

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.

I, Terry Lundgren

Name of the Holding Company Director and Official

Chairman and CEO of Macy's, Inc.

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.

Signature of Holding Company Director and Official

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.

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):

February 01, 2014

Month / Day / Year

Reporter's Name, Street, and Mailing Address

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

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Donna R. Ciclet

VP-Asst. General Counsel

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.macys.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

(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

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

City

State

Zip Code

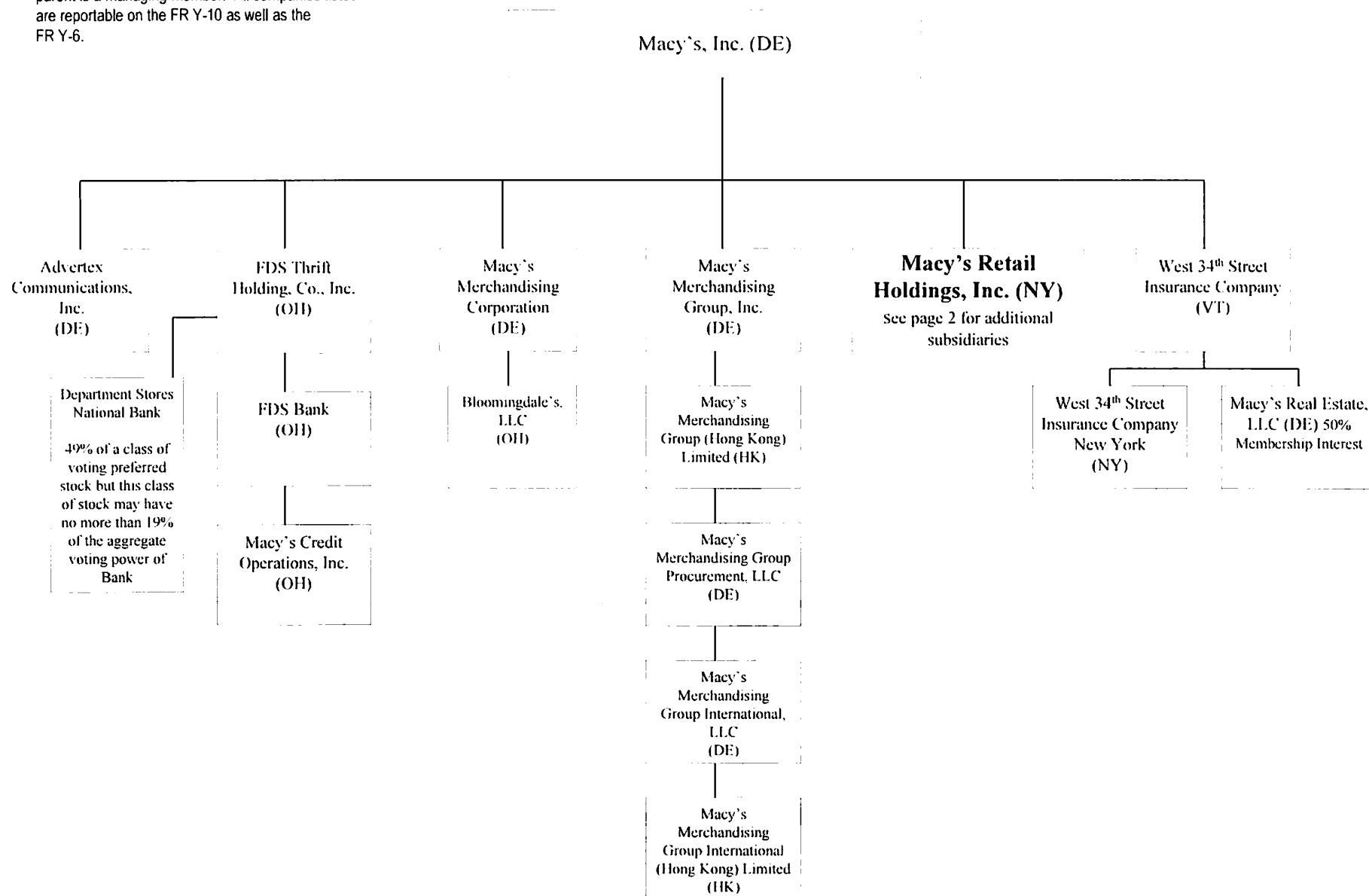
Physical location (if different from mailing address)

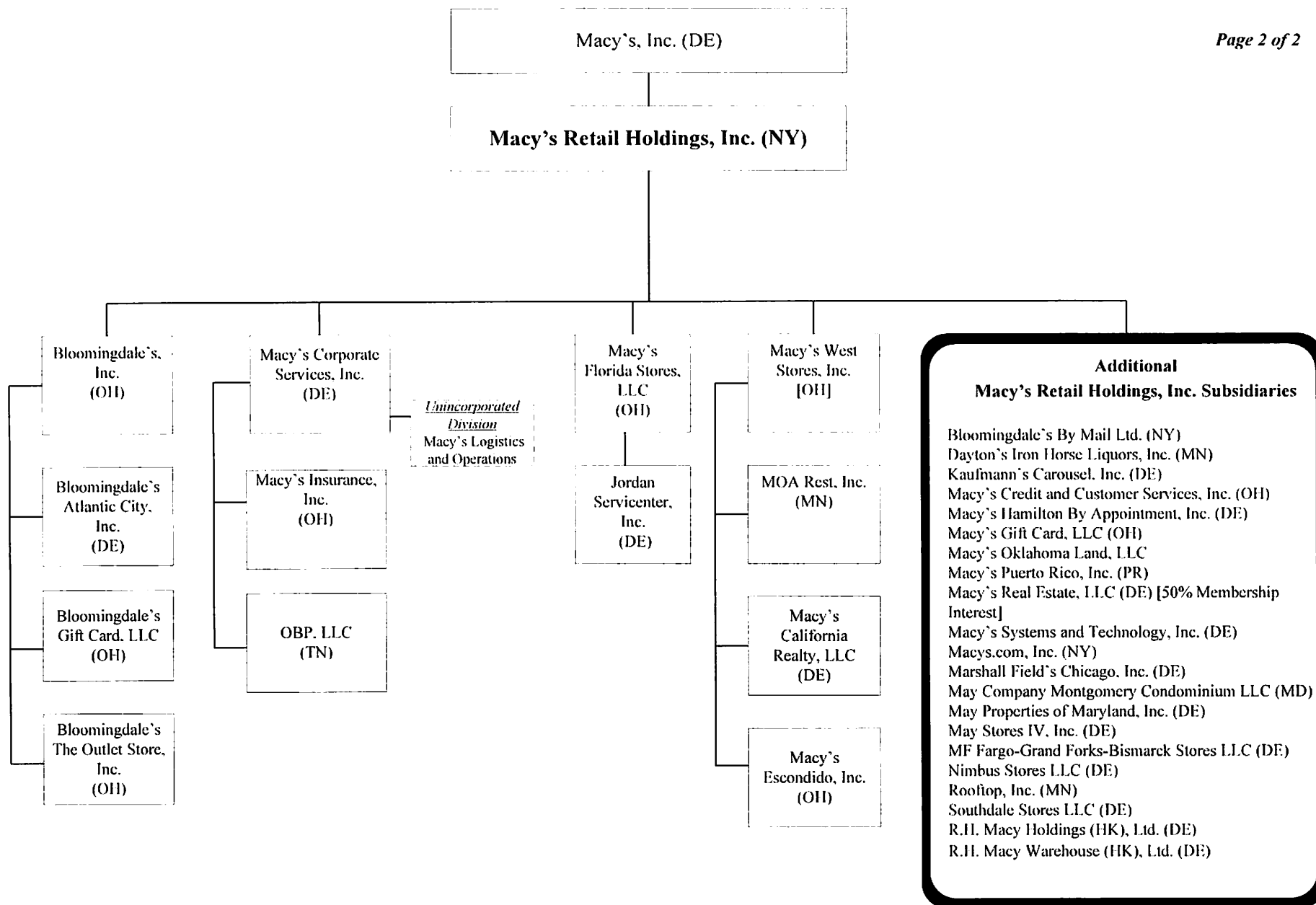
Report Item 2a: Organization Chart

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 a managing member. All companies listed are reportable on the FR Y-10 as well as the FR Y-6.

Form FR Y-6
Macy's, Inc.
Fiscal Year Ending February 1, 2014

Page 1 of 2





Macy's, Inc.-Organization Chart
Fiscal Year Ending February 1, 2014

COMPANY	CITY/STATE of LOCATION	STATE OF INCORPORATION
Macy's Inc.	Cincinnati, OH	DE
Advertex Communications, Inc.	New York, NY	DE
FDS Thrift Holding Co., Inc.	Mason, OH	OH
Macy's Retail Holdings, Inc.	Cincinnati, OH	NY
Macy's Merchandising Corp.	New York, NY	DE
West 34th Street Insurance Co.	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 Limited	Kowloon, Honk Kong (HK)	HK
West 34th Street Insurance Co. 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, Ltd.	Kowloon, Honk Kong (HK)	HK
Macy's Merchandising Group, Inc.	Cincinnati, OH	DE
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 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

Report Item 2a: Organization Chart

Form FR Y-6

Macy's, Inc.-Organization Chart
Fiscal Year Ending February 1, 2014

COMPANY	CITY/STATE of LOCATION	STATE OF INCORPORATION
Dayton's Iron Horse Liquors, Inc.	Minneapolis, MN	MN
Kaufmann's Carousel, Inc.	Cincinnati, OH	DE
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
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
Macy's Oklahoma Land, LLC	Cincinnati, OH	OH

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 1, 2014

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 2/1/14

(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	20,399,851 - 5.5% Common Stock

* Based on a Schedule 13G/A filed with the Securities and Exchange Commission on January 30, 2014, reporting ownership as of December 31, 2013. Information as of fiscal year-end is not available.

The Vanguard Group Malvern, PA	USA	24,409,445 - 6.6% Common Stock
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* Based on a Schedule 13G filed with the SEC on February 12, 2014, reporting ownership as of December 31, 2013. 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 2/1/14

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

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 1, 2014

(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	Kandu	Director	n/a	Co-Founder and Director - Kandu	<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 1, 2014

(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)
USA							
				Director-Harley Davison, Inc.			
Joseph Neubauer Philadelphia, PA USA	ARAMARK Holdings Corporation	Director	n/a	Chairman & Director- ARAMARK Holdings Corporation	<1%	none	none that we are aware of
				Director- Verizon Communications, Inc.			
Joyce Roche Savannah, GA USA	n/a	Director	n/a	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	n/a	Director	n/a	Director-Starbucks	<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 1, 2014

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Scottsdale, AZ USA				Corporation			of
Marna Whittington Yorklyn, DE USA	n/a	Director	n/a	Director -Oaktree Capital Group, LLC	<1%	none	none that we are aware of
				Director -Phillips 66			
Annie Young-Scrivner Seattle, WA USA	Starbucks	Director	n/a	Executive Vice President - Starbucks, President - Teavana	<1%	none	none that we are aware of
Terry Lundgren New York, NY USA	n/a	Chairman and CEO; Director	n/a	Director -Kraft Foods	<1%	none	none that we are aware of
				Director -The Procter & Gamble Company			
				Director -Federal Reserve Bank of New York			
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	n/a	Chief Human Resources Officer	Chief Human Resources Officer for the following:	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 1, 2014

(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)
USA			Macy's Corporate Services, Inc. Macy's Credit and Customer Services, Inc. Macy's Credit Operations, Inc. Macy's Florida Stores, LLC. Macy's Retail Holdings, Inc. Macy's West Stores, Inc.				
Jeffrey Gennette Brooklyn, NY USA	n/a	President	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 USA	n/a	Chief Merchandise Planning Officer	President - Macy's Merchandising Corporation	n/a	<1%	none	none that we are aware of
Robert Harrison Ridgewood, NJ USA	n/a	Chief Omnichannel Officer	Chief Omnichannel Officer 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 Systems and Technology, Inc. Macy's West Stores, Inc. Macy's.com, 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	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)
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Corporate Services, 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, Inc.
Bloomingdale's, LLC
FDS Thrift Holding Co., Inc.
Jordan Servicenter, Inc.
Kaufmann's Carousel, Inc.
Macy's Bay Plaza, LLC
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 Goodyear Expansion, LLC
Macy's Merchandising Corporation
Macy's Merchandising Group International, LLC
Macy's Merchandising Group Procurement, LLC
Macy's Merchandising Group, Inc.
Macy's Oklahoma Land, LLC
Macy's Oklahoma, LLC
Macy's Puerto Rico, 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 1, 2014

(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 Real Estate, LLC Macy's Retail Holdings, Inc. Macy's Systems and Technology, Inc. Macy's University Town Center, LLC Macy's West Stores, Inc. Macys.com, Inc. May Company Montgomery Condominium LLC May Properties of Maryland, Inc. May Stores IV, 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 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.	Director - XO Group Inc.	<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 1, 2014

(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)
Joel Belsky Cincinnati, OH USA	n/a	Executive Vice President and Controller	Macy's Retail Holdings, Inc. Macy's West Stores, Inc.	n/a	<1%	none	none that we are aware of
			Vice President & Controller - Macy's Florida Stores, Inc. Macy's Retail Holdings, Inc. Macy's West Stores, Inc.				
			Vice President - Bloomingdale's, Inc. Macy's Corporate Services, Inc. Macy's Merchandising Group International, Inc.				
			Director for the following: Bloomingdale's By Mail Ltd Bloomingdale's The Outlet Store, Inc. Bloomingdale's, Inc. FDS Thrift Holding Co., Inc. Jordan Servicenter, Inc. Kaufmann's Carousel, 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				

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 1, 2014

(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 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 Properties of Maryland, Inc. May Stores IV, Inc. MOA Rest, Inc. R.H. Macy Holdings (HK), Ltd R.H. Macy Warehouse (HK), Ltd				
Dennis Broderick Cincinnati, OH USA	n/a	Executive Vice President, General Counsel and Secretary	Executive Vice President - FDS Bank President for the following: FDS Thrift Holding Co., Inc. Jordan Servicenter, Inc. Kaufmann's Carousel, Inc. Macy's Bay Plaza, LLC Macy's California Realty, LLC Macy's Corporate Services, Inc. Macy's Escondido, Inc. Macy's Florida Stores, LLC Macy's Goodyear Expansion, LLC Macy's Insurance, Inc. Macy's Merchandising Group Procurement, LLC Macy's Oklahoma Land, LLC Macy's Oklahoma, LLC Macy's Real Estate, LLC				
				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)
			Macy's Retail Holdings, Inc. Macy's University Town Center, LLC Macy's West Stores, Inc. May Company Montgomery Condominium LLC May Properties of Maryland, Inc. May Stores IV, 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 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.				

(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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Director for the following:
 Bloomingdale's By Mail Ltd
 Bloomingdale's The Outlet Store, Inc.
 Bloomingdale's, Inc.
 FDS Thrift Holding Co., Inc.
 Jordan Servicenter, Inc.
 Kaufmann's Carousel, 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 Properties of Maryland, Inc.
 May Stores IV, 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 1, 2014

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 2/1/14

(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 2/1/14

(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 1, 2014

(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)	Advertex Communications, Inc. 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 Retail Holdings, Inc. 100% (direct)
						Macy's Credit Operations, Inc. 100% (indirect)	Macy's Merchandising Corporation 100% (direct)
							Macy's Merchandising Group, Inc. 100% (direct)
							West 34th Street Insurance Co. 100% (direct)
						Bloomingdale's, LLC 100% membership interest (indirect)	
							Macy's Merchandising Group (Hong Kong) Limited 100% (indirect)

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							(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)(a)	(4)(b)	
Name,	Principal	Title & Position	Title & Position	Title & Position	Percentage of	Percentage of	
City, State,	Occupation if	Title & Position	with Subsidiaries	with Other	Voting Shares in	Voting Shares in	
Country	other than with	with Holding	(include names of	(include names of	other	Subsidiaries	
	Holding	Company	subsidiaries)	businesses)	Holding Company	(include names	
	Company	Company	subsidiaries)	businesses)	Holding Company	of subsidiaries)	
							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)
							Bloomingdale's By Mail, Ltd.
							100% (indirect)

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						(4)(c)
				(3)(c)	(4)(b)	List names of other
(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	companies (includes
Name,	Principal	Title & Position	Title & Position	with Other	Percentage of	partnerships) if 25%
City, State,	Occupation if	Title & Position	with Subsidiaries	Businesses	Voting Shares in	or more of voting
Country	other than with	with Holding	(include names of	(include names of	Subsidiaries	securities are held (List
	Holding	Company	subsidiaries)	other	(include names	names of companies
	Company			businesses)	Holding Company of subsidiaries)	and percentage of
						voting securities held)

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)

Macy's Insurance, Inc.
100% (indirect)

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

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(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)
						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)
						Macys.com, Inc. 100% (indirect)
						R.H. Macy Holdings (HK), Ltd. 100% (indirect)
						R.H. Macy Warehouse (HK), Ltd. 100% (indirect)
						Dayton's Iron Horse Liquors, Inc. 100% (indirect)

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	(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	Percentage of	Voting Shares in	
City, State,	other than with	with Holding	(include names of	(include names of	Voting Shares in	Subsidiaries	
Country	Holding	Company	subsidiaries)	other	Holding Company	(include names of subsidiaries)	
Country	Company	Company	subsidiaries)	businesses)	Holding Company	of subsidiaries)	
							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)
							Macy's Puerto Rico, Inc. 100% (indirect)
							Macy's Oklahoma Land, LLC 100% membership interest

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						and percentage of
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(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)
Name.	Principal	Occupation if	Title & Position	Title & Position	Percentage of	Percentage of
City, State.	other than with	Title & Position	with Subsidiaries	Businesses	Voting Shares in	Subsidiaries
Country	Holding	with Holding	(include names of	other	Voting Shares in	(include names
	Company	Company	subsidiaries)	businesses)	Holding Company	of subsidiaries)

MF Fargo-Grand Forks-
Bismarck Stores, LLC
100% membership interest(indirect)

Nimbus Stores, LLC
100% membership interest(indirect)

Rooftop, Inc.
100% (indirect)

Southdale Stores, LLC
100% membership interest(indirect)

Macy's Merchandising Group
International, LLC
100% membership interest(indirect)

Kaufmann's Carousel, Inc.
100% (indirect)

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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 holding company: **MACY'S, INC. (4103310) of CINCINNATI, OH.**
The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

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
		Full Service (Head Office)	3382547	DEPARTMENT STORES NATIONAL BANK	701 EAST 60TH STREET NORTH	SIOUX FALLS	SD	57104	MINNEHAWA	UNITED STATES	441397		0 DEPARTMENT STORES NATIONAL BANK	3382547	
		Full Service (Head Office)	2107181	FDS BANK	9111 DUKE BOULEVARD	MASON	OH	45040	WARREN	UNITED STATES	48138		0 FDS BANK	2107181	