

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.

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.

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 4103310
 C.I. _____

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)

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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)

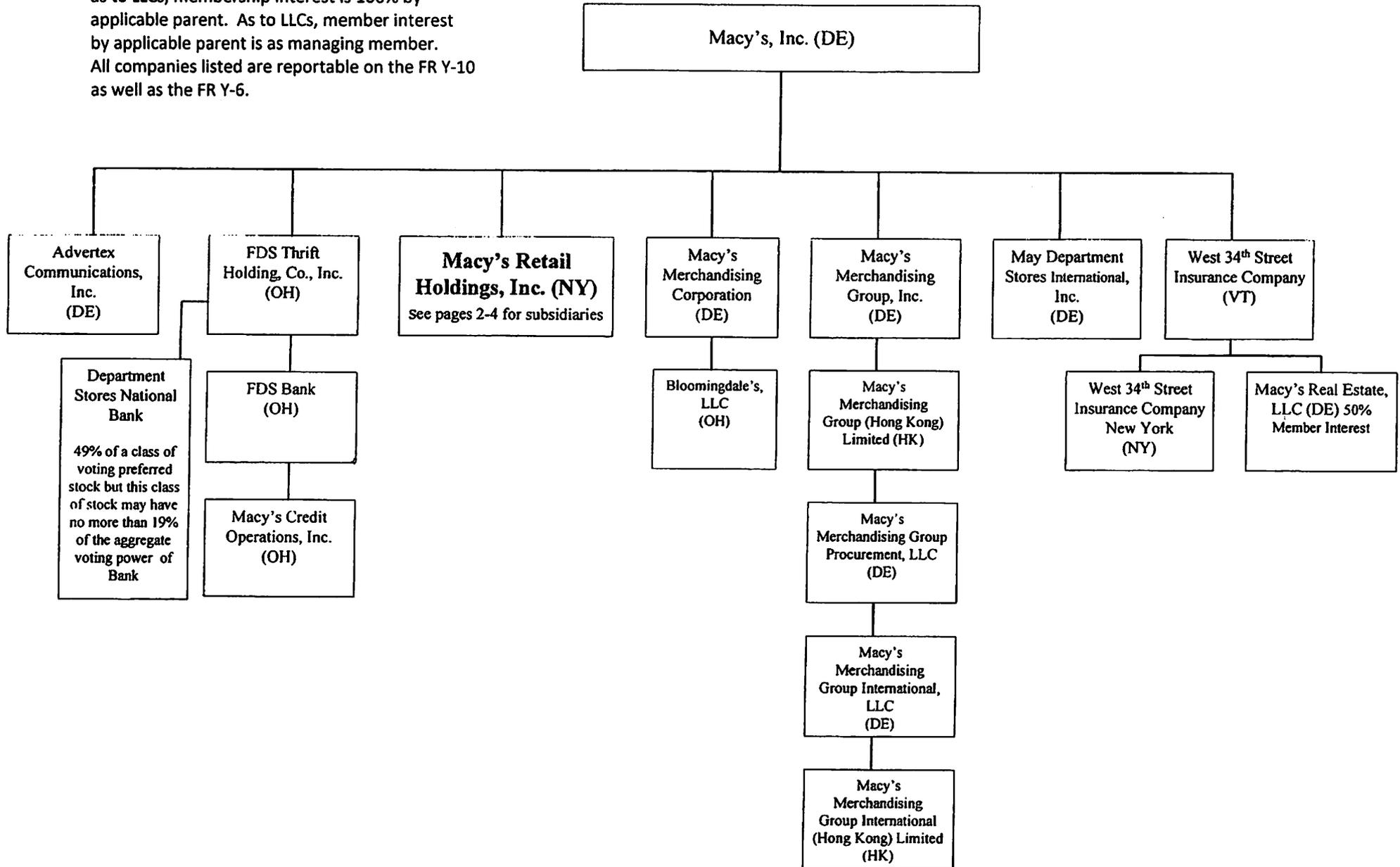
Legal Title of Subsidiary Holding Company

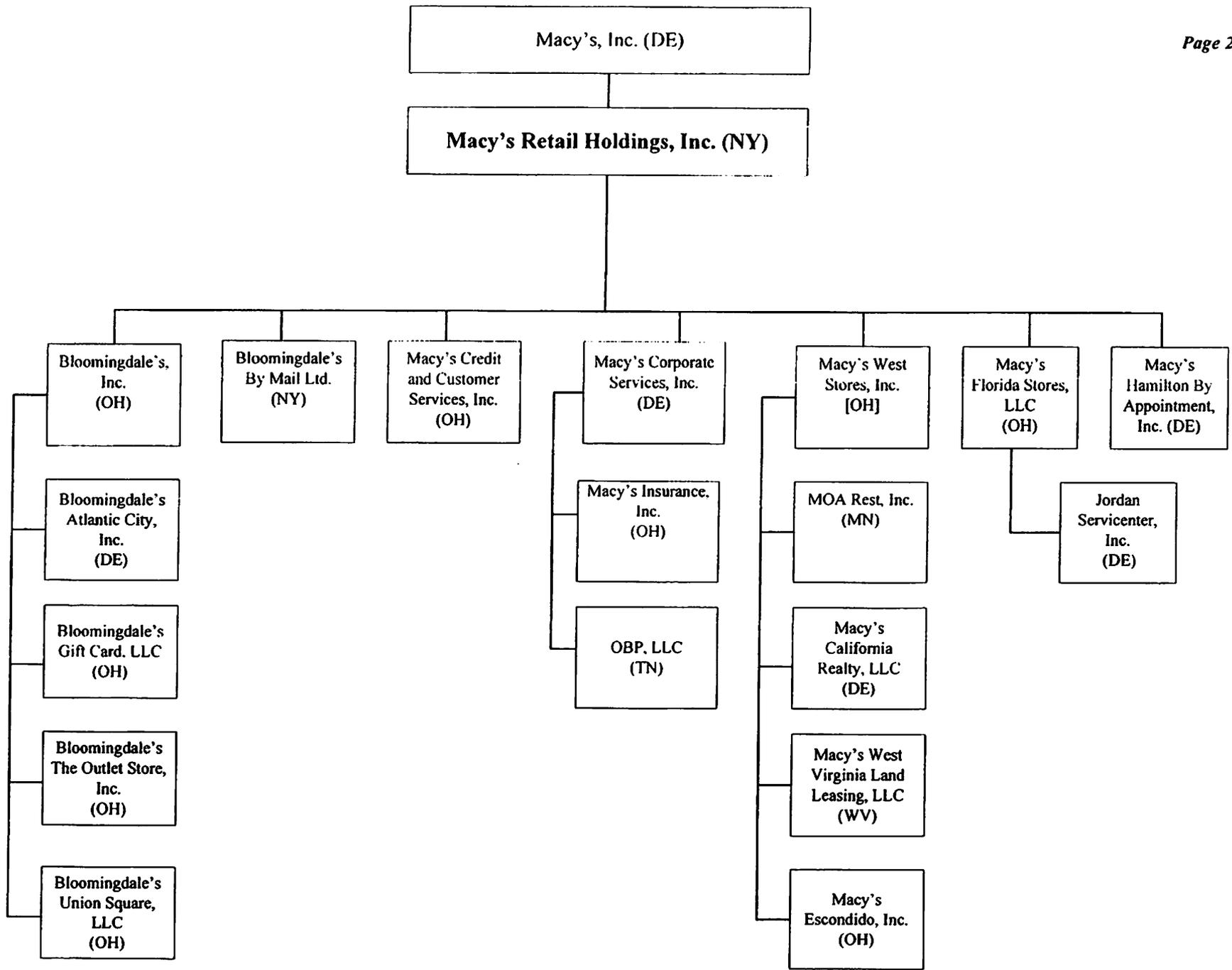
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

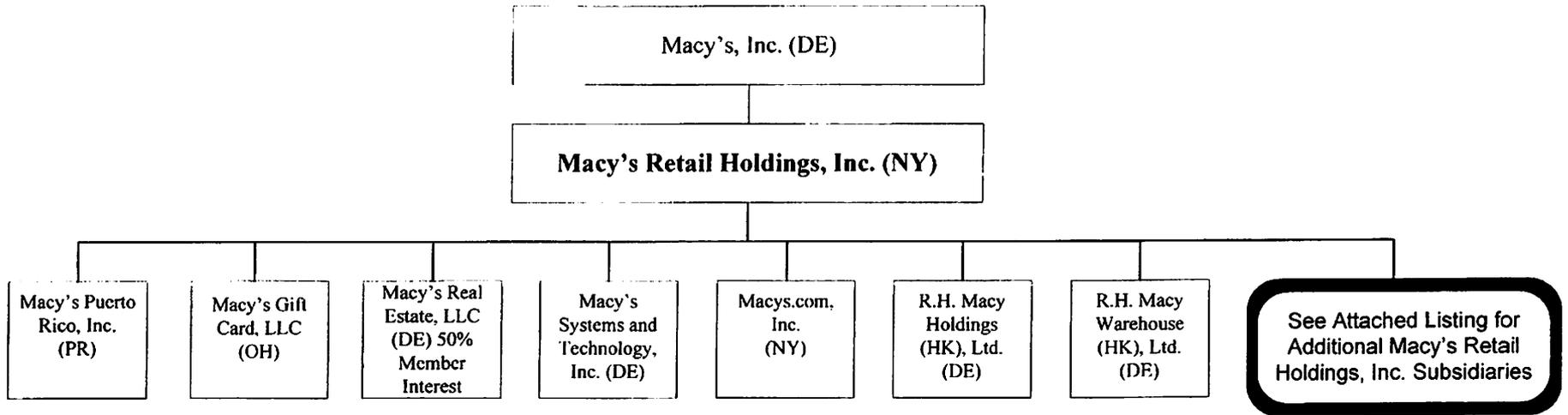
City State Zip Code

Physical location (if different from mailing address)

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

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) 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	20,539,776 - 5.2% 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) Name, City State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities*
Invesco Ltd Atlanta, GA, USA	Bermuda	9,749,751 - 2.5% 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.

(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)
Stephen Bollenbach Los Angeles, CA USA	n/a	Director	n/a	Director-KB Home Director-Mondelez International Director-Time Warner	<1%	none	none that we are aware of
Deirdre Connelly Philadelphia, PA USA	GlaxoSmithKline	Director	n/a	President-North American Pharmaceuticals - GlaxoSmithKline	<1%	none	none that we are aware of
Meyer Feldberg New York, NY USA	n/a	Director	n/a	Senior Advisor - Morgan Stanley; Dean Emeritus and Professor of Leadership and Ethics - Columbia University business school Director-Revlon, Inc. Director-UBS Global Asset Management	<1%	none	none that we are aware of
Sara Levinson New York, NY USA	n/a	Director	n/a	Director-Harley Davison, Inc.	<1%	none	none that we are aware of

(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)
Joseph Neubauer Philadelphia, PA USA	ARAMARK Holdings Corporation	Director	n/a	Chairman & Director- ARAMARK Holdings Corporation	<1%	none	none that we are aware of
Joyce Roche Savannah, GA USA	n/a	Director	n/a	Director- Verizon Communications, Inc. Director-AT&T, Inc. Director-Dr. Pepper Snapple Group Director-Tupperware Corporation	<1%	none	none that we are aware of
Paul Varga Louisville, KY USA	Brown-Forman Corporation	Director	n/a	Chairman and CEO- Brown-Forman Corporation Director- Brown-Forman Corporation	<1%	none	none that we are aware of
Craig Weatherup Scottsdale, AZ USA	n/a	Director	n/a	Director-Starbucks Corporation	<1%	none	none that we are aware of
Marna Whittington	n/a	Director	n/a	Director-Oaktrec	<1%	none	none that we are aware

(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)
Yorklyn, DE USA				Capital Group, LLC Director-Phillips 66			of
Terry Lundgren New York, NY USA	n/a	Chairman, President & CEO; Director	n/a	Director-Kraft Foods Director-The Procter & Gamble Company Director-Federal Reserve Bank of New York	<1%	none	none that we are aware of
Timothy Adams New York, NY USA	n/a	Chief Private Brand Officer	Chief Private Brand Officer for the following: Macys Merchandising Group, Inc. Macys Merchandising Group International, LLC	n/a	<1%	none	none that we are aware of
William Allen New York, NY USA	n/a	Chief Human Resources Officer	n/a	n/a	<1%	none	none that we are aware of
Jeffrey Gennette Brooklyn, NY USA	n/a	Chief Merchandising Officer	Chief Merchandising Officer for the following: Macy's Merchandising Corporation Macys.com, Inc.	n/a	<1%	none	none that we are aware of
Julie Greiner New York, NY	n/a	Chief Merchandise	President - Macy's Merchandising Corporation	n/a	<1%	none	none that we are aware of

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USA		Planning Officer					
Robert Harrison Ridgewood, NJ USA	n/a	Chief Omnichannel Officer	Executive Vice President for the following: Macy's Corporate 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 that we are aware of
Karen Hoguet Cincinnati, OH USA	n/a	Chief Financial Officer	Director- Department Stores National Bank Executive Vice President- Macy's Corporate Services, Inc. Senior Vice President - May Department Stores International, Inc. Vice President & Treasurer- Macy's Insurance, Inc. Vice President for the following: Advertex Communications, Inc. Bloomingdale's By Mail Ltd Bloomingdale's Gift Card, LLC Bloomingdale's The Outlet Store, Inc. Bloomingdale's Union Square, LLC Bloomingdale's, Inc. Bloomingdale's, LLC Central Regional Claims Corporation	Director- The Nielsen Company	<1%	none	none that we are aware of

(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)
			FDS Thrift Holding Co., Inc. Jordan Servicenter, Inc. Kaufmann's Carousel, Inc. Laurel Plaza Development I, Inc. Macy's California Realty, LLC Macy's Credit and Customer Services, Inc. Macy's Credit Operations, Inc. Macy's Escondido, Inc. Macy's Florida Stores, LLC Macy's Gift Card, LLC Macy's Merchandising Corporation Macy's Merchandising Group International, LLC Macy's Merchandising Group Procurement, LLC Macy's Merchandising Group, Inc. Macy's Puerto Rico, Inc. Macy's Real Estate, LLC Macy's Retail Holdings, Inc. Macy's Systems and Technology, Inc. Macy's Union Square, LLC Macy's West Stores, Inc. Macy's West Virginia Land Leasing, LLC Macy's West Virginia, LLC Macys.com, Inc. May Company Montgomery Condominium LLC May Properties of Maryland, Inc. May Stores IV, Inc. McIre One, Inc. MF Distribution Center of Illinois, LLC MF Fargo-Grand Forks-Bismark Stores, LLC MOA Rest, Inc. 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) 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)
			OBP, LLC R.H. Macy Holdings (HK), Ltd R.H. Macy Warehouse (HK), Ltd Southdale Stores, LLC				
Jeffrey Kantor Larchmont, NY USA	n/a	Chairman, macys.com	Chairman - Macy's.com, Inc.	n/a	<1%	none	none that we are aware of
Martine Reardon New York, NY USA	n/a	Chief Marketing Officer	President - Advertex Communications, Inc. Chief Marketing Officer - Macys.com, Inc.	n/a	<1%	none	none that we are aware of
Peter Sachse Purchase, NY USA	n/a	Chief Stores Officer	Chief Stores Officer for the following: Macy's Florida Stores, LLC Macy's Puerto Rico, Inc. Macy's Retail Holdings, Inc. Macy's West Stores, Inc.	Director - XO Group Inc.	<1%	none	none that we are aware of
Joel Belsky Cincinnati, OH USA	n/a	Executive Vice President and Controller	Executive Vice President - FDS Bank Vice President & Controller - Macy's Retail Holdings, Inc. Vice President - Macy's Merchandising Group International, Inc.	n/a	<1%	none	none that we are aware 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

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			<p>Director for the following: Bloomingdale's By Mail Ltd Bloomingdale's The Outlet Store, Inc. Bloomingdale's, Inc. Central Regional Claims Corporation FDS Thrift Holding Co., Inc. Jordan Servicer, Inc. Kaufmann's Carousel, Inc. Laurel Plaza Development I, 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, Inc. Macy's Merchandising Group (Hong Kong) Ltd Macy's Merchandising Group International (Hong Kong) Ltd Macy's Puerto Rico, Inc. Macy's Retail Holdings, Inc. Macy's Systems and Technology, Inc. Macy's West Stores, Inc. Macys.com, Inc. May Department Stores International, Inc. May Properties of Maryland, Inc. May Stores IV, Inc. McIre One, Inc. MOA Rest, Inc. R.H. Macy Holdings (HK), Ltd R.H. Macy Warehouse (HK), Ltd</p>				
Dennis Broderick	n/a	Executive Vice	Executive Vice President -	n/a	<1%	none	none that we are aware

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

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

(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)
Cincinnati, OH USA		President, General Counsel and Secretary	FDS Bank President for the following: Bloomingdale's Union Square, LLC Central Regional Claims Corporation FDS Thrift Holding Co., Inc. Jordan Servicenter, Inc. Kaufmann's Carousel, Inc. Laurel Plaza Development I, Inc. Macy's California Realty, LLC Macy's Corporate Services, Inc. Macy's Escondido, Inc. Macy's Florida Stores, LLC Macy's Insurance, Inc. Macy's Merchandising Group Procurement, LLC Macy's Merchandising Group, Inc. Macy's Real Estate, LLC Macy's Retail Holdings, Inc. Macy's Union Square, LLC Macy's West Stores, Inc. Macy's West Virginia Land Leasing, LLC Macy's West Virginia, LLC May Company Montgomery Condominium LLC May Department Stores International, Inc. May Properties of Maryland, Inc. May Stores IV, Inc. Melre One, Inc. MF Distribution Center of Illinois, LLC MF Fargo-Grand Forks-Bismark Stores, LLC MOA Rest, Inc. Nimbus Stores, LLC				of

(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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OBP, LLC
R.H. Macy Holdings (HK), Ltd
R.H. Macy Warehouse (HK), Ltd
Southdale Stores, LLC

Vice President for the following:
Advertex Communications, Inc.
Bloomingdale's By Mail Ltd
Bloomingdale's Gift Card, LLC
Bloomingdale's The Outlet Store, Inc.
Bloomingdale's, Inc.
Bloomingdale's, LLC
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, Inc.

Director for the following:
Bloomingdale's By Mail Ltd
Bloomingdale's The Outlet Store, Inc.
Bloomingdale's, Inc.
Central Regional Claims Corporation
FDS Thrift Holding Co., Inc.
Jordan Servicer, Inc.
Kaufmann's Carousel, Inc.
Laurel Plaza Development I, Inc.

• Report Item 4: Insiders
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			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, Inc. Macy's Merchandising Group (Hong Kong) Ltd Macy's Merchandising Group International (Hong Kong) Ltd Macy's Puerto Rico, Inc. Macy's Retail Holdings, Inc. Macy's Systems and Technology, Inc. Macy's West Stores, Inc. Macys.com, Inc. May Department Stores International, Inc. May Properties of Maryland, Inc. May Stores IV, Inc. McIre One, Inc. MOA Rest, Inc. R.H. Macy Holdings (HK), Ltd R.H. Macy Warehouse (HK), Ltd				
David Clark Cincinnati, OH USA	n/a	Executive Vice President	Executive Vice President for the following: FDS Bank Macy's Corporate Services, Inc. Vice President for the following: Bloomingdale's, Inc. Bloomingdale's, LLC Macy's Credit and Customer Services, Inc. Macy's Credit Operations, Inc.	n/a	<1%	none	none that we are aware of

(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)
Amy Hanson Cincinnati, OH USA	n/a	Executive Vice President	<p>Macy's Florida Stores, LLC Macy's Merchandising Group International, LLC Macy's Merchandising Group, Inc. Macy's Retail Holdings, Inc. Macy's Systems and Technolog, Inc. Macy's West Stores, Inc. Macys.com, Inc.</p> <p>Executive Vice President for the following: Bloomingdale's Gift Card, LLC FDS Bank Macy's Corporate Services, Inc. Macy's Credit and Customer Services, Inc. Macy's Credit Operations, Inc. Macy's Escondido, Inc. Macy's Florida Stores, LLC Macy's Gift Card, LLC Macy's Puerto Rico, Inc. Macy's Retail Holdings, Inc. Macy's West Stores, Inc. Macy's West Virginia Land Leasing, LLC</p> <p>Vice President for the following: Bloomingdale's Union Square, LLC Macy's Union Square, LLC</p>	n/a	<1%	none	none that we are aware 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) Name, City State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities*	
Macy's, Inc. Cincinnati, OH USA	USA	100 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) Name, City State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of 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

(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, Inc. Cincinnati, OH USA	n/a	Principal Securities Holder	n/a	n/a	100%	FDS Bank 100% (direct) Department Stores National Bank 49% of a class of voting preferred stock (may have no more than 19% of the aggregate voting power of the Bank) (direct) Macy's Credit Operations, Inc. 100% (indirect)	Advertex Communications, Inc. 100% (direct) Macy's Retail Holdings, Inc. 100% (direct) Macy's Merchandising Corporation 100% (direct) 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) 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 Group (Hong Kong) Limited 100% (indirect)
							West 34th Street Insurance Company, NY 100% (indirect)
							Macy's Real Estate, LLC 50% membership interest (indirect)
							Macy's Merchandising Group Procurement, LLC (indirect) 100% membership interest
							Macy's Merchandising Group International (Hong Kong), Ltd. 100% (indirect)
							Bloomingdale's, Inc. 100% (indirect)

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

(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)
							Bloomingdale's By Mail, Ltd. 100% (indirect)
							Macy's Credit and Customer Services, Inc. 100% (indirect)
							Macy's Corporate Services, Inc. 100% (indirect)
							Macy's West Stores, Inc. 100% (indirect)
							Macy's Florida Stores, LLC 100% (indirect)
							Macy's Hamilton By Appointment, Inc. 100% (indirect)
							Bloomingdale's Atlantic City, Inc. 100% (indirect)

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

(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 Insurance, Inc. 100% (indirect)
							MOA Rest, Inc. 100% (indirect)
							Jordan Servicecenter, Inc. 100% (indirect)
							Bloomingdale's Gift Card, LLC 100% membership interest(indirect)
							OBP, LLC 100% membership interest
							Macy's California Realty, LLC 100% membership interest(indirect)
							Bloomingdale's The Outlet Store, Inc. 100% (indirect)

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

(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 West Virginia Land Leasing, LLC 100% membership interest
							Bloomingtondale's Union Square, LLC 100% membership interest(indirect)
							Macy's Escondido, Inc. 100% (indirect)
							Macy's Puerto Rico, Inc. 100% (indirect)
							Macy's Gift Card, LLC 100% membership interest(indirect)
							Macy's Real Estate, LLC 50% membership interest(indirect)
							Macy's Systems and Technology, Inc. 100% (indirect)

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

(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)
							Macys.com. Inc. 100% (indirect)
							R.H. Macy Holdings (HK), Ltd. 100% (indirect)
							R.H. Macy Warehouse (HK), Ltd. 100% (indirect)
							Central Regional Claims Corp. 100% (indirect)
							Dayton's Iron Horse Liquors, Inc. 100% (indirect)
							Kaufmann's Carousel, Inc. 100% (indirect)
							Laurel Plaza Development I, Inc. 100% (indirect)

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

(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 Union Square, LLC 100% membership interest(indirect)
							Macy's West Virginia, LLC 100% membership interest(indirect)
							Marshall Field's Chicago, Inc. 100% (indirect)
							May Company Montgomery Condominium, LLC 100% membership interest
							May Properties of Maryland, Inc. 100% (indirect)
							May Stores IV, Inc. 100% (indirect)
							McIre One, Inc. 100% (indirect)

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

(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)
							MF Distribution Center of Illinois, LLC 100% membership interest
							MF Fargo-Grand Forks- Bismarck Stores, LLC 100% membership interest(indirect
							Nimbus Stores, LLC 100% membership interest(indirect
							Rooflop, Inc. 100% (indirect)
							Southdale Stores, LLC 100% membership interest(indirect
							Macy's Merchandising Group International, LLC 100% membership interest(indirect

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

(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)
Dennis J. Broderick Cincinnati, OH USA	Executive Vice President General Counsel and Secretary of Macy's Inc.	President Director	Executive Vice President- FDS Bank Vice President and Director- Macy's Credit Operations, Inc.	n/a NONE	NONE	None that we are aware of	
Joel Belsky Cincinnati, OH USA	Executive Vice President and Controller of Macy's, Inc.	Director	Executive Vice President- FDS Bank Director- Macy's Credit Operations, Inc.	n/a NONE	NONE	None that we are aware of	
Brian M. Szames Cincinnati, OH USA	Treasurer of Macy's, Inc.	Vice President and Treasurer	Vice President and Treasurer- Macy's Credit Operations, Inc.	n/a NONE	NONE	None that we are aware of	
Linda J. Balicki St. Louis, Missouri USA	Vice President- Assistant General Counsel and Assistant Secretary of Macy's, Inc.	Secretary	Secretary- 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