

Macy's, Inc.
Form 10-Q
December 06, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended October 30, 2010

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

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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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes 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 Accelerated filer

Non-accelerated filer (do not check if a smaller reporting company) 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

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 November 26, 2010 |
|--|----------------------------------|
| Common Stock, \$0.01 par value per share | 423,476,697 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 | | 39 Weeks Ended | |
|---|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| | October 30, 2010 | October 31, 2009 | October 30, 2010 | October 31, 2009 |
| Net sales | \$ 5,623 | \$ 5,277 | \$ 16,734 | \$ 15,640 |
| Cost of sales | (3,377) | (3,156) | (9,969) | (9,396) |
| Gross margin | 2,246 | 2,121 | 6,765 | 6,244 |
| Selling, general and administrative expenses | (2,069) | (2,033) | (6,015) | (5,850) |
| Division consolidation costs | 0 | (33) | 0 | (205) |
| Operating income | 177 | 55 | 750 | 189 |
| Interest expense | (166) | (139) | (460) | (423) |
| Interest income | 2 | 2 | 4 | 6 |
| Income (loss) before income taxes | 13 | (82) | 294 | (228) |
| Federal, state and local income tax (expense) benefit | (3) | 47 | (114) | 112 |
| Net income (loss) | \$ 10 | \$ (35) | \$ 180 | \$ (116) |
| Basic earnings (loss) per share | \$.02 | \$ (.08) | \$.43 | \$ (.27) |
| Diluted earnings (loss) per share | \$.02 | \$ (.08) | \$.42 | \$ (.27) |

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

MACY S, INC.

Consolidated Balance Sheets

(Unaudited)

(millions)

| | October 30, 2010 | January 30, 2010 | October 31, 2009 |
|---|---------------------|---------------------|---------------------|
| ASSETS: | | | |
| Current Assets: | | | |
| Cash and cash equivalents | \$ 715 | \$ 1,686 | \$ 581 |
| Receivables | 303 | 358 | 282 |
| Merchandise inventories | 6,530 | 4,615 | 6,406 |
| Income tax receivable | 0 | 0 | 28 |
| Prepaid expenses and other current assets | 289 | 223 | 216 |
| Total Current Assets | 7,837 | 6,882 | 7,513 |
| Property and Equipment-net of accumulated depreciation and amortization of \$6,509, \$5,782 and \$6,232 | 8,915 | 9,507 | 9,862 |
| Goodwill | 3,743 | 3,743 | 3,743 |
| Other Intangible Assets-net | 647 | 678 | 688 |
| Other Assets | 540 | 490 | 507 |
| Total Assets | \$ 21,682 | \$ 21,300 | \$ 22,313 |
| LIABILITIES AND SHAREHOLDERS EQUITY: | | | |
| Current Liabilities: | | | |
| Short-term debt | \$ 605 | \$ 242 | \$ 92 |
| Merchandise accounts payable | 3,165 | 1,312 | 3,109 |
| Accounts payable and accrued liabilities | 2,378 | 2,626 | 2,359 |
| Income taxes | 8 | 68 | 0 |
| Deferred income taxes | 326 | 206 | 250 |
| Total Current Liabilities | 6,482 | 4,454 | 5,810 |
| Long-Term Debt | 6,982 | 8,456 | 8,618 |
| Deferred Income Taxes | 1,065 | 1,068 | 1,007 |
| Other Liabilities | 2,262 | 2,621 | 2,384 |
| Shareholders Equity | 4,891 | 4,701 | 4,494 |
| Total Liabilities and Shareholders Equity | \$ 21,682 | \$ 21,300 | \$ 22,313 |

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

MACY S, INC.

Consolidated Statements of Cash Flows

(Unaudited)

(millions)

| | 39 Weeks Ended October 30, 2010 | 39 Weeks Ended October 31, 2009 |
|---|---------------------------------------|------------------------------------|
| Cash flows from operating activities: | | |
| Net income (loss) | \$ 180 | \$ (116) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | |
| Division consolidation costs | 0 | 205 |
| Depreciation and amortization | 865 | 905 |
| Stock-based compensation expense | 55 | 65 |
| Amortization of financing costs and premium on acquired debt | (21) | (17) |
| Changes in assets and liabilities: | | |
| Decrease in receivables | 47 | 90 |
| Increase in merchandise inventories | (1,915) | (1,637) |
| (Increase) decrease in prepaid expenses and other current assets | (13) | 10 |
| Increase in other assets not separately identified | (34) | (14) |
| Increase in merchandise accounts payable | 1,719 | 1,691 |
| Decrease in accounts payable and accrued liabilities not separately identified | (245) | (461) |
| Decrease in current income taxes | (60) | (56) |
| Increase (decrease) in deferred income taxes | 100 | (90) |
| Decrease in other liabilities not separately identified | (332) | (169) |
| Net cash provided by operating activities | 346 | 406 |
| Cash flows from investing activities: | | |
| Purchase of property and equipment | (203) | (238) |
| Capitalized software | (105) | (64) |
| Proceeds from property insurance claims | 6 | 17 |
| Disposition of property and equipment | 66 | 10 |
| Other, net | (49) | (9) |
| Net cash used by investing activities | (285) | (284) |

(continued)

MACY S, INC.

Consolidated Statements of Cash Flows (continued)

(Unaudited)

(millions)

| | 39 Weeks Ended October 30, 2010 | 39 Weeks Ended October 31, 2009 |
|--|---------------------------------------|------------------------------------|
| Cash flows from financing activities: | | |
| Debt repaid | (1,090) | (964) |
| Dividends paid | (63) | (63) |
| Increase in outstanding checks | 92 | 94 |
| Acquisition of treasury stock | (1) | (1) |
| Issuance of common stock | 30 | 8 |
| Net cash used by financing activities | (1,032) | (926) |
| Net decrease in cash and cash equivalents | (971) | (804) |
| Cash and cash equivalents at beginning of period | 1,686 | 1,385 |
| Cash and cash equivalents at end of period | \$ 715 | \$ 581 |
| Supplemental cash flow information: | | |
| Interest paid | \$ 474 | \$ 432 |
| Interest received | 4 | 8 |
| Income taxes paid (net of refunds received) | 106 | 39 |

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 Internet websites under two brands (Macy's and Bloomingdale's) 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 approximately 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 January 30, 2010 (the 2009 10-K). The accompanying Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto in the 2009 10-K.

Net sales include merchandise sales, leased department income, shipping and handling fees and sales to third party retailers. Beginning with the first quarter of 2010, the Company began including sales of private brand goods directly to third party retailers and sales of excess inventory to third parties in net sales. These items were previously reported, net of the related cost of sales, in selling, general and administrative expenses. This change in presentation had an immaterial impact on reported net sales, does not impact comparable store sales, net income (loss) or diluted earnings (loss) per share, and was not applied retroactively to periods ended prior to May 1, 2010.

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 and 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 and 39 weeks ended October 30, 2010 and October 31, 2009, 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 and 39 weeks ended October 30, 2010 and October 31, 2009 (which do not include the Christmas season) are not necessarily indicative of such results for the full fiscal year.

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

In December 2009, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2009-16, relating to the accounting and disclosures for transfers of financial assets. This guidance requires entities to provide more information about sales of securitized financial assets and similar transactions, particularly if the seller retains some risk with respect to the assets. The Company adopted this guidance on January 31, 2010, and the adoption did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

In December 2009, the FASB issued Accounting Standards Update No. 2009-17, with the intent to improve financial reporting by companies involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. The Company adopted this guidance on January 31, 2010, and the adoption did not have an impact on the Company's consolidated financial position, results of operations or cash flows.

In January 2010, the FASB issued Accounting Standards Update No. 2010-06, which provides amendments and requires new disclosures relating to Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements and Disclosures, and also conforming amendments to guidance relating to ASC Topic 715, Compensation - Retirement Benefits. The Company adopted this guidance on January 31, 2010, except for the disclosure requirement regarding purchases, sales, issuances and settlements in the rollforward of activity in Level 3 fair value measurements, which is effective for interim and annual periods beginning after December 15, 2010. This guidance is limited to the form and content of disclosures, and the portion thereof that has been adopted did not have an impact on the Company's consolidated financial position, results of operations or cash flows. The Company does not anticipate that the full adoption of this guidance will have a material impact on the Company's consolidated financial position, results of operations or cash flows.

(continued)

MACY'S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

2. Division Consolidation Costs and Store Closing Related Costs

In 2008, the Company began a localization initiative called My Macy's. This initiative was intended to strengthen local market focus and enhance selling service in an effort to both accelerate same-store sales growth and reduce expenses. To maximize the results from My Macy's, the Company took action, initially in selected markets, that: concentrated more management talent in local markets, effectively reducing the span of control over local stores; created new positions in the field to work with planning and buying executives in helping to understand and act on the merchandise needs of local customers; and empowered locally based executives to make more and better decisions.

In February 2009, the Company announced the expansion of the My Macy's localization initiative across the country. As My Macy's was rolled out nationally to new local markets in 2009, the Company's Macy's branded stores were reorganized into a unified operating structure, through division consolidations, to support the Macy's business. Division central office organizations were eliminated in New York-based Macy's East, San Francisco-based Macy's West, Atlanta-based Macy's Central and Miami-based Macy's Florida. The New York-based Macy's Home Store and Macy's Corporate Marketing divisions no longer exist as separate entities. Home Store functions were integrated into the Macy's national merchandising, merchandise planning, stores and marketing organizations. Macy's Corporate Marketing was integrated into the new unified marketing organization. The New York-based Macy's Merchandising Group was refocused solely on the design, development and marketing of the Macy's family of private brands.

The following table shows for the 39 weeks ended October 30, 2010, the beginning and ending balance of, and the activity associated with, the severance accrual established in connection with the division consolidation and localization initiative announced in February 2009:

| | January 30, 2010 | Payments (millions) | October 30, 2010 |
|-----------------|---------------------|------------------------|---------------------|
| Severance costs | \$ 69 | \$ (69) | \$ 0 |

Additionally, the Company paid out the \$2 million of accrued severance costs established in connection with the store closings announced in January 2010, which were included in accounts payable and accrued liabilities on the Consolidated Balance Sheets as of January 30, 2010, during the 13 weeks ended May 1, 2010.

During the 13 and 39 weeks ended October 31, 2009, the Company recorded \$33 million and \$205 million, respectively, of costs and expenses associated with the division consolidation and localization initiative announced in February 2009, consisting primarily of severance costs and other human resource-related costs.

The following table shows for the 39 weeks ended October 31, 2009, the beginning and ending balance of, and the activity associated with, the severance accrual established in connection with the division consolidation and localization initiative announced in February 2009:

| | January 31, 2009 | Charged To Division Consolidation Costs | Payments (millions) | October 31, 2009 |
|-----------------|---------------------|--|------------------------|---------------------|
| Severance costs | \$ 30 | \$ 124 | \$ (121) | \$ 33 |

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

3. Earnings (Loss) Per Share

The following tables set forth the computation of basic and diluted earnings (loss) per share:

| | 13 Weeks Ended | | | |
|--|--------------------------------------|------------------|----------|--------|
| | October 30, 2010 | October 31, 2009 | | |
| | Income | Shares | Loss | Shares |
| | (millions, except per share figures) | | | |
| Net income (loss) and average number of shares outstanding | \$ 10 | 422.4 | \$ (35) | 420.5 |
| Shares to be issued under deferred compensation plans | | 1.1 | | 1.3 |
| | \$ 10 | 423.5 | \$ (35) | 421.8 |
| Basic earnings (loss) per share | \$.02 | | \$ (.08) | |
| Effect of dilutive securities stock options, restricted stock and restricted stock units | | 4.1 | | 0 |
| | \$ 10 | 427.6 | \$ (35) | 421.8 |
| Diluted earnings (loss) per share | \$.02 | | \$ (.08) | |

| | 39 Weeks Ended | | | |
|--|--------------------------------------|------------------|----------|--------|
| | October 30, 2010 | October 31, 2009 | | |
| | Income | Shares | Loss | Shares |
| | (millions, except per share figures) | | | |
| Net income (loss) and average number of shares outstanding | \$ 180 | 421.9 | \$ (116) | 420.3 |
| Shares to be issued under deferred compensation plans | | 1.1 | | 1.3 |
| | \$ 180 | 423.0 | \$ (116) | 421.6 |
| Basic earnings (loss) per share | \$.43 | | \$ (.27) | |
| Effect of dilutive securities stock options, restricted stock and restricted stock units | | 3.7 | | 0 |
| | \$ 180 | 426.7 | \$ (116) | 421.6 |
| Diluted earnings (loss) per share | \$.42 | | \$ (.27) | |

In addition to the stock options, restricted stock and restricted stock units reflected in the foregoing tables, stock options to purchase 25.4 million shares of common stock and 827,000 shares of restricted stock were outstanding at October 30, 2010, but were not included in the computation of diluted earnings per share for the 13 or 39 weeks ended October 30, 2010 because their inclusion would have been antidilutive.

Stock options to purchase 39.0 million shares of common stock, 179,000 shares of restricted stock and 2.9 million shares of performance-based restricted stock units were outstanding at October 31, 2009, but were not included in the computation of diluted loss per share for the 13 or 39

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weeks ended October 31, 2009 because, as a result of the Company's net loss during these periods, their inclusion would have been antidilutive.

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

4. Financing

During the 13 and 39 weeks ended October 30, 2010, consistent with its strategy to reduce indebtedness, the Company used approximately \$541 million and approximately \$1,067 million, respectively, of cash to repurchase approximately \$500 million and approximately \$1,000 million, respectively, of indebtedness prior to maturity. In connection with these repurchases, the Company recognized additional interest expense of approximately \$39 million and approximately \$66 million in the 13 and 39 weeks ended October 30, 2010, respectively, due to the expenses associated with the early retirement of this debt.

The following table shows the detail of the early retirement of debt during the 13 and 39 weeks ended October 30, 2010:

| | 13 Weeks Ended October 30, 2010 | 39 Weeks Ended October 30, 2010 (millions) |
|-----------------------------------|------------------------------------|--|
| 6.625% Senior notes due 2011 | \$ 113 | \$ 170 |
| 7.45% Senior debentures due 2011 | 32 | 41 |
| 5.35% Senior notes due 2012 | 59 | 484 |
| 8.0% Senior debentures due 2012 | 18 | 27 |
| 5.875% Senior notes due 2013 | 52 | 52 |
| 7.625% Senior debentures due 2013 | 16 | 16 |
| 5.75% Senior notes due 2014 | 47 | 47 |
| 7.875% Senior notes due 2015 | 38 | 38 |
| 5.90% Senior notes due 2016 | 123 | 123 |
| 7.45% Senior debentures due 2016 | 2 | 2 |
| | \$ 500 | \$ 1,000 |

On November 1, 2010, the Company repaid \$150 million of 10.625% Senior debentures at maturity.

On February 10, 2009, the Company completed a cash tender offer pursuant to which it purchased approximately \$680 million of its outstanding debt for aggregate consideration, including accrued and unpaid interest, of approximately \$686 million.

The following table shows the detail of the early retirement of debt during the 39 weeks ended October 31, 2009:

| | 39 Weeks Ended October 31, 2009 (millions) |
|-----------------------------|--|
| 4.80% Senior notes due 2009 | \$ 481 |
| 6.30% Senior notes due 2009 | 199 |
| | \$ 680 |

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

5. Benefit Plans

The Company has a funded defined benefit plan (Pension Plan) and a defined contribution plan, 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, 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, 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 | | 39 Weeks Ended | |
|---|---------------------|---------------------|---------------------|---------------------|
| | October 30, 2010 | October 31, 2009 | October 30, 2010 | October 31, 2009 |
| | (millions) | | | |
| <u>Pension Plan</u> | | | | |
| Service cost | \$ 25 | \$ 17 | \$ 75 | \$ 61 |
| Interest cost | 40 | 43 | 119 | 130 |
| Expected return on assets | (55) | (47) | (164) | (140) |
| Recognition of net actuarial loss | 15 | 0 | 45 | 0 |
| Amortization of prior service cost | (1) | (1) | (1) | (1) |
| | \$ 24 | \$ 12 | \$ 74 | \$ 50 |
| <u>Supplementary Retirement Plan</u> | | | | |
| Service cost | \$ 1 | \$ 0 | \$ 4 | \$ 3 |
| Interest cost | 9 | 9 | 27 | 31 |
| Recognition of net actuarial loss | 1 | 0 | 3 | 0 |
| Amortization of prior service cost | 0 | 0 | (1) | (1) |
| | \$ 11 | \$ 9 | \$ 33 | \$ 33 |
| <u>Postretirement Obligations</u> | | | | |
| Service cost | \$ 0 | \$ 0 | \$ 0 | \$ 0 |
| Interest cost | 4 | 4 | 11 | 14 |
| Recognition of net actuarial gain | (2) | (2) | (4) | (5) |
| Amortization of prior service cost | 0 | 0 | 0 | 0 |
| | \$ 2 | \$ 2 | \$ 7 | \$ 9 |

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

During the 39 weeks ended October 30, 2010, the Company made a funding contribution to the Pension Plan of \$325 million. During the 39 weeks ended October 31, 2009, the Company made funding contributions to the Pension Plan totaling approximately \$146 million.

As of the date of this report, the Company is contemplating a voluntary funding contribution to the Pension Plan of up to \$500 million prior to January 29, 2011. The final determination of the timing and amount, if any, of such contribution will be made during the fourth quarter of 2010.

In March 2010, President Obama signed into law the Patient Protection and Affordable Care Act and the Health Care and Education Affordability Reconciliation Act of 2010 (the 2010 Acts). Included among the major provisions of these laws is a change in the tax treatment related to the Medicare Part D subsidy. The Company's postretirement obligations reflect estimated federal subsidies expected to be received under the Medicare Prescription Drug, Improvement and Modernization Act of 2003. Under the 2010 Acts, the Company's deductions for retiree prescription drug benefits will be reduced by the amount of Medicare Part D subsidies received beginning February 3, 2013. During the 39 weeks ended October 30, 2010, the Company recorded a \$4 million deferred tax expense to reduce its deferred tax asset as a result of the elimination of the deductibility of retiree health care payments to the extent of tax-free Medicare Part D subsidies that are received.

Based on data currently available, the Company is not able at this time to determine the ongoing impact that the other provisions of the 2010 Acts will have on the Company-sponsored medical plans. As a result of this legislation, the Company is evaluating the impact of the 2010 Acts on the active and retiree benefit plans offered by the Company. The provisions of the 2010 Act did not require a re-measurement of the Company's postretirement obligations and did not impact the postretirement net periodic benefit costs for the 39 weeks ended October 30, 2010.

6. 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 39 weeks ended October 30, 2010 and October 31, 2009:

| | October 30, 2010 | October 31, 2009 |
|--|---------------------|---------------------|
| | (millions) | |
| Accumulated other comprehensive loss, at beginning of period | \$ (753) | \$ (486) |
| Unrealized gain on marketable securities, net of income tax effect of \$0 million and \$5 million | 0 | 8 |
| Post employment and postretirement benefit plans: | | |
| Recognition of net actuarial (gain) loss, net of income tax effect of \$17 million and \$2 million | 27 | (3) |
| Prior service cost, net of income tax effect of \$1 million and \$1 million | (1) | (1) |
| Accumulated other comprehensive loss, at end of period | \$ (727) | \$ (482) |

7. Fair Value Measurements

The following table shows the Company's financial assets that are required to be measured at fair value on a recurring basis:

| October 30, 2010 Fair Value Measurements | October 31, 2009 Fair Value Measurements |
|---|---|
|---|---|

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| | Quoted Prices in Active Markets for Identical Assets | | | | Significant Unobservable Inputs (Level 3) | Quoted Prices in Active Markets for Identical Assets | | | |
|---------------------------------------|---|-----------|--|------|--|---|-----------|--|--|
| | Total | (Level 1) | Significant Observable Inputs (Level 2) | | | Total | (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Marketable equity and debt securities | \$ 96 | \$ 33 | \$ 63 | \$ 0 | \$ 111 | \$ 39 | \$ 72 | \$ 0 | |

(continued)

MACY'S, INC.**Notes to Consolidated Financial Statements****(Unaudited)**

Other financial instruments not measured at fair value on a recurring basis include cash and cash equivalents, receivables, short-term debt, merchandise accounts payable, accounts payable and accrued liabilities and long-term debt. With the exception of long-term debt, the carrying amount approximates fair value because of the short maturity of these instruments. The fair values of long-term debt, excluding capitalized leases, are estimated based on the quoted market prices for publicly traded debt or by using discounted cash flow analyses, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements.

The following table shows the estimated fair values of the Company's long-term debt:

| | October 30, 2010 | | | October 31, 2009 | | |
|----------------|--------------------|--------------------|---------------|--------------------|--------------------|---------------|
| | Notional Amount | Carrying Amount | Fair Value | Notional Amount | Carrying Amount | Fair Value |
| | | | | | | |
| | | | (millions) | | | |
| Long-term debt | \$ 6,707 | \$ 6,952 | \$ 7,085 | \$ 8,308 | \$ 8,591 | \$ 7,716 |

8. Condensed Consolidating Financial Information

The senior notes and senior debentures of the Company, which constitute debt obligations of Macy's Retail Holdings, Inc. (Subsidiary Issuer), a wholly-owned subsidiary of Macy's, Inc. (Parent), are fully and unconditionally guaranteed by Parent. In the following condensed consolidating financial statements, Other Subsidiaries includes all other direct subsidiaries of Parent, including FDS Bank, Leadville Insurance Company and Snowdin Insurance Company, Macy's Merchandising Group, Inc. and its subsidiary Macy's Merchandising Group International, LLC. 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 are also reflected in Other Subsidiaries.

Condensed Consolidating Balance Sheets as of October 30, 2010, October 31, 2009 and January 30, 2010, the related Condensed Consolidating Statements of Operations for the 13 and 39 weeks ended October 30, 2010 and October 31, 2009, and the related Condensed Consolidating Statements of Cash Flows for the 39 weeks ended October 30, 2010 and October 31, 2009 are presented on the following pages.

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

Condensed Consolidating Balance Sheet

As of October 30, 2010

(millions)

| | Parent | Subsidiary Issuer | Other Subsidiaries | Consolidating Adjustments | Consolidated |
|---|-----------------|----------------------|-----------------------|------------------------------|------------------|
| ASSETS: | | | | | |
| Current Assets: | | | | | |
| Cash and cash equivalents | \$ 427 | \$ 36 | \$ 252 | \$ 0 | \$ 715 |
| Receivables | 0 | 33 | 270 | 0 | 303 |
| Merchandise inventories | 0 | 3,490 | 3,040 | 0 | 6,530 |
| Prepaid expenses and other current assets | 0 | 93 | 196 | 0 | 289 |
| Income taxes | 95 | 0 | 0 | (95) | 0 |
| Deferred income tax assets | 4 | 0 | 0 | (4) | 0 |
| Total Current Assets | 526 | 3,652 | 3,758 | (99) | 7,837 |
| Property and Equipment net | 0 | 5,043 | 3,872 | 0 | 8,915 |
| Goodwill | 0 | 3,315 | 428 | 0 | 3,743 |
| Other Intangible Assets net | 0 | 192 | 455 | 0 | 647 |
| Other Assets | 4 | 120 | 416 | 0 | 540 |
| Deferred Income Tax Assets | 15 | 0 | 0 | (15) | 0 |
| Intercompany Receivable | 2,107 | 0 | 2,932 | (5,039) | 0 |
| Investment in Subsidiaries | 2,549 | 2,894 | 0 | (5,443) | 0 |
| Total Assets | \$ 5,201 | \$ 15,216 | \$ 11,861 | \$ (10,596) | \$ 21,682 |
| LIABILITIES AND SHAREHOLDERS EQUITY: | | | | | |
| Current Liabilities: | | | | | |
| Short-term debt | \$ 0 | \$ 602 | \$ 3 | \$ 0 | \$ 605 |
| Merchandise accounts payable | 0 | 1,572 | 1,593 | 0 | 3,165 |
| Accounts payable and accrued liabilities | 256 | 1,005 | 1,117 | 0 | 2,378 |
| Income taxes | 0 | 15 | 88 | (95) | 8 |
| Deferred income taxes | 0 | 289 | 41 | (4) | 326 |
| Total Current Liabilities | 256 | 3,483 | 2,842 | (99) | 6,482 |
| Long-Term Debt | 0 | 6,953 | 29 | 0 | 6,982 |
| Intercompany Payable | 0 | 5,039 | 0 | (5,039) | 0 |
| Deferred Income Taxes | 0 | 249 | 831 | (15) | 1,065 |
| Other Liabilities | 54 | 973 | 1,235 | 0 | 2,262 |
| Shareholders' Equity (Deficit) | 4,891 | (1,481) | 6,924 | (5,443) | 4,891 |
| Total Liabilities and Shareholders' Equity | \$ 5,201 | \$ 15,216 | \$ 11,861 | \$ (10,596) | \$ 21,682 |

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

Condensed Consolidating Statement of Operations**For the 13 Weeks Ended October 30, 2010**

(millions)

| | Parent | Subsidiary Issuer | Other Subsidiaries | Consolidating Adjustments | Consolidated |
|---|--------|----------------------|-----------------------|------------------------------|--------------|
| Net sales | \$ 0 | \$ 2,906 | \$ 5,292 | \$ (2,575) | \$ 5,623 |
| Cost of sales | 0 | (1,843) | (4,094) | 2,560 | (3,377) |
| Gross margin | 0 | 1,063 | 1,198 | (15) | 2,246 |
| Selling, general and administrative expenses | (2) | (1,156) | (926) | 15 | (2,069) |
| Operating income (loss) | (2) | (93) | 272 | 0 | 177 |
| Interest (expense) income, net | | | | | |
| External | 0 | (162) | (2) | 0 | (164) |
| Intercompany | 0 | (41) | 41 | 0 | 0 |
| Equity in earnings of subsidiaries | 11 | 7 | 0 | (18) | 0 |
| Income (loss) before income taxes | 9 | (289) | 311 | (18) | 13 |
| Federal, state and local income tax benefit (expense) | 1 | 90 | (94) | 0 | (3) |
| Net income (loss) | \$ 10 | \$ (199) | \$ 217 | \$ (18) | \$ 10 |

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

Condensed Consolidating Statement of Operations**For the 39 Weeks Ended October 30, 2010**

(millions)

| | Parent | Subsidiary Issuer | Other Subsidiaries | Consolidating Adjustments | Consolidated |
|---|--------|----------------------|-----------------------|------------------------------|--------------|
| Net sales | \$ 0 | \$ 8,742 | \$ 14,071 | \$ (6,079) | \$ 16,734 |
| Cost of sales | 0 | (5,411) | (10,594) | 6,036 | (9,969) |
| Gross margin | 0 | 3,331 | 3,477 | (43) | 6,765 |
| Selling, general and administrative expenses | (6) | (3,304) | (2,748) | 43 | (6,015) |
| Operating income (loss) | (6) | 27 | 729 | 0 | 750 |
| Interest (expense) income, net | | | | | |
| External | 1 | (456) | (1) | 0 | (456) |
| Intercompany | (1) | (125) | 126 | 0 | 0 |
| Equity in earnings of subsidiaries | 184 | 92 | 0 | (276) | 0 |
| Income (loss) before income taxes | 178 | (462) | 854 | (276) | 294 |
| Federal, state and local income tax benefit (expense) | 2 | 166 | (282) | 0 | (114) |
| Net income (loss) | \$ 180 | \$ (296) | \$ 572 | \$ (276) | \$ 180 |

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

Condensed Consolidating Statement of Cash Flows

For the 39 Weeks Ended October 30, 2010

(millions)

| | Parent | Subsidiary Issuer | Other Subsidiaries | Consolidating Adjustments | Consolidated |
|--|---------|----------------------|-----------------------|------------------------------|--------------|
| Cash flows from operating activities: | | | | | |
| Net income (loss) | \$ 180 | \$ (296) | \$ 572 | \$ (276) | \$ 180 |
| Equity in earnings of subsidiaries | (184) | (92) | 0 | 276 | 0 |
| Dividends received from subsidiaries | 289 | 0 | 0 | (289) | 0 |
| Depreciation and amortization | 0 | 427 | 438 | 0 | 865 |
| (Increase) decrease in working capital | (86) | (474) | 93 | 0 | (467) |
| Other, net | 8 | (379) | 139 | 0 | (232) |
| Net cash provided (used) by operating activities | 207 | (814) | 1,242 | (289) | 346 |
| Cash flows from investing activities: | | | | | |
| Purchase of property and equipment and capitalized software, net | 0 | (51) | (185) | 0 | (236) |
| Other, net | 0 | 0 | (49) | 0 | (49) |
| Net cash used by investing activities | 0 | (51) | (234) | 0 | (285) |
| Cash flows from financing activities: | | | | | |
| Debt repaid | 0 | (1,088) | (2) | 0 | (1,090) |
| Dividends paid | (63) | 0 | (289) | 289 | (63) |
| Issuance of common stock, net of common stock acquired | 29 | 0 | 0 | 0 | 29 |
| Intercompany activity, net | (1,182) | 1,945 | (763) | 0 | 0 |
| Other, net | 118 | (16) | (10) | 0 | 92 |
| Net cash provided (used) by financing activities | (1,098) | 841 | (1,064) | 289 | (1,032) |
| Net decrease in cash and cash equivalents | (891) | (24) | (56) | 0 | (971) |
| Cash and cash equivalents at beginning of period | 1,318 | 60 | 308 | 0 | 1,686 |
| Cash and cash equivalents at end of period | \$ 427 | \$ 36 | \$ 252 | \$ 0 | \$ 715 |

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

Condensed Consolidating Balance Sheet

As of October 31, 2009

(millions)

| | Parent | Subsidiary Issuer | Other Subsidiaries | Consolidating Adjustments | Consolidated |
|---|-----------------|----------------------|-----------------------|------------------------------|------------------|
| ASSETS: | | | | | |
| Current Assets: | | | | | |
| Cash and cash equivalents | \$ 286 | \$ 51 | \$ 244 | \$ 0 | \$ 581 |
| Receivables | 0 | 26 | 256 | 0 | 282 |
| Merchandise inventories | 0 | 3,483 | 2,923 | 0 | 6,406 |
| Prepaid expenses and other current assets | 0 | 99 | 117 | 0 | 216 |
| Deferred income tax assets | 0 | 0 | 3 | (3) | 0 |
| Income tax receivable | 93 | 0 | 0 | (65) | 28 |
| Total Current Assets | 379 | 3,659 | 3,543 | (68) | 7,513 |
| Property and Equipment net | 0 | 5,552 | 4,310 | 0 | 9,862 |
| Goodwill | 0 | 3,315 | 428 | 0 | 3,743 |
| Other Intangible Assets net | 0 | 224 | 464 | 0 | 688 |
| Other Assets | 4 | 150 | 353 | 0 | 507 |
| Deferred Income Tax Assets | 22 | 0 | 0 | (22) | 0 |
| Intercompany Receivable | 1,698 | 0 | 2,421 | (4,119) | 0 |
| Investment in Subsidiaries | 2,564 | 2,730 | 0 | (5,294) | 0 |
| Total Assets | \$ 4,667 | \$ 15,630 | \$ 11,519 | \$ (9,503) | \$ 22,313 |
| LIABILITIES AND SHAREHOLDERS EQUITY: | | | | | |
| Current Liabilities: | | | | | |
| Short-term debt | \$ 0 | \$ 90 | \$ 2 | \$ 0 | \$ 92 |
| Merchandise accounts payable | 0 | 1,587 | 1,522 | 0 | 3,109 |
| Accounts payable and accrued liabilities | 127 | 970 | 1,262 | 0 | 2,359 |
| Income taxes | 0 | 14 | 51 | (65) | 0 |
| Deferred income taxes | 0 | 253 | 0 | (3) | 250 |
| Total Current Liabilities | 127 | 2,914 | 2,837 | (68) | 5,810 |
| Long-Term Debt | 0 | 8,594 | 24 | 0 | 8,618 |
| Intercompany Payable | 0 | 4,119 | 0 | (4,119) | 0 |
| Deferred Income Taxes | 0 | 227 | 802 | (22) | 1,007 |
| Other Liabilities | 46 | 1,104 | 1,234 | 0 | 2,384 |
| Shareholders' Equity (Deficit) | 4,494 | (1,328) | 6,622 | (5,294) | 4,494 |
| Total Liabilities and Shareholders' Equity | \$ 4,667 | \$ 15,630 | \$ 11,519 | \$ (9,503) | \$ 22,313 |

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

Condensed Consolidating Statement of Operations

For the 13 Weeks Ended October 31, 2009

(millions)

| | Parent | Subsidiary Issuer | Other Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---------|----------------------|-----------------------|------------------------------|--------------|
| Net sales | \$ 0 | \$ 2,865 | \$ 4,887 | \$ (2,475) | \$ 5,277 |
| Cost of sales | 0 | (1,824) | (3,791) | 2,459 | (3,156) |
| Gross margin | 0 | 1,041 | 1,096 | (16) | 2,121 |
| Selling, general and administrative expenses | (3) | (1,150) | (896) | 16 | (2,033) |
| Division consolidation costs | 0 | (11) | (22) | 0 | (33) |
| Operating income (loss) | (3) | (120) | 178 | 0 | 55 |
| Interest (expense) income, net | | | | | |
| External | 0 | (137) | 0 | 0 | (137) |
| Intercompany | 0 | (37) | 37 | 0 | 0 |
| Equity in losses of subsidiaries | (33) | (30) | 0 | 63 | 0 |
| Income (loss) before income taxes | (36) | (324) | 215 | 63 | (82) |
| Federal, state and local income tax benefit (expense) | 1 | 104 | (58) | 0 | 47 |
| Net income (loss) | \$ (35) | \$ (220) | \$ 157 | \$ 63 | \$ (35) |

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

Condensed Consolidating Statement of Operations**For the 39 Weeks Ended October 31, 2009**

(millions)

| | Parent | Subsidiary Issuer | Other Subsidiaries | Consolidating Adjustments | Consolidated |
|---|----------|----------------------|-----------------------|------------------------------|--------------|
| Net sales | \$ 0 | \$ 8,485 | \$ 11,280 | \$ (4,125) | \$ 15,640 |
| Cost of sales | 0 | (5,278) | (8,193) | 4,075 | (9,396) |
| Gross margin | 0 | 3,207 | 3,087 | (50) | 6,244 |
| Selling, general and administrative expenses | (7) | (3,353) | (2,540) | 50 | (5,850) |
| Division consolidation costs | 0 | (70) | (135) | 0 | (205) |
| Operating income (loss) | (7) | (216) | 412 | 0 | 189 |
| Interest (expense) income, net | | | | | |
| External | 2 | (419) | 0 | 0 | (417) |
| Intercompany | (1) | (115) | 116 | 0 | 0 |
| Equity in losses of subsidiaries | (112) | (66) | 0 | 178 | 0 |
| Income (loss) before income taxes | (118) | (816) | 528 | 178 | (228) |
| Federal, state and local income tax benefit (expense) | 2 | 285 | (175) | 0 | 112 |
| Net income (loss) | \$ (116) | \$ (531) | \$ 353 | \$ 178 | \$ (116) |

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

Condensed Consolidating Statement of Cash Flows

For the 39 Weeks Ended October 31, 2009

(millions)

| | Parent | Subsidiary Issuer | Other Subsidiaries | Consolidating Adjustments | Consolidated |
|--|----------|----------------------|-----------------------|------------------------------|--------------|
| Cash flows from operating activities: | | | | | |
| Net income (loss) | \$ (116) | \$ (531) | \$ 353 | \$ 178 | \$ (116) |
| Division consolidation costs | 0 | 70 | 135 | 0 | 205 |
| Equity in losses from subsidiaries | 112 | 66 | 0 | (178) | 0 |
| Dividends received from subsidiaries | 303 | 0 | 0 | (303) | 0 |
| Depreciation and amortization | 0 | 464 | 441 | 0 | 905 |
| (Increase) decrease in working capital | 30 | (284) | (109) | 0 | (363) |
| Other, net | 69 | (228) | (66) | 0 | (225) |
| Net cash provided (used) by operating activities | 398 | (443) | 754 | (303) | 406 |
| Cash flows from investing activities: | | | | | |
| Purchase of property and equipment and capitalized software, net | 0 | (74) | (201) | 0 | (275) |
| Other, net | 0 | 0 | (9) | 0 | (9) |
| Net cash used by investing activities | 0 | (74) | (210) | 0 | (284) |
| Cash flows from financing activities: | | | | | |
| Debt repaid | 0 | (962) | (2) | 0 | (964) |
| Dividends paid | (63) | 0 | (303) | 303 | (63) |
| Issuance of common stock, net of common | | | | | |
| stock acquired | 7 | 0 | 0 | 0 | 7 |
| Intercompany activity, net | (1,066) | 1,466 | (400) | 0 | 0 |
| Other, net | (37) | (4) | 135 | 0 | 94 |
| Net cash provided (used) by financing activities | (1,159) | 500 | (570) | 303 | (926) |
| Net decrease in cash and cash equivalents | (761) | (17) | (26) | 0 | (804) |
| Cash and cash equivalents at beginning of period | 1,047 | 68 | 270 | 0 | 1,385 |
| Cash and cash equivalents at end of period | \$ 286 | \$ 51 | \$ 244 | \$ 0 | \$ 581 |

(continued)

MACY S, INC.

Notes to Consolidated Financial Statements

(Unaudited)

Condensed Consolidating Balance Sheet

As of January 30, 2010

(millions)

| | Parent | Subsidiary Issuer | Other Subsidiaries | Consolidating Adjustments | Consolidated |
|---|-----------------|----------------------|-----------------------|------------------------------|------------------|
| ASSETS: | | | | | |
| Current Assets: | | | | | |
| Cash and cash equivalents | \$ 1,318 | \$ 60 | \$ 308 | \$ 0 | \$ 1,686 |
| Receivables | 0 | 82 | 276 | 0 | 358 |
| Merchandise inventories | 0 | 2,536 | 2,079 | 0 | 4,615 |
| Prepaid expenses and other current assets | 0 | 98 | 125 | 0 | 223 |
| Income taxes | 7 | 0 | 0 | (7) | 0 |
| Deferred income tax assets | 0 | 0 | 54 | (54) | 0 |
| Total Current Assets | 1,325 | 2,776 | 2,842 | (61) | 6,882 |
| Property and Equipment net | 0 | 5,383 | 4,124 | 0 | 9,507 |
| Goodwill | 0 | 3,315 | 428 | 0 | 3,743 |
| Other Intangible Assets net | 0 | 217 | 461 | 0 | 678 |
| Other Assets | 4 | 123 | 363 | 0 | 490 |
| Deferred Income Tax Assets | 113 | 0 | 0 | (113) | 0 |
| Intercompany Receivable | 890 | 0 | 2,188 | (3,078) | 0 |
| Investment in Subsidiaries | 2,627 | 2,792 | 0 | (5,419) | 0 |
| Total Assets | \$ 4,959 | \$ 14,606 | \$ 10,406 | \$ (8,671) | \$ 21,300 |
| LIABILITIES AND SHAREHOLDERS EQUITY: | | | | | |
| Current Liabilities: | | | | | |
| Short-term debt | \$ 0 | \$ 239 | \$ 3 | \$ 0 | \$ 242 |
| Merchandise accounts payable | 0 | 637 | 675 | 0 | 1,312 |
| Accounts payable and accrued liabilities | 117 | 1,529 | 980 | 0 | 2,626 |
| Income taxes | 0 | 4 | 71 | (7) | 68 |
| Deferred income taxes | 93 | 167 | 0 | (54) | 206 |
| Total Current Liabilities | 210 | 2,576 | 1,729 | (61) | 4,454 |
| Long-Term Debt | 0 | 8,432 | 24 | 0 | 8,456 |
| Intercompany Payable | 0 | 3,078 | 0 | (3,078) | 0 |
| Deferred Income Taxes | 0 | 570 | 611 | (113) | 1,068 |
| Other Liabilities | 48 | 1,161 | 1,412 | 0 | 2,621 |
| Shareholders' Equity (Deficit) | 4,701 | (1,211) | 6,630 | (5,419) | 4,701 |
| Total Liabilities and Shareholders' Equity | \$ 4,959 | \$ 14,606 | \$ 10,406 | \$ (8,671) | \$ 21,300 |

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 third quarter of 2010 and third quarter of 2009 are to the Company's 13-week fiscal periods ended October 30, 2010 and October 31, 2009, respectively, and all references to 2010 and 2009 are to the Company's 39-week fiscal periods ended October 30, 2010 and October 31, 2009, respectively.

The Company is a retail organization operating retail stores and Internet websites under two brands (Macy's and Bloomingdale's) 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 approximately 850 stores in 45 states, the District of Columbia, Guam and Puerto Rico, as well as macys.com and bloomingdales.com.

The Company continues to be focused on four key priorities for improving the business over the longer term: (i) differentiating merchandise assortments and tailoring them to local tastes; (ii) delivering obvious value; (iii) improving the overall shopping environment; and (iv) enhancing customer engagement, loyalty and traffic through more brand focused and effective marketing.

In February 2008, the Company announced a new initiative intended to strengthen local market focus and enhance selling service in an effort 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 took action in certain markets that: concentrated more management talent in local markets, effectively reducing the span of control over local stores; created 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 empowered locally based executives to make more and better decisions. In combination with the localization initiative, the Company consolidated 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.

In February 2009, the Company announced the expansion of the My Macy's localization initiative across the country. As My Macy's was rolled out nationally to new local markets, the Company's Macy's branded stores were reorganized into a unified operating structure to support the Macy's business. Division central office organizations were eliminated in New York-based Macy's East, San Francisco-based Macy's West, Atlanta-based Macy's Central and Miami-based Macy's Florida. This has reduced central office and administrative expense, eliminated duplication, sharpened execution, and helped the Company to partner more effectively with its suppliers and business partners.

The savings from the division consolidation process, net of the amount invested in the My Macy's localization initiatives, have reduced, and are expected to continue to reduce, selling, general and administrative (SG&A) expenses, as compared to expected levels absent the consolidations.

During January 2010, the Company announced plans to launch a new Bloomingdale's Outlet store concept in 2010, which will initially consist of four Bloomingdale's Outlet stores, each with approximately 25,000 square feet. As of the date of this report, all four Bloomingdale's Outlet stores have been opened. Additional Bloomingdale's Outlet stores are expected to roll out to selected locations across the country in 2011 and beyond. Bloomingdale's Outlet stores will offer a range of apparel and accessories, including women's ready-to-wear, men's, children's, women's shoes, fashion accessories, jewelry, handbags and intimate apparel.

Additionally, in February 2010, Bloomingdale's opened in Dubai, United Arab Emirates under a license agreement with Al Tayer Insignia, a company of Al Tayer Group, LLC, under which the Company is entitled to a license fee in accordance with the terms of the underlying agreement, generally based upon the greater of the contractually earned or guaranteed minimum amounts.

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, including the impact of general economic conditions, consumer disposable income levels, consumer confidence levels, the availability, cost and level of consumer debt, the costs of basic necessities and other goods and the effects of weather or natural disasters and other factors over which the Company has little or no control.

In recent periods, consumer spending levels have been adversely affected by a number of factors, including substantial declines in the level of general economic activity and real estate and investment values, substantial increases in consumer pessimism, unemployment and the costs of basic necessities, and a significant tightening of consumer credit. These conditions adversely affected, and to varying degrees continue to adversely affect, the amount of funds that consumers are willing and able to spend for discretionary purchases, including purchases of some of the merchandise offered by the Company.

MACY'S, INC.

The effects of the factors and conditions described above have been, and may continue to be, experienced differently, or at different times, in the various geographic regions in which the Company operates, in relation to different types of merchandise that the Company offers for sale, or in relation to the Company's Macy's-branded and Bloomingdale's-branded operations. All of these effects, however, ultimately affect the Company's overall operations.

The Company cannot predict whether, when or the manner in which the economic conditions described above will change. Based on its assessment of current and anticipated market conditions and its recent performance, the Company is assuming that its comparable store sales in the fourth quarter of 2010 will increase in the range of 3.5% to 4.5% from 2009 levels.

The following discussion should be read in conjunction with the Consolidated Financial Statements and the related notes included elsewhere in this report, as well as the financial and other information included in the 2009 10-K. 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 2009 10-K (particularly in *Risk Factors*).

Results of Operations

Net sales include merchandise sales, leased department income, shipping and handling fees and sales to third party retailers. Beginning with the first quarter of 2010, the Company began including sales of private brand goods directly to third party retailers and sales of excess inventory to third parties in net sales. These items were previously reported, net of the related cost of sales, in selling, general and administrative expenses. This change in presentation had an immaterial impact on reported net sales, does not impact comparable store sales, net income (loss) or diluted earnings (loss) per share, and was not applied retroactively to periods ended prior to May 1, 2010.

Comparison of the 13 Weeks Ended October 30, 2010 and October 31, 2009

Net income for the third quarter of 2010 was \$10 million, compared to the net loss of \$35 million in the third quarter of 2009, reflecting the benefits of the strategic initiatives at Macy's and the continued strong performance at Bloomingdale's. Net loss for the third quarter of 2009 included the impact of \$33 million of division consolidation costs.

Net sales for the third quarter of 2010 totaled \$5,623 million, compared to net sales of \$5,277 million for the third quarter of 2009, an increase of \$346 million or 6.6%. On a comparable store basis, net sales for the third quarter of 2010 were up 3.9% compared to the third quarter of 2009. Sales from the Company's Internet businesses in the third quarter of 2010 increased 24.0% compared to the third quarter of 2009 and positively affected the Company's third quarter of 2010 comparable store sales by 0.8%. Sales of the Company's private label and exclusive brands continued to be strong in the third quarter of 2010. Sales in the third quarter of 2010 were strongest in fashion watches, contemporary women's sportswear, particularly the Company's private I-N-C brand, cosmetics and fragrances, men's and luggage. Sales in the third quarter of 2010 were less strong in cold weather goods, traditional women's sportswear and tabletop. The Company calculates comparable store sales as sales from stores in operation throughout 2009 and 2010 and all Internet sales. Stores undergoing remodeling, expansion or relocation remain in the comparable store sales calculation unless the store is closed for a significant period of time. Definitions and calculations of comparable store sales differ among companies in the retail industry.

Cost of sales was \$3,377 million or 60.0% of net sales for the third quarter of 2010, compared to \$3,156 million or 59.8% of net sales for the third quarter of 2009, an increase of \$221 million. 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 \$2,069 million or 36.9% of net sales for the third quarter of 2010, compared to \$2,033 million or 38.5% of net sales for the third quarter of 2009, an increase of \$36 million. The increase in SG&A expenses for the third quarter of 2010 resulted from higher selling costs as a result of stronger sales, higher costs in support of the Company's omni-channel operations and higher pension and supplementary retirement plan expenses. The SG&A rate as a percent to net sales was lower in the third quarter of 2010, as compared to the third quarter of 2009, reflecting increased net sales.

Division consolidation costs were \$33 million for the third quarter of 2009, and consisted primarily of severance and other human resource-related costs.

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Net interest expense was \$164 million for the third quarter of 2010 compared to \$137 million for the third quarter of 2009, an increase of \$27 million. The increase in net interest expense is primarily due to approximately \$39 million of expenses associated with the early retirement of approximately \$500 million of outstanding debt, partially offset by lower levels of borrowings primarily due to the Company's early retirement of outstanding debt during 2010.

The Company's effective income tax rate of 21.1% for the third quarter of 2010 and 57.0% for the third quarter of 2009 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 and tax examinations.

MACY'S, INC.

Comparison of the 39 Weeks Ended October 30, 2010 and October 31, 2009

Net income for 2010 was \$180 million, compared to the net loss of \$116 million for 2009, reflecting the benefits of the strategic initiatives at Macy's and the continued strong performance at Bloomingdale's. The net loss for 2009 included the impact of \$205 million of division consolidation costs.

Net sales for 2010 totaled \$16,734 million, compared to net sales of \$15,640 million for 2009, an increase of \$1,094 million or 7.0%. On a comparable store basis, net sales for 2010 were up 4.7% compared to 2009. Sales from the Company's Internet businesses in 2010 increased 28.5% compared to 2009 and positively affected the Company's 2010 comparable store sales by 0.7%. Sales of the Company's private label and exclusive brands continued to be strong in 2010. Sales in 2010 were strongest in contemporary women's sportswear, particularly the Company's private I-N-C brand, fashion watches, men's and luggage. Sales in 2010 were less strong in traditional women's sportswear. The Company calculates comparable store sales as sales from stores in operation throughout 2009 and 2010 and all Internet sales. Stores undergoing remodeling, expansion or relocation remain in the comparable store sales calculation unless the store is closed for a significant period of time. Definitions and calculations of comparable store sales differ among companies in the retail industry.

Cost of sales was \$9,969 million or 59.6% of net sales for 2010, compared to \$9,396 million or 60.1% of net sales for 2009, an increase of \$573 million. The cost of sales rate for 2010 benefited from increased net sales and good inventory management. 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 \$6,015 million or 35.9% of net sales for 2010, compared to \$5,850 million or 37.4% of net sales for 2009, an increase of \$165 million. The increase in SG&A expenses for 2010 resulted from higher selling costs as a result of stronger sales, higher costs in support of the Company's omni-channel operations and higher pension and supplementary retirement plan expenses. The SG&A rate as a percent to net sales was lower in 2010, as compared to 2009, reflecting increased net sales.

Division consolidation costs were \$205 million for 2009, and consisted primarily of severance and other human resource-related costs.

Net interest expense was \$456 million for 2010 compared to \$417 million for 2009, an increase of \$39 million. The increase in net interest expense is primarily due to approximately \$66 million of expenses associated with the early retirement of approximately \$1,000 million of outstanding debt, partially offset by lower levels of borrowings primarily due to the Company's early retirement of outstanding debt during 2010.

The Company's effective tax rate of 38.7% for 2010 and 49.3% for 2009 differ from the federal income tax statutory rate of 35%, and on a comparative basis, principally because of the effect of state and local income taxes, including the settlement of various tax issues and tax examinations. Additionally, income tax expense for 2010 reflects a \$4 million reduction of deferred tax assets due to the recent enactment of healthcare reform legislation. The reduction was required as a result of the elimination of the deductibility of retiree health care payments to the extent of tax-free Medicare Part D subsidies that are received. The change in deductibility is effective for the Company on February 3, 2013.

Liquidity and Capital Resources

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

Net cash provided by operating activities in 2010 was \$346 million, compared to net cash provided by operating activities of \$406 million in 2009. The decrease in cash provided by operating activities in 2010 compared to 2009 includes a greater decrease in other liabilities not separately identified, primarily accelerated pension contributions.

Net cash used by investing activities was \$285 million for 2010, compared to net cash used by investing activities of \$284 million for 2009. Investing activities for 2010 include purchases of property and equipment totaling \$203 million and capitalized software of \$105 million, compared to purchases of property and equipment totaling \$238 million and capitalized software of \$64 million for 2009. As of the date of this report, the Company has opened two new Macy's stores, one new Bloomingdale's store and four Bloomingdale's Outlet stores. During 2009, the Company opened five new Macy's stores, re-opened two Macy's stores that had been damaged in 2008 by Hurricane Ike and also opened one Macy's store which was a replacement store. Cash flows from investing activities also included \$66 million and \$10 million from the disposition of property and equipment for 2010 and 2009, respectively.

Net cash used by financing activities was \$1,032 million for 2010, including the repayment of \$1,090 million of debt and the payment of \$63 million of cash dividends, partially offset by an increase in outstanding checks of \$92 million and the issuance of \$30 million of common stock,

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primarily related to the exercise of stock options. The debt repaid during 2010 includes the early retirement of approximately \$1,000 million of outstanding debt. During 2010, 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 2010.

On November 1, 2010, the Company repaid \$150 million of 10.625% Senior debentures at maturity.

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Net cash used by financing activities was \$926 million for 2009, including the repayment of \$964 million of debt and the payment of \$63 million of cash dividends, partially offset by an increase in outstanding checks of \$94 million and the issuance of \$8 million of common stock, primarily related to the exercise of stock options.

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, subject to the willingness of existing or new lenders to provide commitments for such additional financing) outstanding at any particular time. This agreement is set to expire August 30, 2012. As of and during the 39 weeks ended October 30, 2010, the Company had no borrowings outstanding under this agreement. As of the date of this report, the Company does not expect to borrow under this agreement during fiscal 2010.

The credit agreement requires the Company to maintain a specified interest coverage ratio for the latest four quarters of no less than 3.00 (3.25 after October 30, 2010) and a specified leverage ratio as of and for the latest four quarters of no more than 4.75 (4.50 after October 30, 2010). The Company's interest coverage ratio for the third quarter of 2010 was 5.27 and its leverage ratio at October 30, 2010 was 2.46, in each case as calculated in accordance with the credit agreement.

The rate of interest payable in respect of \$612 million in aggregate principal amount of the Company's senior notes outstanding at October 30, 2010 decreased by .50 percent per annum to 8.375% effective in May 2010 as a result of an upgrade of the notes by specified rating agencies. The rate of interest payable in respect of these senior notes outstanding at October 30, 2010 could increase by up to 1.50 percent per annum or decrease by up to .50 percent per annum from its current level in the event of one or more downgrades or upgrades of the notes by specified rating agencies.

On October 22, 2010, the Company's board of directors declared a regular quarterly dividend of 5 cents per share on its common stock, payable January 3, 2011, to shareholders of record at the close of business on December 15, 2010.

As of the date of this report, the Company is contemplating a voluntary funding contribution to the Pension Plan of up to \$500 million prior to January 29, 2011. The final determination of the timing and amount, if any, of such contribution will be made during the fourth quarter of 2010.

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. To the extent that the Company's cash balances from time to time exceed amounts that are needed to fund its immediate liquidity requirements, the Company will consider alternative uses of some or all of such excess cash. Depending upon its actual and anticipated sources and uses of liquidity, 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, for the purpose of raising capital which could be used to refinance current indebtedness or for other corporate purposes, and the redemption or repurchase of debt or other securities through open market purchases, privately negotiated transactions or otherwise.

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 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 October 30, 2010, 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 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

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Officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in the Company's internal control 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**MACY S, INC.****Item 1. Legal Proceedings.**

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.

The Company and its subsidiaries are also involved in various proceedings that are incidental to the normal course of their businesses. As of the date of this report, the Company does not expect that any of such proceedings will have a material adverse effect on the Company's financial position or results of operations.

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 January 30, 2010 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 third quarter of 2010:

| | | Total Number of Shares Purchased (thousands) | Average Price per Share (\$) | Total Number of Shares Purchased Under Program (1) (thousands) | Open Authorization Remaining (1) (\$ (millions) |
|-----------------|------------------|---|---|---|--|
| August 1, 2010 | August 28, 2010 | 1 | 17.88 | 0 | 852 |
| August 29, 2010 | October 2, 2010 | 0 | 0 | 0 | 852 |
| October 3, 2010 | October 30, 2010 | 0 | 0 | 0 | 852 |
| Total | | 1 | 17.88 | 0 | |

(1) Commencing in January 2000, the Company's board of directors has from time to time approved authorizations to purchase, in aggregate, up to \$9,500 million of Common Stock. All authorizations are cumulative and do not have an expiration date. As of October 30, 2010, \$852 million of authorization remained unused. Although the Company has not made any purchases of Common Stock since February 1, 2008 and currently does not intend to make any such purchases in 2010, it may resume purchases of Common Stock under these or possible future authorizations in the open market, in privately negotiated transactions or otherwise at any time and from time to time without prior notice.

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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; (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 general economic conditions, consumer disposable income levels, consumer confidence levels, the availability, cost and level of consumer debt, the costs of basic necessities and other goods and the effects of the weather or natural disasters;

conditions to, or changes in the timing of, proposed transactions and changes in expected synergies, cost savings and non-recurring charges;

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 geopolitical conditions;

risks associated with severe weather and changes in weather patterns;

risks associated with an outbreak of an epidemic or pandemic disease;

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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

- 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.
- 101** The following financial statements from Macy's, Inc.'s Quarterly Report on Form 10-Q for the quarter ended October 30, 2010, filed on December 6, 2010, formatted in XBRL: (i) Consolidated Statements of Operations, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Cash Flows, and (iv) the Notes to Consolidated Financial Statements, tagged as blocks of text and in detail.

** As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

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: December 6, 2010

By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: Executive Vice President, General Counsel

and Secretary

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