

Board of Governors of the Federal Reserve System



## Annual Report of Holding Companies—FR Y-6

### Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

1. Terry Lundgren  
Name of the Holding Company Director and Official  
Chairman, President & CEO  
Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

X Terry Lundgren  
Signature of Holding Company Director and Official

4/30/2013

Date of Signature

For holding companies not registered with the SEC—  
Indicate status of Annual Report to Shareholders:

- ☐ is included with the FR Y-6 report  
☐ will be sent under separate cover  
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID  
C.I.

4103310

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):

2/2/2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Macy's, Inc.

Legal Title of Holding Company

7 West Seventh Street

(Mailing Address of the Holding Company) Street / P.O. Box

Cincinnati

Ohio

45202

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Jeffrey I. Langer

Senior Counsel

Name

Title

513/573-7943

Area Code / Phone Number / Extension

513/573-7797

Area Code / FAX Number

jeffrey.langer@macys.com

E-mail Address

www.macysinc.com

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

FDS Thrift Holding Co., Inc.

Legal Title of Subsidiary Holding Company

9111 Duke Boulevard

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Mason

OH

45040

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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City

State

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Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

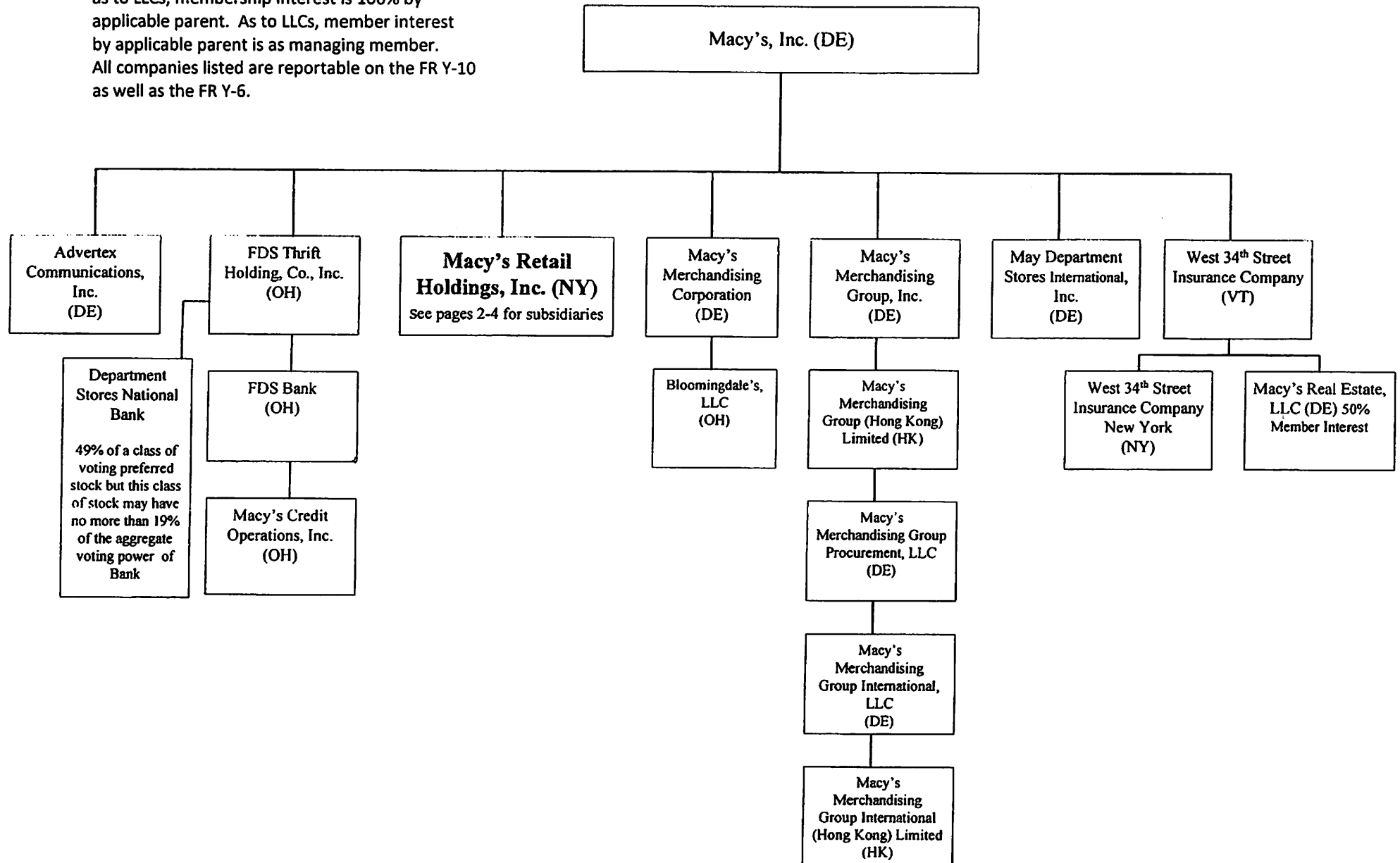
City

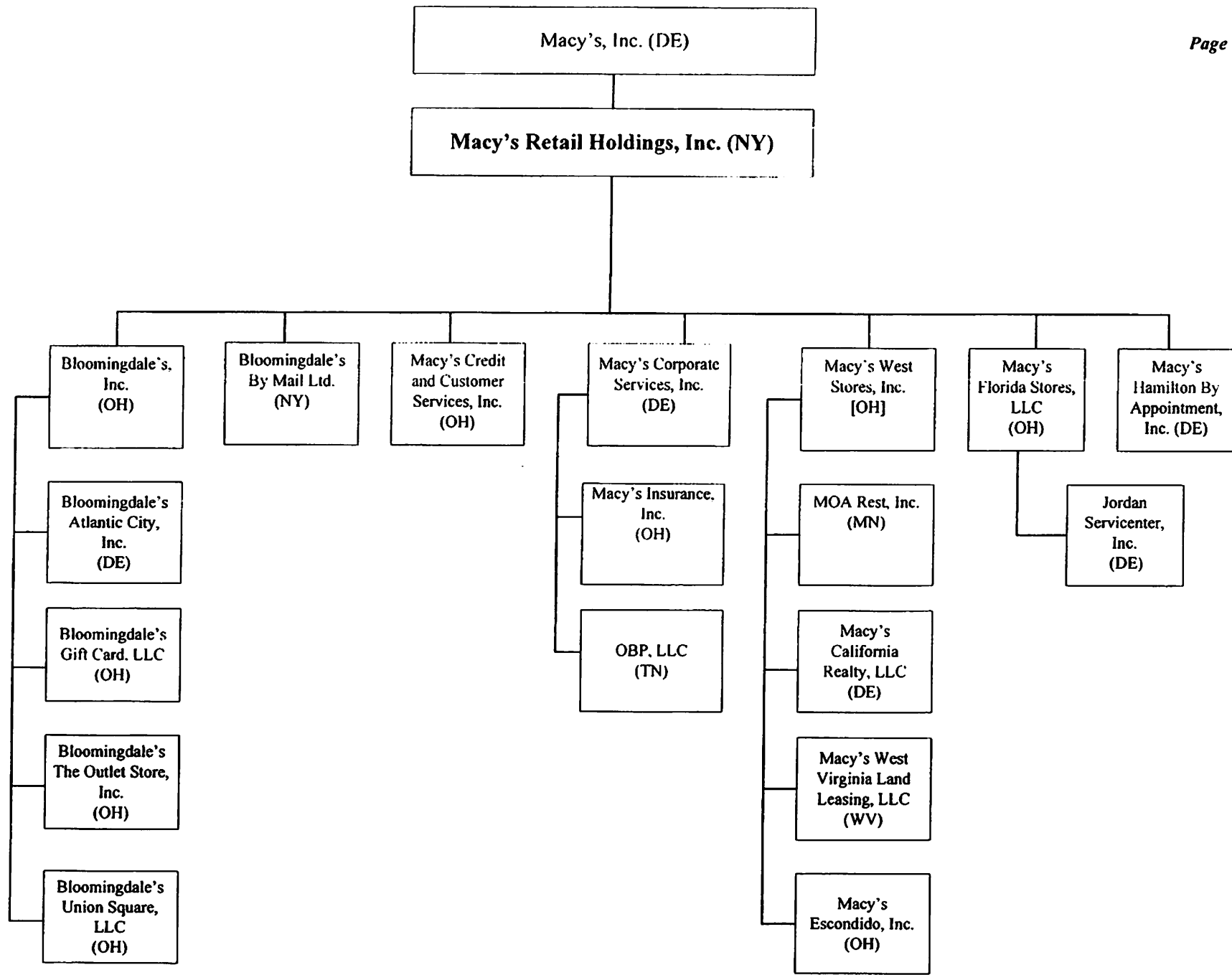
State

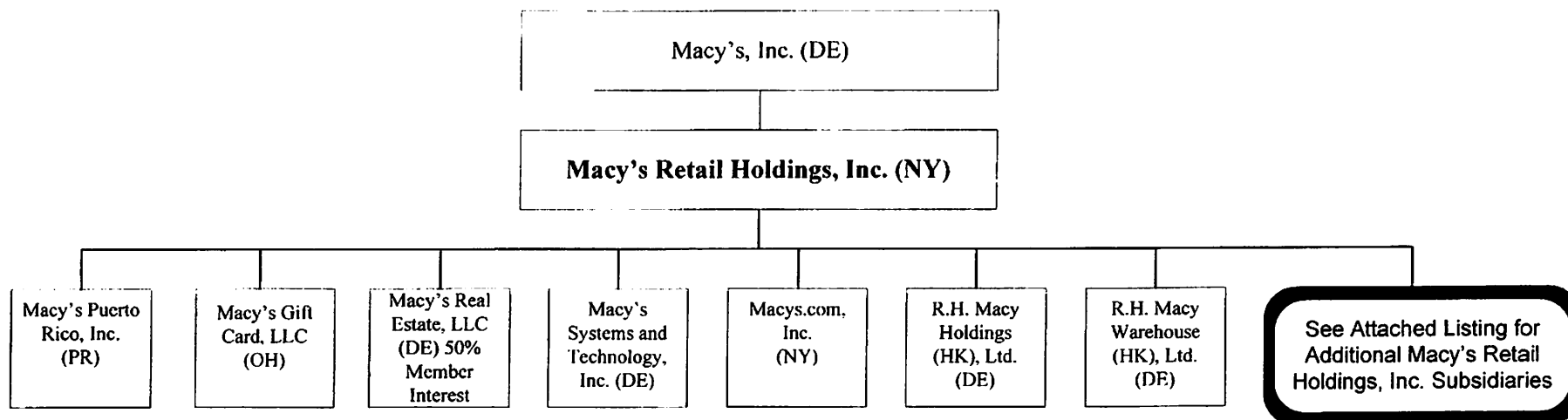
Zip Code

Physical location (if different from mailing address)

Unless otherwise indicated, entity ownership or, as to LLCs, membership interest is 100% by applicable parent. As to LLCs, member interest by applicable parent is as managing member. All companies listed are reportable on the FR Y-10 as well as the FR Y-6.







**Other Subsidiaries of Macy's Retail Holdings, Inc.**

Central Regional Claims Corporation (TX)  
Dayton's Iron Horse Liquors, Inc.[MN]  
Kaufmann's Carousel, Inc. (DE)  
Laurel Plaza Development I, Inc. (DE)  
Macy's Union Square, LLC (OH)  
Macys West Virginia, LLC (WV)  
Marshall Field's Chicago, Inc. (DE)  
May Company Montgomery Condominium LLC (MD)  
May Properties of Maryland, Inc. (DE)  
May Stores IV, Inc. (DE)  
McIre One, Inc. (DE)  
MF Distribution Center of Illinois LLC (DE)  
MF Fargo-Grand Forks-Bismarck Stores LLC (DE)  
Nimbus Stores LLC (DE)  
Rooftop, Inc.(MN)  
Southdale Stores LLC (DE)

Macy's, Inc.-Organization Chart  
Fiscal Year Ending February 2, 2013

| COMPANY   | CITY/STATE of LOCATION  | STATE OF INCORPORATION |
|---|-------------------------|------------------------|
| Macy's Inc.   | Cincinnati, OH          | DE                     |
| Advertex Communications, Inc.                             | New York, NY            | DE                     |
| FDS Thrift Holding Company, Inc.                          | Mason, OH               | OH                     |
| Macy's Retail Holdings, Inc.                              | Cincinnati, OH          | NY                     |
| Macy's Merchandising Corporation                          | New York, NY            | DE                     |
| Macy's Merchandising Group, Inc.                          | New York, NY            | DE                     |
| May Department Stores Int'l, Inc.                         | Cincinnati, OH          | DE                     |
| West 34th Street Insurance Company                        | Burlington, VT          | VT                     |
| Department Stores National Bank                           | Mason, OH               | SD                     |
| FDS Bank  | Mason, OH               | Federal Saving Bank    |
| Bloomingdale's, LLC                                       | New York, NY            | OH                     |
| Macy's Merchandising Group (Hong Kong) Limited            | Kowloon, Honk Kong (HK) | HK                     |
| West 34th Street Insurance Company, NY                    | New York, NY            | NY                     |
| Macy's Real Estate, LLC                                   | New York, NY            | NY                     |
| Macy's Credit Operations, Inc.                            | Mason, OH               | OH                     |
| Macy's Merchandising Group Procurement, LLC               | Cincinnati, OH          | DE                     |
| Macy's Merchandising Group International, LLC             | New York, NY            | DE                     |
| Macy's Merchandising Group International (Hong Kong) Ltd. | Kowloon, Honk Kong (HK) | HK                     |
| Macy's Retail Holdings, Inc.                              | Cincinnati, OH          | NY                     |
| Bloomingdale's, Inc.                                      | New York, NY            | OH                     |
| Bloomingdale's by Mail, Ltd.                              | New York, NY            | NY                     |
| Macy's Credit and Customer Services, Inc.                 | Mason, OH               | OH                     |
| Macy's Corporate Services, Inc.                           | Cincinnati, OH          | DE                     |
| Macy's West Stores, Inc.                                  | Cincinnati, OH          | OH                     |
| Macy's Florida Stores, LLC                                | Miami, FL               | OH                     |
| Macy's Hamilton by Appointment, Inc.                      | Cincinnati, OH          | DE                     |
| Bloomingdale's Atlantic City, Inc.                        | New York, NY            | DE                     |
| Macy's Insurance, Inc.                                    | Cincinnati, OH          | OH                     |
| MOA Rest, Inc.  | Cincinnati, OH          | MN                     |
| Jordan Servicecenter, Inc.                                | Cincinnati, OH          | DE                     |
| Bloomingdale's Gift Card, LLC                             | Mason, OH               | OH                     |
| OBP, LLC  | Robertson County, TN    | TN                     |
| Macy's California Realty, LLC                             | Cincinnati, OH          | DE                     |
| Bloomingdale's The Outlet Store, Inc.                     | New York, NY            | OH                     |
| Macy's West Virginia Land Leasing, LLC                    | Cincinnati, OH          | WV                     |
| Bloomingdale's Union Square, LLC                          | Cincinnati, OH          | OH                     |
| Macy's Escondido, Inc.                                    | Cincinnati, OH          | OH                     |
| Macy's Puerto Rico, Inc.                                  | Miami, FL               | PR                     |
| Macy's Gift Card, LLC                                     | Mason, OH               | OH                     |
| Macy's Real Estate, LLC                                   | New York, NY            | DE                     |
| Macy's Systems and Technology, Inc.                       | Duluth, GA              | DE                     |
| Macys.com, Inc.   | San Francisco, CA       | NY                     |
| R.H. Macy Holdings (HK), Ltd.                             | Cincinnati, OH          | DE                     |
| R.H. Macy Warehouse (HK), Ltd.                            | Cincinnati, OH          | DE                     |
| Central Regional Claims Corporation                       | Cincinnati, OH          | TX                     |

## Report Item 2a: Organization Chart

Form FR Y-6

Macy's, Inc.-Organization Chart  
Fiscal Year Ending February 2, 2013

| COMPANY                                   | CITY/STATE of LOCATION | STATE OF INCORPORATION |
|---|------------------------|------------------------|
| Dayton's Iron Horse Liquors, Inc.         | Minneapolis, MN        | MN                     |
| Kaufmann's Carousel, Inc.                 | Cincinnati, OH         | DE                     |
| Laurel Plaza Development I, Inc.          | Cincinnati, OH         | DE                     |
| Macy's Union Square, LLC                  | Cincinnati, OH         | OH                     |
| Macy's West Virginia, LLC                 | Cincinnati, OH         | WV                     |
| Marshall Field's Chicago, Inc.            | Cincinnati, OH         | DE                     |
| May Company Montgomery Condominium, LLC   | Bethesda, MD           | MD                     |
| May Properties of Maryland, Inc.          | Gaithersburg, MD       | DE                     |
| May Stores IV, Inc.                       | Atlanta, GA            | DE                     |
| McIre One, Inc.                           | Cincinnati, OH         | DE                     |
| MF Distribution Center of Illinois, LLC   | Cincinnati, OH         | DE                     |
| MF Fargo-Grand Forks-Bismarck Stores, LLC | Cincinnati, OH         | DE                     |
| Nimbus Stores, LLC                        | Cincinnati, OH         | DE                     |
| Rooftop, Inc.                             | Cincinnati, OH         | MN                     |
| Southdale Stores, LLC                     | South Windsor, CT      | DE                     |



## Report Item 3: Securities Holders

(1)(a)(b)(c) and 2(a)(b)(c)

Form FR Y-6

Macy's, Inc.

Fiscal Year Ending February 2, 2013

| Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 2/2/13 |  |   |
|---|--|---|
| (1)(a)<br>Name,<br>City State, Country  | (1)(b)<br>Country of Citizenship<br>or Incorporation | (1)(c)<br>Number and Percentage<br>of Each Class of<br>Voting Securities* |
| BlackRock, Inc.<br>New York, NY, USA  | USA  | 20,539,776 - 5.2%<br>Common Stock   |

\* Based on a Schedule 13G filed with the Securities and Exchange Commission on February 4, 2013, reporting ownership as of December 31, 2012. Information as of fiscal year-end is not available.

| Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 2/2/13 |  |   |
|--|--|---|
| (2)(a)<br>Name,<br>City State, Country   | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)(c)<br>Number and Percentage<br>of Each Class of<br>Voting Securities* |
| Invesco Ltd<br>Atlanta, GA, USA  | Bermuda  | 9,749,751 - 2.5%<br>Common Stock  |

\* Based on a Schedule 13G filed with the SEC on February 14, 2012, Invesco owned 5% of Macy's common stock as of December 21, 2011. Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 5, 2013, Invesco owned 2.5% of Macy's common stock as of December 31, 2012. Information as of fiscal year-end is not available.

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c) and  
4(a)(b)(c)

Form FR Y-6  
Macy's, Inc.  
Fiscal Year Ending February 2, 2013

| (1)<br>Name,<br>City, State,<br>Country      | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses)   | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|--|--|---|---|---|--|---|--|
| Stephen Bollenbach<br>Los Angeles, CA<br>USA | n/a  | Director  | n/a   | <b>Director-KB Home</b><br><br><b>Director-Mondelez<br/>International</b><br><br><b>Director-Time<br/>Warner</b>  | <1%  | none  | none that we are aware<br>of   |
| Deirdre Connelly<br>Philadelphia, PA<br>USA  | GlaxoSmithKline  | Director  | n/a   | <b>President-North<br/>American<br/>Pharmaceuticals -<br/>GlaxoSmithKline</b>   | <1%  | none  | none that we are aware<br>of   |
| Meyer Feldberg<br>New York, NY<br>USA        | n/a  | Director  | n/a   | <b>Senior Advisor -<br/>Morgan Stanley;</b><br><br><b>Dean Emeritus and<br/>Professor of<br/>Leadership and<br/>Ethics -<br/>Columbia University<br/>business school</b><br><br><b>Director-Revlon, Inc.</b><br><br><b>Director-UBS Global<br/>Asset Management</b> | <1%  | none  | none that we are aware<br>of   |
| Sara Levinson<br>New York, NY<br>USA         | n/a  | Director  | n/a   | <b>Director-Harley<br/>Davison, Inc.</b>  | <1%  | none  | none that we are aware<br>of   |

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c) and  
4(a)(b)(c)

Form FR Y-6  
Macy's, Inc.  
Fiscal Year Ending February 2, 2013

| (1)<br>Name,<br>City, State,<br>Country    | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses)                                   | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|--|--|---|---|---|--|---|--|
| Joseph Neubauer<br>Philadelphia, PA<br>USA | ARAMARK<br>Holdings<br>Corporation   | Director  | n/a   | <b>Chairman &amp;<br/>Director-<br/>ARAMARK<br/>Holdings<br/>Corporation</b><br><br><b>Director- Verizon<br/>Communications, Inc.</b> | <1%  | none  | none that we are aware<br>of   |
| Joyce Roche<br>Savannah, GA<br>USA         | n/a  | Director  | n/a   | <b>Director-AT&amp;T, Inc.</b><br><br><b>Director-Dr. Pepper<br/>Snapple Group</b><br><br><b>Director-Tupperware<br/>Corporation</b>  | <1%  | none  | none that we are aware<br>of   |
| Paul Varga<br>Louisville, KY<br>USA        | Brown-Forman<br>Corporation  | Director  | n/a   | <b>Chairman and CEO-<br/>Brown-Forman<br/>Corporation</b><br><br><b>Director-<br/>Brown-Forman<br/>Corporation</b>                    | <1%  | none  | none that we are aware<br>of   |
| Craig Weatherup<br>Scottsdale, AZ<br>USA   | n/a  | Director  | n/a   | <b>Director-Starbucks<br/>Corporation</b>   | <1%  | none  | none that we are aware<br>of   |
| Marna Whittington                          | n/a  | Director  | n/a   | <b>Director-Oaktrec</b>   | <1%  | none  | none that we are aware   |

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c) and  
4(a)(b)(c)

Form FR Y-6  
Macy's, Inc.  
Fiscal Year Ending February 2, 2013

| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries)  | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses)   | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|--|---|--|---|--|
| Yorklyn, DE<br>USA                      |  |   |  | Capital Group, LLC<br><br><b>Director-Phillips 66</b>   |  |   | of   |
| Terry Lundgren<br>New York, NY<br>USA   | n/a  | Chairman,<br>President &<br>CEO;<br>Director          | n/a  | <b>Director-Kraft Foods</b><br><br><b>Director-The<br/>Procter &amp; Gamble<br/>Company</b><br><br><b>Director-Federal<br/>Reserve Bank of<br/>New York</b> | <1%  | none  | none that we are aware<br>of   |
| Timothy Adams<br>New York, NY<br>USA    | n/a  | Chief Private<br>Brand Officer                        | <b>Chief Private Brand Officer</b><br>for the following:<br>Macys Merchandising Group, Inc.<br>Macys Merchandising Group<br>International, LLC | n/a   | <1%  | none  | none that we are aware<br>of   |
| William Allen<br>New York, NY<br>USA    | n/a  | Chief Human<br>Resources Officer                      | n/a  | n/a   | <1%  | none  | none that we are aware<br>of   |
| Jeffrey Gennette<br>Brooklyn, NY<br>USA | n/a  | Chief<br>Merchandising<br>Officer                     | <b>Chief Merchandising Officer</b><br>for the following:<br>Macy's Merchandising Corporation<br>Macys.com, Inc.                                | n/a   | <1%  | none  | none that we are aware<br>of   |
| Julie Greiner<br>New York, NY           | n/a  | Chief<br>Merchandise                                  | <b>President - Macy's</b><br>Merchandising Corporation   | n/a   | <1%  | none  | none that we are aware<br>of   |

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c) and  
4(a)(b)(c)

Form FR Y-6  
Macy's, Inc.  
Fiscal Year Ending February 2, 2013

| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries)  | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|--|---|--|---|--|
| USA                                     |  | Planning Officer                                      |  |   |  |   |  |
| Robert Harrison<br>Ridgewood, NJ<br>USA | n/a  | Chief<br>Omnichannel<br>Officer                       | <b>Executive Vice President</b> for<br>the following:<br>Macy's Corporate Services, Inc.<br>Macy's Flordia Stores, LLC<br>Macy's Puerto Rico, Inc.<br>Macy's Retail Holdings, Inc.<br>Macy's West Stores, Inc.   | n/a   | <1%  | none  | none that we are aware<br>of   |
| Karen Hoguet<br>Cincinnati, OH<br>USA   | n/a  | Chief Financial<br>Officer                            | <b>Director-</b> Department Stores<br>National Bank<br><br><b>Executive Vice President-</b> Macy's<br>Corporate Services, Inc.<br><br><b>Senior Vice President -</b> May<br>Department Stores International, Inc.<br><br><b>Vice President &amp; Treasurer-</b><br>Macy's Insurance, Inc.<br><br><b>Vice President</b> for the following:<br>Advertex Communications, Inc.<br>Bloomingdale's By Mail Ltd<br>Bloomingdale's Gift Card, LLC<br>Bloomingdale's The Outlet Store, Inc.<br>Bloomingdale's Union Square, LLC<br>Bloomingdale's, Inc.<br>Bloomingdale's, LLC<br>Central Regional Claims Corporation | <b>Director-</b> The<br>Nielsen Company   | <1%  | none  | none that we are aware<br>of   |

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c) and  
4(a)(b)(c)

Form FR Y-6  
Macy's, Inc.  
Fiscal Year Ending February 2, 2013

| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries)   | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|---|---|--|---|--|
|   |  |   | FDS Thrift Holding Co., Inc.<br>Jordan Servicenter, Inc.<br>Kaufmann's Carousel, Inc.<br>Laurel Plaza Development I, Inc.<br>Macy's California Realty, LLC<br>Macy's Credit and Customer Services, Inc.<br>Macy's Credit Operations, Inc.<br>Macy's Escondido, Inc.<br>Macy's Florida Stores, LLC<br>Macy's Gift Card, LLC<br>Macy's Merchandising Corporation<br>Macy's Merchandising Group International, LLC<br>Macy's Merchandising Group Procurement, LLC<br>Macy's Merchandising Group, Inc.<br>Macy's Puerto Rico, Inc.<br>Macy's Real Estate, LLC<br>Macy's Retail Holdings, Inc.<br>Macy's Systems and Technology, Inc.<br>Macy's Union Square, LLC<br>Macy's West Stores, Inc.<br>Macy's West Virginia Land Leasing, LLC<br>Macy's West Virginia, LLC<br>Macys.com, Inc.<br>May Company Montgomery Condominium LLC<br>May Properties of Maryland, Inc.<br>May Stores IV, Inc.<br>McIre One, Inc.<br>MF Distribution Center of Illinois, LLC<br>MF Fargo-Grand Forks-Bismark Stores, LLC<br>MOA Rest, Inc.<br>Nimbus Stores, LLC |   |  |   |  |

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c) and  
4(a)(b)(c)

Form FR Y-6  
Macy's, Inc.  
Fiscal Year Ending February 2, 2013

| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries)  | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|--|---|--|---|--|
|   |  |   | OBP, LLC<br>R.H. Macy Holdings (HK), Ltd<br>R.H. Macy Warehouse (HK), Ltd<br>Southdale Stores, LLC   |   |  |   |  |
| Jeffrey Kantor<br>Larchmont, NY<br>USA  | n/a  | Chairman,<br>macys.com                                | <b>Chairman</b> - Macy's.com, Inc.   | n/a   | <1%  | none  | none that we are aware<br>of   |
| Martine Reardon<br>New York, NY<br>USA  | n/a  | Chief<br>Marketing<br>Officer                         | <b>President</b> - Advertex<br>Communications, Inc.<br><br><b>Chief Marketing Officer</b> -<br>Macys.com, Inc.   | n/a   | <1%  | none  | none that we are aware<br>of   |
| Peter Sachse<br>Purchase, NY<br>USA     | n/a  | Chief Stores<br>Officer                               | <b>Chief Stores Officer</b> for the<br>following:<br>Macy's Florida Stores, LLC<br>Macy's Puerto Rico, Inc.<br>Macy's Retail Holdings, Inc.<br>Macy's West Stores, Inc.  | <b>Director</b> - XO Group<br>Inc.  | <1%  | none  | none that we are aware<br>of   |
| Joel Belsky<br>Cincinnati, OH<br>USA    | n/a  | Executive<br>Vice President<br>and Controller         | <b>Executive Vice President</b> -<br>FDS Bank<br><br><b>Vice President &amp; Controller</b> -<br>Macy's Retail Holdings, Inc.<br><br><b>Vice President</b> - Macy's<br>Merchandising Group International, Inc. | n/a   | <1%  | none  | none that we are aware<br>of   |

• Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c) and  
4(a)(b)(c)

**Form FR Y-6**  
**Macy's, Inc.**  
**Fiscal Year Ending February 2, 2013**

| (1)<br>Name,<br>City, State,<br>Country   | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|---|---|--|---|--|
| <p><b>Director</b> for the following:<br/>           Bloomingdale's By Mail Ltd<br/>           Bloomingdale's The Outlet Store, Inc.<br/>           Bloomingdale's, Inc.<br/>           Central Regional Claims Corporation<br/>           FDS Thrift Holding Co., Inc.<br/>           Jordan Servicer, Inc.<br/>           Kaufmann's Carousel, Inc.<br/>           Laurel Plaza Development I, Inc.<br/>           Macy's Corporate Services, Inc.<br/>           Macy's Credit and Customer Services, Inc.<br/>           Macy's Credit Operations, Inc.<br/>           Macy's Insurance, Inc.<br/>           Macy's Merchandising Corporation<br/>           Macy's Merchandising Group, Inc.<br/>           Macy's Merchandising Group (Hong Kong) Ltd<br/>           Macy's Merchandising Group International (Hong Kong) Ltd<br/>           Macy's Puerto Rico, Inc.<br/>           Macy's Retail Holdings, Inc.<br/>           Macy's Systems and Technology, Inc.<br/>           Macy's West Stores, Inc.<br/>           Macys.com, Inc.<br/>           May Department Stores International, Inc.<br/>           May Properties of Maryland, Inc.<br/>           May Stores IV, Inc.<br/>           McIre One, Inc.<br/>           MOA Rest, Inc.<br/>           R.H. Macy Holdings (HK), Ltd<br/>           R.H. Macy Warehouse (HK), Ltd</p> |  |   |   |   |  |   |  |
| Dennis Broderick  | n/a  | Executive Vice  | <b>Executive Vice President -</b>   | n/a   | <1%  | none  | none that we are aware   |



- Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c) and  
4(a)(b)(c)

**Form FR Y-6**  
**Macy's, Inc.**  
**Fiscal Year Ending February 2, 2013**

| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries)   | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|---|---|--|---|--|
| Cincinnati, OH<br>USA                   |  | President,<br>General Counsel<br>and Secretary        | FDS Bank<br><br><b>President</b> for the following:<br>Bloomingdale's Union Square, LLC<br>Central Regional Claims Corporation<br>FDS Thrift Holding Co., Inc.<br>Jordan Servicer, Inc.<br>Kaufmann's Carousel, Inc.<br>Laurel Plaza Development I, Inc.<br>Macy's California Realty, LLC<br>Macy's Corporate Services, Inc.<br>Macy's Escondido, Inc.<br>Macy's Florida Stores, LLC<br>Macy's Insurance, Inc.<br>Macy's Merchandising Group Procurement, LLC<br>Macy's Merchandising Group, Inc.<br>Macy's Real Estate, LLC<br>Macy's Retail Holdings, Inc.<br>Macy's Union Square, LLC<br>Macy's West Stores, Inc.<br>Macy's West Virginia Land Leasing, LLC<br>Macy's West Virginia, LLC<br>May Company Montgomery Condominium LLC<br>May Department Stores International, Inc.<br>May Properties of Maryland, Inc.<br>May Stores IV, Inc.<br>McIre One, Inc.<br>MF Distribution Center of Illinois, LLC<br>MF Fargo-Grand Forks-Bismark Stores, LLC<br>MOA Rest, Inc.<br>Nimbus Stores, LLC |   |  |   | of   |

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c) and  
4(a)(b)(c)

**Form FR Y-6**  
**Macy's, Inc.**  
**Fiscal Year Ending February 2, 2013**

| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries)   | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|---|---|--|---|--|
|   |  |   | OBP, LLC<br>R.H. Macy Holdings (HK), Ltd<br>R.H. Macy Warehouse (HK), Ltd<br>Southdale Stores, LLC  |   |  |   |  |
|   |  |   | <b>Vice President</b> for the following:<br>Advertex Communications, Inc.<br>Bloomingdale's By Mail Ltd<br>Bloomingdale's Gift Card, LLC<br>Bloomingdale's The Outlet Store, Inc.<br>Bloomingdale's, Inc.<br>Bloomingdale's, LLC<br>Macy's Credit and Customer Services, Inc.<br>Macy's Credit Operations, Inc.<br>Macy's Gift Card, LLC<br>Macy's Merchandising Corporation<br>Macy's Merchandising Group International, LLC<br>Macy's Merchandising Group, Inc.<br>Macy's Puerto Rico, Inc.<br>Macy's Systems and Technology, Inc.<br>Macys.com, Inc. |   |  |   |  |
|   |  |   | <b>Director</b> for the following:<br>Bloomingdale's By Mail Ltd<br>Bloomingdale's The Outlet Store, Inc.<br>Bloomingdale's, Inc.<br>Central Regional Claims Corporation<br>FDS Thrift Holding Co., Inc.<br>Jordan Servicenter, Inc.<br>Kaufmann's Carousel, Inc.<br>Laurel Plaza Development I, Inc.   |   |  |   |  |

• Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c) and  
4(a)(b)(c)

Form FR Y-6  
Macy's, Inc.  
Fiscal Year Ending February 2, 2013

| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries)  | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|--|---|--|---|--|
|   |  |   | Macy's Corporate Services, Inc.<br>Macy's Credit and Customer Services, Inc.<br>Macy's Credit Operations, Inc.<br>Macy's Insurance, Inc.<br>Macy's Merchandising Corporation<br>Macy's Merchandising Group, Inc.<br>Macy's Merchandising Group (Hong Kong) Ltd<br>Macy's Merchandising Group International (Hong Kong) Ltd<br>Macy's Puerto Rico, Inc.<br>Macy's Retail Holdings, Inc.<br>Macy's Systems and Technology, Inc.<br>Macy's West Stores, Inc.<br>Macys.com, Inc.<br>May Department Stores International, Inc.<br>May Properties of Maryland, Inc.<br>May Stores IV, Inc.<br>McIre One, Inc.<br>MOA Rest, Inc.<br>R.H. Macy Holdings (HK), Ltd<br>R.H. Macy Warehouse (HK), Ltd |   |  |   |  |
| David Clark<br>Cincinnati, OH<br>USA    | n/a  | Executive Vice<br>President                           | <b>Executive Vice President</b> for<br>the following:<br>FDS Bank<br>Macy's Corporate Services, Inc.<br><br><b>Vice President</b> for the following:<br>Bloomingdale's, Inc.<br>Bloomingdale's, LLC<br>Macy's Credit and Customer Services, Inc.<br>Macy's Credit Operations, Inc.   | n/a   | <1%  | none  | none that we are aware<br>of   |

| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries)   | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|---|---|--|---|--|
| Amy Hanson<br>Cincinnati, OH<br>USA     | n/a  | Executive Vice<br>President                           | Macy's Florida Stores, LLC<br>Macy's Merchandising Group International, LLC<br>Macy's Merchandising Group, Inc.<br>Macy's Retail Holdings, Inc.<br>Macy's Systems and Technolog, Inc.<br>Macy's West Stores, Inc.<br>Macys.com, Inc.<br><br><b>Executive Vice President</b> for<br>the following:<br>Bloomingdale's Gift Card, LLC<br>FDS Bank<br>Macy's Corporate Services, Inc.<br>Macy's Credit and Customer Services, Inc.<br>Macy's Credit Operations, Inc.<br>Macy's Escondido, Inc.<br>Macy's Florida Stores, LLC<br>Macy's Gift Card, LLC<br>Macy's Puerto Rico, Inc.<br>Macy's Retail Holdings, Inc.<br>Macy's West Stores, Inc.<br>Macy's West Virginia Land Leasing, LLC<br><br><b>Vice President</b> for the following:<br>Bloomingdale's Union Square, LLC<br>Macy's Union Square, LLC | n/a   | <1%  | none  | none that we are aware<br>of   |

Report Item 3: Securities Holders  
(1)(a)(b)(c) and 2(a)(b)(c)

Form FR Y-6  
FDS Thrift Holding Co., Inc.  
Fiscal Year Ending February 2, 2013

| Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 2/2/13 |  |   |      |
|---|--|---|------|
| (1)(a)<br>Name,<br>City State, Country  | (1)(b)<br>Country of Citizenship<br>or Incorporation | (1)(c)<br>Number and Percentage<br>of Each Class of<br>Voting Securities* |      |
| Macy's, Inc.<br>Cincinnati, OH<br>USA   | USA  | 100<br>Common Stock   | 100% |

| Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 2/2/13 |  |   |
|--|--|---|
| (2)(a)<br>Name,<br>City State, Country   | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)(c)<br>Number and Percentage<br>of Each Class of<br>Voting Securities* |
| NONE   |  |   |

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and  
4(a)(b)(c)

**Form FR Y-6**  
**FDS Thrift Holding Co., Inc.**  
**Fiscal Year Ending February 2, 2013**

|                |                 |                   |                   |                         |                                  | (4)(c)  |                                    |
|----------------|-----------------|-------------------|-------------------|-------------------------|----------------------------------|---|------------------------------------|
|                |                 |                   |                   |                         |                                  | List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |                                    |
|                | (2)             |                   | (3)(b)            | (3)(c)                  | (4)(a)                           | (4)(b)  |                                    |
| (1)            | Principal       | (3)(a)            | Title & Position  | Title & Position        | Percentage of                    | Percentage of   |                                    |
| Name,          | Occupation if   | Title & Position  | with Subsidiaries | with Other              | Voting Shares in                 | Voting Shares in  |                                    |
| City, State,   | other than with | with Holding      | (include names of | (include names of other | Holding Company                  | Subsidiaries  |                                    |
| Country        | Holding Company | Company           | subsidiaries)     | businesses)             | Holding Company of subsidiaries) | (include names of subsidiaries)   |                                    |
| Macy's, Inc.   | n/a             | Principal         | n/a               | n/a                     | 100%                             | FDS Bank  | Advertex Communications, Inc.      |
| Cincinnati, OH |                 | Securities Holder |                   |                         |                                  | 100% (direct)   | 100% (direct)                      |
| USA            |                 |                   |                   |                         |                                  | Department Stores National Bank   | Macy's Retail Holdings, Inc.       |
|                |                 |                   |                   |                         |                                  | 49% of a class of voting preferred stock  | 100% (direct)                      |
|                |                 |                   |                   |                         |                                  | (may have no more than 19% of the aggregate   |                                    |
|                |                 |                   |                   |                         |                                  | voting power of the Bank) (direct)  | Macy's Merchandising Corporation   |
|                |                 |                   |                   |                         |                                  |   | 100% (direct)                      |
|                |                 |                   |                   |                         |                                  | Macy's Credit Operations, Inc.  |                                    |
|                |                 |                   |                   |                         |                                  | 100% (indirect)   | Macy's Merchandising Group, Inc.   |
|                |                 |                   |                   |                         |                                  |   | 100% (direct)                      |
|                |                 |                   |                   |                         |                                  |   |                                    |
|                |                 |                   |                   |                         |                                  |   | May Department Stores, Int'l, Inc. |
|                |                 |                   |                   |                         |                                  |   | 100% (direct)                      |
|                |                 |                   |                   |                         |                                  |   |                                    |
|                |                 |                   |                   |                         |                                  |   | West 34th Street Insurance Co.     |
|                |                 |                   |                   |                         |                                  |   | 100% (direct)                      |
|                |                 |                   |                   |                         |                                  |   |                                    |
|                |                 |                   |                   |                         |                                  |   | Bloomingdale's, LLC                |
|                |                 |                   |                   |                         |                                  |   | 100% membership interest           |
|                |                 |                   |                   |                         |                                  |   | (indirect)                         |

**Form FR Y-6**  
**FDS Thrift Holding Co., Inc.**  
**Fiscal Year Ending February 2, 2013**

| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses) |  | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|---|---|--|--|---|--|
|   |  |   |   |   |  |  |   |  |
|   |  |   |   |   |  |  |   | Macy's Merchandising Group<br>(Hong Kong) Limited<br>100% (indirect)   |
|   |  |   |   |   |  |  |   | West 34th Street Insurance<br>Company, NY<br>100% (indirect)   |
|   |  |   |   |   |  |  |   | Macy's Real Estate, LLC<br>50% membership interest (indirect)  |
|   |  |   |   |   |  |  |   | Macy's Merchandising Group<br>Procurement, LLC (indirect)<br>100% membership interest  |
|   |  |   |   |   |  |  |   | Macy's Merchandising Group<br>International (Hong Kong), Ltd.<br>100% (indirect)   |
|   |  |   |   |   |  |  |   | Bloomingdale's, Inc.<br>100% (indirect)  |

**Form FR Y-6**  
**FDS Thrift Holding Co., Inc.**  
**Fiscal Year Ending February 2, 2013**

|   |  |   |   |   |   | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|---|---|---|--|
| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>Holding Company of subsidiaries) |  |
|   |  |   |   |   |   | Bloomingdale's By Mail, Ltd.<br>100% (indirect)  |
|   |  |   |   |   |   | Macy's Credit and Customer<br>Services, Inc.<br>100% (indirect)  |
|   |  |   |   |   |   | Macy's Corporate Services, Inc.<br>100% (indirect)   |
|   |  |   |   |   |   | Macy's West Stores, Inc.<br>100% (indirect)  |
|   |  |   |   |   |   | Macy's Florida Stores, LLC<br>100% (indirect)  |
|   |  |   |   |   |   | Macy's Hamilton By<br>Appointment, Inc.<br>100% (indirect)   |
|   |  |   |   |   |   | Bloomingdale's Atlantic City, Inc.<br>100% (indirect)  |



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**FDS Thrift Holding Co., Inc.**  
**Fiscal Year Ending February 2, 2013**

|                            |   |                                       |  |  |  | (4)(c)  |
|----------------------------|---|---------------------------------------|--|--|--|---|
|                            |   |                                       |  |  |  | List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
| (1)                        | (2)   | (3)(a)                                | (3)(b)   | (3)(c)   | (4)(b)   |   |
| Name, City, State, Country | Principal Occupation if other than with Holding Company | Title & Position with Holding Company | Title & Position with Subsidiaries (include names of subsidiaries) | Businesses (include names of other businesses) | Percentage of Voting Shares in Holding Company of subsidiaries |   |
|                            |   |                                       |  |  |  | Macy's Insurance, Inc.<br>100% (indirect)   |
|                            |   |                                       |  |  |  | MOA Rest, Inc.<br>100% (indirect)   |
|                            |   |                                       |  |  |  | Jordan Servicecenter, Inc.<br>100% (indirect)   |
|                            |   |                                       |  |  |  | Bloomingdale's Gift Card, LLC<br>100% membership interest(indirect  |
|                            |   |                                       |  |  |  | OBP, LLC<br>100% membership interest  |
|                            |   |                                       |  |  |  | Macy's California Realty, LLC<br>100% membership interest(indirect  |
|                            |   |                                       |  |  |  | Bloomingdale's The Outlet Store, Inc.<br>100% (indirect)  |

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**FDS Thrift Holding Co., Inc.**  
**Fiscal Year Ending February 2, 2013**

|   |  |   |   |   |   | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|---|---|---|--|
| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company<br>of subsidiaries | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries)  |
|   |  |   |   |   |   | Macy's West Virginia Land<br>Leasing, LLC<br>100% membership interest  |
|   |  |   |   |   |   | Bloomington's Union Square, LLC<br>100% membership interest(indirect)  |
|   |  |   |   |   |   | Macy's Escondido, Inc.<br>100% (indirect)  |
|   |  |   |   |   |   | Macy's Puerto Rico, Inc.<br>100% (indirect)  |
|   |  |   |   |   |   | Macy's Gift Card, LLC<br>100% membership interest(indirect)  |
|   |  |   |   |   |   | Macy's Real Estate, LLC<br>50% membership interest(indirect)   |
|   |  |   |   |   |   | Macy's Systems and<br>Technology, Inc.<br>100% (indirect)  |

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**FDS Thrift Holding Co., Inc.**  
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| (1)<br>Name,<br>City, State,<br>Country | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of other<br>businesses) |  |  | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|--|--|--|---|--|
|   |  |   | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries)            | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company |  |   |  |
|   |  |   |  |  |  |   | Macys.com. Inc.<br>100% (indirect)   |
|   |  |   |  |  |  |   | R.H. Macy Holdings (HK), Ltd.<br>100% (indirect)   |
|   |  |   |  |  |  |   | R.H. Macy Warehouse (HK), Ltd.<br>100% (indirect)  |
|   |  |   |  |  |  |   | Central Regional Claims Corp.<br>100% (indirect)   |
|   |  |   |  |  |  |   | Dayton's Iron Horse Liquors, Inc.<br>100% (indirect)   |
|   |  |   |  |  |  |   | Kaufmann's Carousel, Inc.<br>100% (indirect)   |
|   |  |   |  |  |  |   | Laurel Plaza Development I, Inc.<br>100% (indirect)  |

**Form FR Y-6**  
**FDS Thrift Holding Co., Inc.**  
**Fiscal Year Ending February 2, 2013**

|              |                 |                  |                   |                   |                  | (4)(c)  |
|--------------|-----------------|------------------|-------------------|-------------------|------------------|---|
|              |                 | (3)(c)           |                   | (4)(b)            |                  | List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
| (1)          | (2)             | (3)(a)           | (3)(b)            | (4)(a)            | (4)(b)           |   |
| Name,        | Principal       | Title & Position | Title & Position  | Businesses        | Percentage of    |   |
| City, State, | Occupation if   | Title & Position | with Subsidiaries | (include names of | Voting Shares in |   |
| Country      | other than with | with Holding     | (include names of | other             | Voting Shares in | (include names  |
|              | Holding         | Company          | subsidiaries)     | businesses)       | Holding Company  | of subsidiaries)  |
|              |                 |                  |                   |                   |                  | Macy's Union Square, LLC<br>100% membership interest(indirect   |
|              |                 |                  |                   |                   |                  | Macy's West Virginia, LLC<br>100% membership interest(indirect  |
|              |                 |                  |                   |                   |                  | Marshall Field's Chicago, Inc.<br>100% (indirect)   |
|              |                 |                  |                   |                   |                  | May Company Montgomery<br>Condominium, LLC<br>100% membership interest  |
|              |                 |                  |                   |                   |                  | May Properties of Maryland, Inc.<br>100% (indirect)   |
|              |                 |                  |                   |                   |                  | May Stores IV, Inc.<br>100% (indirect)  |
|              |                 |                  |                   |                   |                  | McIre One, Inc.<br>100% (indirect)  |

**Form FR Y-6**  
**FDS Thrift Holding Co., Inc.**  
**Fiscal Year Ending February 2, 2013**

|                            |   |                                       |  |  |   | (4)(c)  |
|----------------------------|---|---------------------------------------|--|--|---|---|
|                            |   | (3)(c)                                |  |  |   | List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
| (1)                        | (2)   | (3)(a)                                | (3)(b)   | (4)(a)   | (4)(b)  |   |
| Name, City, State, Country | Principal Occupation if other than with Holding Company | Title & Position with Holding Company | Title & Position with Subsidiaries (include names of subsidiaries) | Businesses (include names of other businesses) | Percentage of Voting Shares in Subsidiaries (include names Holding Company of subsidiaries) |   |
|                            |   |                                       |  |  |   | MF Distribution Center of Illinois, LLC<br>100% membership interest   |
|                            |   |                                       |  |  |   | MF Fargo-Grand Forks-Bismarck Stores, LLC<br>100% membership interest(indirect  |
|                            |   |                                       |  |  |   | Nimbus Stores, LLC<br>100% membership interest(indirect   |
|                            |   |                                       |  |  |   | Rooflop, Inc.<br>100% (indirect)  |
|                            |   |                                       |  |  |   | Southdale Stores, LLC<br>100% membership interest(indirect  |
|                            |   |                                       |  |  |   | Macy's Merchandising Group International, LLC<br>100% membership interest(indirect  |

**Form FR Y-6**  
**FDS Thrift Holding Co., Inc.**  
**Fiscal Year Ending February 2, 2013**

| (1)<br>Name,<br>City, State,<br>Country        | (2)<br>Principal<br>Occupation if<br>other than with<br>Holding<br>Company                    | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(include names of<br>other<br>businesses)                       |  |      | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held (List<br>names of companies<br>and percentage of<br>voting securities held) |
|--|---|---|---|--|------|---|--|
|  |   |   | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries)                                     | (4)(a)<br>Percentage of<br>Voting Shares in<br>Holding Company |      |   |  |
| Dennis J. Broderick<br>Cincinnati, OH<br>USA   | Executive<br>Vice President<br>General Counsel and<br>Secretary of<br>Macy's Inc.             | President<br>Director                                 | <b>Executive Vice President-</b><br>FDS Bank<br><br><b>Vice President and Director-</b><br>Macy's Credit Operations, Inc. | n/a NONE   | NONE | None that we are aware of   |  |
| Joel Belsky<br>Cincinnati, OH<br>USA           | Executive<br>Vice President and<br>Controller of<br>Macy's, Inc.                              | Director  | <b>Executive Vice President-</b><br>FDS Bank<br><br><b>Director-</b><br>Macy's Credit Operations, Inc.                    | n/a NONE   | NONE | None that we are aware of   |  |
| Brian M. Szames<br>Cincinnati, OH<br>USA       | Treasurer of<br>Macy's, Inc.  | Vice President and<br>Treasurer                       | <b>Vice President and Treasurer-</b><br>Macy's Credit Operations, Inc.  | n/a NONE   | NONE | None that we are aware of   |  |
| Linda J. Balicki<br>St. Louis, Missouri<br>USA | Vice President-<br>Assistant General<br>Counsel and<br>Assistant Secretary<br>of Macy's, Inc. | Secretary   | <b>Secretary-</b><br>Macy's Credit Operations, Inc.   | n/a NONE   | NONE | None that we are aware of   |  |

Results: A list of branches for your depository institution: DEPARTMENT STORES NATIONAL BANK (ID\_RSSD: 3382547).  
This depository institution is held by MACY'S, INC. (4103310) of CINCINNATI, OH.  
The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10/2013.

**Reconciliation and Verification Steps**

- 1. In the Data Action column of each branch row, enter one or more of the actions specified below.
- 2. If required, enter the date in the Effective Date column.

**Actions**

OK: If the branch information is correct, enter 'OK' in the Data Action column.  
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.  
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.  
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.  
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.  
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:  
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.  
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

| Data Action | Effective Date | Branch Service Type        | Branch ID_RSSD* | Popular Name                    | Street Address             | City        | State | Zip Code | County    | Country       | FDIC UNINUM* | Office Number* | Head Office | Head Office ID_RSSD*            | Comments |
|-------------|----------------|----------------------------|-----------------|---------------------------------|----------------------------|-------------|-------|----------|-----------|---------------|--------------|----------------|-------------|---------------------------------|----------|
| OK          |                | Full Service (Head Office) | 3382547         | DEPARTMENT STORES NATIONAL BANK | 701 EAST 60TH STREET NORTH | SIOUX FALLS | SD    | 57104    | MINNEHAHA | UNITED STATES | 441397       |                | 0           | DEPARTMENT STORES NATIONAL BANK | 3382547  |

**Results:** A list of branches for your depository institution: FDS BANK (ID\_RSSD: 2107181).  
This depository institution is held by MACY'S, INC. (4103310) of CINCINNATI, OH.  
The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10/2013.

**Reconciliation and Verification Steps**

- 1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
- 2. If required, enter the date in the **Effective Date** column.

**Actions**

**OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.  
**Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.  
**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.  
**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.  
**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.  
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note:**  
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.  
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

| Data Action | Effective Date | Branch Service Type        | Branch ID_RSSD* | Popular Name              | Street Address            | City  | State | Zip Code | County   | Country       | FDIC UNINUM* | Office Number* | Head Office | Head Office ID_RSSD* | Comments      |
|-------------|----------------|----------------------------|-----------------|---------------------------|---------------------------|-------|-------|----------|----------|---------------|--------------|----------------|-------------|----------------------|---------------|
| OK          |                | Full Service (Head Office) | 2107181         | FDS BANK                  | 9111 DUKE BOULEVARD       | MASON | OH    | 45040    | WARREN   | UNITED STATES | 48138        | 0              | FDS BANK    | 2107181              |               |
| Delete      |                | Full Service               | 2502991         | MAY NATIONAL BANK OF OHIO | 8001 WEST RIDGEWOOD PLACE | PARMA | OH    | 44129    | CUYAHOGA | UNITED STATES | Not Required | Not Required   | FDS BANK    | 2107181              | Branch Closed |