violation of the Company's policy. If a claim has validity, appropriate discipline and corrective action up to and including termination will be directed at the offending parties.

#### VII. **Maintaining a Safe Work Environment**

In the interests of maintaining a safe working environment for all associates, Company policy requires a drug-, alcohol- and weapons-free work environment. We have incorporated programs into our Health Plan to assist those individuals who have drug or alcohol problems. At the same time, however, each individual is responsible and accountable for his or her own actions regarding alcohol abuse or the use of illegal drugs.

Any individual under the influence of alcohol or illegal drugs at work or who brings those items or any weapons onto Company property is subject to appropriate disciplinary action up to and including termination of employment.

Each person has responsibility for monitoring his or her workplace and reporting, within our Company guidelines, any potential issues with weapons, drugs or alcohol involving his or her subordinates or of any other associates of the Company when he or she becomes aware that these problems exist. All associates must share in this responsibility if we wish to maintain a safe work environment at the Company.

## VIII. Authorized Use of Company Property

As with all assets of the Company, telephones, computers, fax machines and electronic mail are intended for authorized business use only and may not be used for personal matters except on an occasional or extraordinary basis. For instance, frequent use of the Company's computers for personal shopping is prohibited. Each associate must protect the Company's assets and ensure their efficient use for legitimate business purposes. Misappropriation of corporate assets and theft, carelessness and waste have a direct adverse impact on the Company's profitability and are therefore prohibited. No associate may take for personal use any products or other property of the Company without the prior approval of the Board or a committee of the Board.

Authorized Company personnel have access to all information stored on the Company's computers, including the voice and e-mail systems. This access may be used for the purposes of receiving business information, trouble shooting, preventing system misuse, assuring compliance with policies and any other authorized purpose. Therefore, all documents and messages stored in Company files, disks, hard drives, storage areas, e-mail (including deleted e-mail) or voicemail may be accessed and reviewed by authorized personnel without notice.

## IX. Information Systems Security

The Company's information systems and the data they contain are critical to the daily operation and success of the Company's organization. Access to computer systems and networks impose responsibilities and obligations on the user.

Users have the responsibility to ensure that electronic documents and files are protected from unauthorized use and an obligation to report instances where unauthorized access has been gained to any confidential data. In making acceptable use of information resources, the following guidelines must be obeyed:

Information resources are to be used only for authorized business purposes;

Access should be made only to files and data that are your own, to which you have been given authorized access or that are intended for public availability;

User IDs and passwords should be kept confidential and changed as needed to maintain their confidentiality;

Users are responsible for all activities on their user ID or that originate from their system;

Important data and documents should be backed up as often as necessary. You are responsible for the backup of your data regardless of location. (The backup frequency for data stored on a file server will vary depending on who is administering the system; data stored on a local hard drive is not automatically backed up.);

Only legal versions of copyrighted software should be used and that use must be in compliance with vendor license requirements. Duplicating software or violating the licensing agreement is considered to be a violation of these standards.

The above general guidelines obviously cannot cover all situations; protection and security of data maintained electronically is everyone's responsibility and requires good judgment.

X. **Conflicts of Interest; Corporate Opportunities; Investing in Suppliers and Vendors**

1. ***Conflicts of Interest:*** A "conflict of interest" occurs when an individual's private interest interferes (or even appears to interfere) with the interests of the Company as a whole. A conflict of interest can arise when an associate takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an associate (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company.

Each associate must avoid "conflicts of interest." Each associate must promptly report to his or her supervisor, the Executive Vice President responsible for his or her department, an Ombudsperson, or, in the case of a conflict of interest that is not the reporting associate's conflict of interest, the Confidential Ethics Hotline following the procedures described in Exhibit A, the existence of any actual or potential conflict of interest of which the associate is aware or in which the associate is involved. In the case of a conflict of interest involving a member of the Board of Directors or a member of the Company's Executive Committee, the report will be forwarded to the Corporate Governance and Nominating Committee of the Board of Directors. After receiving a report of an actual or potential conflict of interest, the Corporate Governance and Nominating Committee will decide whether a conflict of interest in fact exists and whether steps should be taken to minimize any effects of a conflict.

Notwithstanding the above, any actual or potential conflict of interest involving an associate who is also a Member of the Board of Directors must be reported and addressed by following the procedures described in the "Conflicts of Interest" section of Toys "R" Us, Inc.'s Corporate Governance Guidelines and any future amendments to those Guidelines.

The Company is prohibited from making personal loans to any of its executive officers. Additionally, loans to, or guarantees of obligations of, any other associate of the Company or any member of his or her family should generally be avoided and may not be made without the prior written approval of the Chief Financial Officer or Toys "R" Us, Inc.'s senior officer of Human Resources.

2. ***Corporate Opportunities:*** Each associate of the Company is prohibited from (a) personally taking for himself or herself opportunities that are discovered through the use of corporate property, information or position; (b) using corporate property,

information or position for personal gain; and (c) competing with the Company. Each associate of the Company owes a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

3. ***Investing in Suppliers and Vendors:*** In order to minimize potential conflicts of interest, no associate may invest in any security (stocks, bonds, options, short sales, etc.) of, lend money to, receive a loan from, or otherwise invest in, a supplier or vendor of the Company or the supplier's or vendor's parent companies or subsidiaries (together referred to in this Code as the Prohibited Suppliers or Vendors), other than investments of under 1% of the outstanding securities of a public company. Investments in broad based mutual funds that may invest in Prohibited Suppliers or Vendors is not deemed to be a violation of this paragraph. Each associate of the Company must report to an Ombudsperson any current investments in or loans to or from any Prohibited Supplier or Vendor (other than investments of under 1% of the outstanding securities of a public company). Following a discussion with the associate, the Ombudsperson will decide whether the investment must be divested or whether the loan must be repaid to avoid a conflict of interest. For the purposes of this paragraph, the term "invest" or "investment" includes any investment personally owned or beneficially owned by family members, nominees, or others where the effect is that the associate derives any benefit from the investment.

You are prohibited from buying or selling any securities of any company, including any Prohibited Supplier or Vendor, when you are aware of material, nonpublic information relating to the company, as discussed above.

## XI. **Compliance Standards and Procedures**

1. ***Anonymous/Confidential Reporting Process:*** Before getting into the specifics of the reporting process itself, it is important for associates to understand the issues they are required to report, versus those they are merely encouraged to raise, so as to avoid any potential misunderstandings.

Any associate with knowledge of financial wrongdoing (i.e., wrongdoing related to any internal accounting controls or accounting, auditing or financial matters), illegal or unlawful conduct or substantive violations of this Code is required to report this information to a member of the Executive Committee of the Company, the General Counsel or the Confidential Ethics Hotline following the procedures described in Exhibit A. This requirement is for the benefit and protection of our Company, our associates and our stockholders. If the associate believes it more appropriate to report directly to the outside directors of the Company, the associate may ask that his or her communication via the Confidential Ethics Hotline or by sealed envelope directed to the General Counsel be directed to the Chair of the Audit Committee of the Board of Directors. All such requests will be honored. Because of the significant legal and business consequences at stake, an associate's failure to report this information may result in serious disciplinary action, up to and including termination of employment.

To the extent associates have concerns or questions or need clarification or advice regarding financial or ethical issues, the Company strongly encourages associates to

surface those concerns, questions or issues so that they may be addressed. Several different options are available: Associates may speak directly with their supervisors; they may raise the issues with the Executive Vice Presidents responsible for their departments; they may contact one of the Company's Ombudspersons or the General Counsel; or they may contact the Confidential Ethics Hotline following the procedures described in Exhibit A. The important point here is not which avenue an associate chooses, but rather that the issue is surfaced so that it may be addressed and resolved appropriately.

To the extent associates have concerns or questions or need clarification or advice regarding legal issues, the Company strongly encourages associates to surface those concerns, questions or issues to the General Counsel, or to the Confidential Ethics Hotline following the procedures described in Exhibit A.

Associates who report a violation or surface a concern or issue regarding the financial, ethical or legal affairs of the Company may request anonymity. In those cases, the Company will take all necessary steps permitted by applicable law and regulation to protect the reporting associate's identity.

2. ***Cooperating with Investigations:*** Linked with the obligation to report financial misconduct and other violations of the law and this Code, is the obligation of all associates to fully cooperate in any related investigations. Whether those investigations are internal ones conducted by the Company or external ones conducted by a governmental, regulatory or law enforcement agency, all associates are required to fully cooperate. Again, given the potentially significant legal and business consequences involved, an associate's failure to cooperate in these investigations may result in serious disciplinary action, up to and including termination of employment.

3. ***Certification of Compliance:*** Each new associate will be required to certify his or her compliance with this Code at the beginning of his or her employment. In addition, each associate at or above the "C" band level, or serving in a buying capacity, will be required to certify his or her compliance with this Code on an annual basis.

## XII. **Waivers.**

An associate who would like to receive a waiver from any provision of this Code must direct his or her request to the General Counsel. After proper investigation, the General Counsel will forward the request to the Board of Directors, the Audit Committee or the Corporate Governance and Nominating Committee. Any waiver from this Code must be granted by the Board of Directors, the Audit Committee or the Corporate Governance and Nominating Committee, and any waiver from this Code for an executive officer of Toys "R" Us, Inc. will be promptly and fully disclosed to the extent required by applicable law or regulation.