UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended May 3, 2008

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________ to ____________

Commission file number: 1-13536

Macy's, Inc.

Incorporated in Delaware

I.R.S. Employer Identification No. 13-3324058

7 West Seventh Street
Cincinnati, Ohio 45202
(513) 579-7000

and

151 West 34th Street
New York, New York 10001
(212) 494-1602

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [X] Accelerated filer [ ] Non-accelerated filer [ ] Smaller reporting company [ ]
(do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at May 30, 2008
Common Stock, $0.01 par value per share	420,477,236 shares

PART I -- FINANCIAL INFORMATION
Item 1. Financial Statements

MACY'S, INC.

Consolidated Statements of Operations
(Unaudited)

(millions, except per share figures)

	13 Weeks Ended	
	May 3, 2008	May 5, 2007
Net sales...	$ 5,747	$ 5,921
Cost of sales...	(3,527)	(3,564)
Gross margin...	2,220	2,357
Selling, general and administrative expenses.....	(2,103)	(2,113)
Division consolidation costs.................	(87)	-
May integration costs.....................	-	(36)
Operating income......................	30	208
Interest expense...................................	(142)	(137)
Interest income.......................................	6	12
Income (loss) from continuing operations before income taxes.	(106)	83
Federal, state and local income tax benefit (expense)...........	47	(31)
Income (loss) from continuing operations......	(59)	52
Discontinued operations, net of income taxes.....	-	(16)
Net income (loss)..................	$ (59)	$ 36
Basic earnings (loss) per share:		
Income (loss) from continuing operations.....	$ (.14)	$ .11
Loss from discontinued operations................	-	(.03)
Net income (loss)............................	$ (.14)	$ .08
Diluted earnings (loss) per share:		
Income (loss) from continuing operations......	$ (.14)	$ .11
Loss from discontinued operations................	-	(.03)
Net income (loss)............................	$ (.14)	$ .08

The accompanying notes are an integral part of these unaudited Consolidated Financial Statements.

MACY'S, INC.

Consolidated Balance Sheets
(Unaudited)

(millions)

	May 3, 2008	February 2, 2008	May 5, 2007
ASSETS:			
Current Assets:			

Cash and cash equivalents	$ 366	$ 583	$ 500
Receivables	385	463	504
Merchandise inventories	5,284	5,060	5,499
Income tax receivable	64	-	-
Supplies and prepaid expenses	249	218	281
Total Current Assets	6,348	6,324	6,784
Property and Equipment - net of accumulated depreciation and amortization of $5,395, $5,139 and $4,853	10,741	10,991	11,229
Goodwill	9,133	9,133	9,199
Other Intangible Assets - net	818	831	878
Other Assets	539	510	541
Total Assets	$27,579	$27,789	$28,631
LIABILITIES AND SHAREHOLDERS' EQUITY:			
Current Liabilities:			
Short-term debt	$ 1,016	$ 666	$ 648
Accounts payable and accrued liabilities	4,357	4,127	4,354
Income taxes	-	344	39
Deferred income taxes	243	223	196
Total Current Liabilities	5,616	5,360	5,237
Long-Term Debt	8,723	9,087	9,425
Deferred Income Taxes	1,445	1,446	1,508
Other Liabilities	1,984	1,989	1,980
Shareholders' Equity	9,811	9,907	10,481
Total Liabilities and Shareholders' Equity	$27,579	$27,789	$28,631

The accompanying notes are an integral part of these unaudited Consolidated Financial Statements.

MACY'S, INC.

Consolidated Statements of Cash Flows
(Unaudited)

(millions)

	13 Weeks Ended May 3, 2008	13 Weeks Ended May 5, 2007
Cash flows from continuing operating activities:		
Net income (loss)	$ (59)	$ 36
Adjustments to reconcile net income (loss) to net cash provided (used) by continuing operating activities:		
Loss from discontinued operations	-	16
Stock-based compensation expense	21	28
Division consolidation costs	87	-
May integration costs	-	36
Depreciation and amortization	315	329
Amortization of financing costs and premium on acquired debt	(7)	(9)
Changes in assets and liabilities:		
Decrease in receivables	78	12
Increase in merchandise inventories	(224)	(182)
Increase in supplies and prepaid expenses	(31)	(30)
Decrease in other assets not separately identified	-	9
Increase (decrease) in accounts payable and accrued liabilities not separately identified	233	(220)
Decrease in current income taxes	(408)	(342)
Increase (decrease) in deferred income taxes	22	(77)
Increase (decrease) in other liabilities not separately identified	(6)	24

Net cash provided (used) by continuing operating activities.	21	(370)
Cash flows from continuing investing activities:		
Purchase of property and equipment.............	(81)	(125)
Capitalized software.....................................	(27)	(25)
Proceeds from the disposition of After Hours Formalwear........	-	66
Proceeds from hurricane insurance claims.................	-	1
Disposition of property and equipment....................	9	52
Net cash used by continuing investing activities.........	(99)	(31)
Cash flows from continuing financing activities:		
Debt issued..	-	1,600
Financing costs..	-	(15)
Debt repaid...	(6)	(8)
Dividends paid..	(55)	(58)
Decrease in outstanding checks.....................	(83)	(63)
Acquisition of treasury stock.........................	-	(1,991)
Issuance of common stock............................	5	226
Net cash used by continuing financing activities.......	(139)	(309)
Net cash used by continuing operations...............	(217)	(710)
Net cash provided by discontinued operating activities........	-	7
Net cash used by discontinued investing activities..............	-	(7)
Net cash used by discontinued financing activities...........	-	(1)
Net cash used by discontinued operations......................	-	(1)
Net decrease in cash and cash equivalents....................	(217)	(711)
Cash and cash equivalents at beginning of period..........	583	1,211
Cash and cash equivalents at end of period................	$ 366	$ 500
Supplemental cash flow information:		
Interest paid..	$ 162	$ 128
Interest received..	7	14
Income taxes paid (net of refunds received)...........	356	399

The accompanying notes are an integral part of these unaudited Consolidated Financial Statements.

MACY'S, INC.

Notes to Consolidated Financial Statements
(Unaudited)

1. Summary of Significant Accounting Policies

Macy's, Inc. and subsidiaries (the "Company") is a retail organization operating retail stores and websites that sell a wide range of merchandise, including men's, women's and children's apparel and accessories, cosmetics, home furnishings and other consumer goods. The Company's operations include more than 850 stores in 45 states, the District of Columbia, Guam and Puerto Rico, as well as macys.com and bloomingdales.com.

A description of the Company's significant accounting policies is included in the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2008 (the "2007 10-K"). The accompanying Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto in the 2007 10-K.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates and assumptions are subject to inherent uncertainties, which may result in actual amounts differing from reported amounts.

The Consolidated Financial Statements for the 13 weeks ended May 3, 2008 and May 5, 2007, in the opinion of management, include all adjustments (consisting only of normal recurring adjustments) considered necessary to present fairly, in all material respects, the consolidated financial position and results of operations of the Company.

Because of the seasonal nature of the retail business, the results of operations for the 13 weeks ended May 3, 2008 and May 5, 2007 (which do not include the Christmas season) are not necessarily indicative of such results for the fiscal year.

On August 30, 2005, the Company completed the acquisition of The May Department Stores Company ("May"). The operations of the acquired Lord & Taylor division and the bridal group (consisting of David's Bridal, After Hours Formalwear and Priscilla of Boston) have been divested and were presented as discontinued operations (see Note 4, "Discontinued Operations").

Certain reclassifications were made to the prior fiscal year's amounts to conform with the classifications of such amounts for the current fiscal year.

Effective February 3, 2008, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements," ("SFAS 157"), as it applies to financial assets and liabilities that are recognized or disclosed at fair value on a recurring basis. SFAS 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value measurements. The SFAS 157 fair value hierarchy consists of three levels: Level 1 fair values are valuations based on quoted market prices in active markets for identical assets or liabilities that the Company has the ability to access; Level 2 fair values are those valuations based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities; and Level 3 fair values are valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The adoption of SFAS 157 as it applies to financial assets and liabilities that are recognized or disclosed at fair value on a recurring basis did not have and is not expected to have an impact on the Company's consolidated financial position, results of operations or cash flows.

In accordance with the fair value hierarchy described above, the following table shows the fair value of the Company's financial assets and liabilities that are required to be measured at fair value on a recurring basis at May 3, 2008:

		Fair Value Measurements		
	Total	Level 1	Level 2	Level 3
		(millions)		
Marketable equity and debt securities.......	$ 95	$ 44	$ 51	$ -

In February 2008, the Financial Accounting Standards Board ("FASB") issued FASB Staff Position No. 157-2 ("FSP 157-2") that permits a one-year deferral for the implementation of SFAS 157 with regard to nonfinancial assets and liabilities that are not recognized or disclosed at fair value on a recurring basis (at least annually). This deferral will impact the Company's accounting for certain nonfinancial assets and liabilities accounted for under SFAS No. 142, "Goodwill and Other Intangible Assets," SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," SFAS No. 143, "Accounting for Asset Retirement Obligations" and SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." The Company has elected this deferral and is currently in the process of evaluating the impact the full adoption of SFAS 157 will have on the Company's consolidated financial position, results of operations and cash flows.

SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities," ("SFAS 159"), which provides companies with the option to report selected financial assets and liabilities at fair value, became effective for the Company beginning February 3, 2008. The Company did not elect to report any financial assets and liabilities at fair value at February 3, 2008 or at May 3, 2008.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements - an amendment of Accounting Research Bulletin ("ARB") No. 51," ("SFAS 160"). SFAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. The Company does not anticipate the adoption of this statement will have a material impact on the Company's consolidated financial position, results of operations or cash flows.

Also in December 2007, the FASB issued SFAS No. 141 (revised 2007), "Business Combinations," ("SFAS 141R"). SFAS 141R establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. The statement also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R is effective for fiscal years beginning after December 15, 2008. The adoption of this statement will affect any future acquisitions entered into by the Company, and beginning with fiscal 2009 the Company will no longer account for adjustments to acquired tax liabilities and unrecognized tax benefits as increases or decreases to goodwill. After adoption of SFAS 141R, such adjustments will be accounted for in income tax expense.

In March 2008, the FASB issued SFAS No. 161, "Disclosures About Derivative Instruments and Hedging Activities - an amendment of FASB Statement No. 133," ("SFAS 161"). SFAS 161 expands disclosure requirements for derivative instruments and hedging activities. SFAS 161 is effective for fiscal years beginning after November 15, 2008. The Company is currently in the process of evaluating the impact of adopting SFAS 161 on the Company's consolidated financial position, results of operations and cash flows.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles," ("SFAS 162"). SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of non-governmental entities that are presented in conformity with generally accepted accounting principles in the United States of America. SFAS 162 will be effective 60 days after the Security and Exchange Commission approves the Public Company Accounting Oversight Board's amendments to AU Section 411. The Company does not anticipate the adoption of SFAS 162 will have an impact on the Company's consolidated financial position, results of operations or cash flows.

2. Division Consolidation Costs

Division consolidation costs represent certain costs associated with the "My Macy's" localization initiative. This initiative is to strengthen local market focus and enhance selling service to enable the Company to both accelerate same-store sales growth and reduce expenses. In combination with the localization initiative, the Company commenced the consolidation of the Minneapolis-based Macy's North organization into New York-based Macy's East, the St. Louis-based Macy's Midwest organization into Atlanta-based Macy's South and the Seattle-based Macy's Northwest organization into San Francisco-based Macy's West. With My Macy's, the Company is taking action in certain markets to ensure that customers surrounding each Macy's store find merchandise assortments, size ranges, marketing programs and shopping experiences that are custom-tailored to their needs. The Company will concentrate more management talent in certain local markets, create new positions in the field to work with division central planning and buying executives in helping to understand and act on the merchandise needs of local customers, and empower locally based executives to make more and better decisions. My Macy's is expected to drive sales growth by improving knowledge at the local level and then acting quickly on that knowledge.

During the 13 weeks ended May 3, 2008, the Company recorded $87 million of costs and expenses associated with the division consolidation and localization initiatives, consisting primarily of severance costs and other human resource-related costs.

The following table shows the beginning and ending balance of, and the activity associated with, the severance accrual established in connection with the division consolidation and localization initiative during the 13 weeks ended May 3, 2008:

	February 2, 2008	Charged To Division Consolidation Costs	Payments	May 3, 2008
		(millions)		
Severance costs.......	$ -	$ 68	$ 7	$ 61

The Company expects to pay out the accrued severance costs, which are included in accounts payable and accrued liabilities on the Consolidated Balance Sheets, prior to January 31, 2009.

3. May Integration Costs

May integration costs represent the costs associated with the integration of the acquired May businesses with the Company's pre-existing businesses and the consolidation of certain operations of the Company. The Company completed its review of store locations and distribution center facilities during 2007, closing certain underperforming stores, temporarily closing other stores for remodeling to optimize merchandise offering strategies, closing certain distribution center facilities, and consolidating operations in existing or newly constructed facilities. The remaining non-divested stores or facilities which have been closed, totaling approximately $75 million, are classified as assets held for sale and are included in other assets on the Consolidated Balance Sheets as of May 3, 2008.

During the 13 weeks ended May 5, 2007, the Company recorded $36 million of costs and expenses associated with the integration and consolidation of May's operations into the Company's operations, including additional costs related to closed locations, system conversion costs and costs related to other operational consolidations.

During the 13 weeks ended May 5, 2007, approximately $30 million of property and equipment was transferred to assets held for sale upon store or facility closure. In addition, property and equipment totaling approximately $16 million was disposed of in connection with the May integration and the Company collected approximately $22 million of receivables from a prior year disposition.

The following tables show, for the 13 weeks ended May 3, 2008 and May 5, 2007, the beginning and ending balance of, and the activity associated with, the severance and relocation accrual established in connection with the May integration:

	February 2, 2008	Payments	May 3, 2008
		(millions)	
Severance and relocation costs......	$ 30	$ (19)	$ 11

The Company expects to pay out the accrued severance and relocation costs, which are included in accounts payable and accrued liabilities on the Consolidated Balance Sheets, prior to January 31, 2009.

	February 2, 2007	Charged To May Integration Costs	Payments	May 5, 2007
		(millions)		
Severance and relocation costs......	$ 73	$ 2	$ (36)	$ 39

4. Discontinued Operations

In April 2007, the Company completed the sale of its After Hours Formalwear business for approximately $66 million in cash, net of $1 million of transaction costs. The After Hours Formalwear business represented approximately $73 million of net assets. The Company recorded the loss on disposal of the After Hours Formalwear business of $7 million on a pre-tax and after-tax basis, or $.01 per diluted share.

Discontinued operations included net sales of approximately $27 million for the 13 weeks ended May 5, 2007. No consolidated interest expense had been allocated to discontinued operations. For the 13 weeks ended May 5, 2007, the loss from discontinued operations, including the loss on disposal of the Company's After Hours Formalwear business, totaled $22 million before income taxes, with a related income tax benefit of $6 million.

In connection with the sale of the David's Bridal and Priscilla of Boston businesses, the Company agreed to indemnify the buyer and related parties of the buyer for certain losses or liabilities incurred by the buyer or such related parties with respect to (1) certain representations and warranties made to the buyer by the Company in connection with the sale, (2) liabilities relating to the After Hours Formalwear Business under certain circumstances, and (3) certain pre-closing tax obligations. The representations and warranties in respect of which the Company is subject to indemnification are generally limited to representations and warranties relating to the capitalization of the entities that were sold, the Company's ownership of the equity interests that were sold, the enforceability of the agreement and certain employee benefits and tax matters. The indemnity for breaches of most of these representations expired on March 31, 2008, with the exception of certain representations relating to capitalization and the Company's ownership interest, in respect of which the indemnity does not expire and is not subject to a cap or deductible.

Indemnity obligations created in connection with the sales of businesses generally do not represent added liabilities for the Company, but simply serve to protect the buyer from potential liabilities associated with particular conditions. The Company records accruals for those pre-closing obligations that are considered probable and estimable. Under FASB Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others," the Company is required to record a liability for the fair value of the guarantees that are entered into subsequent to December 15, 2002. The Company has not accrued any additional amounts as a result of the indemnity arrangements summarized above as the Company believes the fair value of these arrangements is not material.

5. Earnings (Loss) Per Share

The following table sets forth the computation of basic and diluted earnings (loss) per share based on income (loss) from continuing operations:

	13 Weeks Ended			
	May 3, 2008		May 5, 2007	
	Loss	Shares	Income	Shares
	(millions, except per share figures)			
Income (loss) from continuing operations and average number of shares outstanding............	$ (59)	419.8	$ 52	467.2
Shares to be issued under deferred compensation plans.............		1.1		1.0
	$ (59)	420.[illegible]	$ 52	468.2

	$ (59)	420.9		$ 52	468.2	
Basic earnings (loss) per share...			$(.14)			$.11
Effect of dilutive securities - stock options and restricted stock...		-			8.2	
	$ (59)	420.9		$ 52	476.4	
Diluted earnings (loss) per share....			$(.14)			$.11

Stock options to purchase 41.6 million shares of common stock at prices ranging from $12.79 to $46.15 per share and 483,000 shares of restricted stock were outstanding at May 3, 2008, but were not included in the computation of diluted earnings per share for the 13 weeks ended May 3, 2008 because their inclusion would have been antidilutive.

In addition to the stock options and restricted stock reflected in the foregoing table, stock options to purchase 11.3 million shares of common stock at prices ranging from $35.83 to $46.15 per share and 269,000 shares of restricted stock were outstanding at May 5, 2007, but were not included in the computation of diluted earnings per share for the 13 weeks ended May 5, 2007 because their inclusion would have been antidilutive.

6. Benefit Plans

The Company has a funded defined benefit plan ("Pension Plan") and defined contribution plans, which cover substantially all employees who work 1,000 hours or more in a year. The Company also has an unfunded defined benefit supplementary retirement plan ("SERP"), which provides benefits, for certain employees, in excess of qualified plan limitations.

In addition, certain retired employees currently are provided with specified health care and life insurance benefits ("Postretirement Obligations"). Eligibility requirements for such benefits vary by division and subsidiary, but generally state that benefits are available to eligible employees who were hired prior to a certain date and retire after a certain age with specified years of service. Certain employees are subject to having such benefits modified or terminated.

The actuarially determined components of the net periodic benefit cost are as follows:

	13 Weeks Ended	
	May 3, 2008	May 5, 2007
	(millions)	
Pension Plan		
Service cost..	$ 27	$ 29
Interest cost...	40	40
Expected return on assets..................	(47)	(51)
Recognition of net actuarial loss....................	1	5
Amortization of prior service cost..................	-	(1)
	$ 21	$ 22
Supplementary Retirement Plan		
Service cost..	$ 1	$ 2
Interest cost...	10	10
Recognition of net actuarial loss....................	-	-
Amortization of prior service cost..................	-	-
	$ 11	$ 12
Postretirement Obligations		
Service cost..	$ -	$ -
Interest cost...	5	5
Recognition of net actuarial loss....................	1	-
Amortization of prior service cost..................	-	-
	$ 6	$ 5

7. Accumulated Other Comprehensive Loss

The following table shows the beginning and ending balance of, and the activity associated with, accumulated other comprehensive loss, net of income tax effects, for the 13 weeks ended May 3, 2008 and May 5, 2007:

	May 3, 2008	May 5, 2007
	(millions)	

Accumulated other comprehensive loss, at beginning of period..........	$ (182)	$ (182)
Adjustment to adopt new accounting pronouncements, net of income tax effect of $14 million..........................	-	29
Unrealized loss on marketable securities, net of income tax effect of $4 million and $13 million.........................	(6)	(21)
Post employment and postretirement benefit plans:		
Recognition of net actuarial loss, net of income tax effect of $1 million and $2 million.....................	1	3
Prior service cost, net of income tax effect..............	-	(1)
Accumulated other comprehensive loss, at end of period.........	$ (187)	$ (172)

8. Legal Settlement

The Company is subject to a wage and hour class action in California. As a result of developments occurring in the 13 weeks ended May 3, 2008, the Company concluded that it is probable that a loss of approximately $23 million will be incurred to settle this legal matter and has recorded this estimated amount as part of selling, general and administrative expenses. However, because this settlement is subject to court approval, there can be no assurance that the outcome of the legal matter will not result in an additional loss.

9. Condensed Consolidating Financial Information

Macy's, Inc. ("Parent") has fully and unconditionally guaranteed certain long-term debt obligations of its wholly-owned subsidiary, Macy's Retail Holdings, Inc. ("Subsidiary Issuer"). "Other Subsidiaries" includes all other direct subsidiaries of Parent, including FDS Bank, Leadville Insurance Company and Snowdin Insurance Company and, prior to the date of disposition, After Hours Formalwear, Inc. "Subsidiary Issuer" includes operating divisions and non-guarantor subsidiaries of the Subsidiary Issuer on an equity basis. The assets and liabilities and results of operations of the non-guarantor subsidiaries of the Subsidiary Issuer, including Macy's Merchandising Group International, LLC, are also reflected in "Other Subsidiaries."

Condensed Consolidating Balance Sheets as of May 3, 2008, May 5, 2007 and February 2, 2008, the related Condensed Consolidating Statements of Operations for the 13 weeks ended May 3, 2008 and May 5, 2007, and the related Condensed Consolidating Statements of Cash Flows for the 13 weeks ended May 3, 2008 and May 5, 2007 are presented on the following pages.

Condensed Consolidating Balance Sheet
As of May 3, 2008

(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS:					
Current Assets:					
Cash and cash equivalents.......	$ 135	$ 75	$ 157	$ (1)	$ 366
Receivables..............	-	28	357	-	385
Merchandise inventories.........	-	2,751	2,533	-	5,284
Supplies and prepaid expenses.	-	110	139	-	249
Deferred income tax assets.......	-	-	3	(3)	-
Income tax receivable......	123	-	-	(59)	64
Total Current Assets.....	258	2,964	3,189	(63)	6,348
Property and Equipment - net.......	-	6,110	4,631	-	10,741
Goodwill............	-	6,564	2,569	-	9,133
Other Intangible Assets - net..	-	280	538	-	818
Other Assets...........	3	161	375	-	539
Deferred Income Tax Assets......	107	-	-	(107)	-
Intercompany Receivable.........	1,564	-	640	(2,204)	-
Investment in Subsidiaries.......	8,066	4,822	-	(12,888)	-
Total Assets.................	$9,998	$20,901	$11,942	$(15,262)	$27,579
LIABILITIES AND SHAREHOLDERS' EQUITY:					
Current Liabilities:					

Short-term debt....................	$ -	$ 1,014	$ 2	$ -	$ 1,016
Accounts payable and accrued liabilities..........................	112	2,022	2,224	(1)	4,357
Income taxes.....................	-	19	40	(59)	-
Deferred income taxes.........	8	238	-	(3)	243
Total Current Liabilities.....	120	3,293	2,266	(63)	5,616
Long-Term Debt......................	-	8,694	29	-	8,723
Intercompany Payable...........	-	2,204	-	(2,204)	-
Deferred Income Taxes............	-	1,074	478	(107)	1,445
Other Liabilities......................	67	855	1,062	-	1,984
Shareholders' Equity................	9,811	4,781	8,107	(12,888)	9,811
Total Liabilities and Shareholders' Equity.......	$9,998	$20,901	$11,942	$(15,262)	$27,579

Condensed Consolidating Statement of Operations
For the 13 Weeks Ended May 3, 2008

(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Net sales..................................	$ -	$3,059	$3,224	$ (536)	$5,747
Cost of sales.................................	-	(2,005)	(2,040)	518	(3,527)
Gross margin...................................	-	1,054	1,184	(18)	2,220
Selling, general and administrative expenses..	(2)	(1,168)	(951)	18	(2,103)
Division consolidation costs...........	-	(56)	(31)	-	(87)
Operating income (loss).........................	(2)	(170)	202	-	30
Interest (expense) income, net:					
External..................................	4	(141)	1	-	(136)
Intercompany.............................	8	(42)	34	-	-
Equity in earnings of subsidiaries..........	(76)	17	-	59	-
Income (loss) before income taxes.............	(66)	(336)	237	59	(106)
Federal, state and local income tax benefit (expense)	7	110	(70)	-	47
Net income (loss)..................	$ (59)	$ (226)	$ 167	$ 59	$ (59)

Condensed Consolidating Statement of Cash Flows
For the 13 Weeks Ended May 3, 2008

(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows from continuing operating activities:					
Net income (loss)...................................	$ (59)	$ (226)	$ 167	$ 59	$ (59)
Division consolidation costs....................	-	56	31	-	87
Equity in earnings of subsidiaries.............	76	(17)	-	(59)	-

Dividends received from subsidiaries.......	555	-	-	(555)	-
Depreciation and amortization................	-	170	145	-	315
(Increase) decrease in working capital......	(32)	101	(421)	-	(352)
Other, net	(81)	183	(72)	-	30
Net cash provided (used) by continuing operating activities............	459	267	(150)	(555)	21
Cash flows from continuing investing activities:					
Purchase of property and equipment and capitalized software, net............	-	4	(103)	-	(99)
Net cash provided (used) by continuing investing activities................	-	4	(103)	-	(99)
Cash flows from continuing financing activities:					
Debt repaid.......................................	-	(5)	(1)	-	(6)
Dividends paid.....................................	(55)	-	(555)	555	(55)
Issuance of common stock.................	5	-	-	-	5
Intercompany activity, net...................	(492)	(265)	757	-	-
Other, net..	(117)	(1)	36	(1)	(83)
Net cash provided (used) by continuing financing activities......	(659)	(271)	237	554	(139)
Net decrease in cash and cash equivalents.....	(200)	-	(16)	(1)	(217)
Cash and cash equivalents at beginning of period.....................................	335	75	173	-	583
Cash and cash equivalents at end of period...	$ 135	$ 75	$ 157	$ (1)	$ 366

Condensed Consolidating Balance Sheet
As of May 5, 2007

(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS:					
Current Assets:					
Cash and cash equivalents.........	$ 246	$ 71	$ 183	$ -	$ 500
Receivables................................	-	56	448	-	504
Merchandise inventories.........	-	2,767	2,732	-	5,499
Supplies and prepaid expenses..	-	118	163	-	281
Deferred income tax assets.......	7	-	-	(7)	-
Income tax receivable....	2	-	-	(2)	-
Total Current Assets..........	255	3,012	3,526	(9)	6,784
Property and Equipment - net.....	3	5,805	5,421	-	11,229
Goodwill.................................	-	5,440	3,759	-	9,199
Other Intangible Assets - net........	-	301	577	-	878
Other Assets....................	4	185	352	-	541
Intercompany Receivable.......	1,067	-	1,799	(2,866)	-
Investment in Subsidiaries........	9,363	6,929	-	(16,292)	-
Total Assets..............	$10,692	$21,672	$15,434	$(19,167)	$28,631
LIABILITIES AND SHAREHOLDERS' EQUITY:					
Current Liabilities:					
Short-term debt...........................	$ -	$ 645	$ 3	$ -	$ 648
Accounts payable and accrued liabilities................................	112	1,724	2,518	-	4,354
Income taxes..........................	-	10	31	(2)	39
Deferred income taxes..........	-	189	14	(7)	196
Total Current Liabilities.......	112	2,568	2,566	(9)	5,237

Long-Term Debt.......................	-	9,394	31	-	9,425
Intercompany Payable.............	-	2,866	-	(2,866)	-
Deferred Income Taxes...............	4	902	602	-	1,508
Other Liabilities.............................	95	258	1,627	-	1,980
Shareholders' Equity.................	10,481	5,684	10,608	(16,292)	10,481
Total Liabilities and Shareholders' Equity............	$10,692	$21,672	$15,434	$(19,167)	$28,631

Condensed Consolidating Statement of Operations
For the 13 Weeks Ended May 5, 2007

(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Net sales....................................	$ -	$ 2,849	$ 3,700	$ (628)	$5,921
Cost of sales..................................	-	(1,814)	(2,341)	591	(3,564)
Gross margin...................................	-	1,035	1,359	(37)	2,357
Selling, general and administrative expenses.	(4)	(1,099)	(1,062)	52	(2,113)
May integration costs................	-	(17)	(26)	7	(36)
Operating income (loss)...................	(4)	(81)	271	22	208
Interest (expense) income, net:					
External..............................	9	(136)	2	-	(125)
Intercompany......................	17	(35)	18	-	-
Equity in earnings of subsidiaries........	12	118	-	(130)	-
Income (loss) from continuing operations before income taxes...............	34	(134)	291	(108)	83
Federal, state and local income tax benefit (expense)................	2	44	(71)	(6)	(31)
Income (loss) from continuing operations...	36	(90)	220	(114)	52
Discontinued operations, net of income taxes.	-	-	-	(16)	(16)
Net income (loss).......................	$ 36	$ (90)	$ 220	$ (130)	$ 36

Condensed Consolidating Statement of Cash Flows
For the 13 Weeks Ended May 5, 2007

(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows from continuing operating activities:					
Net income (loss).................................	$ 36	$ (90)	$ 220	$ (130)	$ 36
Loss from discontinued operations.........	-	-	-	16	16
May integration costs............	-	17	26	(7)	36

Equity in earnings of subsidiaries.............	(12)	(118)	-	130	-
Dividends received from subsidiaries........	122	-	-	(122)	-
Depreciation and amortization.................	-	161	168	-	329
Increase in working capital....................	(12)	(477)	(257)	(16)	(762)
Other, net	88	262	(375)	-	(25)
Net cash provided (used) by continuing operating activities...	222	(245)	(218)	(129)	(370)
Cash flows from continuing investing activities:					
Purchase of property and equipment and capitalized software, net.......	-	3	(107)	7	(97)
Proceeds from the disposition of After Hours Formalwear..................	66	-	-	-	66
Net cash provided (used) by continuing investing activities.....	66	3	(107)	7	(31)
Cash flows from continuing financing activities:					
Debt issued, net of debt repaid............	-	1,593	(1)	-	1,592
Dividends paid..................................	(58)	-	(122)	122	(58)
Acquisition of common stock, net of common stock issued....................	(1,765)	-	-	-	(1,765)
Intercompany activity, net....................	854	(1,311)	455	2	-
Other, net...................................	(41)	(42)	5	-	(78)
Net cash provided (used) by continuing financing activities.....	(1,010)	240	337	124	(309)
Net cash provided (used) by continuing operations..	(722)	(2)	12	2	(710)
Net cash used by discontinued operations...	-	-	-	(1)	(1)
Net increase (decrease) in cash and cash equivalents................................	(722)	(2)	12	1	(711)
Cash and cash equivalents at beginning of period...................................	968	73	171	(1)	1,211
Cash and cash equivalents at end of period..	$ 246	$ 71	$ 183	$ -	$ 500

Condensed Consolidating Balance Sheet
As of February 2, 2008

(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS:					
Current Assets:					
Cash and cash equivalents.............	$ 335	$ 75	$ 173	$ -	$ 583
Receivables................................	-	68	395	-	463
Merchandise inventories.............	-	2,704	2,356	-	5,060
Supplies and prepaid expenses......	-	118	100	-	218
Income taxes..............................	21	-	-	(21)	-
Deferred income tax assets...........	-	-	7	(7)	-
Total Current Assets...............	356	2,965	3,031	(28)	6,324
Property and Equipment - net..........	3	6,292	4,696	-	10,991
Goodwill.......................................	-	6,564	2,569	-	9,133
Other Intangible Assets - net............	-	290	541	-	831
Other Assets.................................	4	155	351	-	510
Deferred Income Tax Assets..........	22	-	-	(22)	-
Intercompany Receivable................	1,045	-	1,412	(2,457)	-
Investment in Subsidiaries.............	8,707	4,805	-	(13,512)	-
Total Assets..........................	$10,137	$21,071	$12,600	$(16,019)	$27,789

LIABILITIES AND SHAREHOLDERS' EQUITY:					
Current Liabilities:					
Short-term debt.........................	$ -	$ 664	$ 2	$ -	$ 666
Accounts payable and accrued liabilities..................................	159	1,880	2,088	-	4,127
Income taxes............................	-	11	354	(21)	344
Deferred income taxes.............	-	230	-	(7)	223
Total Current Liabilities...........	159	2,785	2,444	(28)	5,360
Long-Term Debt...........................	-	9,058	29	-	9,087
Intercompany Payable.................	-	2,457	-	(2,457)	-
Deferred Income Taxes...............	-	882	586	(22)	1,446
Other Liabilities.............................	71	877	1,041	-	1,989
Shareholders' Equity.......................	9,907	5,012	8,500	(13,512)	9,907
Total Liabilities and Shareholders' Equity.............	$10,137	$21,071	$12,600	$(16,019)	$27,789

MACY'S, INC.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

For purposes of the following discussion, all references to "first quarter of 2008" and "first quarter of 2007" are to the Company's 13-week fiscal periods ended May 3, 2008 and May 5, 2007, respectively.

The Company is a retail organization operating retail stores that sell a wide range of merchandise, including men's, women's and children's apparel and accessories, cosmetics, home furnishings and other consumer goods in 45 states, the District of Columbia, Guam and Puerto Rico. The Company operates coast-to-coast under two retail brands - Macy's and Bloomingdale's.

In 2003, the Company commenced the implementation of a strategy to more fully utilize its Macy's brand, converting all of the Company's regional store nameplates to the Macy's nameplate. This strategy allowed the Company to magnify the impact of its marketing efforts on a nationwide basis, as well as to leverage major events such as the Macy's Thanksgiving Day Parade and Macy's 4^{th} of July fireworks.

In early 2004, the Company announced a further step in reinventing its department stores - the creation of a centralized organization to be responsible for the overall strategy, merchandising and marketing of home-related categories of business in all of its Macy's-branded stores. While its benefits have taken longer to be realized, the centralized operation is still expected to accelerate future sales in these categories largely by improving and further differentiating the Company's home-related merchandise assortments.

For the past several years, the Company has been focused on four key priorities for improving the business over the longer term: (i) differentiating and editing merchandise assortments; (ii) simplifying pricing; (iii) improving the overall shopping experience; and (iv) communicating better with customers through more brand focused and effective marketing.

In 2005, the Company launched a new nationwide Macy's customer loyalty program, called Star Rewards, in coordination with the launch of the Macy's nameplate in cities across the country. The program provides an enhanced level of benefits to Macy's best credit card customers.

On August 30, 2005, the Company completed its merger with The May Department Stores Company ("May") (the "Merger"). The Company added about 400 Macy's locations nationwide in 2006 as it converted the regional department store nameplates acquired through the Merger. In conjunction with the conversion process, the Company identified certain store locations and distribution center facilities to be divested.

Following the Merger, the Company announced its intention to sell the acquired Lord & Taylor division of May and the acquired May bridal group business (which included David's Bridal, After Hours Formalwear and Priscilla of Boston). The sale of the Lord & Taylor division was completed in October 2006, the sale of David's Bridal and Priscilla of Boston was completed in January 2007 and the sale of After Hours Formalwear was completed in April

2007. As a result of the Company's disposition of the Lord & Taylor division and bridal group business, these businesses were reported as discontinued operations. Unless otherwise indicated, the following discussion relates to the Company's continuing operations.

In February 2008, the Company announced a new initiative to strengthen local market focus and enhance selling service expected to enable the Company to both accelerate same-store sales growth and reduce expense. The localization initiative, called "My Macy's," was developed with the goal to accelerate sales growth in existing locations by ensuring that core customers surrounding each Macy's store find merchandise assortments, size ranges, marketing programs and shopping experiences that are custom-tailored to their needs. To maximize the results from My Macy's, the Company is taking action in certain markets that will: concentrate more management talent in local markets, effectively reducing the "span of control" over local stores; create new positions in the field to work with division central planning and buying executives in helping to understand and act on the merchandise needs of local customers; and empower locally based executives to make more and better decisions. In combination with the localization initiative, the Company commenced the consolidation of the Minneapolis-based Macy's North organization into New York-based Macy's East, the St. Louis-based Macy's Midwest organization into Atlanta-based Macy's South and the Seattle-based Macy's Northwest organization into San Francisco-based Macy's West. The Atlanta-based division was renamed Macy's Central. The savings from the division consolidation process, net of the amount invested in localization initiatives and increased store staffing levels, are expected to reduce selling, general and administrative (SG&A) expenses by approximately $100 million per year, beginning in 2009. The partial-year reduction in SG&A expenses for 2008 is estimated at approximately $60 million. The Company anticipates incurring approximately $150 million in human resource-related division consolidation costs in fiscal 2008.

The Company's operations are impacted by competitive pressures from department stores, specialty stores, mass merchandisers and all other retail channels. The Company's operations are also impacted by general consumer spending levels, which are affected by general economic conditions, consumer confidence and employment levels, the availability and cost of consumer credit, the level of consumer debt, the costs of basic necessities and other goods, weather conditions and other factors over which the Company has little or no control.

In recent periods, there have been substantial increases in the costs of basic necessities, such as food, motor fuels, heating oil, natural gas and electricity. Sustained increases in the cost of such items could reduce the amount of funds that consumers are willing and able to spend for other goods, including some of the merchandise offered by the Company. In addition to adversely affecting the unit volumes of merchandise sold by the Company, such reductions in consumer spending could adversely affect the sales prices for the merchandise offered by the Company (and, accordingly, the Company's gross margin), as the Company is required to take markdowns on its merchandise in order to keep its inventories current. Based on its assessment of market conditions and its recent performance, the Company is assuming that its comparable store sales in fiscal 2008 will be in the range of down 1.0% to up 1.5% from levels in fiscal 2007.

The Company cannot predict whether, when or the manner in which the economic conditions described above will change.

The following discussion should be read in conjunction with our Consolidated Financial Statements and the related notes included elsewhere in this report. The following discussion contains forward-looking statements that reflect the Company's plans, estimates and beliefs. The Company's actual results could materially differ from those discussed in these forward-looking statements. Factors that could cause or contribute to those differences include, but are not limited to, those discussed below and elsewhere in this report (particularly in "Forward-Looking Statements") and in the 2007 10-K (particularly in "Risk Factors").

MACY'S, INC.

Results of Operations

Comparison of the 13 Weeks Ended May 3, 2008 and May 5, 2007

The net loss for the first quarter of 2008 was $59 million, compared to net income of $36 million in the first quarter of 2007. The net loss for the first quarter of 2008 includes the impact of $87 million of division consolidation costs. The net income for the first quarter of 2007 included income from continuing operations of $52 million and a loss from discontinued operations of $16 million. Income from continuing operations in the first quarter of 2007 included the impact of $36 million of May integration costs. The loss from discontinued operations in the first quarter of 2007 included the loss on disposal of the After Hours Formalwear business of $7 million on a pre-tax and after-tax basis.

Net sales for the first quarter of 2008 totaled $5,747 million, compared to net sales of $5,921 million for the first quarter of 2007, a decrease of $174 million or 2.9%. On a comparable store basis (sales from the continuing businesses of stores in operation throughout the first quarter of 2007 and the first quarter of 2008 and all direct to customer sales), net sales for the first quarter of 2008 were down 2.6% compared to the first quarter of 2007. By family of business, sales in the first quarter of 2008 were strongest in young men's, men's collections, men's furnishings, cosmetics, watches, handbags, furniture, mattresses and housewares. The weaker businesses during the quarter were women's ready to wear and home textiles.

Cost of sales was $3,527 million or 61.4% of net sales for the first quarter of 2008, compared to $3,564 million or 60.2% of net sales for the first quarter of 2007, a decrease of $37 million. The cost of sales rate for the first quarter of 2008 reflects higher net markdowns as a percent of net sales intended to keep inventories current. The valuation of merchandise inventories on the last-in, first-out basis did not impact cost of sales in either period.

SG&A expenses were $2,103 million or 36.6% of net sales for the first quarter of 2008, compared to $2,113 million or 35.7% of net sales for the first quarter of 2007, a decrease of $10 million. Included in SG&A expenses in the first quarter of 2008 is an accrual related to a potential legal settlement of $23 million. The SG&A rate as a percent to sales was higher in the first quarter of 2008, compared to the first quarter of 2007, primarily because of weaker sales as well as the reserve for the potential litigation settlement. SG&A expenses in the first quarter of 2008 included lower depreciation and amortization expenses and lower stock-based compensation expenses compared to the first quarter of 2007. Depreciation and amortization expense was $315 million for the first quarter of 2008, compared to $329 million for the first quarter of 2007. Stock-based compensation expense was $21 million for the first quarter of 2008, compared to $28 million for the first quarter of 2007.

Division consolidation costs for the first quarter of 2008 amounted to $87 million, primarily relating to severance costs and other human resource-related costs.

May integration costs for the first quarter of 2007 amounted to $36 million, primarily related to additional costs related to closed locations, system conversion costs and costs related to other operational consolidations.

Net interest expense was $136 million for the first quarter of 2008, compared to $125 million for the first quarter of 2007, an increase of $11 million. The increase in net interest expense for the first quarter of 2008, as compared to the first quarter of 2007, resulted from higher average outstanding borrowings and a decrease in income on invested cash.

The Company's effective income tax rate of 44.2% for the first quarter of 2008 and 37.2% for the first quarter of 2007 differ from the federal income tax statutory rate of 35.0%, and on a comparative basis, principally because of the effect of state and local income taxes, including the settlement of various tax issues.

For the first quarter of 2007, the loss from the discontinued operations of the acquired After Hours Formalwear business, net of income taxes, was $16 million on sales of approximately $27 million. The loss from discontinued operations included the loss on disposal of the After Hours Formalwear business of $7 million on a pre-tax and after-tax basis.

Liquidity and Capital Resources

The Company's principal sources of liquidity are cash from operations, cash on hand and the available credit facilities described below.

Net cash provided by continuing operating activities in the first quarter of 2008 was $21 million, compared to net cash used by continuing operating activities of $370 million in the first quarter of 2007. The change in cash flow from continuing operating activities reflects a $233 million increase in accounts payable and accrued liabilities not separately identified in the first quarter of 2008 as compared to a $220 million decrease in the first quarter of 2007.

Net cash used by continuing investing activities was $99 million for the first quarter of 2008, compared to net cash used by continuing investing activities of $31 million in the first quarter of 2007. Continuing investing activities for the first quarter of 2008 include purchases of property and equipment totaling $81 million and capitalized software of $27 million. During the first quarter of 2008, the Company opened one new Macy's department store. Continuing investing activities for the first quarter of 2008 also include $9 million from the disposition of property and equipment. Continuing investing activities for the first quarter of 2007 included purchases of property and equipment totaling $125 million and capitalized software of $25 million. The Company opened five Macy's department stores and one Bloomingdale's department store during the first quarter of 2007. Continuing investing activities for 2007 also included $66 million of proceeds from the disposition of the discontinued operations of After Hours Formalwear and $52 million of proceeds from the disposal of property and equipment.

Net cash used by the Company from continuing financing activities was $139 million for the first quarter of 2008, including the repayment of $6 million of debt, cash dividends paid of $55 million and a decrease in outstanding checks of $83 million, partially offset by the issuance of $5 million of its common stock, primarily related to the exercise of stock options. During the first quarter of 2008, the Company repurchased no shares of its common stock under its share repurchase program and anticipates no share repurchases under its share repurchase program for the remainder of fiscal 2008. Net cash used by the Company from continuing financing activities was $309 million for the first quarter of 2007, including the acquisition of 45 million shares of its common stock at an approximate cost of $1,991 million and cash dividends paid of $58 million, partially offset by debt issued of $1,600 million and the issuance of $226 million of its common stock, primarily related to the exercise of stock options. The debt issued during the first quarter of 2007 included $1,100 million of 5.35% senior notes due 2012 and $500 million of 6.375% senior notes due 2037.

The Company is a party to a credit agreement with certain financial institutions providing for revolving credit borrowings and letters of credit in an aggregate amount not to exceed $2,000 million (which may be increased to $2,500 million at the option of the Company) outstanding at any particular time. This agreement is set to expire August 30, 2012. As of May 3, 2008, the Company had no borrowings outstanding under this agreement.

The Company also maintains an unsecured commercial paper program pursuant to which it may issue and sell commercial paper in an aggregate amount at any particular time not to exceed its then-current borrowing availability under the revolving credit facility described above. As of May 3, 2008, the Company had no outstanding borrowings under its commercial paper program.

The Company has $500 million of 6.625% senior notes due September 1, 2008, $150 million of 5.95% notes due November 1, 2008 and $350 million of 6.3% senior notes due April 1, 2009.

On May 16, 2008, the Company's board of directors declared a regular quarterly dividend of 13.25 cents per share on its common stock, payable July 1, 2008, to shareholders of record at the close of business on June 13, 2008. This dividend reflects an increase of approximately two percent over the previous quarterly dividend rate of 13 cents per share.

Management believes that, with respect to the Company's current operations, cash on hand and funds from operations, together with its credit facility and other capital resources, will be sufficient to cover the Company's reasonably foreseeable working capital, capital expenditure and debt service requirements and other cash requirements in both the near term and over the longer term. The Company's ability to generate funds from operations may be affected by numerous factors, including general economic conditions and levels of consumer confidence and demand; however, the Company expects to be able to manage its working capital levels and capital expenditure amounts so as to maintain sufficient levels of liquidity. Depending upon conditions in the capital markets and other factors, the Company will from time to time consider the issuance of debt or other securities, or other possible capital markets transactions, the proceeds of which could be used to refinance current indebtedness or for other corporate purposes.

Management believes the department store business and other retail businesses will continue to consolidate. The Company intends from time to time to consider additional acquisitions of, and investments in, department stores and other complementary assets and companies. Acquisition transactions, if any, are expected to be financed from one or more of the following sources: cash on hand, cash from operations, borrowings under existing or new credit facilities and the issuance of long-term debt, commercial paper or other securities, including common stock.

Item 4. Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer have carried out, as of May 3, 2008, with the participation of the Company's management, an evaluation of the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in reports the Company files under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission ("SEC") rules and forms and that information required to be disclosed by the Company in the reports the Company files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in the Company's internal controls over financial reporting that occurred during the Company's most recently completed fiscal quarter that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II -- OTHER INFORMATION

Item 1. Legal Proceedings.

On January 11, 2006, Edward Decristofaro, an alleged former May stockholder, filed a purported class action lawsuit in the Circuit Court of St. Louis, Missouri on behalf of all former May stockholders against May and the former members of the board of directors of May. The complaint generally alleges that the directors of May breached their fiduciary duties of loyalty, due care, good faith and candor to May stockholders in connection with the Merger. The plaintiffs seek rescission of the Merger or an unspecified amount of rescissory damages and costs including attorneys' fees and experts' fees. In July 2007, the court denied the defendants' motion to dismiss the case. The Company believes the lawsuit is without merit and intends to contest it vigorously.

On June 4, 2007 and June 28, 2007, respectively, each of Robert L. Garber and Marlene Blanchard separately filed a purported class action lawsuit in the United States District Court for the Southern District of New York against the Company and certain members of its senior management on behalf of persons who purchased shares of the Company's common stock between February 8, 2007 and May 15, 2007. Both complaints allege that the defendants made false and misleading statements regarding the Company's business, operations and prospects in relation to the integration of the acquired May operations, resulting in supposed "artificial inflation" of the Company's stock price during the relevant period, in violation of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. The plaintiffs seek an unspecified amount of compensatory damages and costs. On September 5, 2007, the court consolidated the two actions as In re Macy's, Inc. Securities Litigation, and appointed Pinellas Park Retirement System (General Employees) as the lead plaintiff in the consolidated action. On May 20, 2008, in response to a motion by the defendants, the court dismissed the consolidated complaint in the securities litigation without prejudice, and gave the plaintiffs until June 30, 2008, to file a further amended complaint. The Company believes the lawsuit is without merit and intends to contest it vigorously.

On June 20, 2007, the Pirelli Armstrong Tire Corp. Retiree Medical Benefits Trust, an alleged stockholder of the Company, filed a stockholder derivative action in the United States District Court for the Southern District of New York. The derivative complaint charges the members of the Company's board of directors and certain members of senior management with breach of fiduciary duty and violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, alleging that the defendants made false and misleading statements regarding the Company's business, operations and prospects in relation to the integration of the acquired May operations, resulting in supposed "artificial inflation" of the Company's stock price between August 30, 2005 and May 15, 2007. Plaintiff seeks various forms of relief from the defendants for the benefit of the Company, including unspecified money damages and disgorgement of profits from allegedly improper trading of Company stock.

On October 3, 2007, Ebrahim Shanehchian, an alleged participant in the Macy's, Inc. Profit Sharing 401(k) Investment Plan (the "401(k) Plan"), filed a purported class action lawsuit in the United States District Court for the Southern District of Ohio on behalf of persons who participated in the 401(k) Plan and The May Department Stores Company Profit Sharing Plan (the "May Plan") between February 27, 2005 and the present. The complaint charges the Company, as well as members of the Company's board of directors and certain members of senior management, with breach of fiduciary duties owed under the Employee Retirement Income Security Act ("ERISA") to participants in the 401(k) Plan and the May Plan, alleging that the defendants made false and misleading statements regarding the Company's business, operations and prospects in relation to the integration of the acquired May operations, resulting in supposed "artificial inflation" of the Company's stock price between August 30, 2005 and May 15, 2007. The plaintiff seeks an unspecified amount of compensatory damages and costs. The Company believes the lawsuit is without merit and intends to contest it vigorously.

Item 1A. Risk Factors.

There have been no material changes to the Risk Factors described in Part I, "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2008 as filed with the SEC.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table provides information regarding the Company's purchases of common stock during the first quarter of 2008:

	Total Number of Shares Purchased	Average Price per Share ($)	Total Number of Shares Purchased Under Program (1)	Open Authorization Remaining (1) ($)
	(thousands)		(thousands)	(millions)
–				
February 3, 2008 -				

March 1, 2008	2	28.47	-	852
March 2, 2008 - April 5, 2008	15	28.43	-	852
April 6, 2008 - May 3, 2008	3	28.24	-	852
Total	20	28.40	-	

____

(1) The Company's board of directors initially approved a $500 million authorization to purchase common stock on January 27, 2000 and approved additional $500 million authorizations on each of August 25, 2000, May 18, 2001 and April 16, 2003, additional $750 million authorizations on each of February 27, 2004 and July 20, 2004, an additional authorization of $2,000 million on August 25, 2006 and an additional authorization of $4,000 million on February 26, 2007. All authorizations are cumulative and do not have an expiration date.

Item 4. Submission of Matters to a Vote of Security Holders

The Annual Meeting of the Company's stockholders was held on May 16, 2008. The Company's stockholders voted on the following items at such meeting:

(a) The stockholders approved the election of eleven Directors for a one-year term expiring at the 2009 Annual Meeting of the Company's stockholders. The votes for such elections were as follows: Stephen F. Bollenbach - 367,662,541 votes in favor and 7,724,225 votes withheld; Deirdre P. Connelly - 367,553,411 votes in favor and 7,833,355 votes withheld; Meyer Feldberg - 350,567,740 votes in favor and 24,819,026 votes withheld; Sara Levinson - 365,226,059 votes in favor and 10,160,707 votes withheld; Terry J. Lundgren - 365,787,335 votes in favor and 9,721,603 votes withheld; Joseph A. Neubauer - 364,043,990 votes in favor and 11,342,776 votes withheld; Joseph A. Pichler - 353,025,218 votes in favor and 22,361,548 votes withheld; Joyce M. Roché - 356,672,311 votes in favor and 23,943,781 votes withheld; Karl M. von der Heyden - 365,089,938 votes in favor and 10,296,828 votes withheld; Craig E. Weatherup - 351,442,985 votes in favor and 23,943,781 votes withheld; and Marna C. Whittington - 366,649,123 votes in favor and 9,049,203 votes withheld.

(b) The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2009. The votes for the ratification were 366,649,123, the votes against the ratification were 4,517,516 and the votes abstained were 4,220,125. There were no broker non-votes.

Item 5. Other Information

Forward-Looking Statements

This report and other reports, statements and information previously or subsequently filed by the Company with the SEC contain or may contain forward-looking statements. Such statements are based upon the beliefs and assumptions of, and on information available to, the management of the Company at the time such statements are made. The following are or may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995: (i) statements preceded by, followed by or that include the words "may," "will," "could," "should," "believe," "expect," "future," "potential," "anticipate," "intend," "plan," "think," "estimate" or "continue" or the negative or other variations thereof, and (ii) statements regarding matters that are not historical facts. Such forward-looking statements are subject to various risks and uncertainties, including:

- risks and uncertainties relating to the possible invalidity of the underlying beliefs and assumptions;
- competitive pressures from department and specialty stores, general merchandise stores, manufacturers' outlets, off-price and discount stores, and all other retail channels, including the Internet, mail-order catalogs and television;
- general consumer-spending levels, including the impact of the availability and level of consumer debt, levels of consumer confidence and the effects of the weather or natural disasters;
- possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions;
- actions taken or omitted to be taken by third parties, including customers, suppliers, business partners, competitors and legislative, regulatory, judicial and other governmental authorities and officials;
- adverse changes in relationships with vendors and other product and service providers;

- risks related to currency and exchange rates and other capital market, economic and geo-political conditions;
- risks associated with severe weather and changes in weather patterns;
- risks associated with an outbreak of an epidemic or pandemic disease;
- the potential impact of national and international security concerns on the retail environment, including any possible military action, terrorist attacks or other hostilities;
- risks associated with the possible inability of the Company's manufacturers to deliver products in a timely manner or meet quality standards;
- risks associated with the Company's reliance on foreign sources of production, including risks related to the disruption of imports by labor disputes;
- risks related to duties, taxes, and other charges and quotas on imports; and
- system failures and/or security breaches, including any security breach that results in the theft, transfer or unauthorized disclosure of customer, employee or company information, or the failure to comply with various laws applicable to the Company in the event of such a breach.

In addition to any risks and uncertainties specifically identified in the text surrounding such forward-looking statements, the statements in the immediately preceding sentence and the statements under captions such as "Risk Factors" and "Special Considerations" in reports, statements and information filed by the Company with the SEC from time to time constitute cautionary statements identifying important factors that could cause actual amounts, results, events and circumstances to differ materially from those reflected in such forward-looking statements.

MACY'S, INC.

Item 6. Exhibits

10.1	Stock Credit Plan for 2008-2009 of Macy's, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 27, 2008).
10.2	Employment Agreement, dated as of April 21, 2008, between Macy's Corporate Services, Inc. and Thomas L. Cole (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 22, 2008).
10.3	Employment Agreement, dated as of April 21, 2008, between Macy's Merchandising Group, Inc. and Janet Grove (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on April 22, 2008).
10.4	Employment Agreement, dated as of April 21, 2008, between Macy's Corporate Services, Inc. and Karen M. Hoguet (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on April 22, 2008).
10.5	Employment Agreement, dated as of May 20, 2008, between Macy's Corporate Services, Inc. and Susan D. Kronick (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 20, 2008).
10.6	Restated Letter Agreement, dated May 30, 2008 and effective as of December 18, 2006, among the Company, FDS Bank, Macy's Credit and Customer Services, Inc. ("MCCS") (f/n/a FACS Group, Inc.), Macy's Department Stores, Inc. ("MDS"), Bloomingdale's, Inc. ("Bloomingdale's"), and Department Stores National Bank ("DSNB") (as assignee of Citibank, N.A.).
10.7	Restated Letter Agreement, dated May 30, 2008 and effective as of March 22, 2007, among the Company, FDS Bank, MCCS, MDS, Bloomingdale's and DSNB.
10.8	Restated Letter Agreement, dated May 30, 2008 and effective as of April 6, 2007, among the Company, FDS Bank, MCCS, MDS, Bloomingdale's and DSNB.
	Restated Letter Agreement, dated May 30, 2008 and effective as of June 1, 2007, among the

10.9	Restated Letter Agreement, dated May 30, 2008 and effective as of June 1, 2007, among the Company, FDS Bank, MCCS, MDS, Bloomingdale's and DSNB.
10.10	Restated Third Amendment to Credit Card Program Agreement, dated May 31, 2008 and effective as of February 3, 2008, among the Company, FDS Bank, MCCS, MDS, Bloomingdale's and DSNB.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a).
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a).
32.1	Certification of Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act.
32.2	Certification of Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act.

MACY'S, INC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MACY'S, INC.

Dated: June 9, 2008

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: Senior Vice President, General Counsel and Secretary

By: /s/ Joel A. Belsky
Name: Joel A. Belsky
Title: Vice President and Controller (Principal Accounting Officer)

Department Stores National Bank
701 E. 60^{th} Street North
Sioux Falls, South Dakota 57104

May 30, 2008

Macy's Inc. (fka Federated Department Stores, Inc.)
7 West Seventh Street
Cincinnati, Ohio 45202
Attention: General Counsel

FDS Bank
9111 Duke Boulevard
Mason, Ohio 45040
Attention: President

Macy's Credit and Customer Services, Inc. (fka FACS Group, Inc)
9111 Duke Boulevard
Mason, Ohio 45040
Attention: President

Ladies and Gentlemen:

Reference is made to the Credit Card Program Agreement, dated as of June 1, 2005 (as amended, supplemented or otherwise modified from time to time, the "Program Agreement"), by and among Macy's Inc. (fka Federated Department Stores, Inc.), a Delaware corporation, ("Macy's, Inc."), FDS Bank, a federally-chartered stock savings bank ("FDS Bank"), Macy's Credit and Customer Services, Inc. (fka FACS Group, Inc.), an Ohio corporation (" MCCS", FDS Bank, Macy's Department Stores, Inc., an Ohio corporation ("Macy's"), Bloomingdale's, Inc., an Ohio corporation ("Bloomingdale's") (collectively, the "Macy's Companies"), and Citibank, N.A., a national banking association ("Bank"), the interest of which under the Program Agreement was subsequently assigned to Department Stores National Bank ("DSNB"). Capitalized terms used herein but not defined herein shall have the meanings given to such terms in the Program Agreement.

Consistent with our recent discussions, DSNB and the Macy's Companies wish to revise the Program Agreement in certain respects. This restated letter is effective as of December 18, 2006 (the "Letter Agreement"), and sets forth below our understanding of the revisions to which the parties have agreed.

1. Schedule 9.3(a) item (b)(i) is hereby amended by deleting the same in its entirety and substituting attached new Schedule 9.3(a) item (b)(i) in its place.

2. Effective with the August 2006 Settlement Statement, the definition of "Bad Debt Reserve" in Section 1.1 of the Program Agreement is amended and restated in its entirety to read as follows:

"Bad Debt Reserve" means the bad debt reserve maintained by Bank solely with respect to the Accounts under the Program in an amount, from time to time, equal to the product of (i) forty percent (40%) of the aggregate amount of Cardholder Indebtedness multiplied by (ii) the Loss Rate multiplied by (iii) 7/12. For purposes of this definition, " Loss Rate" means, with respect to the twelve (12) Fiscal Month period with respect to which the calculation of the Bad Debt Reserve is being made, a percentage equal to (i) (A) the actual aggregate amount of Cardholder Indebtedness written-off under the Program for the twelve (12) Fiscal Month period (which period includes the Fiscal Month in which the calculation is being made and the eleven [11] Fiscal Months immediately preceding the calculation), calculated on a sum of cycles basis of reporting monthly receivables under the Accounts, minus (B) the actual aggregate amount of Cardholder Indebtedness written-off under the Program actually recovered with respect to previously written-off Cardholder Indebtedness during such twelve (12) Fiscal Month period (including recovery of sales taxes paid on written-off Cardholder Indebtedness), divided by (ii) the actual average amount of Cardholder Indebtedness under the Program for each Fiscal Month during such twelve (12) Fiscal Month period (in each case, calculated on a sum of cycles basis of reporting monthly receivables under the Accounts for each Fiscal Month).".

3. Except as expressly amended by this Letter Agreement, the Program Agreement, as previously amended, remains in full force and effect in accordance with its terms.

4. Counterparts; Facsimile. This Letter Agreement may be executed in any number of counterparts, all of which together shall constitute one and the same instrument, but in making proof of this Letter Agreement, it shall not be necessary to produce or account for more than one such counterpart. Any facsimile of an executed counterpart shall be deemed an original.

5. The agreements of the parties set forth herein shall have the same effect as if approved by the unanimous approval of the Operating Committee pursuant to Article III of the Program Agreement.

[Remainder of Page Intentionally Left Blank]

Please acknowledge your agreement with the foregoing by executing this Letter Agreement as indicated below.

Very truly yours,

DEPARTMENT STORES NATIONAL BANK

By: /s/ Douglas C. Morrison
Name: Douglas C. Morrison
Title: Citi Cards
Vice President and Chief Fin. Officer
Sioux Falls, SD

Agreed to by:

MACY'S, INC. (fka Federated Department Stores, Inc.)

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: SVP, General Counsel & Secretary

FDS BANK

By: /s/ Teresa Huxel
Name: Teresa Huxel
Title: President

MACY'S CREDIT AND CUSTOMER SERVICES, INC. (fka FACS Group, Inc.)

By: /s/ Teresa Huxel
Name: Teresa Huxel
Title: SVP & CFO

MACY'S DEPARTMENT STORES, INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: President

BLOOMINGDALE'S, INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: Vice President

SCHEDULE 9.3(a) item (b)(i)

"(i) an amount equal to $5 per new Private Label Account for the first 6,000,000 Private Label Accounts in any Fiscal Year originated in an FDS Channel after the Effective Date and activated by the Cardholder for the first time in the prior Fiscal Month; provided that such activation occurred within 12 months of account opening;

The Parties acknowledge that they have heretofore treated Private Label Accounts that have been inactive for sixty (60) consecutive months or longer as "new" Private Label Accounts for purposes of the New Account Payment contained in Schedule 9.3(a), if such Private Label Accounts otherwise satisfy the requirements of item (b)(i) of Schedule 9.3(a), even though such practice is not expressly set forth in item (b)(i) of Schedule 9.3(a) (the "Original Definition"). The parties agree that, from and after August 1, 2006, the New Account Payment relating to Private Label Accounts reflected in item (b)(i) of Schedule 9.3(a) is changed from $5.00 (the "Original New Account Payment") to $4.53 per new Private Label Account (the " Revised New Account Payment"). From and after August 1, 2006, a Private Label Account reopened by an existing but inactive Cardholder is eligible for the Revised New Account Payment if such Private Label Account has been inactive for thirty-six (36) consecutive months or longer (the "Revised Definition"), rather than for 60 months. It is the Parties' intention that these changes will be revenue-neutral, *i.e.* that the amount of money paid to the Macy's Companies utilizing the Revised Definition and the Revised New Account Payment shall be the same as the amount that would have been paid utilizing the Original Definition and the Original New Account Payment. At the end of each three (3) month period after August 1, 2006, DSNB and the Macy's Companies shall compare the total of Revised New Account Payments made for such three (3) month period (the "Revised Payment Amount") with an amount determined by multiplying the total number of Accounts that would have been opened utilizing the Original Definition during such three (3) month period by the Original New Account Payment (the product of such multiplication being the "Original Payment Amount"). If the result of the Revised Payment Amount exceeds the result of the Original Payment Amount, the Macy's Companies shall pay the difference to DSNB; if the result of the Original Payment Amount exceeds the result of the Revised Payment Amount, DSNB shall pay the difference to the Macy's Companies. At the end of each six (6) month period following August 1, 2006, the New Account Payment shall be adjusted by an amount necessary to make the total Revised Payment Amount for the preceding six (6) month period equal the Original Payment Amount for the preceding six (6) month period. The adjusted New Account Payment determined in this manner shall apply until adjusted as provided for herein. By December 15, 2006, the Macy's Companies shall develop the MIS necessary to perform the calculations contained in this paragraph."

Department Stores National Bank
701 E. 60th Street North
Sioux Falls, South Dakota 57104

May 30, 2008

Macy's, Inc, (fka Federated Department Stores, Inc.)
7 West Seventh Street
Cincinnati, Ohio 45202
Attention: General Counsel

FDS Bank
9111 Duke Boulevard
Mason, Ohio 45040
Attention: President

Macy's Credit and Customer Services, Inc. (fka FACS Group, Inc.)
9111 Duke Boulevard
Mason, Ohio 45040
Attention: President

Ladies and Gentlemen:

Reference is made to the Credit Card Program Agreement, dated as of June 1, 2005 (as amended, supplemented or otherwise modified from time to time, the "Program Agreement"), by and among Macy's, Inc. (fka Federated Department Stores, Inc.), a Delaware corporation, ("Macy's, Inc."), FDS Bank, a federally-chartered stock savings bank ("FDS Bank"), Macy's Credit and Customer Services, Inc. (fka FACS Group, Inc.), an Ohio corporation (" MCCS", FDS Bank, Macy's Department Stores, Inc., an Ohio corporation ("Macy's"), Bloomingdale's, Inc., an Ohio corporation ("Bloomingdale's") (collectively the "Macy's Companies"), and Citibank, N.A., a national banking association ("Bank"), the interest of which under the Program Agreement was subsequently assigned to Department Stores National Bank ("DSNB"). Capitalized terms used herein but not defined herein shall have the meanings given to such terms in the Program Agreement.

Consistent with our recent discussions, DSNB and the Macy's Companies wish to revise the Program Agreement in certain respects. This restated letter is effective as of March 22, 2007 (the "Letter Agreement"), and sets forth below our understanding of the revisions to which the parties have agreed.

1. Schedule 4.8(a)(IV)(c) - - (d) is hereby amended by deleting the same in its entirety and substituting the attached new Schedule 4.8(a)(IV)(c) - (d) in its place.

2. Except as expressly amended by this Letter Agreement, the Program Agreement, as previously amended, remains unchanged.

3. Counterparts; Facsimile. This Letter Agreement may be executed in any number of counterparts, all of which together shall constitute one and the same instrument, but in making proof of this Letter Agreement, it shall not be necessary to produce or account for more than one such counterpart. Any facsimile of an executed counterpart shall be deemed an original.

4. The agreements of the parties set forth herein shall have the same effect as if approved by the unanimous approval of the Operating Committee pursuant to Article III of the Program Agreement.

[Remainder of Page Intentionally Left Blank]

Please acknowledge your agreement with the foregoing by executing this Letter Agreement as indicated below.

Very truly yours,

DEPARTMENT STORES NATIONAL BANK

By: /s/ Douglas C. Morrison
Name: Douglas C. Morrison
Title: Citi Cards
Vice President and Chief Fin. Officer
Sioux Falls, SD

Agreed to by:

MACY'S, INC. (fka Federated Department Stores, Inc.)

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: SVP, General Counsel & Secretary

FDS BANK

By: /s/ Teresa Huxel
Name: Teresa Huxel
Title: President

MACY'S CREDIT AND CUSTOMER SERVICES, INC. (fka FACS Group, Inc.)

By: /s/ Teresa Huxel
Name: Teresa Huxel
Title: SVP & CFO

MACY'S DEPARTMENT STORES, INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: President

BLOOMINGDALE'S, INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: Vice President

SCHEDULE 4.8(a)(IV)(c) - (d)

"(c) '<u>Assumed Redemption Percentage</u>' means (i) until February 3, 2007, the percentage set forth for each Cardholder Level listed below, and (ii) thereafter prior to each Subsequent Year, the parties shall mutually agree upon both a redemption percentage (or percentages) and whether such percentage(s) shall be applied at the Macy's retail division or Cardholder Level for such Subsequent Year (which percentage(s) may, in the parties' discretion, be determined by consideration of such factors as actual performance and projected trends).

%	Cardholder Level	%	Cardholder Level
92%	Macy's Elite Visa	92%	Bloomingdale's Ultimate Premier Visa
92%	Macy's Platinum Visa	92%	Bloomingdale's Premier Visa
73%	Macy's Gold Visa		

'<u>Prior Review Year</u>' means any period of time which the parties review for actual redemption performance.

'<u>Reward Redemption Settlement Sheet</u>' means a settlement sheet on which the parties make the true-up described below in this subsection (d), including, if chosen by the parties, the Year End Settlement Sheet.

'<u>Subsequent Year</u>' means any period of time for which the parties set new redemption percentages.

(d) When the parties set redemption percentages for any Subsequent Year which commences on or after February 4, 2007, the parties shall also decide whether, for that Subsequent Year, the new redemption percentages shall apply to Cardholder Levels or shall apply to Macy's retail divisions.

If, as of the end of any Prior Review Year, the actual redemption percentage for any Cardholder Level or Macy's retail division (as the case may be) exceeds the Assumed Redemption Percentage for such Prior Review Year, the Reward

Redemption Settlement Sheet shall indicate the amount of excess, and Bank shall make a payment to Macy's equal to the amount of such excess multiplied by the aggregate amount of Earned Rewards in respect of such Cardholder Level or Macy's retail division in such Review Year, which will be included in the Program P&L solely with respect to General Purpose Accounts. If, as of the end of any Prior Review Year, the actual redemption percentage for any Cardholder Level or Macy's retail division (as the case may be) is less than the Assumed Redemption Percentage for such Prior Review Year, the Reward Redemption Settlement Sheet shall indicate the amount of such difference, and Macy's shall make a payment to Bank equal to the amount of such difference multiplied by the aggregate amount of Earned Rewards in respect of such Cardholder Level or Macy's retail division in such Prior Review Year, which will be included in the Program P&L solely with respect to General Purpose Accounts. "

Department Stores National Bank
701 E. 60th Street North
Sioux Falls, South Dakota 57104

May 30, 2008

Macy's, Inc. (fka Federated Department Stores, Inc.)
7 West Seventh Street
Cincinnati, Ohio 45202
Attention: General Counsel

FDS Bank
9111 Duke Boulevard
Mason, Ohio 45040
Attention: President

Macy's Credit and Customer Services, Inc. (fka FACS Group, Inc)
9111 Duke Boulevard
Mason, Ohio 45040
Attention: President

Ladies and Gentlemen:

Reference is made to the Credit Card Program Agreement, dated as of June 1, 2005 (as amended, supplemented or otherwise modified from time to time, the "Program Agreement"), by and among Macy's, Inc. (fka Federated Department Stores, Inc.), a Delaware corporation, ("Macy's, Inc."), FDS Bank, a federally-chartered stock savings bank ("FDS Bank"), Macy's Credit and Customer Services, Inc. (fka FACS Group, Inc.), an Ohio corporation (" MCCS"), FDS Bank, ,Macy's Department Stores, Inc., an Ohio corporation ("Macy's"), Bloomingdale's, Inc., an Ohio corporation ("Bloomingdale's")(collectively, the " Macy's Companies"), and Citibank, N.A., a national banking association ("Bank"), the interest of which under the Program Agreement was subsequently assigned to Department Stores National Bank ("DSNB").

Further reference is made to that certain agreement named "Department Stores National Bank Co-Branded Payment Card Issuance Agreement" by and between DSNB and Visa U.S.A. Inc. ("Visa") ("New Co-Brand Agreement") entered into by DSNB and Visa contemporaneously with the April 6, 2007 effective date of this restated letter agreement (the "Letter Agreement").

Capitalized terms used herein but not defined herein shall have the meanings given to such terms in the Program Agreement.

1. New Co-Brand Agreement. DSNB and the Macy's Companies agree as set forth in the attached Schedule with respect to the New Co-Brand Agreement.

2. No Further Amendment. Except as expressly amended by this Letter Agreement, the Program Agreement, as previously amended, remains unchanged.

3. Counterparts; Facsimile. This Letter Agreement may be executed in any number of counterparts, all of which together shall constitute one and the same instrument, but in making proof of this Letter Agreement, it shall not be necessary to produce or account for more than one such counterpart. Any facsimile of an executed counterpart shall be deemed an original.

4. Operating Committee Approval. The agreements of the parties set forth herein shall have the same effect as if approved by the unanimous approval of the Operating Committee pursuant to Article III of the Program Agreement.

[Remainder of Page Intentionally Left Blank]

Please acknowledge your agreement with the foregoing by executing this Letter Agreement where provided below.

Very truly yours,

DEPARTMENT STORES NATIONAL BANK

By: /s/ Douglas C. Morrison
Name: Douglas C. Morrison
Title: Citi Cards
Vice President and Chief Fin. Officer, Sioux Falls, SD

Agreed to by:

MACY'S, INC. (fka Federated Department Stores, Inc.)

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: SVP, General Counsel & Secretary

FDS BANK

By: /s/ Teresa Huxel
Name: Teresa Huxel
Title: President

MACY'S CREDIT AND CUSTOMER SERVICES, INC. (fka FACS Group, Inc.)

By: /s/ Teresa Huxel
Name: Teresa Huxel
Title: SVP & CFO

MACY'S DEPARTMENT STORES, INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: President

BLOOMINGDALE'S, INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: Vice President

SCHEDULE to DSNB-FDSB Letter Agreement 4/6/07 (Visa Co-Brand)

The terms "Visa Fees", "Program Accounts", "Incentive Fee", "Branding Requirement" and "Term" as used in this Letter Agreement shall have the meanings given to them in the New Co-Brand Agreement.

(a) DSNB will, before entering into any amendment with respect to the New Co-Brand Agreement, consult with the Macy's Companies with regard to the same. In addition, DSNB will obtain the prior written consent of an Macy's Company before DSNB either exercises or fails to exercise any rights under the New Co-Brand Agreement, or agrees with Visa U.S.A., Inc. to modify the New Co-Brand Agreement, in either event in any way that: (i) impacts the fees charged to DSNB on Program Accounts and/or the Incentive Fee payable by Visa under the New Co-Brand Agreement; (ii) waives, alters or limits Bank's right to exclude Program Accounts from the New Co-Brand Agreement from the Branding Requirement pursuant to Section 3.2 of the New Co-Brand Agreement; (iii) waives, alters or limits the Macy's Companies' ability to issue non-Visa branded general purpose debit accounts; or (iv) extends, reduces or otherwise affects the Term of the New Co-Brand Agreement;

(b) In the event that DSNB is required to refund to Visa U.S.A., Inc. any Incentive Fees paid to DSNB by Visa and passed by DSNB to the Macy's Companies as a result of any action taken or not taken by DSNB at the written direction of the Macy's Companies (the "Refund Amount"), the Macy's Companies will refund to DSNB the amount of the Incentive Fees passed by DSNB to the Macy's Companies that constitute the Refund Amount;

(c) In the event that Visa should seek to alter, amend or terminate the New Co-Brand Agreement as a result of the Macy's Companies' issuance of non-Visa-branded general purpose debit accounts accessed by cards bearing the Macy's or Bloomingdale's brands, the Macy's Companies shall cooperate with and assist DSNB in negotiations with Visa to avoid such action by Visa, and shall consider such limitations on its issuance of such debit accounts as are necessary to avoid such Visa action; and

(d) The Macy's Companies shall provide all the reporting necessary in order to receive the Incentive Fees from Visa pursuant to the New Co-Brand Agreement. As to all such reporting, the Macy's Companies certify that such reporting shall be prepared using commercially reasonably diligence in accordance with the records of the Macy's Companies, and that, to the best of the Macy's Companies' knowledge, all such reporting is accurate and complete. The Macy's Companies shall cooperate with and assist DSNB in responding to any audit requested by Visa under the provisions of the New Co-Brand Agreement.

(e) For the avoidance of doubt, the parties agree that any increases under the New Co-Brand Agreement in Visa fees (including, but not limited to, VisaNet Processing Guarantee Fees, Advertising and Marketing Service Fees, Merchant Incentive Fees and Base I and II Fees) charged to DSNB (**other than** Service Fees on Credit and Prepaid Sales which under the terms of the New Co-Brand Agreement would result in adjustment of the Incentive Fees paid to DSNB) will be considered part of the Actual Service Fees paid by DSNB for purposes of calculating any Make Whole Payment under Schedule 9.3(c) of the Program Agreement.

Department Stores National Bank
701 E. 60th Street North
Sioux Falls, South Dakota 57104

May 30, 2008

Macy's, Inc.
7 West Seventh Street
Cincinnati, Ohio 45202
Attention: General Counsel

FDS Bank
9111 Duke Boulevard
Mason, Ohio 45040
Attention: President

Macy's Credit and Customer Services, Inc
9111 Duke Boulevard
Mason, Ohio 45040
Attention: President

Ladies and Gentlemen:

Reference is made to the Credit Card Program Agreement, dated as of June 1, 2005 (as amended, supplemented or otherwise modified from time to time, the "Program Agreement"), by and among Macy's, Inc. (fka Federated Department Stores, Inc.), a Delaware corporation, ("Macy's, Inc."), FDS Bank, a federally-chartered stock savings bank ("FDS Bank"), Macy's Credit and Customer Services, Inc. (fka FACS Group, Inc.), an Ohio corporation (" MCCS"), FDS Bank, Macy's Department Stores, Inc., an Ohio corporation ("Macy's"), Bloomingdale's, Inc., an Ohio corporation ("Bloomingdale's") (collectively the "Macy's Companies"), and Citibank, N.A., a national banking association ("Bank"), the interest of which under the Program Agreement was subsequently assigned to Department Stores National Bank ("DSNB"). Capitalized terms used herein but not defined herein shall have the meanings given to such terms in the Program Agreement.

DSNB and the FDS Companies wish in this restated letter effective as of June 1, 2007 (the "Letter Agreement") to confirm our practice in certain respects.

1. Schedule 1.1(i) is hereby amended by deleting the same in its entirety and substituting the attached new Schedule 1.1(i) in its place.

2. Except as expressly amended by this Letter Agreement, the Program Agreement, as previously amended, remains unchanged.

3. This Letter Agreement may be executed in any number of counterparts, all of which together shall constitute one and the same instrument, but in making proof of this Letter Agreement, it shall not be necessary to produce or account for more than one such counterpart. Any facsimile or PDF of an executed counterpart shall be deemed an original.

4. The agreements of the Parties set forth herein shall have the same effect as if approved by the unanimous approval of the Operating Committee pursuant to Article III of the Program Agreement.

[Remainder of Page Intentionally Left Blank]

Please acknowledge your agreement with the foregoing by executing this Letter Agreement as indicated below.

Very truly yours,

By: /s/ Douglas C. Morrison
Name: Douglas C. Morrison

Title: Citi Cards
Vice President and Chief Fin. Officer
Sioux Falls, SD

Agreed to by:

MACY'S, INC. (fka Federated Department Stores, Inc.)

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: SVP, General Counsel & Secretary

FDS BANK

By: /s/ Teresa Huxel
Name: Teresa Huxel
Title: President

MACY'S CREDIT AND CUSTOMER SERVICES, INC. (fka FACS Group, Inc.)

By: /s/ Teresa Huxel
Name: Teresa Huxel
Title: SVP & CFO

MACY'S DEPARTMENT STORES, INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: President

BLOOMINGDALE'S, INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: Vice President

SCHEDULE 1.1(i)

Pre-Tax Profit, FDS Profit Share, Program Expenses and Program P&L

"FDS Profit Share" means the sum of:

(a) 10% of Pre-Tax Profit with respect to Pre-Tax Adjusted ROAA of 1.50% or less; provided that upon a Total Servicing Transfer, the 10% amount shall increase to 20%

plus (b) 35% of Pre-Tax Profit with respect to Pre-Tax Adjusted ROAA of greater than 1.50% and less than or equal to 3.00%;

plus (c) 60% of Pre-Tax Profit with respect to Pre-Tax Adjusted ROAA of greater than 3.00% and less than or equal to 4.50%; and

plus (d) 85% of FDS Pre-Tax Profit with respect to Pre-Tax Adjusted ROAA of greater than 4.50%.

The FDS Profit Share will be calculated monthly based on the sum of the monthly Pre-Tax Profit for the period from the beginning of the then-current Fiscal Year through the end of the preceding Fiscal Month.

The Parties acknowledge that they have prior to the June, 2007, Fiscal Month recognized net finance charge on a billed sum-of-cycles basis for purposes of determining FDS Profit Share. The Parties further acknowledge that during and after the June, 2007 Fiscal Month, the Parties shall instead recognize net finance charge on a billed sum-of-cycles basis **plus** an accrual to account for five or six (5 or 6) days of unbilled interest. The Parties, in their discretion, will mutually agree on an appropriate method of calculating the accrued five or six (5 or 6) days of unbilled interest.

"Pre-Tax Adjusted ROAA" equals (a) Pre-Tax Profit divided by (b) an amount equal to the product of (i) Average Receivables divided by the total number of days in the applicable Fiscal Year multiplied by (ii) the number of days to date in the applicable Fiscal Year.

"Pre-Tax Profit" means the sum of:

	(a)	income (from all sources, including finance charges, late fees, interchange fees, returned check or NSF fees, over limit fees, cash advance fees, foreign currency fees and other fees earned on the Accounts and Approved Ancillary Product revenues less direct expenses), excluding income from the Card Association payable to FDS pursuant to Section 9.3(c);
minus	(b)	the sum of all concessions, reversals and write-offs of any portion of the Cardholder Indebtedness (including any principal or items of income of the type referred to in clause (a));
plus	(c)	the amount of all recoveries on Accounts written off subsequent to the Effective Date or reversals (including through receipt of merchant chargebacks and Sales Tax Refunds) of concessions, reversals and write-offs referred to in clause (b);
minus	(d)	Program Expenses;
minus	(e)	the amount of any increase in the Bad Debt Reserve for such period;
plus	(f)	the amount of any decrease in the Bad Debt Reserve for such period;
minus	(g)	Funding Costs;
minus	(h)	the FDS Revenue Share;

provided that the amounts set forth in clause (a) of this definition that are unbilled finance charges and fees that constitute Gross Receivables (as defined in the Purchase Agreement) shall be excluded from the calculation of Pre-Tax Profit for the first Fiscal Month following the Effective Date; provided further, that conversion, start-up (including the establishment of the Program's initial Bad Debt Reserve (which shall reflect any impact from changes in cure, aging, or write-off policies)) and other one-time costs (including increases in Bad Debt Reserve required as a result of changes in Applicable Law applicable to Bank) shall not be deducted in calculating Pre-Tax Profit. The Operating Committee may agree from time to time to include or exclude any other amounts in the calculation of Pre-Tax Profit; provided that to the extent the Agreement expressly provides that an amount shall be included or excluded from such calculation, such amounts shall be included or excluded, respectively, in or from such calculation. The attached form of Program P&L shall be prepared on a monthly basis in accordance with this definition of Pre-Tax Profit.

"Program Expenses" means the sum of the following (without duplication):

	(a)	amount payable by Bank to the Macy's Companies pursuant to clause (d) of Schedule 9.3(a) (Marketing Reimbursement);
plus	(b)	amount payable by Bank to the Macy's Companies pursuant to clause (e) of Schedule 9.3(a) (In-Store Payment Reimbursement);
plus	(c)	amount payable by Bank to the Macy's Companies pursuant to clause (f) of Schedule 9.3(a) (Account Application SPIF Reimbursement);
plus	(d)	amount payable by Bank to the Macy's Companies pursuant to clause (g) of Schedule 9.3(a) in respect of the FDS Servicing Charge;
plus	(e)	amount payable by Bank to the Macy's Companies pursuant to clause (h) of Schedule 9.3(a) (Value Proposition Payments) minus amount payable by the Macy's Companies to Bank pursuant to section IV of Schedule 4.8(a);
plus	(f)	the amount of the Partner Servicing Charge;
plus	(g)	additional marketing expenses incurred with the prior approval of the Operating Committee;
plus	(h)	fraud losses incurred by Bank other than those subject to chargeback pursuant to Section 8.5;
plus	(i)	the costs paid by Bank pursuant to (1) Section 2.3(f) in connection with conversion of acquired accounts into the Program, (2) Section 4.5(b) in connection with the development and delivery of Credit Card Documentation, FDS Credit Cards and Solicitation Materials, (3) Section 4.10 in connection with excess sales tax cost reimbursements to FDS, (4) Section 5.3(a) in connection with Inserts required by

Applicable Law and (5) Section 5.4 in connection with production and marketing costs, in each case to the extent the applicable Section expressly permits treatment of such costs as Program Expenses.

Except as otherwise expressly provided in Section 5.4, in no event shall the costs and expenses associated with Bank's obligations set forth in such Section be included in Program Expenses. The Operating Committee may agree from time to time to include or exclude any other expense (or credit) amounts in the calculation of Program Expenses; provided that to the extent the Agreement expressly provides that an expense (or credit) is or is not a Program Expenses, such amounts shall be included or excluded, respectively, in or from the calculation of Program Expenses.

RESTATED THIRD AMENDMENT TO
CREDIT CARD PROGRAM AGREEMENT

This THIRD AMENDMENT TO CREDIT CARD PROGRAM AGREEMENT (this " Third Amendment") is restated on May 31, 2008, effective as of February 3, 2008 (the "Effective Date"), by and among Macy's, Inc., f/k/a Federated Department Stores, Inc., a Delaware corporation, ("Macy's, Inc."), FDS Bank, a federally-chartered stock savings bank ("FDS Bank"), Macy's Credit and Customer Services, Inc., f/k/a FACS Group, Inc., an Ohio corporation ("MCCS"), Macy's Department Stores, Inc., an Ohio corporation (" Macy's"), Bloomingdale's, Inc., an Ohio corporation ("Bloomingdale's") (collectively the "Macy's Companies"), and Department Stores National Bank, a national banking association, as assignee of Citibank, N.A. ("Bank").

WHEREAS, the Macy's Companies and Bank are parties to a certain Credit Card Program Agreement dated as of June 1, 2005, as amended pursuant to amendments dated October 24, 2005 and May 19, 2006, respectively, and as further amended by Letter Agreements effective December 18, 2006, March 22, 2007, April 6, 2007 and June 1, 2007, respectively (as so amended, the "Program Agreement"), whereby Bank and the Macy's Companies operate a credit card program (the "Program"), as more fully described in the Program Agreement;

WHEREAS, the parties hereto desire to amend the Program Agreement in accordance with Section 18.5 of the Program Agreement, effective as of the Effective Date.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

1. Defined Terms. Capitalized terms used without definition in this Third Amendment have the meanings assigned to them in the Program Agreement.

2. Amendments of Section 1.1 .

(a) Section 1.1 of the Program Agreement is hereby amended by deleting the definition of "Net Credit Sales" in Section 1.1 in its entirety and substituting the following in its place:

> "Net Credit Sales" means, for any Fiscal Year or Fiscal Month, an amount equal to (i) gross credit sales on Accounts (including gift card sales, sales tax, delivery charges, Licensee sales and any other amount included in the full amount charged by Cardholders) during such Fiscal Year or Fiscal Month, minus (ii) the sum of credits for returned goods and cancelled services and other credits granted at the point of sale (such as concessions, discounts and adjustments) on Accounts during such Fiscal Year or Fiscal Month."

(b) Section 1.1 of the Program Agreement is hereby amended by adding thereto the following new definition:

> "Double Net Credit Sales" means, for any Fiscal Year or Fiscal Month, an amount equal to Net Credit Sales during such Fiscal Year or Fiscal Month minus the sum of back office credits granted during such Fiscal Year or Fiscal Month with respect to (i) new Accounts, (ii) employee discounts on employee Accounts, and (iii) charges for alterations, delivery services and gift wrap services that are rebated for certain Cardholders."

3. Amendment of Section (a) of Schedule 9.3(a) . Section (a) of Schedule 9.3(a) (FDS Compensation (for each Fiscal Month)) of the Program Agreement (as previously amended pursuant to the Second Amendment to Credit Card Program Agreement) is hereby amended by deleting the same in its entirety and substituting the attached new Section (a) to Schedule 9.3(a) in its place.

4. New Schedule 9.3 (a)(ii). The Program Agreement is hereby amended by adding a new Schedule 9.3 (a)(ii) attached hereto.

5. Amendment of Section 18.12 . The Program Agreement is hereby amended with respect to the addresses for Notice for Bank by removing the addresses currently appearing for Bank and replacing them with the following:

If to Bank:

Citibank, N.A.
c/o Department Stores National Bank
701 E. 60th North

Sioux Falls, South Dakota 57104

Attention: David Zimbeck
Facsimile: (605) 330-6745

With a copy to: Citicorp Credit Services, Inc. (USA)
Attention: General Manager
50 Northwest Point Blvd.
Elk Grove Village, Illinois 60007
Fax: (224) 222-4024

With a copy to: Citicorp Credit Services, Inc. (USA)
Attention: Legal Department
50 Northwest Point Blvd.
Elk Grove Village, Illinois 60007
Fax: (224) 222-4029

6. Capacity; Authorization; Validity.

(a) Macy's, Inc. hereby represents and warrants to Bank as of the date hereof that:

(i) Each Macy's Company has all necessary corporate or similar power and authority to (A) execute and enter into this Third Amendment and (B) perform the obligations required of such Macy's Company hereunder and the other documents, instruments and agreements to be executed and delivered by such Macy's Company pursuant hereto.

(ii) The execution and delivery by the Macy's Companies of this Third Amendment and all documents, instruments and agreements executed and delivered by the Macy's Companies pursuant hereto, and the consummation by the Macy's Companies of the transactions specified herein, have been duly and validly authorized and approved by all necessary corporate or similar actions of the Macy's Companies.

(iii) This Third Amendment (A) has been duly executed and delivered by the Macy's Companies, (B) constitutes the valid and legally binding obligation of the Macy's Companies, and (C) is enforceable against the Macy's Companies in accordance with its terms (subject to applicable bankruptcy, insolvency, reorganization, receivership or other laws affecting the rights of creditors generally and by general equity principles including those respecting the availability of specific performance).

(b) Bank hereby represents and warrants to the Macy's Companies as of the date hereof:

(i) Bank has all necessary corporate or similar power and authority to (A) execute and enter into this Third Amendment and (B) perform the obligations required of it hereunder and the other documents, instruments and agreements to be executed and delivered by Bank pursuant hereto.

(ii) The execution and delivery by Bank of this Third Amendment and all documents, instruments and agreements executed and delivered by Bank pursuant hereto, and the consummation by Bank of the transactions specified herein, has been duly and validly authorized and approved by all necessary corporate or similar actions of Bank.

(iii) This Third Amendment (A) has been duly executed and delivered by Bank, (B) constitutes the valid and legally binding obligation of Bank and (C) is enforceable against Bank in accordance with its terms (subject to applicable bankruptcy, insolvency, reorganization, receivership or other laws affecting the rights of creditors generally and by general equity principles including those respecting the availability of specific performance).

7. Effect of Amendment. This Third Amendment is effective as of the Effective Date and is hereby incorporated into and made a part of the Program Agreement. Except as amended by this Third Amendment, all terms and provisions of the Program Agreement shall continue and remain in full force and effect and binding upon the parties thereto.

8. Binding Effect. This Third Amendment shall be binding in all respects and inure to the benefit of the successors and permitted assigns of the parties hereto.

9. Governing Law. This Third Amendment and all rights and obligations hereunder, including matters of construction, validity and performance, shall be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts made to be performed within such State and applicable federal law.

10. Counterparts/Facsimiles. This Third Amendment may be executed in any number of counterparts, all of which together shall constitute one and the same instrument, but in making proof of this Third Amendment, it shall not be necessary to produce or account for more than one such counterpart. Any facsimile of an executed counterpart shall be deemed an original.

IN WITNESS WHEREOF, each of the parties hereto has caused this Third Amendment to be duly executed as of the date first above written.

Department Stores National Bank,

By: /s/ Douglas C. Morrison
Name: Douglas C. Morrison
Title: Citi Cards
Vice President and Chief Fin. Officer
Sioux Falls, SD

MACY'S, INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: SVP, General Counsel & Secretary

FDS BANK

By: /s/ Teresa Huxel
Name: Teresa Huxel
Title: President

MACY'S CREDIT AND CUSTOMER SERVICE, INC.

By: /s/ Teresa Huxel
Name: Teresa Huxel
Title: SVP & CFO

MACY'S DEPARTMENT STORES, INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: President

BLOOMINGDALES, INC.

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: Vice President

Section (a) to Schedule 9.3 (a)
FDS Compensation
(for each Fiscal Month)

a) Monthly Net Credit Sale Share: The compensation payable to Macy's, Inc. on a monthly basis shall be reduced by an amount equal to the product of the aggregate Net Credit Sale Share paid to FDS Bank pursuant to Schedule 9.3(a)(i) during the preceding Fiscal Month multiplied by the annualized Funding Cost for such Fiscal Month, divided by 360, and multiplied by 20.

Double Net Credit Sale Share. The compensation payable to Macy's, Inc. on a monthly basis shall be further reduced by an amount that is equal to the amount by which (i) the Monthly Net Credit Sale Share paid to FDS Bank pursuant to Schedule 9.3(a)(i) during the preceding Fiscal Month exceeds (ii) the Double Net Credit Sale Share.

This excess amount shall be included in the calculation of the FDS Revenue Share. As used herein, "Double Net Credit Sale Share" means an amount determined in accordance with Schedule 9.3(a)(ii).

<u>SCHEDULE 9.3(a)(ii)</u>

<u>FDS Compensation</u>

Double Net Credit Sale Share

An amount equal to <u>the sum of</u>:

(i) with respect to the prior Fiscal Month, an amount equal to 140 bps of Double Net Credit Sales;

(ii) with respect to the prior Fiscal Month, an additional amount equal to 30 basis points of Double Net Credit Sales when the aggregate Net Credit Sales exceed $24 billion in the current Fiscal Year (or, with respect to any Fiscal Year in the Term that is less than twelve Fiscal Months, a pro rata portion of $24 billion based upon the number of days in such Fiscal Year in the Term).

Exhibit 31.1

CERTIFICATION

I, Terry J. Lundgren, Chief Executive Officer of Macy's, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Macy's, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 9, 2008

/s/ Terry J. Lundgren

Terry J. Lundgren

Exhibit 31.2

CERTIFICATION

I, Karen M. Hoguet, Chief Financial Officer of Macy's, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Macy's, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 9, 2008

/s/ Karen M. Hoguet
Karen M. Hoguet

Exhibit 32.1

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-Q of Macy's, Inc. (the "Company") for the fiscal quarter ended May 3, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies that, to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Dated: June 9, 2008

/s/ Terry J. Lundgren
Name: Terry J. Lundgren
Title: Chief Executive Officer

Exhibit 32.2

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-Q of Macy's, Inc. (the "Company") for the fiscal quarter ended May 3, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies that, to her knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Dated: June 9, 2008

/s/ Karen M. Hoguet
Name: Karen M. Hoguet
Title: Chief Financial Officer