

**UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGES**

**In the Matter of**

**Tapestry, Inc., a corporation,**

**and**

**Capri Holdings Limited, a corporation,**

**Respondents.**

**Docket No. 9429**

**NON-PARTY DILLARD'S INC.'S CONSENT MOTION  
FOR *IN CAMERA* TREATMENT**

Pursuant to Rule 3.45 of the Federal Trade Commission's Rules of Practice, 16 C.F.R. § 3.45(b), non-party Dillard's Inc., respectfully moves this Court for *in camera* treatment of five competitively sensitive, confidential business documents and a transcript of the deposition of Dillard's corporate representative, Kenneth Welch (collectively the "Confidential Materials"). Dillard's produced these documents in compliance with a third-party civil investigative demand and subpoenas from Complaint Counsel and Respondent in this matter. Complaint Counsel and Respondent notified Dillard's that they intend to introduce the Confidential Materials into evidence at the administrative trial. See Exhibit A (notice from Complaint Counsel) and Exhibit B (notice from Respondent Counsel). Neither party objects to this request by Dillard's.

Due to the highly sensitive business information contained in the Confidential Materials, Dillard's submits this uncontested Motion requesting *in camera* treatment for a period of ten years. In support, Dillard's relies on the declarations of Kenneth Welch (Exhibit C) and Anita Spence (Exhibit D).

## I. The Documents for Which Protection is Sought

Dillard's seeks *in camera* treatment for the following Confidential Materials, copies of which are attached as Exhibit E.

Ex. No.	Description	Date	Bates – Begin	Bates - End
PX3216; DX-0328	Spreadsheet: Handbag Sales and Purchases by Vendor	December 2023	DILL_001_00000288	DILL_001_00000288
DX-0574	Handbag Flow Spring 2023	Spring 2023	DILL_001_00000296	DILL_001_00000296
PX3505; DX-0573	Handbag Flow Spring 2024	Spring 2024	DILL_001_00001016	DILL_001_00001016
PX3506; DX-0477	Dillard's Handbag Dept. Map, (Store 740 – Amarillo, TX)	November 2022	DILL_001_00000902	DILL_001_00000902
PX3509	Drop Ship Agreement – Dillard's and [REDACTED] [REDACTED]	April 6, 2023	DILL_001_00000344	DILL_001_00000349
PX5031; DX-0930	Dillard's 30(b)(6) Deposition (Ken Welch)	July 17, 2024	n/a	n/a

## II. Legal Standard

*In camera* treatment of material is appropriate when its “public disclosure will likely result in a clearly defined, serious injury to the person, partnership, or corporation requesting” such treatment. 16 C.F.R. § 3.45(b). The proponent demonstrates serious competitive injury by showing that the documents are secret and material to the business. *In re General Foods Corp.*, 95 F.T.C. 352, 355 (1980). Courts generally attempt “to protect confidential business information from unnecessary airing.” *In re H.P. Hood & Sons, Inc.*, 58 F.T.C. 1184, 1188 (1961).

In considering both secrecy and materiality, the Court may consider: (1) the extent to which the information is known outside of the business; (2) the extent to which it is known by employees and others involved in the business; (3) the extent of measures taken to guard the secrecy of the

information; (4) the value of the information to the business and its competitors; (5) the amount of effort or money expended in developing the information; and (6) the ease or difficulty with which the information could be acquired or duplicated by others. *In re Bristol-Myers Co.*, 90 F.T.C. 455, 456-457 (1977).

**III. The Confidential Materials are Secret and Important such that Disclosure Would Seriously Injure Dillard’s Business.**

The information Dillard’s seeks to protect from public disclosure meets the “serious injury” standard. The Confidential Materials contain sales information, marketing strategies, and current contracts with vendors. Public disclosure of this sensitive business information would harm Dillard’s competitive standing. This Court has granted *in camera* treatment of these types of materials for a period of ten years, even when sought by a respondent. *In re Benco Dental Supply Co.*, 2018 WL 5819143, at \*3 (F.T.C. Oct. 30, 2018) (providing ten years of *in camera* treatment for respondent’s “sensitive business plans and financial and sales information”); *In re Tronox Ltd.*, 2018 WL 2336016, at \*5 (F.T.C. May 15, 2018) (granting 10 years of *in camera* treatment for business plans, product comparative analyses, market forecasts, and internal sales information disclosing identities of suppliers); *In the Matter of Impax Labs., Inc.*, 2017 WL 4948988, at \*1 (F.T.C. Oct. 23, 2017) (granting ten years of *in camera* treatment for financial and future sales projections).

Dillard’s has made diligent efforts to maintain the confidentiality of the materials it seeks to protect from public disclosure. Each of the Confidential Materials is disclosed on a need-to-know basis within Dillard’s. But for the civil investigative demand and subpoenas Dillard’s received in connection with this matter, none of the Confidential Materials would ever have been seen by anyone outside Dillard’s, or in one case, have even existed. Dillard’s has continued to protect the confidentiality of this material at every turn throughout the pre-suit investigation and

litigation.<sup>1</sup> Dillard’s has filed three motions to seal these same materials in the preliminary injunction proceeding in the Southern District of New York. *Federal Trade Commission v. Tapestry, Inc. et al*, Case No. 1:24-cv-03109 (S.D.N.Y) (Dkt. Nos. 179, 249, and 311). Judge Rochon granted each of Dillard’s motions on September 6, 2024. (Dkt. No. 321).

Dillard’s non-party status also weighs in favor of *in camera* treatment. As this Court has long held, “[a]s a policy matter, extensions of confidential or *in camera* treatment in appropriate cases involving third party bystanders encourages cooperation with future adjudicative discovery requests.” *See In re Kaiser Aluminum & Chemical Corporation*, 103 F.T.C. 500, 500 (1984). Similarly, while Dillard’s recognizes the public’s right to understand these proceedings, Dillard’s believes such an understanding is not dependent upon the public’s access to Dillard’s sensitive internal documents. *See id.* (holding that certain documents warranted *in camera* treatment; “public understanding of this proceeding does not depend on access to these data submitted by these third-party firms”).

**A. Current Handbag Sales and Purchase Data: PX3216 [DX-0328]**

PX3216 is a confidential internal Dillard’s spreadsheet reflecting current handbag sales and purchase data. [REDACTED]

[REDACTED]

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<sup>1</sup> DX-0574, PX3506, PX3509, and PX3216 were designated confidential under the applicable FTC statutes and rules upon production in response to a civil investigative demand and subpoena during Complaint Counsel’s pre-suit investigation. Subsequently, Dillard’s designated these materials “Confidential” under the protective order. PX3505 was produced in this litigation and designated “Confidential” pursuant to the protective order. The entirety of PX5031 was designated “Confidential” pursuant to the protective order.

[REDACTED]

[REDACTED] In turn, Dillard’s strategic advantage in the market would be diminished. *See In re Dura Lube Corp.*, 1999 FTC LEXIS 255, at \*7 (Dec. 23, 1999) (“The likely loss of business advantages is a good example of a ‘clearly defined, serious injury.’”).

Dillard’s seeks *in camera* treatment of PX3216 for a period of ten years, as has been afforded to similar information in prior cases. *See Impax*, 2017 WL 4948988, at \*1 (granting ten years of *in camera* treatment for financial information and future sales projections); *Tronox*, 2018 WL 2336016, at \*5 (granting 10 years of *in camera* treatment for market forecasts and internal sales information disclosing identities of suppliers).

**B. Handbag Display Strategy Documents: PX3505 [DX-0573] and DX-0574**

PX3505 and DX-0574 contain corporate guidance to Dillard’s stores for marketing and placement of handbags. Welch Decl. at ¶ 7. [REDACTED]

[REDACTED]

[REDACTED] *In camera* treatment is routinely granted when information contains

“significant work product, compiled at great expense, disclosure of which would give other companies the benefit” of Dillard’s labors. *Gen. Foods*, 95 F.T.C. at 355.

Additionally, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Moreover, Dillard’s has

sought to maintain confidentiality and prevent public disclose throughout these proceedings.

Materials like PX3505 and DX-0574 that reflect marketing strategies are frequently granted *in camera* treatment for a period of ten years. *See Tronox*, 2018 WL 2336016, at \*6 (granting 10 years of *in camera* treatment for marketing practices, strategies, and customer acquisition methods). For these reasons, Dillard’s respectfully asks this Court to grant ten years of *in camera* treatment for PX3505 and DX-0574.

**C. Drop Ship Agreement: PX3509**

PX3509 a drop-ship agreement between Dillard’s and [REDACTED] currently in force.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Moreover, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Additionally, Dillard's has sought to maintain confidentiality and prevent public disclosure throughout these proceedings.

This Court recently has granted *in camera* treatment for a period of ten years when the documents reflect sensitive information regarding supplier relationships, business operations, and purchase strategies. *Tronox*, 2018 WL 2336016, at \*5. Due to the competitive sensitivity stemming from the processes contained within this agreement, as in *Tronox*, Dillard's requests *in camera* treatment of PX3509 for a period of ten years.

**D. Handbag Department Floor Map: PX3506 [DX-0477]**

PX3506 is a detailed floor map of the handbag department at a Dillard's store in Amarillo, Texas. Welch Decl. at ¶ 8. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Additionally, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Moreover, Dillard’s has sought to maintain confidentiality and prevent public disclose throughout these proceedings.

For these reasons, Dillard’s respectfully asks this Court to grant ten years of *in camera* treatment for PX3506, as it has done with respect to similarly sensitive business plans and strategy documents in recent cases. *See Benco*, 2018 WL 5819143, at \*3.

**E. Deposition Transcript: PX5031 [DX-0930]**

PX5031 is a transcript of the deposition of Ken Welch, Dillard’s 30(b)(6) representative. This transcript describes at length each of the above documents and more. Mr. Welch is the Divisional Merchandise Manager of Dillard’s handbags department and has been with Dillard’s since 1988. Welch Decl. at ¶ 3. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] This is particularly important in a case brought by Plaintiff alleging diminished competition, and Plaintiff’s efforts to achieve that result should not come at Dillard’s expense. Moreover, the deposition testimony does little to assist the court in reaching its decision in this matter. *See Gen. Foods*, 95 F.T.C. at 353-54 (explaining the relevant public interests “weighing in favor of disclosure [is] the importance of the information in explaining the rationale of our decisions.”). But as here, where the public’s understanding of the



main proceeding before the Court does not depend on access to confidential information in Dillard's deposition testimony, the public interest in its disclosure fails to outweigh the harm caused. *See Kaiser*, 103 F.T.C. at 500.

While Dillard's recognizes that sealing an entire transcript may be unusual, the parties' inability to identify portions of Mr. Welch's transcript that they intend to introduce into open court requires Dillard's to seek protection over all of Mr. Welch's testimony. If the Court finds Dillard's request for *in camera* treatment of the full deposition transcript overbroad, Dillard's respectfully submits that its request for *in camera* treatment be denied without prejudice and be accompanied by an order to the parties requiring them to identify to Dillard's the portions of Mr. Welch's testimony they intend to introduce at the administrative hearing. Despite Dillard's multiple requests, the parties have so far been unwilling to identify any specific testimony they seek to introduce.

For these reasons, Dillard's respectfully asks this Court to grant ten years of *in camera* treatment for the transcript of Mr. Welch's deposition.

#### **IV. Dillard's Third-Party Status Supports Its Request for *In Camera* Treatment**

Finally, Dillard's status as a third-party weighs strongly in favor of *in camera* treatment. This Court has held that "[t]here can be no question that the confidential records of businesses involved in Commission proceedings should be protected insofar as possible." *H.P. Hood*, 58 F.T.C. at 1186. This notion is especially true in the case of a third-party, which deserves "special solicitude" in its request for *in camera* treatment for its confidential business information. *Kaiser*, 103 F.T.C. at 500.

"As a policy matter, extensions of confidential or *in camera* treatment in appropriate cases involving third party bystanders encourages cooperation with future adjudicative discovery requests." *Id.* Dillard's conduct has never been at issue in this matter, and its relevance to these

proceedings is due to its customer relationship with Respondents. Airing Dillard's non-public information in this proceeding will undoubtedly make Dillard's and other third-parties (justifiably) resistant to cooperate in the future.

Therefore, Dillard's status as an innocent third-party weighs heavily in favor of affording the Confidential Materials *in camera* treatment for a period of ten years.

### CONCLUSION

For the reasons stated above and in the accompanying Welch and Spence declarations, Dillard's respectfully requests that this Court grant *in camera* treatment for the Confidential Materials for a period of ten years.

DATED: September 10, 2024

Respectfully submitted,

/s/ David B. Schwartz

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*Counsel for Non-Party Dillard's, Inc.*

**STATEMENT REGARDING MEET AND CONFER**

The undersigned certifies that counsel for Dillard’s notified counsel for the Federal Trade Commission and Respondents on or about September 4, 2024, that it would seek *in camera* treatment of the Confidential Materials. Complaint Counsel and Respondent Counsel each indicated they do not oppose Dillard’s Motion.

Dated: September 10, 2024

/s/ David B. Schwartz

**CERTIFICATE OF SERVICE**

I hereby certify that on September 10, 2024, I electronically filed the foregoing document using the FTC's E-Filing System, which will send notification of such filing to:

April Tabor  
Secretary  
Federal Trade Commission  
600 Pennsylvania Ave., NW, Rm. H-113  
Washington, DC 20580  
[ElectronicFilings@ftc.gov](mailto:ElectronicFilings@ftc.gov)

The Honorable Dania L. Ayoubi  
Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Ave., NW, Rm. H-110  
Washington, DC 20580  
[OALJ@ftc.gov](mailto:OALJ@ftc.gov)

I also hereby certify that I caused a true and correct copy of the foregoing document to be served via electronic mail to:

Abby L. Dennis ([adennis@ftc.gov](mailto:adennis@ftc.gov))  
Peggy Bayer Femenella  
([pbayerfemenella@ftc.gov](mailto:pbayerfemenella@ftc.gov))  
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*Counsel for Capri Holdings Limited*

DATE: September 10, 2024

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*Counsel for Tapestry, Inc.*

/s/ Stephen M. Scannell  
Stephen M. Scannell  
*Counsel for Non-Party Dillard's, Inc.*

**UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGES**

**In the Matter of**

**Tapestry, Inc., a corporation,**

**and**

**Capri Holdings Limited, a corporation,**

**Respondents.**

**Docket No. 9429**

**[PROPOSED] ORDER**

Upon consideration of Dillard’s, Inc.’s Consent Motion for In Camera Treatment and 16 C.F.R. § 3.45, it is HEREBY ORDERED that exhibits PX3216/DX-0328, DX-0574, PX3505/DX-0573, PX3506/DX-0477, PX3509, and PX5031/DX-0930 be afforded in camera treatment in their entirety for a period of ten years from the date of this order.

At the time any of the above referenced exhibits is offered into evidence, the parties shall first specify on the record that such documents have been granted in camera treatment and limit any discussion of such documents to an in camera session.

ORDERED:

\_\_\_\_\_  
The Honorable Dania L. Ayoubi  
Administrative Law Judge

Date: \_\_\_\_\_

# EXHIBIT A



UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

Bureau of Competition  
Mergers II Division

August 29, 2024

**VIA EMAIL TRANSMISSION**

Dillard's, Inc.  
C/O Rebecca A.D. Nelson, Emilee Hargis  
Bryan Cave Leighton Paisner LLP  
211 North Broadway, Suite 3600  
St. Louis, MO 63102  
rebecca.nelson@bclplaw.com, emilee.hargis@bclplaw.com

RE: *In the Matter of Tapestry, Inc. and Capri Holdings Limited*, Docket No. 9429

Dear Rebecca A.D. Nelson & Emilee Hargis:

By this letter we are providing formal notice, pursuant to Rule 3.45(b) of the Commission's Rules of Practice, 16 C.F.R. § 3.45(b), that Complaint Counsel intends to offer the documents and testimony referenced in the enclosed Attachment A into evidence in the administrative trial in the above-captioned matter. Please let me know if you need copies of the documents and testimony referenced in Attachment A.

The administrative trial is scheduled to begin on September 25, 2024. All exhibits admitted into evidence become part of the public record unless Administrative Law Judge Dania L. Ayoubi grants *in camera* status (i.e., non-public/confidential).

For documents or testimony that include sensitive or confidential information that you do not want on the public record, you must file a motion seeking *in camera* status or other confidentiality protections pursuant to 16 C.F.R. §§ 3.45 and 4.10(g). Judge Ayoubi may order materials, whether admitted or rejected as evidence, be placed *in camera* only after finding that their public disclosure will likely result in a clearly-defined, serious injury to the person, partnership, or corporation requesting *in camera* treatment.

Motions for *in camera* treatment for evidence to be introduced at trial must meet the strict standards set forth in 16 C.F.R. § 3.45 and explained in *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re Jerk, LLC*, 2015 FTC LEXIS 39 (Feb. 23, 2015); *In re Basic Research, Inc.*, 2006 FTC LEXIS 14 (Jan. 25, 2006). Motions also must be supported by a declaration or affidavit by a person qualified to explain the confidential nature of the material. *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re North Texas Specialty Physicians*, 2004 FTC LEXIS 66 (Apr. 23, 2004). For your convenience, we included, as links in the cover email, an example of a third-party motion (and the accompanying declaration or affidavit) for *in camera* treatment that was filed and granted in an FTC administrative proceeding. If you choose to move for *in camera* treatment, you must provide a copy of the document(s) for which you seek such treatment to the Administrative Law Judge. Also, you or

your representative will need to file a Notice of Appearance in the administrative proceeding. For more information regarding filing documents in adjudicative proceedings, please see <https://www.ftc.gov/about-ftc/bureaus-offices/office-secretary/document-filing>.

Please be aware that under the current Scheduling Order **the deadline for filing motions seeking *in camera* treatment is September 10, 2024**. A copy of the May 16, 2024 Scheduling Order can be found at [Tapestry/Capri](#). If you have any questions, please feel free to contact me at (202) 326-2767 or [vsims@ftc.gov](mailto:vsims@ftc.gov).

Sincerely,

/s/ Victoria Sims

Victoria Sims

Counsel Supporting the Complaint

Attachment



**ATTACHMENT A**  
**CONFIDENTIALITY NOTICE**

<b>Ex No.</b>	<b>Description</b>	<b>Date</b>	<b>Bates-Begin</b>	<b>Bates-End</b>
PX3216	Dillards Spreadsheet: Handbag Sales Purr 2023	12/21/2023	DILL_001_00000288	DILL_001_00000288
PX3505	Dillards Spreadsheet: Handbag Flow SPRING 2024	3/5/2024	DILL_001_00001016	DILL_001_00001016
PX3506	Dillards Document: 740 Handbag Flow Grand Opening 2022		DILL_001_00000902	DILL_001_00000902
PX3509	Dillards Document: Drop-Ship Addendum to Dillard's Purchase Order Terms, Conditions and Instructions	12/22/2023	DILL_001_00000344	DILL_001_00000349
PX5031	Deposition Transcript of Ken Welch (Dillard's) (July 17, 2024)	7/17/2024	PX5031-001	PX5031-049

# EXHIBIT B

**Steve Scannell**

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**From:** Mary.Casale@lw.com  
**Sent:** Friday, August 30, 2024 4:29 PM  
**To:** Emilee Hargis; Steve Scannell  
**Cc:** Rebecca Nelson; Lawrence.Buterman@lw.com; Lindsey.Champlin@lw.com; Daniel.Reid@lw.com  
**Subject:** FTC v. Tapestry, Inc. - Part 3 Exhibit List and SDNY Filing Notice  
**Attachments:** 2024.04.25 - Protective Order Governing Confidential Material.pdf; 2024.05.16 - Scheduling Order.pdf

Emilee and Steve,

Pursuant to the Scheduling Order and Protective Order *In the Matter of Tapestry Inc., and Capri Holdings Ltd.*, Dkt No. 9439 (attached for reference) and 16 C.F.R. § 3.45(b), we are providing notice that we intend to offer materials or testimony provided by Dillard's (the "third party") as evidence at the FTC's Part 3 administrative evidentiary hearing beginning on September 25, 2024 in Washington, DC. Accordingly, pursuant to the Scheduling Order in this matter, if a third party wishes *in camera* treatment for a document or transcript that a party intends to introduce into evidence, that third party shall file an appropriate motion with the Administrative Law Judge within ten (10) days after it receives notice of a party's intent to introduce such material. Respondents will not oppose any proposed *in camera* treatment. The materials and/or testimony included are:

1. DX-0573 - DILL\_001\_00001016
2. DX-0477 - DILL\_001\_00000902
3. DX-0574 - DILL\_001\_00000296
4. DX-0328 - DILL\_001\_00000288
5. DX-0930 - Deposition transcript of Ken Welch (Dillard's)

We are also filing in *FTC v. Tapestry, Inc.*, No. 24-cv-3109 (S.D.N.Y.) proposed findings of fact and conclusions of law that contain some of the Confidential Material of Dillard's that we have previously identified to you and filed under seal in the federal proceeding. The materials and/or testimony included are:

6. DX-0930 - Deposition transcript of Ken Welch (Dillard's)

We plan on filing any Confidential Material under seal and believe that, under the protective order, any third-party Confidential Material may be filed under seal without a motion and no further motion or letter is required of third-parties, unless ordered by the Court. *See* P.O. Para. 9, ECF No. 70.

**Mary A. Casale**

**LATHAM & WATKINS LLP**

555 Eleventh Street, NW

Suite 1000

Washington, D.C. 20004-1304

Direct Dial: +1.202.637.1008

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<https://www.lw.com>

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# EXHIBIT C

Declaration of Kenneth Welch

Confidential – Redacted

**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION**

_____	)	
<b>In the Matter of</b>	)	
	)	
<b>Tapestry, Inc.,</b>	)	<b>DOCKET NO. 9429</b>
<b>a corporation,</b>	)	
	)	
<b>and</b>	)	
	)	
<b>Capri Holdings Limited,</b>	)	
<b>a corporation,</b>	)	
	)	
<b>Respondents.</b>	)	
_____	)	

**DECLARATION OF KENNETH J. WELCH IN SUPPORT OF NON-PARTY  
DILLARD’S INC.’S CONSENT MOTION FOR *IN CAMERA* TREATMENT**

I, Kenneth J. Welch, hereby declare as follows:

1. I am the Divisional Merchandise Manager of the Handbag Department at Dillard’s, Inc. (“Dillard’s”). I make this declaration in support of Non-Party Dillard’s, Inc.’s Motion for *in Camera* Treatment. I have personal knowledge of the matters stated herein and, if called upon to do so, could competently testify to them.

2. Dillard’s is a retail specialty store chain with approximately 245 regularly priced and 27 clearance stores across 30 states. Dillard’s offers a variety of products to in-store and online shoppers, including clothing, home, beauty, footwear, and handbags, among many others.

3. I have been employed at Dillard’s since 1988 in various capacities, including as a buyer in the handbag department from 2002-2017 where I worked directly with vendor-brands. From 2017-2022, I was the Divisional Merchandise Manager of the Home Department. I assumed the role of Divisional Merchandise Manager of the Handbag Department in February 2022. In this

role, I am responsible for managing all aspects of Dillard's brick-and-mortar handbag operations, and I oversee a team of approximately sixteen buyers and assistant buyers.

4. I have reviewed and am personally familiar with the documents discussed in this declaration, which Dillard's produced in the above-captioned matter in response to a civil investigative demand and subpoena during the pre-suit merger investigation, as well as subpoenas from both parties in this litigation. Given my position at Dillard's, I am familiar with the type of information contained in the documents in this declaration and that information's competitive significance to Dillard's.

5. Based on my review of the documents, my experience in the industry, my knowledge of Dillard's business, my knowledge of the steps Dillard's takes to protect the confidential information contained in these documents and my familiarity with the confidentiality protection afforded this type of information by Dillard's, the disclosure of these documents to the public and to competitors of Dillard's would cause serious competitive injury to Dillard's.

6. DILL\_001\_00000288 (PX3216; DX-0328) is a spreadsheet detailing actual and anticipated handbags sales and purchase data by vendor-brand for 2023. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7. Similarly, DILL\_001\_00001016 (PX3505; DX-0573) and DILL\_001\_00000296 (DX-0574) are extremely sensitive Dillard's documents. [REDACTED]

[REDACTED]



[REDACTED]

8. DILL\_001\_00000902 (PX3506; DX-0477) is a handbag department floor map created in November 2022 for Dillard’s store in Amarillo, Texas. [REDACTED]

[REDACTED]

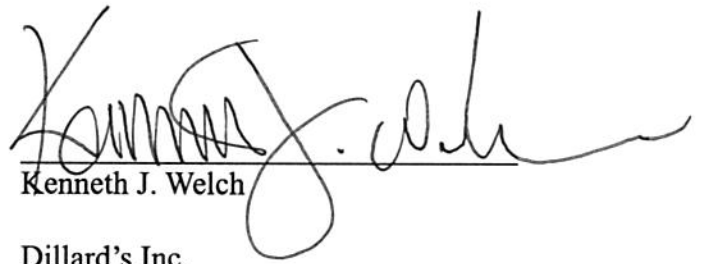
9. It is my understanding that the parties also seek to offer my deposition transcript (PX5031; DX-0930) during these proceedings. [REDACTED]

[REDACTED]



Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 10<sup>th</sup> day of September, 2024.

  
Kenneth J. Welch  
Dillard's Inc.

# EXHIBIT D

Declaration of Anita Spence

Confidential – Redacted

**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION**

	)	
<b>In the Matter of</b>	)	
	)	
<b>Tapestry, Inc.,</b>	)	<b>DOCKET NO. 9429</b>
<b>a corporation,</b>	)	
	)	
<b>and</b>	)	
	)	
<b>Capri Holdings Limited,</b>	)	
<b>a corporation,</b>	)	
	)	
<b>Respondents.</b>	)	
	)	

**DECLARATION OF ANITA SPENCE IN SUPPORT OF NON-PARTY  
DILLARD’S INC.’S CONSENT MOTION FOR *IN CAMERA* TREATMENT**

I, Anita Spence, hereby declare as follows:

1. I am the Director of Vendor Relations at Dillard’s, Inc. (“Dillard’s”). I make this declaration in support of Non-Party Dillard’s, Inc.’s Motion for *in Camera* Treatment. I have personal knowledge of the matters stated herein and, if called upon to do so, could competently testify to them.
2. Dillard’s is a retail specialty store chain with approximately 245 regularly priced and 27 clearance stores across 30 states. Dillard’s offers a variety of products to in-store and online shoppers, including clothing, home, beauty, footwear, and handbags, among many others.
3. I have been employed at Dillard’s since 1982. I have been in my current role since June 1998. In this role, I am responsible for managing all aspects of Dillard’s relationship with its vendor brands, including contracts and drop-ship addenda.
4. I have reviewed and am personally familiar with the document discussed in this declaration, which Dillard’s produced in the above-captioned matter in response to a civil

investigative demand and subpoena during the pre-suit merger investigation. Given my position at Dillard's, I am familiar with the type of information contained in the document in this declaration and that information's competitive significance to Dillard's.

5. Based on my review of the document, my experience in the industry, my knowledge of Dillard's business, my knowledge of the steps Dillard's takes to protect the confidential information contained in this document and my familiarity with the confidentiality protection afforded this type of information by Dillard's, the disclosure of this document to the public and to competitors of Dillard's would cause serious competitive injury to Dillard's.

6. DILL\_001\_00000344-349 (PX3509) is a drop-ship agreement between Dillard's and [REDACTED] currently in force. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 10<sup>th</sup> day of September, 2024.

  
Anita Spence

Dillard's Inc.

# EXHIBIT E

Hearing Exhibit Nos. PX3216 [DX-0328],  
DX-0574, PX3505 [DX-0573], PX3506  
[DX-0477], PX3509, PX5031 [DX-0930]

Hearing Exhibit No. PX3216 [DX-0328]

Confidential – Redacted in Entirety



Hearing Exhibit No. DX-0574

Confidential – Redacted in Entirety

Hearing Exhibit No. PX3505 [DX-0573]

Confidential – Redacted in Entirety

Hearing Exhibit No. PX3506 [DX-0477]

Confidential – Redacted in Entirety

Hearing Exhibit No. PX3509

Confidential – Redacted in Entirety

Hearing Exhibit No. PX5031 [DX-0930]

Confidential – Redacted in Entirety