

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

2019 OCT 31 14:02

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

February 02, 2019

Month / Day / Year

NONE

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

I, Jeffrey Gennette

Name of the Holding Company Director and Official

Chairman and CEO of Macy's, Inc.

Title of the Holding Company Director and Official

Macy's, Inc.

Legal Title of Holding Company

7 West 7th Street

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

Cincinnati OH 45202

City State Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Donna Ciclet VP-Law Department

Name Title

(513) 573-2745

Area Code / Phone Number / Extension

(513) 573-7797

Area Code / FAX Number

donna.ciclet@macys.com

E-mail Address

www.macysinc.com

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

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.

Signature of Holding Company Director and Official

April 24, 2019

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 4103310
 C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No
1=Yes 0

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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
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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
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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
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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
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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
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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
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Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

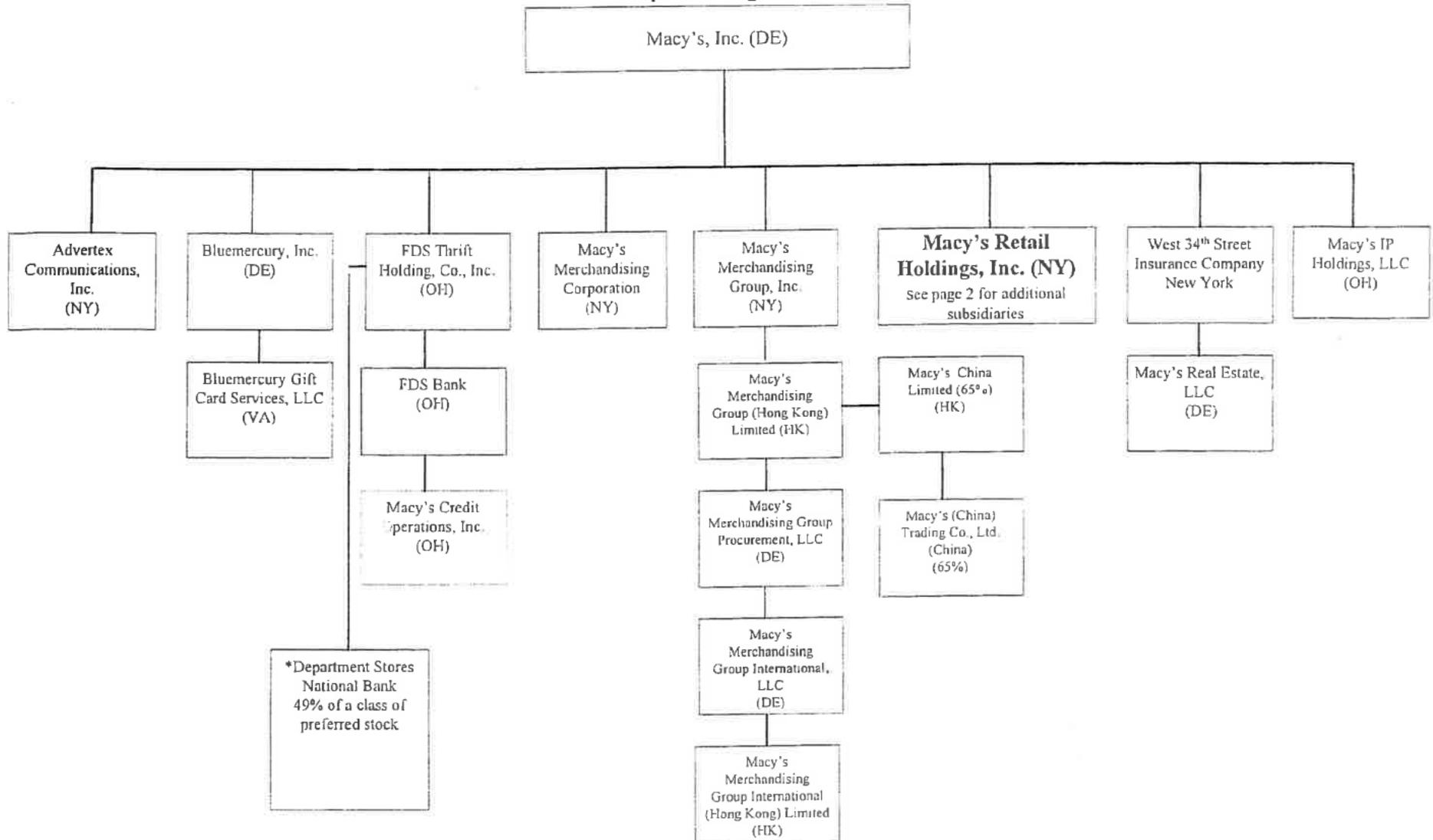
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

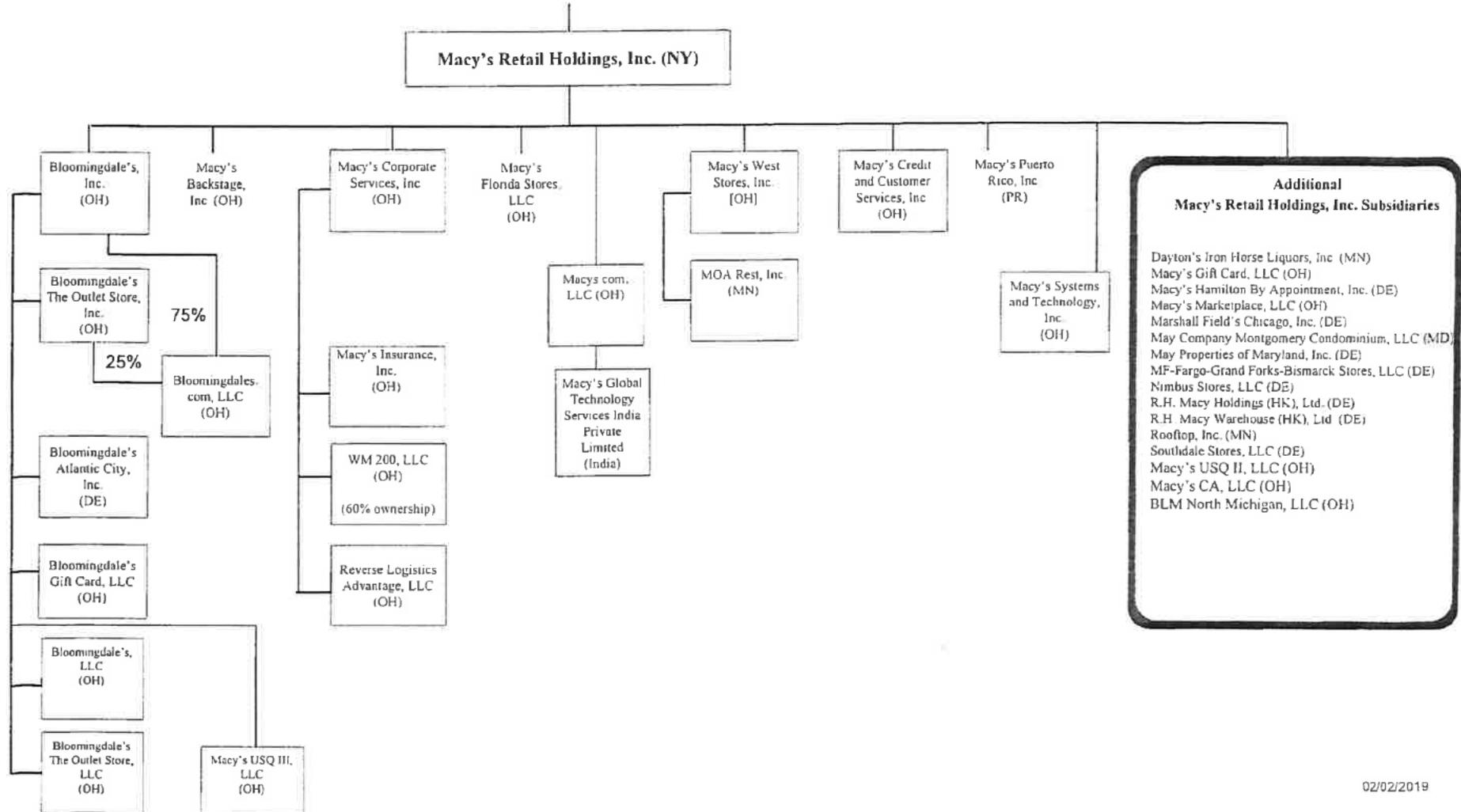
City	State	Zip Code
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Physical Location (if different from mailing address)

Unless otherwise indicated, entity ownership, or as to LLCs, member interest is 100% by applicable parent

Corporate Org Chart





Macy's, Inc. Organization Chart
Fiscal Year Ending February 2, 2019

COMPANY	CITY/STATE or COUNTRY of PHYSICAL LOCATION	STATE or COUNTRY of INCORPORATION	LEGAL ENTITY IDENTIFIER
Macy's, Inc.	Cincinnati, OH	DE	None
Advertex Communications, Inc.	New York, NY	NY	None
FDS Thrift Holding Co., Inc.	Mason, OH	OH	None
Macy's Retail Holdings, Inc.	New York, NY	NY	None
Macy's Merchandising Corporation	New York, NY	NY	None
Department Stores National Bank	Sioux Falls, SD	Federally Chartered Limited Purpose Credit Card Bank	5493002X5NZEFTXDQX13
FDS Bank	Mason, OH	Federal Savings Bank	None
Bloomingtondale's, LLC	New York, NY	OH	None
Macy's Merchandising Group (Hong Kong) Limited	Kowloon, Hong Kong	Hong Kong	None
West 34th Street Insurance Company New York	New York, NY	NY	None
Macy's Real Estate, LLC	New York, NY	DE	None
Macy's Credit Operations, Inc.	Mason, OH	OH	None
Macy's Merchandising Group Procurement, LLC	New York, NY	DE	None
Macy's Merchandising Group International, LLC	Kowloon, Hong Kong	DE	None
Macy's Merchandising Group International (Hong Kong) Limited	Kowloon, Hong Kong	Hong Kong	None
Macy's Merchandising Group, Inc.	New York, NY	NY	None
Macy's China Limited	Kowloon, Hong Kong	Hong Kong	None
Bloomingtondale's, Inc.	New York, NY	OH	None
Bluemercury, Inc.	Washington, DC	DE	None
Bluemercury Gift Card Services, LLC	Washington, DC	VA	None
Macy's Credit and Customer Services, Inc.	Mason, OH	OH	None
Macy's Corporate Services, Inc.	Cincinnati, OH	OH	None
Macy's West Stores, Inc.	New York, NY	OH	None
Macy's Florida Stores, LLC	New York, NY	OH	None
Macy's Hamilton by Appointment, Inc.	Cincinnati, OH	DE	None
Bloomingtondale's Atlantic City, Inc.	Cincinnati, OH	DE	None
Macy's Insurance, Inc.	Cincinnati, OH	OH	None
MOA Rest, Inc.	Cincinnati, OH	MN	None
Bloomingtondales.com, LLC	New York, NY	OH	None

Macy's, Inc. Organization Chart
Fiscal Year Ending February 2, 2019

COMPANY	CITY/STATE or COUNTRY of PHYSICAL LOCATION	STATE or COUNTRY of INCORPORATION	LEGAL ENTITY IDENTIFIER
Bloomingtondale's Gift Card, LLC	Mason, OH	OH	None
Bloomingtondale's The Outlet Store, Inc.	New York, NY	OH	None
Macy's Backstage, Inc.	New York, NY	OH	None
Macy's Puerto Rico, Inc.	New York, NY	Puerto Rico	None
Macy's Gift Card, LLC	Mason, OH	OH	None
WM 200, LLC	Cincinnati, OH	OH	None
Macy's Systems and Technology, Inc.	Johns Creek, GA	OH	None
Macys.com, LLC	San Francisco, CA	OH	None
R.H. Macy Holdings (HK), Ltd.	Kowloon, Hong Kong	DE	None
R.H. Macy Warehouse (HK), Ltd.	Kowloon, Hong Kong	DE	None
Macy's USQ II, LLC	Cincinnati, OH	OH	None
Dayton's Iron Horse Liquors, Inc.	Cincinnati, OH	MN	None
Marshall Field's Chicago, Inc.	Cincinnati, OH	DE	None
May Company Montgomery Condominium, LLC	Bethesda, MD	MD	None
May Properties of Maryland, Inc.	Gaithersburg, MD	DE	None
MF Fargo-Grand Forks-Bismarck Stores, LLC	New York, NY	DE	None
Nimbus Stores, LLC	Cincinnati, OH	DE	None
Rooftop, Inc.	Cincinnati, OH	MN	None
Southdale Stores, LLC	New York, NY	DE	None
Macy's Marketplace, LLC	Cincinnati, OH	OH	None
Bloomingtondale's The Outlet Store, LLC	New York, NY	OH	None
Reverse Logistics Advantage, LLC	Cincinnati, OH	OH	None
Macy's (China) Trading Co., Ltd.	Shanghai, China	Hong Kong	None
Macy's IP Holdings, LLC	Cincinnati, OH	OH	None
Macy's USQ III, LLC	Cincinnati, OH	OH	None
Macy's CA, LLC	Cincinnati, OH	OH	None
BLM North Michigan, LLC	Cincinnati, OH	OH	None
Macy's Global Technology Services India Private Limited	Chennai, India	India	None

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, 2019

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 2/2/19

(1)(a) Name, City State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities*
BlackRock, Inc. New York, NY, USA	USA	29,952,622 - 9.7% Common Stock

* Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 6, 2019, reporting ownership as of December 31, 2018. Information as of fiscal year-end is not available.

The Vanguard Group Malvern, PA, USA	USA	37,098,267 - 12.0% Common Stock
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* Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 12, 2019, reporting ownership as of December 31, 2018. Information as of fiscal year-end is not available.

AQR Capital Management, LLC AQR Capital Management Holdings, LLC Greenwich, CT	USA	17,214,592 - 5.6% Common Stock
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* Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2019, reporting ownership as of December 31, 2018. Information as of year-end is not available.

State Street Corporation Boston, MA	USA	15,621,016 - 5.1% Common Stock
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* Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2019, reporting ownership as of December 31, 2018. Information as of 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 2/2/19

(2)(a) Name, City State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities*
American International Group, Inc. New York, NY	USA	23,937,469 - 7.9% Common Stock

* Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 9, 2018 jointly by American International Group, Inc., SAFG Retirement Services, Inc., AIG Life Holdings, Inc., AIG Life Insurance Company, American General Life Insurance Company and SunAmerica Asset Management, LLC. The Schedule 13G reports that as of December 31, 2017, American International Group, Inc., SAFG Retirement Services, Inc., AIG Life Holdings, Inc., and AGC Life Insurance Company have shared voting and dispositive power with respect to 23,937,469 shares and American General Life Insurance Company and SunAmerica Asset Management, LLC have shared voting and dispositive power with respect to 23,843,953 shares of Macy's common stock. 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, 2019

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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)
Francis Blake Atlanta, GA USA	n/a	Director	n/a	Director - Delta Air Lines, Inc. Director - The Procter & Gamble Company	<1%	none	none
William H. Lenchan Mill Valley, CA USA	Four Corners Property Trust, Inc.	Director	n/a	President and CEO- Four Corners Property Trust, Inc.	<1%	none	none
John Bryant Battle Creek, MI USA	n/a	Director	n/a	Director - Compass PLC Director- Ball Corporation	<1%	none	none
Deirdre P. Connelly Philadelphia, PA USA	n/a	Director	n/a	Director- Lincoln National Corporation Director- Genmab A/S	<1%	none	none
Jeff Gennette New York, NY USA	n/a	Chief Executive Officer, Chairman of the Board and Director	n/a	n/a	<1%	none	none

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, 2019

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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)
Leslie D. Hale Bethesda, MD USA	RLJ Lodging Trust	Director	n/a	President and CEO- RLJ Lodging Trust	<1%	none	none
Sara Levinson New York, NY USA	Katapult	Director	n/a	Co-Founder and Director - Katapult Director-Harley Davidson, Inc.	<1%	none	none
Joyce Roche Savannah, GA USA	n/a	Director	n/a	Director - AT&T, Inc. Director- Tupperware Corporation	<1%	none	none
Paul Varga Louisville, KY USA	Brown-Forman Corporation	Director	n/a	Chairman and CEO- Brown-Forman Corporation	<1%	none	Rugby Aviation, LLC 100% Kiva Aviation, LLC 50% BalMar Equine, LLC 100%
Marna Whittington Yorklyn, DE USA	n/a	Director	n/a	Director-Oaktree Capital Group, LLC Director-Phillips 66	<1%	none	none

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, 2019

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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)
David P. Abney	United Parcel Service, Inc.	Director	n/a	Chairman and CEO- United Parcel Service, Inc.	<1%	none	none
Paula A. Price Cincinnati, OH USA	n/a	Executive Vice President and Chief Financial Officer	Vice President for the following: BLM North Michigan, LLC Macy's CA, LLC Macy's Retail Holdings, Inc. Macy's USQ III. LLC	n/a	<1%	none	none
Danielle Kirgan New York, NY USA	n/a	Executive Vice President and Chief Human Resources Officer	Chief Human Resources Officer for the following: Bluemercury Gift Card Services, LLC Bluemercury, Inc. Macy's Backstage, Inc. Macy's Corporate Services, Inc. Macy's Credit and Customer Services, Inc. Macy's Florida Stores, LLC Macy's Puerto Rico, Inc. Macy's Retail Holdings, Inc. Macy's West Stores, Inc.	n/a	<1%	none	none
Harry A. Lawton III New York, NY	n/a	President	President- Macys.com, LLC	n/a	<1%	none	none

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, 2019

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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)
Elisa D. Garcia New York, NY USA	n/a	Chief Legal Officer and Secretary	<p>Executive Vice President - FDS Bank</p> <p>President for the following: Southdale Stores, LLC Bloomingdales, Inc. Bloomingdales, LLC FDS Thrift Holding Co., Inc. Macy's Backstage, Inc. Macy's Corporate Services, Inc. Macy's Florida Stores, LLC Macy's Insurance, Inc. Macy's Merchandising Group Procurement, LLC Macy's Real Estate, LLC May Properties of Maryland, Inc. MF Fargo-Grand Forks-Bismark Stores, LLC MOA Rest, Inc. Nimbus Stores, LLC R.H. Macy Holdings (HK), Ltd R.H. Macy Warehouse (HK). Ltd Macy's IP Holdings, LLC Reverse Logistics Advantage, LLC Macy's Retail Holdings, Inc. Macy's West Stores, Inc. May Company Montgomery Condominium, LLC May Properties of Maryland, Inc. BLM North Michigan, LLC Macy's CA, LLC Macy's USQ II, LLC Macy's USQ III, LLC</p>	n/a	<1%	none	none

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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)
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Vice President for the following:

Advertex Communications, Inc.
 Bloomingdale's Gift Card, LLC
 Bloomingdale's The Outlet Store, Inc.
 Bloomingdale's, LLC
 Bloomingdales.com, LLC
 Bluemercury Gift Card Services, LLC
 Bluemercury, Inc.
 Macy's Credit and Customer Services, Inc.
 Macy's Credit Operations, Inc.
 Macy's Gift Card, LLC
 Macy's Merchandising Corporation
 Macy's Merchandising Group International, LLC
 Macy's Merchandising Group, Inc.
 Macy's Puerto Rico, Inc.
 Macy's Systems and Technology, Inc.
 Macys.com, LLC
 Macy's Marketplace, LLC
 Bloomingdale's The Outlet Store, LLC

Director for the following:

Bloomingdale's The Outlet Store, Inc.
 Bloomingdale's, Inc.
 Bluemercury, Inc.
 FDS Thrift Holding Co., Inc.
 Macy's Backstage, Inc.
 Macy's Corporate Services, Inc.
 Macy's Credit and Customer Services, Inc.
 Macy's Credit Operations, Inc.
 Macy's Insurance, 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, 2019

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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)
			Macy's Merchandising Corporation Macy's Merchandising Group, Inc. Macy's Puerto Rico, Inc. Macy's Retail Holdings, Inc. Macy's Systems and Technology, Inc. Macy's West Stores, Inc. May Properties of Maryland, Inc. MOA Rest, Inc. R.H. Macy Holdings (HK) Ltd. R.H. Macy Warehouse (HK) Ltd.				
Felicia Williams Cincinnati, OH USA	n/a	Executive Vice President, Controller & Enterprise Risk Officer	Executive Vice President- FDS Bank	n/a	<1%	none	none
			Vice President for the following: Advertex Communications, Inc. Bloomingdale's, Inc. Bloomingdale's The Outlet Store, Inc. Bloomingdale's The Outlet Store, LLC Bloomingdale's, LLC Blumercury Gift Card Services, LLC Bluemercury, Inc. Macy's Credit and Customer Services, Inc. Macy's Corporate Services, Inc. Macy's Merchandising Group, Inc. Macy's Merchandising Group International, LLC Macys.com, LLC Macy's Systems and Technology, Inc.				

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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)
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Vice President and Controller for the following:

Macy's Backstage, Inc.
 Macy's Florida Stores, LLC
 Macy's Retail Holdings, Inc.
 Macy's West Stores, Inc.

Director for the following:

Macy's Credit Operations, Inc.
 Bloomingdale's, Inc.
 Bloomingdale's The Outlet Store, Inc.
 Bluemercury, Inc.
 FDS Thrift Holding Co.,
 Macy's Backstage, Inc.
 Macy's Corporate Services, Inc.
 Macy's Credit and Customer Services, Inc.
 Macy's Credit Operations, Inc.
 Macy's Insurance, Inc.
 Macy's Merchandising Corporation
 Macy's Merchandising Group (Hong Kong) Limited
 Macy's Merchandising Group, Inc.
 Macy's Merchandising Group International (Hong Kong) Limited
 Macy's Puerto Rico, Inc.
 Macy's Retail Holdings, Inc.
 Macy's Systems and Technology, Inc.
 Macy's West Stores, Inc.
 May Properties of Maryland, Inc.
 MOA Rest, Inc.
 R.H. Macy Holdings (HK) Ltd.
 R.H. Macy Warehouse (HK) Ltd.

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, 2019

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 2/2/19

(1)(a) Name, City State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities*
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N/A

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 2/2/19

(2)(a) Name, City State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities*
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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, 2019

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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)
Elisa Garcia Cincinnati, OH USA	Executive Vice President, Chief Legal Officer, and Secretary of Macy's, Inc.	President and Director	Executive Vice President FDS Bank Vice President and Director Macy's Credit Operations, Inc.	n/a	NONE	NONE	NONE
Felicia Williams Cincinnati, OH USA	Executive Vice President, Controller and Enterprise Risk Officer of Macy's, Inc.	Director	Executive Vice President FDS Bank Director Macy's Credit Operations, Inc.	n/a	NONE	NONE	NONE

Results: A list of branches for your holding company: MACY'S, INC. (4103310) of CINCINNATI, OH.

The data are as of 03/31/2019. Data reflects information that was received and processed through 04/03/2019.

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	Not Required	Not Required	DEPARTMENT STORES NATIONAL BANK	3382547	
OK		Full Service (Head Office)	2107181	FDS BANK	9111 DUKE BOULEVARD	MASON	OH	45040	WARREN	UNITED STATES	Not Required	Not Required	FDS BANK	2107181	