UNITED STATES OF AMERICA BEFORE THE FEDERAL TRADE COMMISSION OFFICE OF ADMINISTRATIVE LAW JUDGES

In the Matter of

Tapestry, Inc.,

a corporation,

and

Docket No. 9429

Capri Holdings Limited, a corporation.

NON-PARTIES SAKS FIFTH AVENUE, LLC'S AND SAKS OFF 5TH, LLC'S MOTION FOR *IN CAMERA* TREATMENT

Pursuant to Rule 34.5 of the Federal Trade Commission's Rules of Practice, 16 C.F.R. § 3.45(b), non-parties Saks Fifth Avenue, LLC ("SFA") and Saks OFF 5th, LLC ("SO5") (together, "Saks") respectfully move this Court for *in camera* treatment of portions of 13 confidential, competitively sensitive documents (the "Confidential Documents"), which are attached to the supporting September 10, 2024 Declaration of Nicholas Klump (the "Klump Decl.") (attached as Exhibit 1) and the September 10, 2024 Declaration of Melissa Garrick (the "Garrick Decl.") (attached as Exhibit 2). Saks produced the Confidential Documents pursuant to subpoenas issued by Tapestry, Inc. and Capri Holdings Limited (together, "Respondents") and the Federal Trade Commission ("FTC") (together with Respondents, the "Parties"). In accordance with the Scheduling Order dated May 16, 2024, the Parties have now informed Saks that they intend to offer the Confidential Documents into evidence in the administrative trial that is scheduled to begin on September 25, 2024 in the above-captioned matter. See Letter from FTC dated August 29,

2024 (attached as <u>Exhibit 3</u>) and e-mail from Mary A. Casale dated August 30, 2024 (attached as <u>Exhibit 4</u>).

Portions of the Confidential Documents contain confidential, competitively sensitive information that is material to Saks and, as such, has been kept secret and protected from disclosure. Saks is a non-party to the above-captioned matter, and the Confidential Documents would not have been made public but for the subpoenas issued in this case. If the Confidential Documents were to become part of the public record, Saks would be significantly harmed in its ability to compete in the luxury fashion industry. *In camera* treatment is therefore necessary to prevent Saks' competitors from gaining an unfair competitive advantage that would cause serious competitive injury to Saks.

Accordingly, Saks respectfully asks this Court to grant *in camera* treatment for the Confidential Documents for a five-year period. Saks also asks that this Court restrict access to the Confidential Documents to only those persons set forth in Paragraph 7 of the Protective Order (dated April 25, 2024) entered in the above-captioned matter. Respondents do not oppose Saks' requested relief; the FTC has taken no position.

I. CONFIDENTIAL DOCUMENTS FOR WHICH IN CAMERA TREATMENT IS REQUESTED.

In camera treatment is requested for the portions of the Confidential Documents noted in the chart below, which for the Court's convenience Saks has organized categorically. As noted above, the Confidential Documents (along with braces and highlighting indicating the portions for which *in camera* treatment is requested) are attached to Exhibits 1 and 2.

Hearing Ex. No.	Description	Beginning Bates No.	In Camera Treatment Requested	Motion Ex. No.
		ndor Scorecards		
DX-0011	FY23 vs. FY22 Fall	SFA-	In camera treatment	1-A
	Vendor Performance	TAPESTRY-	requested (SFA-	
	Scorecard	00000011	TAPESTRY-00000011-	
DW 0012	EV22 EV22 E-11	CEA	014)	1.0
DX-0013	FY23 vs. FY22 Fall Vendor Performance	SFA- TAPESTRY-	In camera treatment	1-C
	Scorecard	00000042	requested (SFA- TAPESTRY-00000042-	
	Scorceard	00000042	045)	
DX-0014	FY23 vs. FY22 Fall	SFA-	In camera treatment	1-D
	Vendor Performance	TAPESTRY-	requested (SFA-	
	Scorecard	00000046	TAPESTRY-00000046-	
			049)	
DX-0016	FY23 vs. FY22 Fall	SFA-	In camera treatment	1-F
	Vendor Performance	TAPESTRY-	requested (SFA-	
	Scorecard	00000098	TAPESTRY-00000098-	
	D	I	101)	
DX-0012		ss Insights Docu SFA-		1-B
DX-0012	Handbags Category Growth Q4 2023 Insights	TAPESTRY-	In camera treatment requested (SFA-	1-B
	Presentation	00000021	TAPESTRY-00000026-	
	Tresentation	00000021	033, -035-036)	
	Category G	rowth Insights D		
DX-0015	Women's Shoes,	SFA-	In camera treatment	1-E
	Handbags & Soft	TAPESTRY-	requested (SFA-	
	Accessories - Q2 2023	00000061	TAPESTRY-00000063-	
	Category Growth		071, -073-085, -087-095)	
	Insights Presentation			
DX-0017	Women's Shoes,	SFA-	In camera treatment	1-G
	Handbags & Soft	TAPESTRY-	requested (SFA-	
	Accessories - Q1 2023	00000102	TAPESTRY-00000104-	
	Category Growth		113, -115-124, -126-	
	Insights Presentation		130, -132, -134-135, - 137-138, -140-141)	
DX-0018	Women's Handbags Q4	SFA-	<i>In camera</i> treatment	1-H
DW-0010	2022 Category Growth	TAPESTRY-	requested (SFA-	1-11
	Performance Presentation	00000279	TAPESTRY-00000280-	
			287)	
	Strategy an	d Analysis Pres		
DX-0020	Saks Off 5th Fall 23 -	SO5-	In camera treatment	2-A
	Center Core -	TAPESTRY-	requested (SO5-	
	Merchandising Strategy	00000023	TAPESTRY-00000025-	
	& Analysis Presentation		031)	

Hearing	Description	Beginning	In Camera Treatment	Motion
Ex. No.		Bates No.	Requested	Ex. No.
DX-0021	Merchandising Strategy Saks Off 5th FY 2021 - Handbags Presentation	SO5- TAPESTRY- 00000044	In camera treatment requested (SO5- TAPESTRY-00000046- 050, 052)	2-B
DX-0022	Merchandising Strategy Saks Off 5th FY 2022 - Handbags Presentation	SO5- TAPESTRY- 00000054	In camera treatment requested (SO5- TAPESTRY-00000056- 063)	2-C
	Cin	cana Documents		
DX-0024	October 2023 Circana Handbags Insights Presentation	SO5- TAPESTRY- 00000134	In camera treatment requested (SO5- TAPESTRY-00000135- 141)	2-D
PX3182	August 2023 Circana Handbags Insights Presentation	SO5- TAPESTRY- 00000143	In camera treatment requested (SO5- TAPESTRY-00000144- 150, -152, -156)	2-E

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 *in camera* treatment." 16 C.F.R. § 3.45(b) (2015). A party requesting *in camera* treatment may demonstrate a likelihood of serious competitive injury by showing that the materials at issue are both secret and material to the business. *See Gen. Foods Corp.*, 95 F.T.C. 352, 1980 WL 338997, at *4 (Mar. 10, 1980). This Court has long recognized the necessity of granting *in camera* treatment to business records as "[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 & Sons, Inc.*, 58 F.T.C. 1184, 1961 WL 65882, at *2, *4 (Mar. 14, 1961) (noting that courts generally attempt "to protect confidential business information from unnecessary airing.").

In considering secrecy and materiality, the Court may consider the following factors: (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 within the business; (3) the extent of measures taken to protect the information's secrecy; (4) the value of the information to the business and its competitors; (5) the effort or investment made in developing the information; and (6) the ease or difficulty with which the information could be acquired or duplicated by others. *In re BristolMyers Co.*, 90 F.T.C. 455, 1977 WL 189054, at *2 (Nov. 11, 1977).

In camera treatment is particularly important where—as here—the information concerns non-parties. Indeed, requests for *in camera* treatment by non-parties are given "special solicitude." See Kaiser Aluminum & Chem. Corp., 103 F.T.C. 500, 1984 WL 565325, at *1 (May 25, 1984) ("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.").

III. THE CONFIDENTIAL DOCUMENTS CONTAIN SECRET AND MATERIAL INFORMATION SUCH THAT DISCLOSURE WOULD RESULT IN SERIOUS COMPETITIVE INJURY TO SAKS.

As set forth below, and more fully in the supporting declarations attached hereto as Exhibits 1 and 2, the portions of the Confidential Documents designated for *in camera* treatment contain Saks' material and secret competitively sensitive information. More specifically, the Vendor Scorecards (marked as **DX-0011** (Exhibit 1-A), **DX-0013** (Exhibit 1-C), **DX-0014** (Exhibit 1-D), and **DX-0016** (Exhibit 1-A)) contain information about SFA's customer demographics for specific vendors. *See* Klump Decl. (Exhibit 1) ¶¶ 5, 7-8, 10. The Business Insights Document (marked as **DX-0012** (Exhibit 1-B)) contains information about SFA's digital performance, marketing channel performance and penetration, product-finding methods, and the performance of specific brands and products. *See id*. at ¶ 6. The Category Growth Insights Documents (marked as **DX-0015** (Exhibit 1-E), **DX-0017** (Exhibit 1-G), and **DX-0018** (Exhibit 1-H)) contain

information about SFA's customers, brands' performance, marketing channel insights, demand drivers, customers' product finding methods, and cross-shopped categories and brands. See id. at ¶¶ 9, 11-12. The Strategy and Analysis Presentations (marked as **DX-0020 (Exhibit 2-A)**, **DX-0021 (Exhibit 2-B)**, and **DX-0022 (Exhibit 2-C)**) contain information about SO5's financial performance and business strategies (for example, strategic priorities by channel). See Garrick Decl. (Exhibit 2) ¶¶ 5-7. The Circana Documents (marked as **DX-0024 (Exhibit 2-D)** and **PX3182 (Exhibit 2-E)**) contain information about SO5's financial performance, top brands, brand performance and opportunities, and pricing. See id. ¶¶ 8-9.

Saks respectfully submits that this information is sufficiently material and secret that its disclosure would result in serious competitive injury to Saks, an innocent third party to this proceeding. As shown above and in the supporting declarations, the above-referenced documents reveal Saks' competitively sensitive information, including, for example, Saks' strategic priorities, growth opportunities, marketing strategies, financial information, top brands and products, and customer information. See Klump Decl. (Exhibit 1) ¶¶ 5-12; Garrick Decl. (Exhibit 2) ¶¶ 5-9. Such information is closely held within Saks and thus not publicly known outside of Saks. See Klump Decl. (Exhibit 1) ¶¶ 5-12; Garrick Decl. (Exhibit 2) ¶¶ 5-9. Public disclosure of such information would cause serious competitive injury to Saks by allowing competitors to access Saks' confidential business strategies and gain a considerable unfair competitive advantage at Saks' expense. See Klump Decl. (Exhibit 1) ¶¶ 5-12; Garrick Decl. (Exhibit 2) ¶¶5-9. See also 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."); In re 1-800 Contacts, Inc., Docket No. 9372, 2017 WL 1345290, at *3 (Apr. 4, 2017) (noting that in camera treatment is

These documents also contain confidential information about SFA's performance in shoes and soft accessories, both of which are irrelevant to this proceeding.

appropriate for business records "such as customer names, pricing to customers, business costs and profits, as well as business plans, marketing plans, or sales documents"). This Court has routinely granted such requests for similar categories of business information. *See, e.g., In the Matter of Tronox Limited*, Docket No. 9377, 2018 WL 2336016, at *6, 8-12 (May 15, 2018) (granting *in camera* treatment for non-party documents containing, among other things, "marketing practices, strategies, and customer acquisition methods" as well as purchasing trends, inventory, price change requests, sales data by customer, purchasing data, pricing, relations with suppliers, product volumes, and net spend); *McWane, Inc.*, Docket No. 9351, 2012 WL 3862131, at *3-10 (Aug.17, 2012) (granting *in camera* treatment for non-party documents containing, among other things, customer sales data, pricing and cost information, business strategies).

Due to the secret nature of this information and its materiality to Saks' business, Saks seeks in camera treatment for five years to protect Saks from the clearly defined and serious competitive injury that would result from its disclosure. See Klump Decl. (Exhibit 1) ¶¶ 5-12; Garrick Decl. (Exhibit 2) ¶¶5-9. Five years of in camera treatment is routinely granted for competitively sensitive business records, including documents—like those here—revealing competitive positioning, strategic plans, and marketing strategies. See, e.g., Benco Dental Supply Co., Docket No. 9379, 2018 WL 5292624, at *5-7 (Oct. 11, 2018) (granting non-party motion for five years of in camera treatment of business documents, including "strategic business plans" and "business model[s]"); 1-800 Contacts, Inc., Docket No. 9372, 2017 WL 1345290, at *4-13 (Apr. 4, 2017) (same); McWane, Inc., Docket No. 9351, 2012 WL 3862131, at *6-8 (Aug.17, 2012) (same).

IV. CONCLUSION

For the reasons set forth above and in the accompanying declarations, Saks respectfully requests that this Court grant *in camera* treatment for the designated portions of the Confidential Documents for a five-year period.

Dated: September 17, 2024 Respectfully Submitted,

/s/ Katrina Robson

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Counsel for Non-Parties Saks Fifth Avenue, LLC and Saks OFF 5th, LLC

CERTIFICATE OF SERVICE

I hereby certify that on September 17, 2024, I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

April Tabor Secretary Federal Trade Commission 600 Pennsylvania Avenue, NW, Room H-113 Washington, DC 20580 ElectronicFilings@ftc.gov

The Honorable Dania L. Ayoubi Administrative Law Judge Federal Trade Commission 600 Pennsylvania Avenue, NW, Room H-110 Washington, DC 20580

I also certify that I caused the foregoing document to be served via email to:

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Counsel for Non-Parties Saks Fifth Avenue, LLC and Saks OFF 5th, LLC

UNITED STATES OF AMERICA BEFORE THE FEDERAL TRADE COMMISSION OFFICE OF ADMINISTRATIVE LAW JUDGES

In the Matter of

Tapestry, Inc.,

a corporation,

and

Docket No. 9429

Capri Holdings Limited, a corporation.

[PROPOSED] ORDER GRANTING IN CAMERA TREATMENT

Upon consideration of non-parties Saks Fifth Avenue, LLC's and Saks OFF 5th, LLC's Motion for *In Camera* Treatment, it is **HEREBY ORDERED** that the designated portions of the following documents are to be provided *in camera* treatment for a five-year period from the date of this Order.

Hearing Ex. No.	Description	Beginning Bates No.	In Camera Treatment Requested	Motion Ex. No.
	Ve	ndor Scorecards		
DX-0011	FY23 vs. FY22 Fall Vendor Performance Scorecard	SFA- TAPESTRY- 00000011	In camera treatment requested (SFA- TAPESTRY-00000011- 014)	1-A
DX-0013	FY23 vs. FY22 Fall Vendor Performance Scorecard	SFA- TAPESTRY- 00000042	In camera treatment requested (SFA- TAPESTRY-00000042- 045)	1-C
DX-0014	FY23 vs. FY22 Fall Vendor Performance Scorecard	SFA- TAPESTRY- 00000046	In camera treatment requested (SFA- TAPESTRY-00000046- 049)	1-D

Hearing	Description	Beginning	In Camera Treatment	Motion
Ex. No.		Bates No.	Requested	Ex. No.
DX-0016	FY23 vs. FY22 Fall	SFA-	In camera treatment	1-F
	Vendor Performance	TAPESTRY-	requested (SFA-	
	Scorecard	00000098	TAPESTRY-00000098-	
			101)	
	Busine	ss Insights Docu	ment	
DX-0012	Handbags Category	SFA-	In camera treatment	1-B
	Growth Q4 2023 Insights	TAPESTRY-	requested (SFA-	
	Presentation	00000021	TAPESTRY-00000026-	
			033, -035-036)	
	Category G	rowth Insights D	ocuments	
DX-0015	Women's Shoes,	SFA-	In camera treatment	1-E
	Handbags & Soft	TAPESTRY-	requested (SFA-	
	Accessories - Q2 2023	00000061	TAPESTRY-00000063-	
	Category Growth		071, -073-085, -087-095)	
	Insights Presentation			
DX-0017	Women's Shoes,	SFA-	In camera treatment	1-G
	Handbags & Soft	TAPESTRY-	requested (SFA-	
	Accessories - Q1 2023	00000102	TAPESTRY-00000104-	
	Category Growth		113, -115-124, -126-	
	Insights Presentation		130, -132, -134-135, -	
			137-138, -140-141)	
DX-0018	Women's Handbags Q4	SFA-	In camera treatment	1-H
	2022 Category Growth	TAPESTRY-	requested (SFA-	1
	Performance Presentation	00000279	TAPESTRY-00000280-	
		00000279	287)	
	Strategy ar	d Analysis Pres		
DX-0020	Saks Off 5th Fall 23 -	SO5-	<i>In camera</i> treatment	2-A
211 0020	Center Core -	TAPESTRY-	requested (SO5-	
	Merchandising Strategy	00000023	TAPESTRY-00000025-	
	& Analysis Presentation	00000020	031)	
DX-0021	Merchandising Strategy	SO5-	In camera treatment	2-B
B11 0021	Saks Off 5th FY 2021 -	TAPESTRY-	requested (SO5-	2 5
	Handbags Presentation	00000044	TAPESTRY-00000046-	
	Trandougs Tresentation	00000044	050, 052)	
DX-0022	Merchandising Strategy	SO5-	In camera treatment	2-C
DA 0022	Saks Off 5th FY 2022 -	TAPESTRY-	requested (SO5-	
	Handbags Presentation	00000054	TAPESTRY-00000056-	
	Trandoags Tresentation	00000034	063)	
	Cir	rcana Document	,	
DX-0024	October 2023 Circana	SO5-	In camera treatment	2-D
DA-0024	Handbags Insights	TAPESTRY-	requested (SO5-	2-17
	Presentation	00000134	TAPESTRY-00000135-	
	1 resentation	00000134		
			141)	

Hearing	Description	Beginning	In Camera Treatment	Motion
Ex. No.		Bates No.	Requested	Ex. No.
PX3182	August 2023 Circana Handbags Insights Presentation	SO5- TAPESTRY- 00000143	In camera treatment requested (SO5- TAPESTRY-00000144- 150, -152, -156)	2-E

ORDERED:		
	Dania L. Ayoubi	
	Administrative Law Judge	
Date:		

EXHIBIT 1

UNITED STATES OF AMERICA BEFORE THE FEDERAL TRADE COMMISSION OFFICE OF ADMINISTRATIVE LAW JUDGES

In the Matter of

Tapestry, Inc.,

a corporation,

and

Docket No. 9429

Capri Holdings Limited, a corporation.

DECLARATION OF NICHOLAS KLUMP IN SUPPORT OF NON-PARTIES SAKS FIFTH AVENUE, LLC'S AND SAKS OFF 5TH, LLC'S MOTION FOR IN CAMERA TREATMENT

- I, Nicholas Klump, pursuant to 28 U.S.C. § 1746, declare as follows:
 - 1. I am over the age of eighteen and not a party to the above-captioned litigation.
- I am an employee of Saks Fifth Avenue, LLC ("SFA"). I have personal knowledge
 of the facts set forth in this declaration and, if called as a witness, I could and would testify
 competently under oath to such facts.
 - 3. I am currently the Vice President of Merchandise Planning at SFA.
- 4. In my capacity as Vice President of Merchandise Planning, I am familiar with SFA's competitive strategies within the handbag market, as well as the proprietary information it collects and analyzes in order to better compete in the handbag market—as both a buyer and a seller of handbags. I am familiar with the types of information that SFA makes public, as well as the type of information that it keeps private. Because I have that knowledge, I can

assess whether or not the public disclosure of information within a given document would harm SFA's competitive standing or advantage its competitors.

5. Disclosure of the information that is highlighted in the document bearing Bates number SFA-TAPESTRY-00000011, which is attached hereto as Exhibit 1-A (DX-0011), would harm SFA's competitive standing and advantage its competitors. That document is a "Vendor Performance Scorecard" that details SFA's year-over-year comparison of a specific vendor's performance across various matrices and customer demographics for Fall 2023 versus 2022. Pages 1 and 4 of that document parse the vendor's performance based on granular demographic and customer study data for digital and brick-and-mortar sales, using proprietary measures. SFA does not publicly report this information and routinely keeps it secret and protected from disclosure. Revelation of it to competitors could enable them to alter their competitive strategy to pursue either brick-and-mortar or digital opportunities. It could also permit the companies that sell handbags to SFA to alter their selling strategies, including restricting certain bags to brick-and-mortar or digital only, or to raise or lower prices depending on the channel in which SFA sells the bag. Pages 2 and 3 list SFA's calculation of the vendor's geographical penetration by customer and gross sales. Public disclosure of these proprietary insights would expose SFA's merchandising, marketing, and sales benchmarking methodology and strategies. Access to such competitively sensitive information would enable competitors to target specific brands and customers, and entities that sell handbags to SFA to adjust their selling strategies to target any perceived vulnerabilities. This performance scorecard is less than a year old and public revelation of its contents would enable SFA's competitors to gain insight into SFA's general internal strategic thinking. In light of the foregoing reasons, the information in this slide deck should remain private for at least five years, as earlier disclosure

would damage SFA's competitive position, impede upon SFA's ability to compete, and undermine the research, investment, and business insights on which the information relies.

- 6. Disclosure of the information that is highlighted in the document bearing Bates number SFA-TAPESTRY-00000021, which is attached hereto as Exhibit 1-B (DX-0012), would harm SFA's competitive standing and advantage its competitors. That document details SFA's quarterly performance and strategy for competing in the handbag market for the fourth quarter of fiscal year 2023. Slide 6 details SFA's digital performance and drivers of the same. Slides 7 through 9 and 15 detail SFA's marketing performance, penetration, and engagement trends by channel, not only with respect to handbags, but also for SFA more broadly. Slides 10 through 13 identify top brands within more specific categories of handbags, outline the performance of those brands, and rank top products. SFA does not publicly report this information and routinely keeps it secret and protected from disclosure. Revelation of this competitively sensitive information would be harmful to SFA because competitors would be able to determine the effectiveness of SFA's marketing methods and channels, and adjust their own marketing strategies according to SFA's insights on digital demand and brand performance. It could also permit the companies that sell handbags to SFA to skew their selling and advertising strategies for certain bags or categories of bags to direct-to-consumer marketing, leveraging SFA's advertising insights and know-how. In light of the foregoing reasons, the information in this slide deck should remain private for at least five years, as earlier disclosure would damage SFA's competitive position, impede upon SFA's ability to compete, and undermine the research, investment, and business insights on which the information relies.
- 7. Disclosure of the information that is highlighted in the document bearing Bates number SFA-TAPESTRY-00000042, which is attached hereto as **Exhibit 1-C (DX-0013)**,

would harm SFA's competitive standing and advantage its competitors. That document is a "Vendor Performance Scorecard" that details SFA's year-over-year comparison of a specific vendor's performance across various matrices and customer demographics for Fall 2023 versus 2022. Pages 1 and 4 of that document parse the vendor's performance based on granular demographic and customer study data for digital and brick-and-mortar sales, using proprietary measures. SFA does not publicly report this information and routinely keeps it secret and protected from disclosure. Revelation of it to competitors could enable them to alter their competitive strategy to pursue either brick-and-mortar or digital opportunities. It could also permit the companies that sell handbags to SFA to alter their selling strategies, including restricting certain bags to brick-and-mortar or digital only, or to raise or lower prices depending on the channel in which SFA sells the bag. Pages 2 and 3 list SFA's calculation of the vendor's geographical penetration by customer and gross sales. Public disclosure of these proprietary insights would expose SFA's merchandising, marketing, and sales benchmarking methodology and strategies. Access to such competitively sensitive information would enable competitors to target specific brands and customers, and entities that sell handbags to SFA to adjust their selling strategies to target any perceived vulnerabilities. This performance scorecard is less than a year old and public revelation of its contents would enable SFA's competitors to gain insight into SFA's general internal strategic thinking. In light of the foregoing reasons, the information in this slide deck should remain private for at least five years, as earlier disclosure would damage SFA's competitive position, impede upon SFA's ability to compete, and undermine the research, investment, and business insights on which the information relies.

8. Disclosure of the information that is highlighted in the document bearing Bates number SFA-TAPESTRY-00000046, which is attached hereto as **Exhibit 1-D (DX-0014)**,

would harm SFA's competitive standing and advantage its competitors. That document is a "Vendor Performance Scorecard" that details SFA's year-over-year comparison of a specific vendor's performance across various matrices and customer demographics for Fall 2023 versus 2022. Pages 1 and 4 of that document parse the vendor's performance based on granular demographic and customer study data for digital and brick-and-mortar sales, using proprietary measures. SFA does not publicly report this information and routinely keeps it secret and protected from disclosure. Revelation of it to competitors could enable them to alter their competitive strategy to pursue either brick-and-mortar or digital opportunities. It could also permit the companies that sell handbags to SFA to alter their selling strategies, including restricting certain bags to brick-and-mortar or digital only, or to raise or lower prices depending on the channel in which SFA sells the bag. Pages 2 and 3 list SFA's calculation of the vendor's geographical penetration by customer and gross sales. Public disclosure of these proprietary insights would expose SFA's merchandising, marketing, and sales benchmarking methodology and strategies. Access to such competitively sensitive information would enable competitors to target specific brands and customers, and entities that sell handbags to SFA to adjust their selling strategies to target any perceived vulnerabilities. This performance scorecard is less than a year old and public revelation of its contents would enable SFA's competitors to gain insight into SFA's general internal strategic thinking. In light of the foregoing reasons, the information in this slide deck should remain private for at least five years, as earlier disclosure would damage SFA's competitive position, impede upon SFA's ability to compete, and undermine the research, investment, and business insights on which the information relies.

Disclosure of the information that is highlighted in the document bearing Bates
 number SFA-TAPESTRY-00000061, which is attached hereto as Exhibit 1-E (DX-0015),

would harm SFA's competitive standing and advantage its competitors. That document details SFA's quarterly performance and strategy for competing in the handbag, shoes, and soft accessories markets for the second quarter of fiscal year 2023. Slides 13 through 15 and 17 identify top brands and outline demand, sales, and other customer results and trends with respect to SFA's handbag inventory. Slides 24 and 25 also identify top brands and outline demand, sales, and other customer results and trends with respect to SFA's handbag inventory, but use non-public projections based on a proprietary model. Slides 16, 18, and 20 through 23 detail SFA's marketing performance, penetration, and engagement trends by channel, not only with respect to handbags generally, but also, with respect to specific brands, products, or subcategories of handbags. SFA does not publicly report this information and routinely keeps it secret and protected from disclosure. Revelation of this competitively sensitive information would be harmful to SFA because competitors would be able to determine the effectiveness of SFA's marketing methods and channels, and adjust their own marketing strategies according to SFA's insights on digital demand and brand performance. It could also permit the companies that sell handbags to SFA to skew their selling and advertising strategies for certain bags or categories of bags to direct-to-consumer marketing, leveraging SFA's advertising insights and know-how. Slides 3 through 11 and 27 through 35 analyze brand performance and marketing reach for shoes and soft accessories. Not only does such information detail SFA's proprietary market and advertising strategy, but it is also irrelevant to the abovecaptioned litigation, meaning that there is minimal public interest in its disclosure. Slide 19 outlines results on the top brands that are "cross-shopped," meaning those that are purchased with handbags across multiple product categories, such as shoes and soft accessories, among others. Publicly disclosing this competitively sensitive information would inform competitor

department stores what brands and categories of products for which consumers are cross-shopping with handbags, allowing them to adjust their merchandising, marketing, and promotional strategies accordingly. This cross-shopping material reflects non-public information relating to shoes and soft accessories that is inextricable from handbag-related information and irrelevant to the above-captioned litigation. In light of the foregoing reasons, the information in this slide deck should remain private for at least five years, as earlier disclosure would damage SFA's competitive position, impede upon SFA's ability to compete, and undermine the research, investment, and business insights on which the information relies.

10. Disclosure of the information that is highlighted in the document bearing Bates number SFA-TAPESTRY-00000098, which is attached hereto as Exhibit 1-F (DX-0016), would harm SFA's competitive standing and advantage its competitors. That document is a "Vendor Performance Scorecard" that details SFA's year-over-year comparison of a specific vendor's performance across various matrices and customer demographics for Fall 2023 versus 2022. Pages 1 and 4 of that document parse the vendor's performance based on granular demographic and customer study data for digital and brick-and-mortar sales, using proprietary measures. SFA does not publicly report this competitively sensitive information and routinely keeps it secret and protected from disclosure. Revelation of it to competitors could enable them to alter their competitive strategy to pursue either brick-and-mortar or digital opportunities. It could also permit the companies that sell handbags to SFA to alter their selling strategies, including restricting certain bags to brick-and-mortar or digital only, or to raise or lower prices depending on the channel in which SFA sells the bag. Pages 2 and 3 list SFA's calculation of the vendor's geographical penetration by customer and gross sales. Public disclosure of these proprietary insights would expose SFA's merchandising, marketing, and

sales benchmarking methodology and strategies. Access to such competitively sensitive information would enable competitors to target specific brands and customers, and entities that sell handbags to SFA to adjust their selling strategies to target any perceived vulnerabilities. This performance scorecard is less than a year old and public revelation of its contents would enable SFA's competitors to gain insight into SFA's general internal strategic thinking. In light of the foregoing reasons, the information in this slide deck should remain private for at least five years, as earlier disclosure would damage SFA's competitive position, impede upon SFA's ability to compete, and undermine the research, investment, and business insights on which the information relies.

number SFA-TAPESTRY-00000102, which is attached hereto as **Exhibit 1-G (DX-0017)**, would harm SFA's competitive standing and advantage its competitors. That document details SFA's quarterly performance and strategy for competing in the handbag, shoes, and soft accessories markets for the first quarter of fiscal year 2023. Slides 14 through 16 and 20 through 22 identify top brands and outline demand, sales, and other customer results and trends with respect to SFA's handbag inventory. Slides 36 and 37 also identify top brands and outline demand, sales, and other customer results and trends with respect to SFA's handbag inventory, but use non-public projections based on a proprietary model. Slides 17 through 19 and 23 detail SFA's marketing performance, penetration, and engagement trends by channel, not only with respect to handbags generally, but also with respect to specific brands, products, or subcategories of handbags. SFA does not publicly report this competitively sensitive information and routinely keeps it secret and protected from disclosure. Revelation of it would be harmful to SFA because competitors would be able to determine the effectiveness of SFA's marketing

methods and channels, and adjust their own marketing strategies according to SFA's insights on digital demand and brand performance. It could also permit the companies that sell handbags to SFA to skew their selling and advertising strategies for certain bags or categories of bags to direct-to-consumer marketing, leveraging SFA's advertising insights and knowhow. Slides 3 through 12, 25 through 29, 33, 34, 39, and 40 analyze brand performance, marketing reach, and market opportunity for shoes and soft accessories. Not only does such information detail SFA's proprietary market and advertising strategy, but it is also irrelevant to the above-captioned litigation, meaning that there is minimal public interest in its disclosure. Slide 31 combines insights on quarterly financial performance of shoes, handbags, and SFA more broadly, based on a proprietary projection model. Publicly disclosing this competitively sensitive information would inform competitor department stores what brands and categories of products for which consumers are cross-shopping with handbags, allowing them to adjust their merchandising, marketing, and promotional strategies accordingly. These projections reflect non-public information relating to shoes and soft accessories that is inextricable from handbag-related information and irrelevant to the above-captioned litigation. In light of the foregoing reasons, the information in this slide deck should remain private for at least five years, as earlier disclosure would damage SFA's competitive position, impede upon SFA's ability to compete, and undermine the research, investment, and business insights on which the information relies.

12. Disclosure of the information that is highlighted in the document bearing Bates number SFA-TAPESTRY-00000279, which is attached hereto as **Exhibit 1-H (DX-0018)**, would harm SFA's competitive standing and advantage its competitors. That document details SFA's quarterly performance and strategy for competing in the handbag market for the fourth

quarter of fiscal year 2022. Slide 2 details SFA's product demand and digital performance for

certain brands, and drivers of the same. Slides 3, 4, and 6 identify top brands and outline their

performance and demand. Slides 5 through 8 detail SFA's marketing performance,

penetration, and engagement trends by channel, not only with respect to handbags generally,

but also, with respect to a specific brand. Slide 9 details and evaluates the results of SFA's

marketing campaigns by brand. SFA does not publicly report this competitively sensitive

information and routinely keeps it secret and protected from disclosure. Revelation of it would

be harmful to SFA because competitors would be able to determine the effectiveness of SFA's

marketing methods and channels, and adjust their own marketing strategies according to SFA's

insights on demand, brand performance, and specific promotional campaigns. It could also

permit the companies that sell handbags to SFA to skew their selling and advertising strategies

for certain bags to direct-to-consumer marketing, leveraging SFA's advertising insights and

know-how. The advertising strategies and market insights in this 2022 slide deck continue to

be relevant to SFA's competitive strategies today and disclosure would inform competitors

about SFA's current and future internal strategic thinking. In light of the foregoing reasons,

the information in this slide deck should remain private for at least five years, as earlier

disclosure would damage SFA's competitive position, impede upon SFA's ability to compete,

and undermine the research, investment, and business insights on which the information relies.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: September 10, 2024

Mcholas Elump

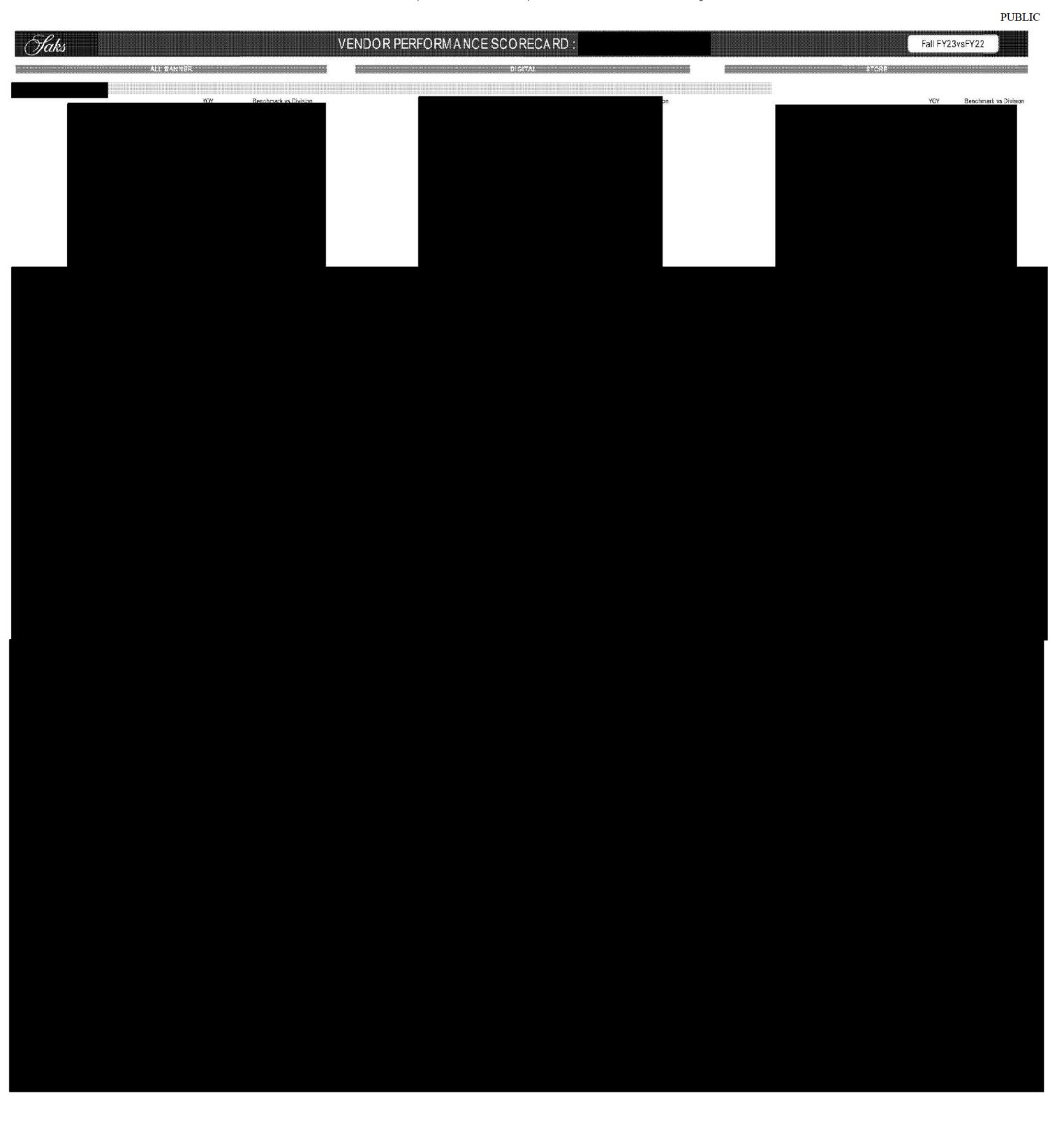
Name: Nicholas Klump

Title: Vice President of Merchandise Planning

Saks Fifth Avenue, LLC

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Exhibit 1-A DX-0011



Fall FY23vsFY22

PUBLIC



CONFIDENTIAL SFA-TAPESTRY-00000013

Definitions

- Inclusions/Exclusions:

 1. Excludes Employee customers
 2. Time Period: Seasonal CY vs LY

- Excludes Cash transactions
 Excludes Employee Orders for Gross Sales by DMA

#Cestoners - Cestomers who have a purchase order in the gives time period ('SL' order)
 Gross Sales - Sales that were purchased
 Net Sales - Sales excluding returns
 Return Rate - Return Amount/Gross Sales

- 4. Return Rate Return Amount/Gross Sales
 5. Spend per Customer Gross Sales/#Customers
 6. Avg Items/Trip Gross Sales/Purchase Trips
 7. Avg Trips/Customer Purchase Trips/#Customers
 8. AOV Gross Sales/Gross Orders
 9. AUR Gross Sales/Gross Units
 10. UPT Gross Units/Gross Orders

- 11. Trips No. of days customers visited the store/shopped online during the considered time period for a purchase

Demographics

No. of customers by -

- Gender
 Ethnicity
- Estimated Household Income
 Age Group
 Age

Count of customers with unknown demographics is displayed

Customer Segments

- 1. Customers new ever to brand Customers who shopped the vensor products for the first time during the considered time period irrespective of whether they are new/existing to Saks
- 1. Customers new ever to brand Customers who snopped the veneor products for the first time during the considered time period and solvented time period.
 3. Customers new ever to Saks & brand Customers who are new to Saks and shopped the vendor products for the first time during the considered time period.
 4. Gross Sales from customers new ever to Saks & brand Gross Sales of customers new ever to Saks and brand.
 5. %Customers new ever to brand making multiple trips Customers new ever to brand making multiple trips (2 or more trips).

- 12. %Customers making multiple trips Overail Customers making multiple trips (2 or more trips)

 13. %Gross Sales from multiple trips Gross Sales From Customers making multiple trips/Total Gross Sales

 14. Gross Spend per Customer making multiple trips Gross Sales of customers making multiple trips/No. of Customers making multiple trips

 15. Avg trips from multiple trip customers Sum of Trips of customers making multiple trips/No. of Customers making multiple trips

Top 5 cross shopped Categories and Brands ranked based on Gross Sales

% Customers Cross shopped - No. of customers who shopped in other brands(Excluded by Brand name)

DMA - Designated Marketing Area(For Ecom orders)
No. of outstomers and Gross sales by Designated Marketing Area
The Gross Sales and Gross Customers are based on the actual order date - the date when order was placed.
However, the digital metrics on "Vendor Performance" tab are based on Shipped Date - the date when order was shipped.

If a Vendor is performing above or below average compared to other depts within the division that a vendor belongs to it excludes the current brand

	Vendor derts within Vendor Division	Other depts within Vendor Division(excluding the current brand)	Benchmark vs Division
Trips/customer	ENTOIGH	Division (exercise)	Danielliak ve Diveren
VOA			
AUR			
UPT			

Exhibit 1-B DX-0012

Planning Findings

1

Merchant Findings

J



Digital Findings

4

Digital Performance

Market Channel Performance

Market Channel Penetration

Customer & LTV Data 13

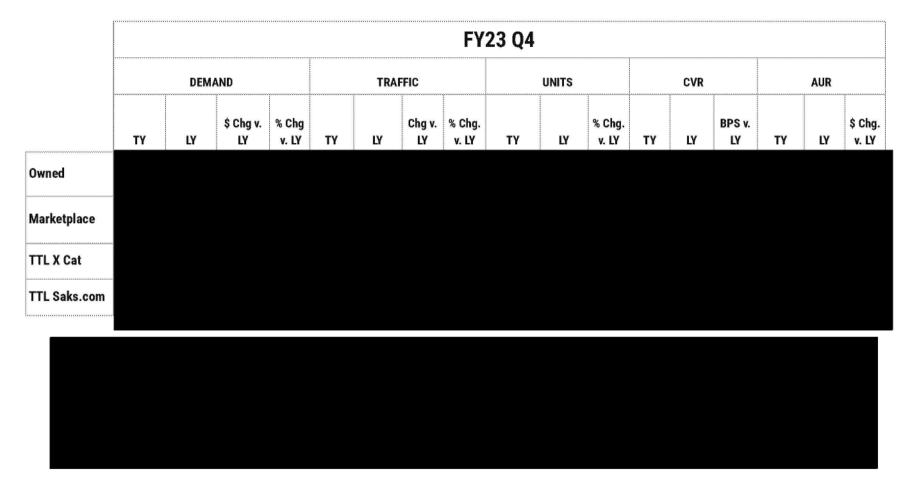
Appendix

Product Finding Method

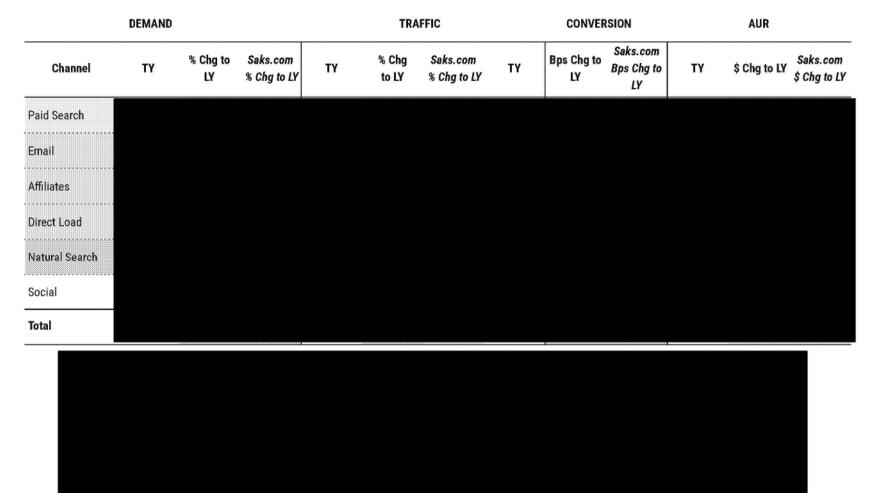
Top Array Performance

DIGITAL PERFORMANCE- (LOOKET Data) PUBLIC





MARKETING CHANNEL PERFORMANCE (Adobe Data-New Category) of 225 * PUBLIC Fak



MARKETING CHANNEL PENETRATION (Adobe Data - New Category) 38 of 225 * PUBLIC * P

PUBLIC Saks

By channel breakout showing penetration TY vs LY for demand and traffic to understand shifts. Please pull total saks.com as well for shift comparisons.

			Dem	end		Traffic							
	Handbags			То	tal Saks.	com		Handbag	s	Total Saks.com			
	TY	LY	Chg to LY	TY	LY	Chg to LY	TY	LY	Chg to LY	TY	LY	Chg to LY	
Paid Search													
Email													
Affiliate													
Direct Load													
Natural Search													
Social Media	-												

PRODUCT FINDING WETHOD- Adobe Data PILED 09/17/2024 OSCAR NO. 611801 -PAGE Page 39 of 225 * PUBLIC * PI

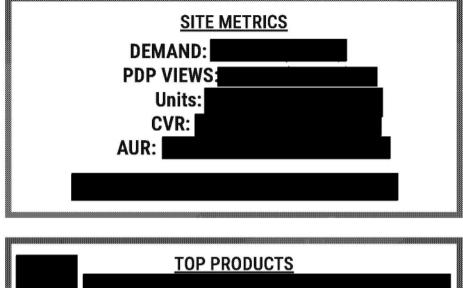




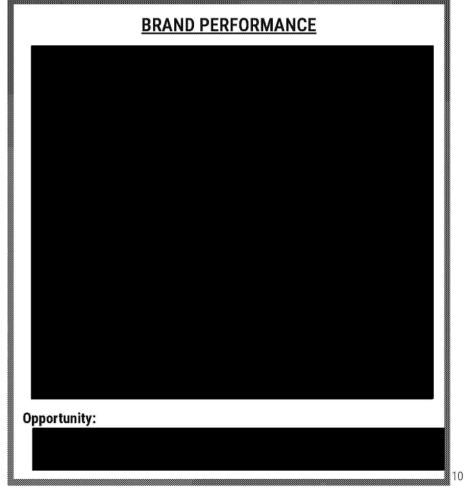
DEMAND				
ТУ	Bps Chg to LY \$ C	hg to LY		
Search	·			
gation				
Carousel				
ad				
teal				
ck				

TOP ARRAY PERFORMANCE - Shop All

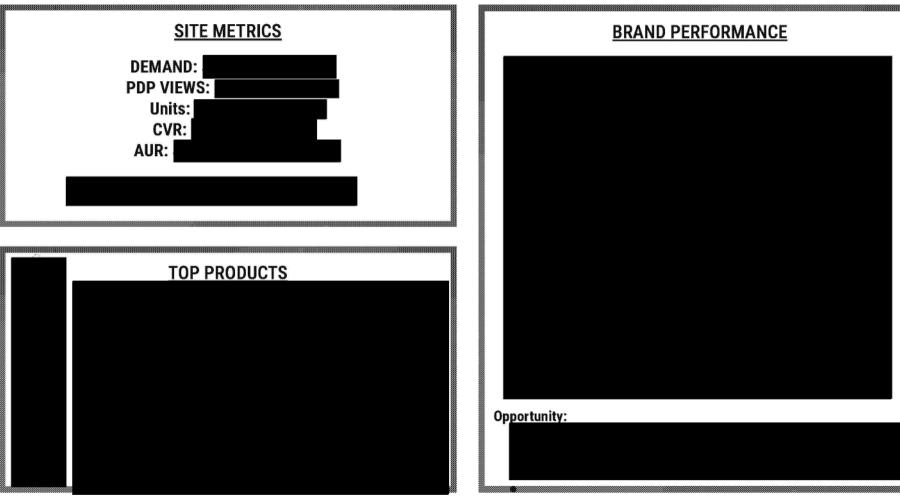
* PUBLIC Saks

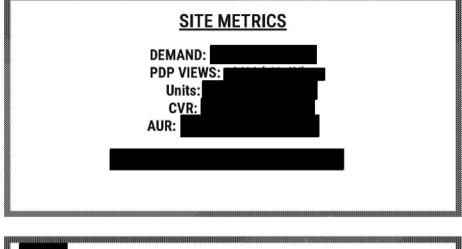




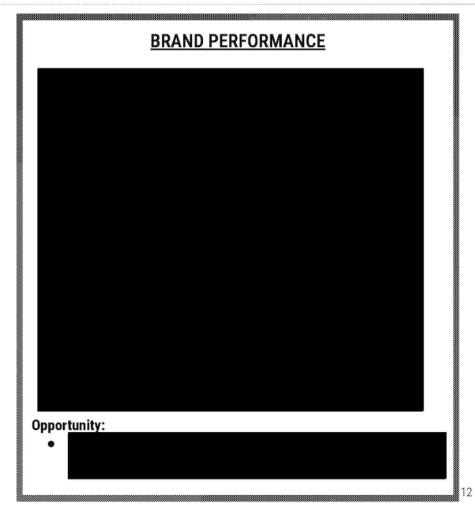


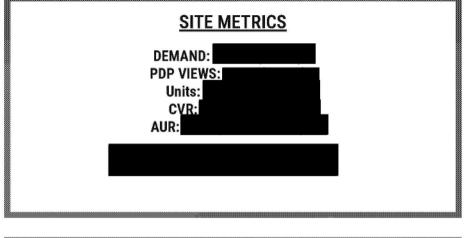
TOP ARRAY PERFORMANCE - Crossbody Bags Public Publi



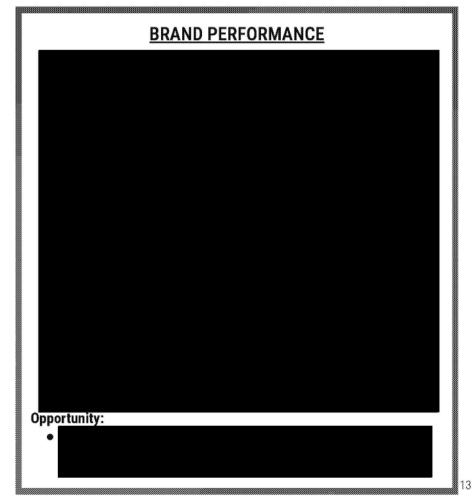












TBD Based on data

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MARKETING CHANNEL PERFORMANCE-Appendix slide & Adobe data 225 * Public * Public *



								FY23	Q4						v	
	DEMAND (\$M)					TRAFFIC (M)						UNITS		CVR		AUR
	TY	LY	\$ Chg v. LY	% Chg v. LY	Saks.com % Chg to LY	TY	LY	Chg v. LY	% Chg. v. LY	Saks.com % Chg to LY	TY	% Chg. v. LY	ΤΥ	BPS v. LY	ΤY	\$ Chg. \
Paid Search																
Email																
Affiliate																
Direct Load																
Natural Search																
Social Media																
Total																

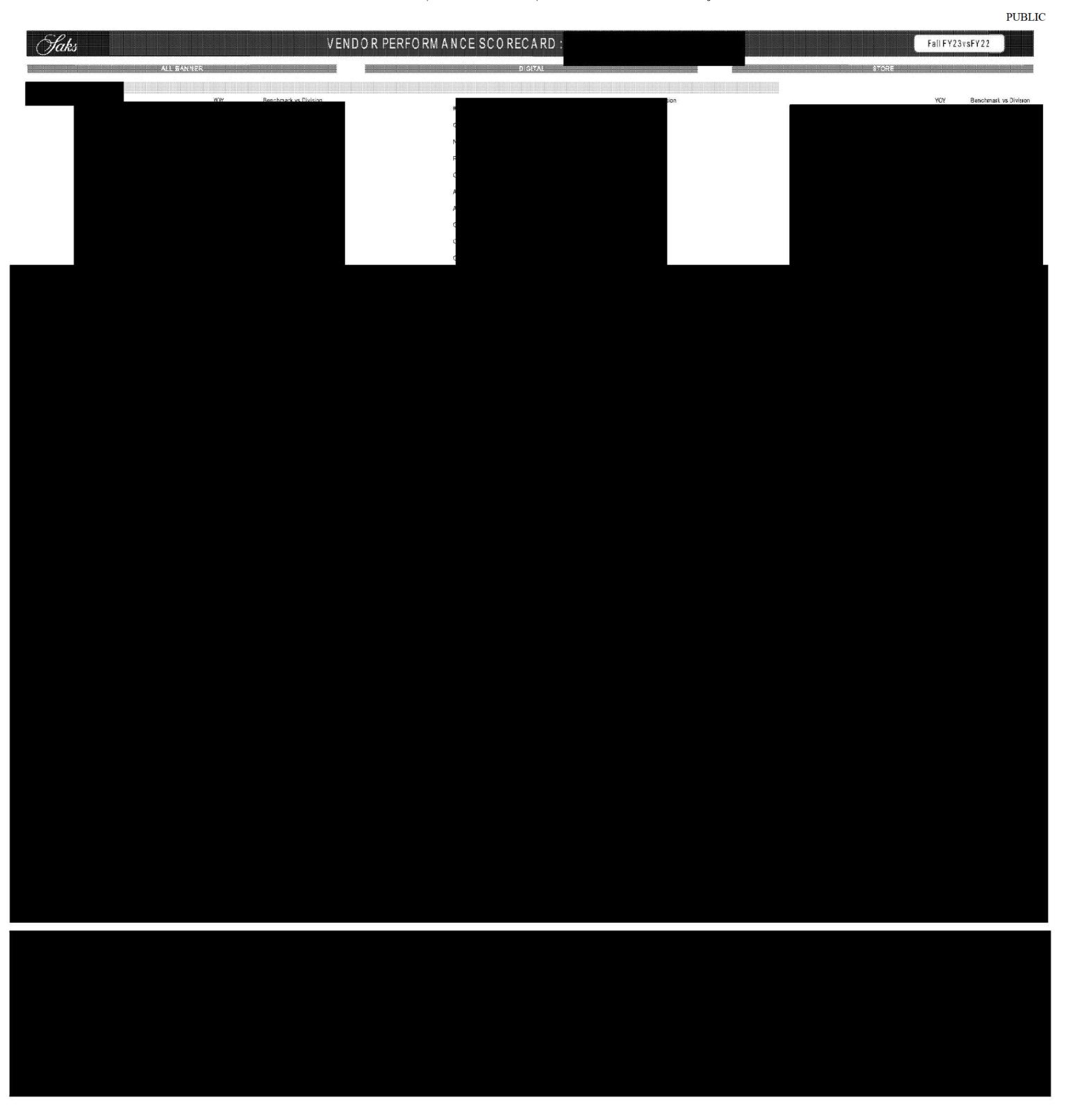
TOP ARRAY PERFORMANCE-Appendix slide PUBLIC PUBLIC

							FY2023 64								
Category Array	Roverser TY % to EY	PSP Views	*1017	Conversion TY	N 10 CF	Units TY	% to LY	Orders TY	%80	Dart Adds TY	3 to 17	AUR TY	SHO	YOA LA	% to LY
Shop All															
Creesbody Bags															
Totes															
Wallets & Card Cases															
Shoulder Bags															
Clutches & Pouches															
Evening Bags															
Top Handles & Satchels															
Best Bags															
Mini Bago															
Hoto Baga															
8ackparks															
Bucket Blags															
Beach & Strew Bags															
Baguette Bago															
Diagen Bago															
Yech Cases															

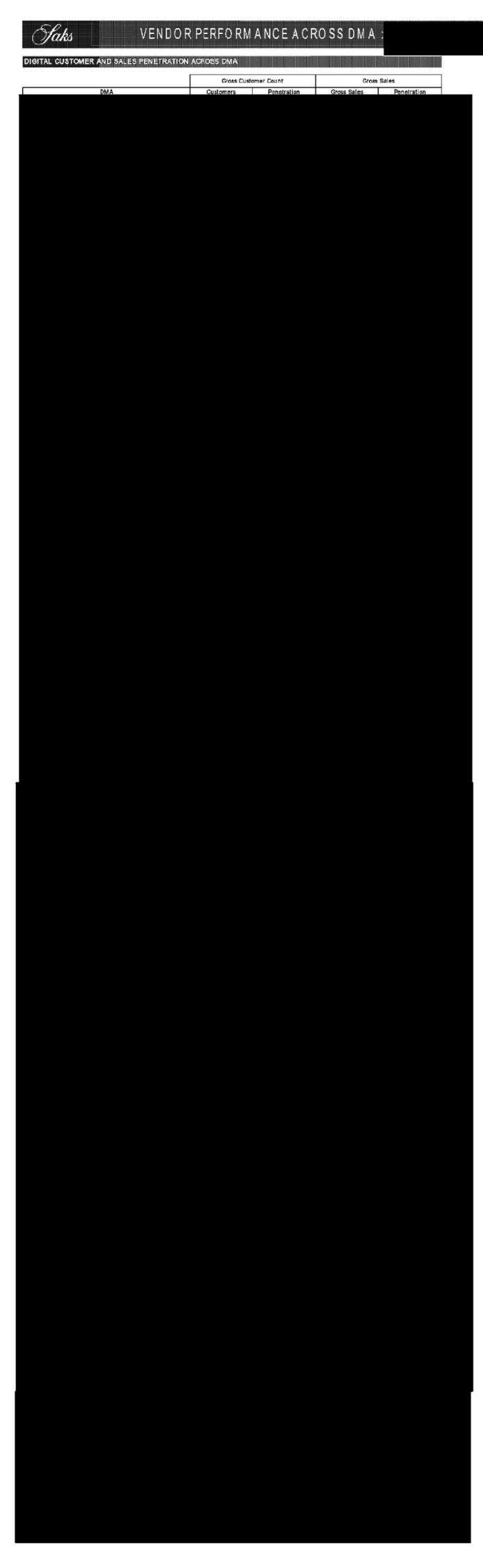
Similar snip as our weekly array file for appendix

116

Exhibit 1-C DX-0013



Fall FY23vsFY22





Definitions

- inclusions/Exclusions:

 1. Excludes Employee customers
 2. Time Period: Seasonal CY vs LY
- Excludes Cash transactions
 Excludes Employee Orders for Gross Sales by DMA

#Cestoners - Cestomers who have a purchase order in the gives time period ('SL' order)
 Gross Sales - Sales that were purchased
 Net Sales - Sales excluding returns
 Return Rate - Return Amount/Gross Sales

- 5. Spend par Customer Gross Sales/#Customers
- Avg Items/Trip Gross Sales/Purchase Trips
 Avg Trips/Customer Purchase Trips/#Customers
- 8. AOV Gross Sales/Gross Orders
- 9. AUR Gross Sates/Gross Units 10. UPT Gross Units/Gross Orders
- 11. Trips No. of days customers visited the store/shopped online during the considered time period for a purchase

Demographics

No. of customers by -

- Gender
 Ethnicity
- Estimated Household Income
 Age Group
 Age

Count of customers with unknown demographics is displayed

- 1. Customers new ever to brand Customers who shopped the vensor products for the first time during the considered time period irrespective of whether they are new/existing to Saks
- 1. Customers new ever to brand Customers who snopped the veneor products for the first time during the considered time period and solvented time period.
 3. Customers new ever to Saks & brand Customers who are new to Saks and shopped the vendor products for the first time during the considered time period.
 4. Gross Sales from customers new ever to Saks & brand Gross Sales of customers new ever to Saks and brand.
 5. %Customers new ever to brand making multiple trips Customers new ever to brand making multiple trips (2 or more trips).

- 12. %Customers making multiple trips Overall Customers making multiple trips (2 or more trips)

 13. %Gross Sales from multiple trips Gross Sales From Customers making multiple trips/Total Gross Sales

 14. Gross Spend per Customer making multiple trips Gross Sales of customers making multiple trips/No. of Customers making multiple trips

 15. Avg trips from multiple trip customers Sum of Trips of customers making multiple trips/No. of Customers making multiple trips

Top 5 cross shopped Categories and Brands ranked based on Gross Sales

%Customers Cross shopped - No. of customers who shopped in other brands(Excluded by Brand name)

DMA - Designated Marketing Area(For Ecom orders)
No. of oustomers and Gross sales by Designated Marketing Area
The Gross Sales and Gross Customers are based on the actual order date - the date when order was placed.

However, the digital metrics on "Vendor Performance" tab are based on Shipped Date - the date when order was shipped.

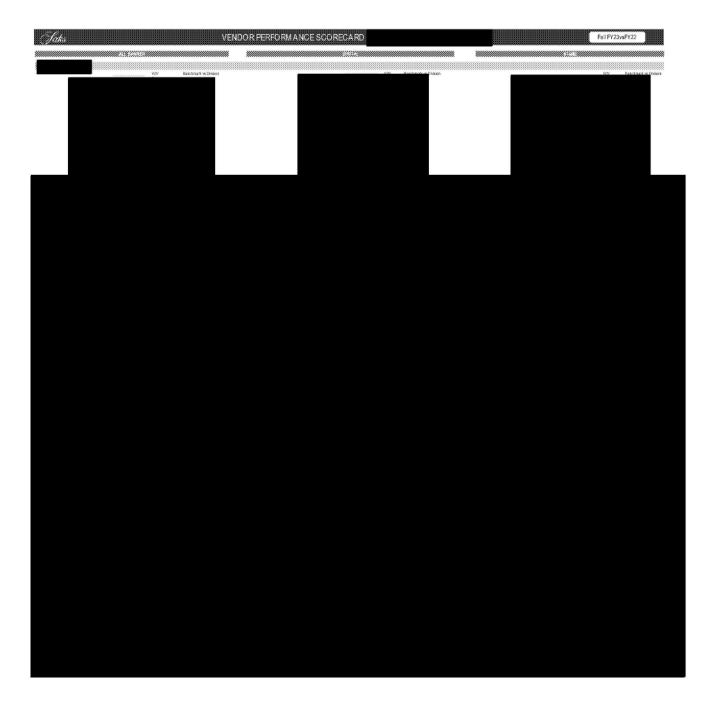
Benchmark vs Division

If a Vendor is performing above or below average compared to other depts within the division that a vendor belongs to it excludes the current brand.

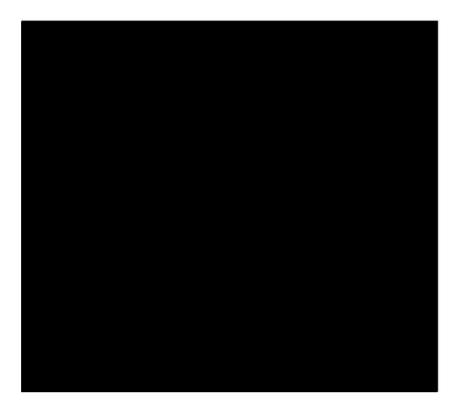
Example of benchmarking

CONFIDENTIAL

Exhibit 1-D DX-0014







Definitions

Inclusions/Exclusions:

- Excludes Employee customers
 Time Period: Seasonal CY vs LY
- 3. Excludes Cash transactions
- 4. Excludes Employee Orders for Gross Sales by DMA

Customer Metrics

- 1, #Customers Customers who have a purchase order in the given time period ("SL" order) 2. Gross Sales Sales that were purchased
- Net Sales Sales excluding returns
 Return Rate Return Amount/Gross Sales
- Spend per Customer Gross Sales/#Customers
- 6. Avg Items/Trip Gross Sales/Purchase Trips 7. Avg Trips/Customer Purchase Trips/#Customers
- 8. AOV Gross Sales/Gross Orders 9. AUR Gross Sales/Gross Units
- 10. UPT Gross Units/Gross Orders
- 11. Trips No. of days customers visited the store/shopped online during the considered time period for a purchase

Demographics

No. of customers by -

- 1 Gender
- 2. Ethnicity
- 3. Estimated Household Income
- 4. Age Group
- 5. Age

Count of customers with unknown demographics is displayed

Customer Segments

- 1. Customers new ever to brand Customers who shopped the vendor products for the first time during the considered time period irrespective of whether they are new/existing to Saks
- 2. Gross Sales from customers new ever to brand Gross Sales of customers new ever to brand
- 3. Customers new ever to Saks & brand Customers who are new to Saks and shopped the vendor products for the first time during the considered time period 4. Gross Sales from customers new ever to Saks & brand Gross Sales of customers new ever to Saks and brand
- 5. %Customers new ever to brand making multiple trips Customers new ever to brand making multiple trips (2 or more trips)
- % Customers making multiple trips Overall Customers making multiple trips (2 or more trips)
 % Gross Sales from multiple trips Gross Sales From Customers making multiple trips/Total Gross Sales
- 14. Gross Spend per Customer making multiple trips Gross Sales of customers making multiple trips/No. of Customers making multiple trips

 15. Avg trips from multiple trip customers Sum of Trips of customers making multiple trips/No. of Customers making multiple trips

Cross shops
Top 5 cross shopped Categories and Brands ranked based on Gross Sales

%Customers Cross shopped - No. of customers who shopped in other brands(Excluded by Brand name)

DMA - Designated Marketing Area(For Ecom orders)

No. of customers and Gross sales by Designated Marketing Area

The Gross Sales and Gross Customers are based on the actual order date - the date when order was placed.

However, the digital metrics on "Vendor Performance" tab are based on Shipped Date - the date when order was shipped.

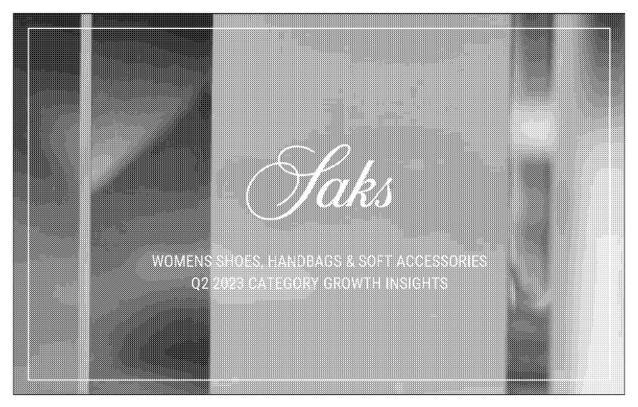
Benchmark vs Division

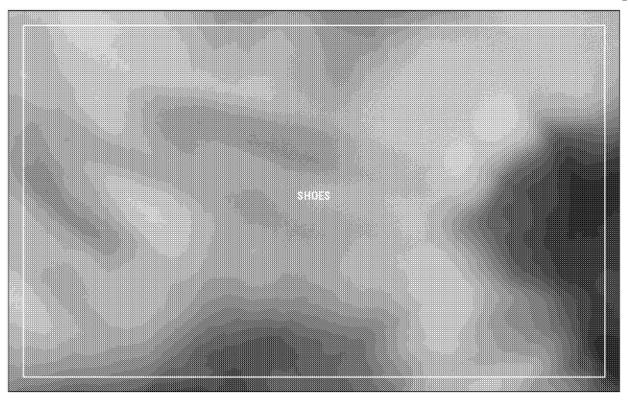
If a Vendor is performing above or below average compared to other depts within the division that a vendor belongs to

It excludes the current brand

	Vendor depts within Vendor Division	Other depts within Vendor Division(excluding the current brand)	Benchmark vs Division
Trips/customer			
AOV			
AUR			
UPT			

Exhibit 1-E DX-0015





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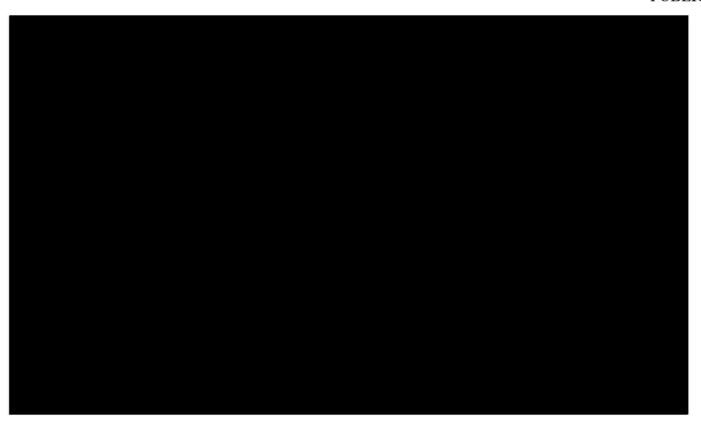
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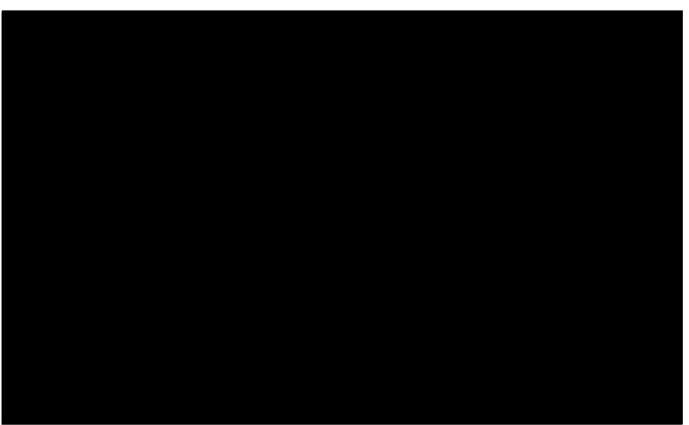
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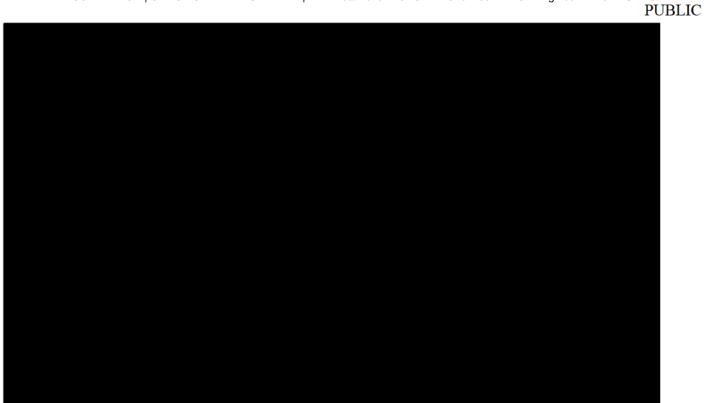
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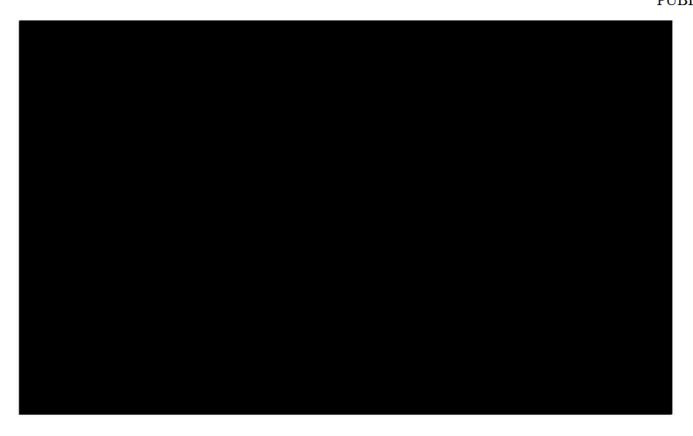
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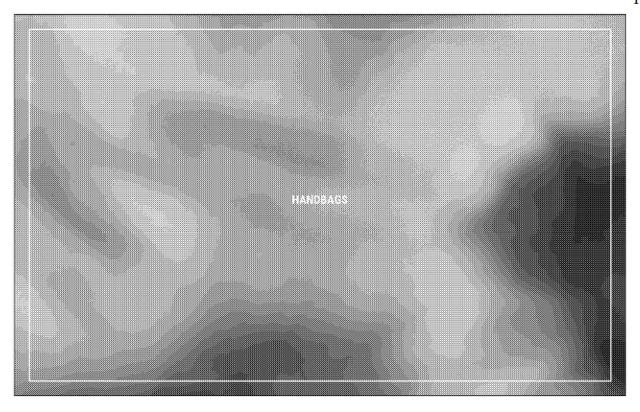


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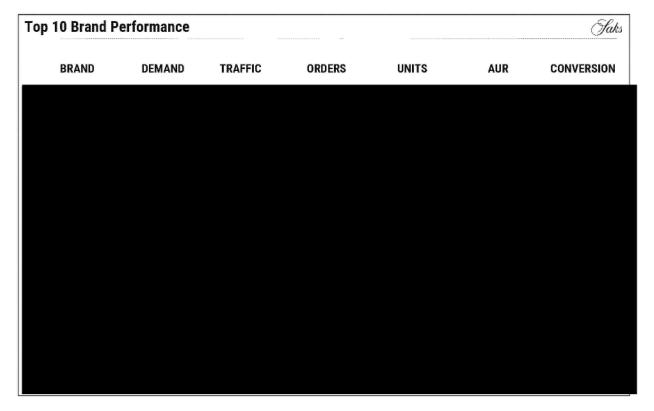
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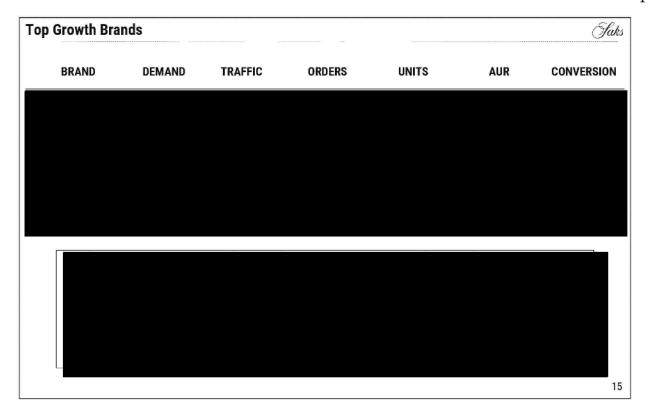


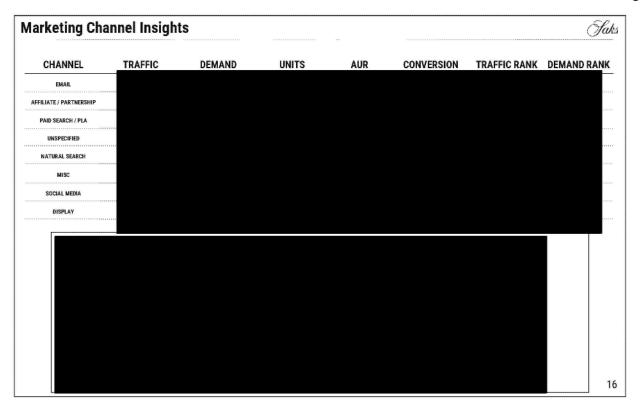






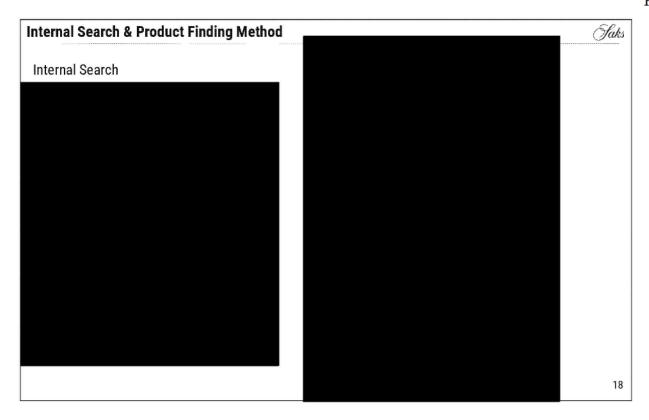


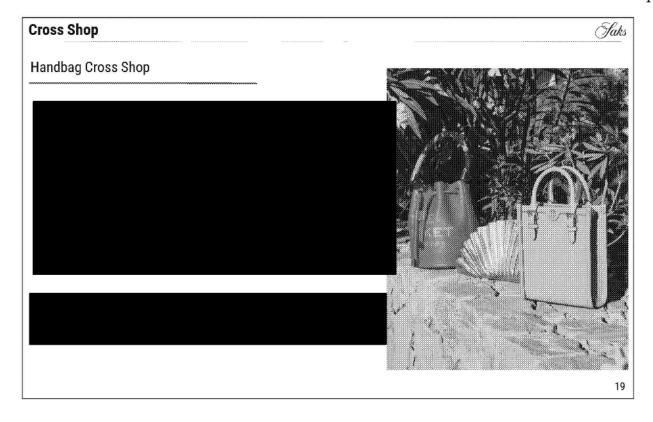




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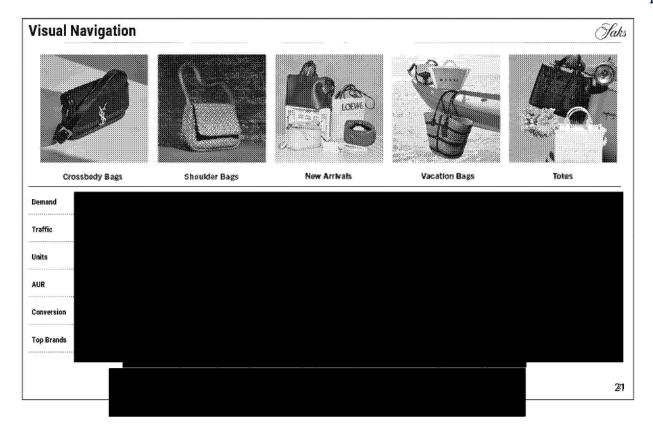


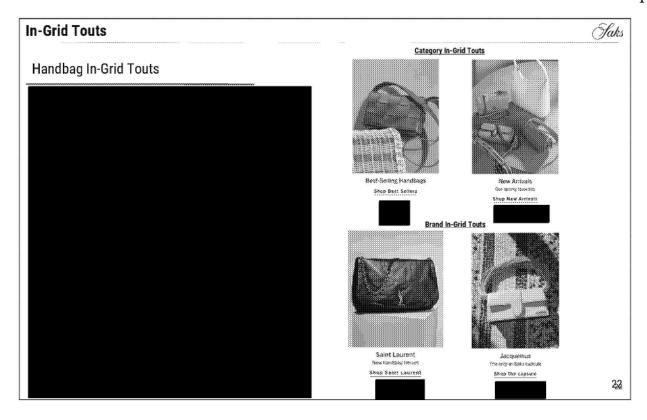


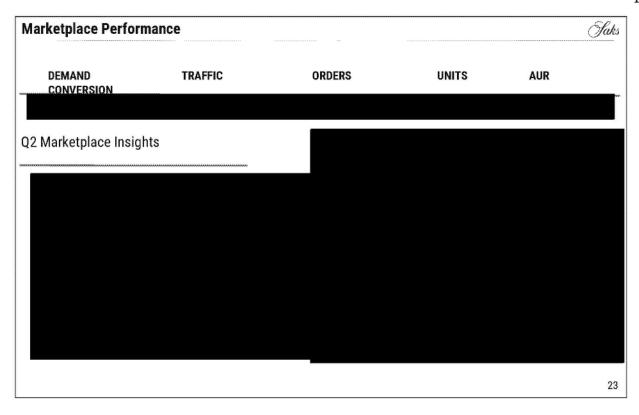


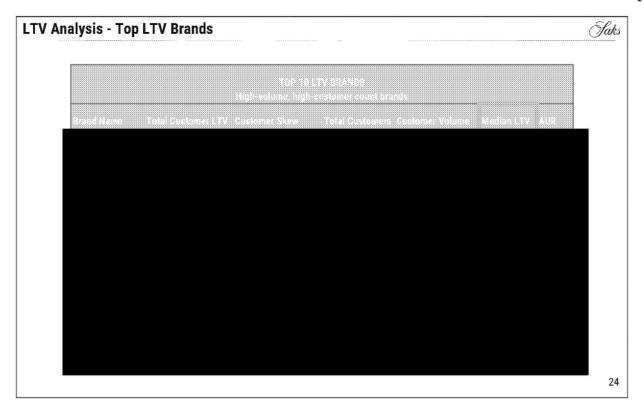
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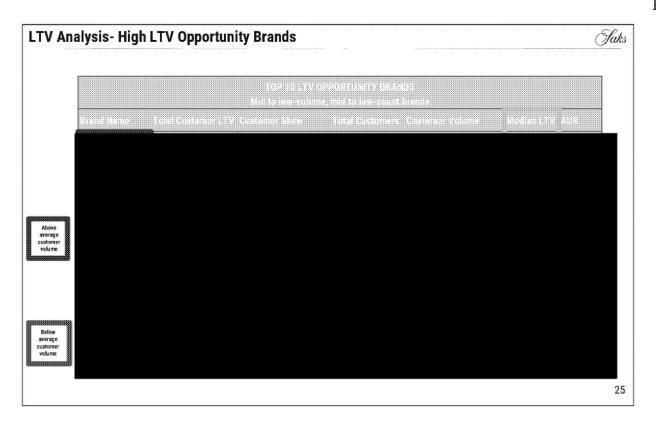
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	Top 10 Viewed PDPs
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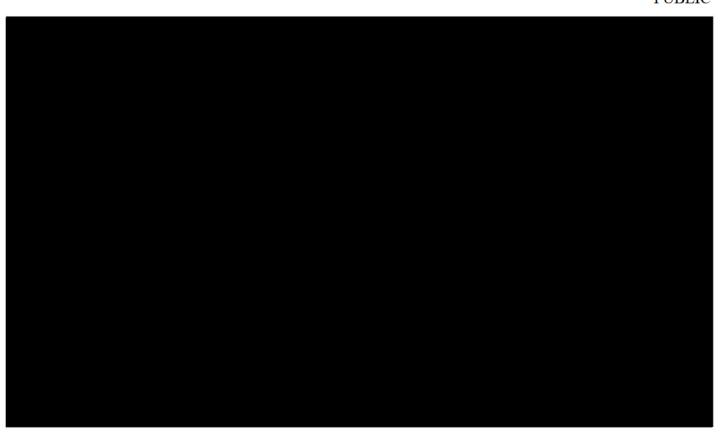
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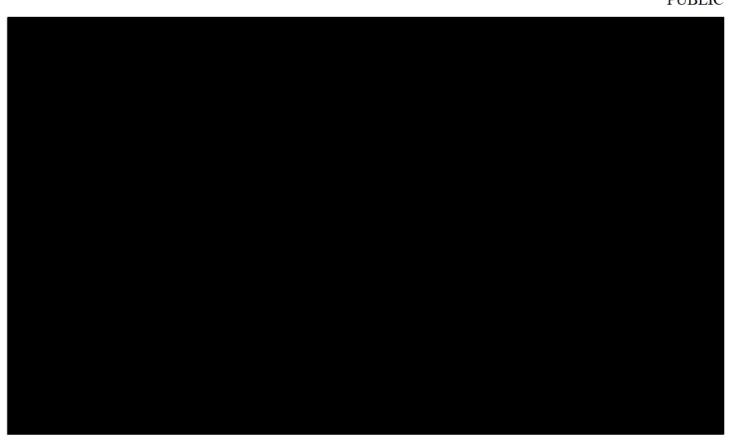
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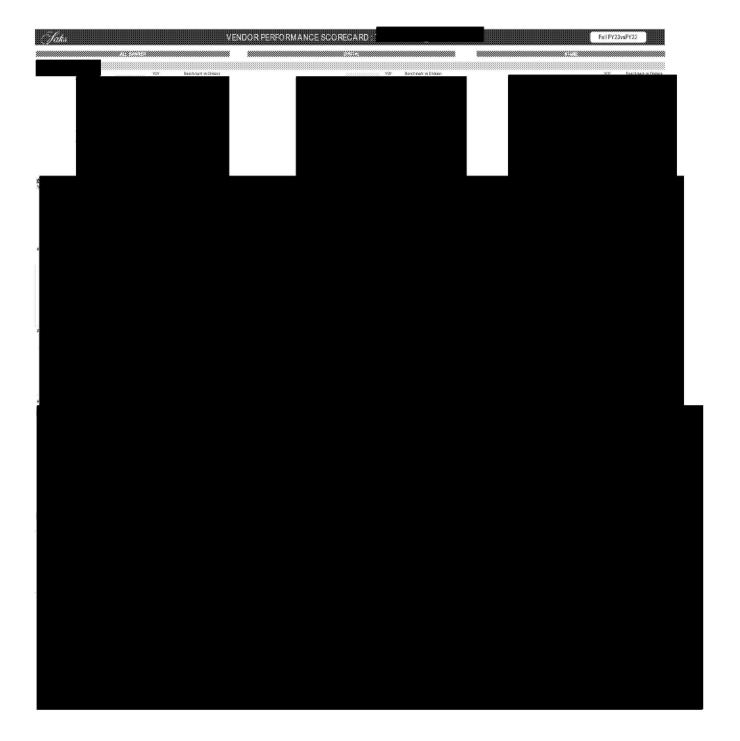
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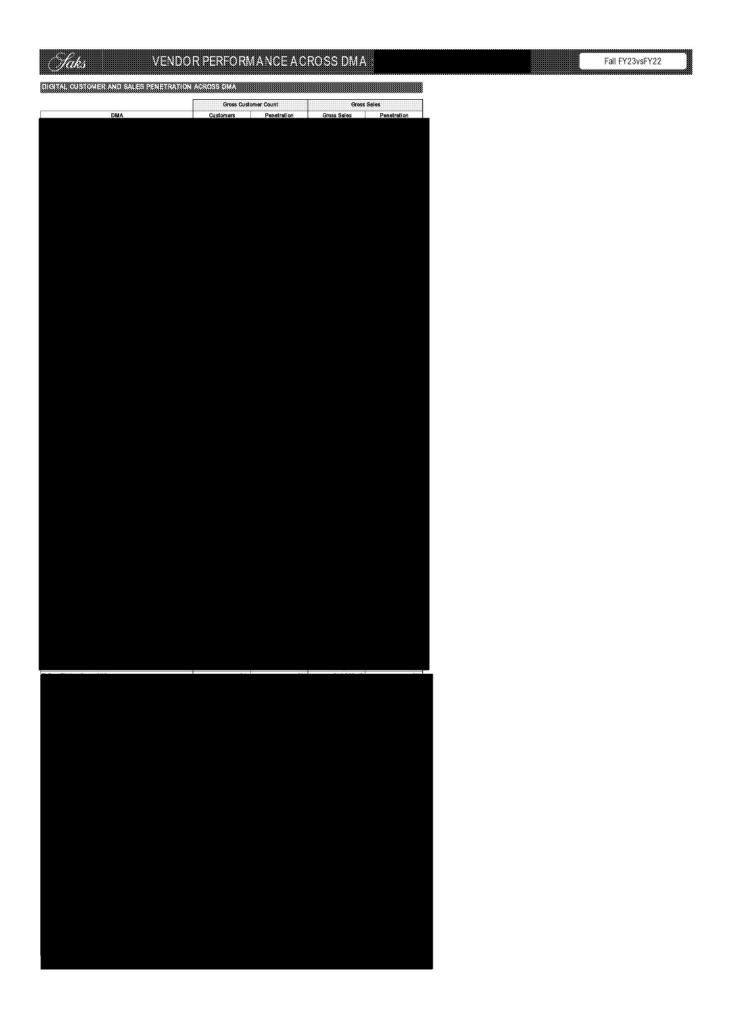


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Exhibit 1-F DX-0016







Definitions

Inclusions/Exclusions:

- Excludes Employee customers
 Time Period: Seasonal CY vs LY
- 3. Excludes Cash transactions
- 4. Excludes Employee Orders for Gross Sales by DMA

Customer Metrics

- 1, #Customers Customers who have a purchase order in the given time period ("SL" order) 2. Gross Sales Sales that were purchased

- Net Sales Sales excluding returns
 Return Rate Return Amount/Gross Sales
- Spend per Customer Gross Sales/#Customers
- 6. Avg Items/Trip Gross Sales/Purchase Trips 7. Avg Trips/Customer Purchase Trips/#Customers
- 8. AOV Gross Sales/Gross Orders 9. AUR Gross Sales/Gross Units
- 10. UPT Gross Units/Gross Orders
- 11. Trips No. of days customers visited the store/shopped online during the considered time period for a purchase

Demographics

No. of customers by -

- 1 Gender
- 2. Ethnicity
- 3. Estimated Household Income
- 4. Age Group
- 5. Age

Count of customers with unknown demographics is displayed

Customer Segments

- 1. Customers new ever to brand Customers who shopped the vendor products for the first time during the considered time period irrespective of whether they are new/existing to Saks
- 2. Gross Sales from customers new ever to brand Gross Sales of customers new ever to brand
- 3. Customers new ever to Saks & brand Customers who are new to Saks and shopped the vendor products for the first time during the considered time period 4. Gross Sales from customers new ever to Saks & brand Gross Sales of customers new ever to Saks and brand
- 5. %Customers new ever to brand making multiple trips Customers new ever to brand making multiple trips (2 or more trips)
- 12. % Customers making multiple trips Overall Customers making multiple trips (2 or more trips)
 13. % Gross Sales from multiple trips Gross Sales From Customers making multiple trips/Total Gross Sales
- 14. Gross Spend per Customer making multiple trips Gross Sales of customers making multiple trips/No. of Customers making multiple trips

 15. Avg trips from multiple trip customers Sum of Trips of customers making multiple trips/No. of Customers making multiple trips

Cross shops
Top 5 cross shopped Categories and Brands ranked based on Gross Sales

%Customers Cross shopped - No. of customers who shopped in other brands(Excluded by Brand name)

DMA - Designated Marketing Area(For Ecom orders)

No. of customers and Gross sales by Designated Marketing Area

The Gross Sales and Gross Customers are based on the actual order date - the date when order was placed.

However, the digital metrics on "Vendor Performance" tab are based on Shipped Date - the date when order was shipped.

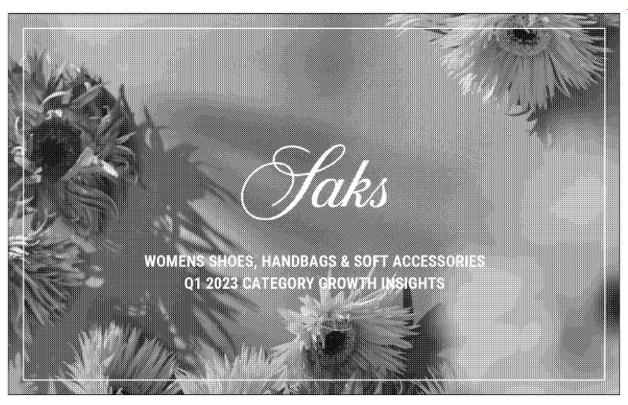
Benchmark vs Division

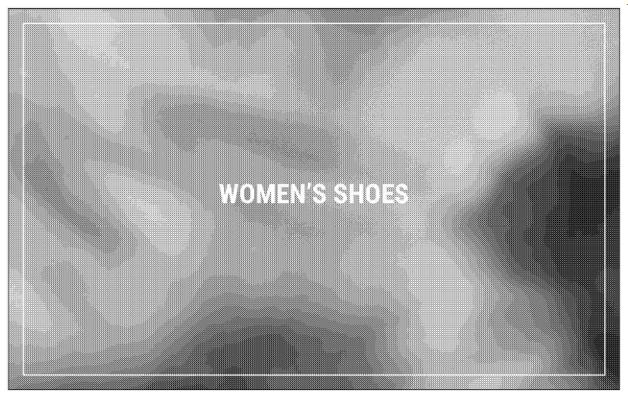
If a Vendor is performing above or below average compared to other depts within the division that a vendor belongs to

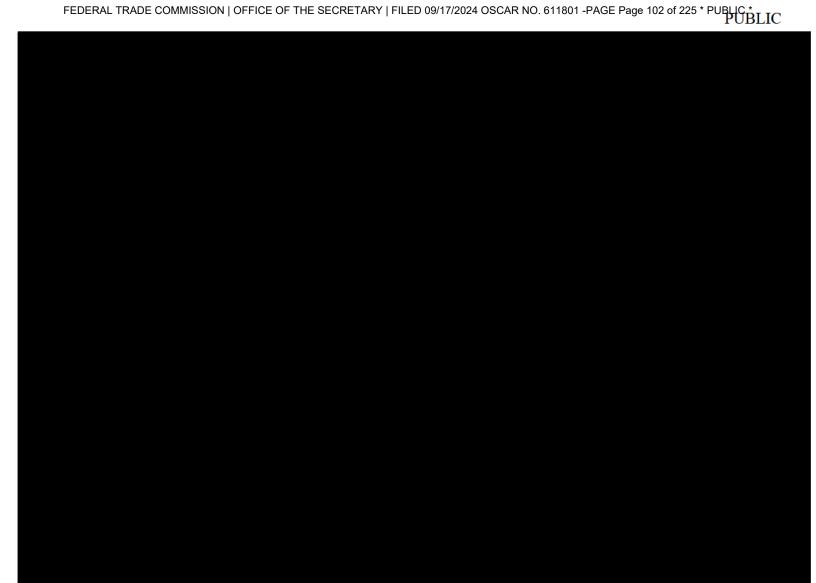
It excludes the current brand

Example of benchmarking			
	Vendor depts within Vendor	Other depts within Vendor	
	Division	Division(excluding the current brand)	Benchmark vs Division
Trips/customer			
AOV			
AUR			
UPT			

Exhibit 1-G DX-0017







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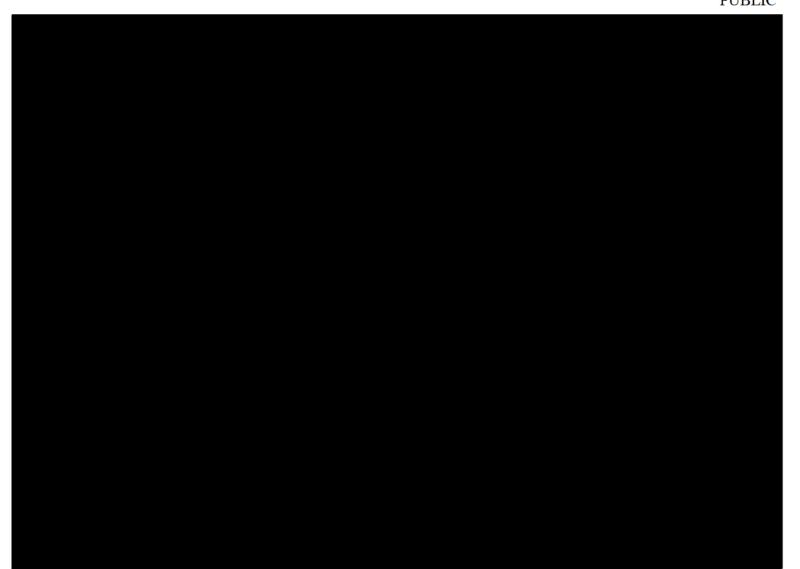


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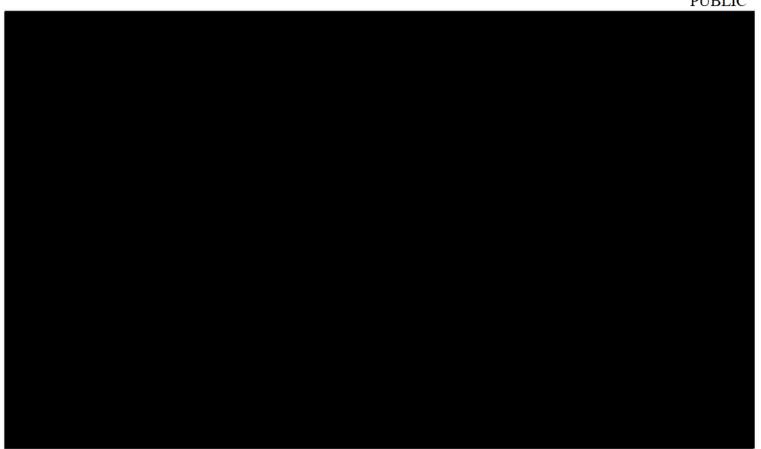




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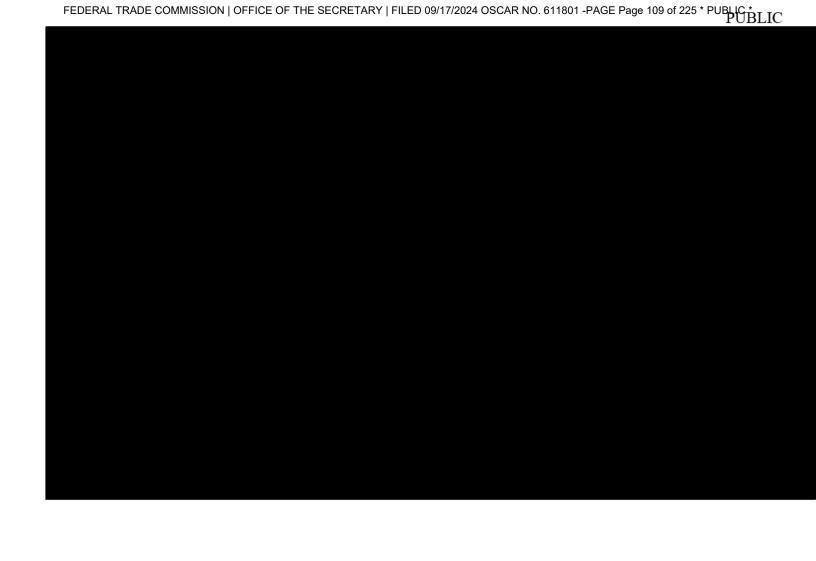


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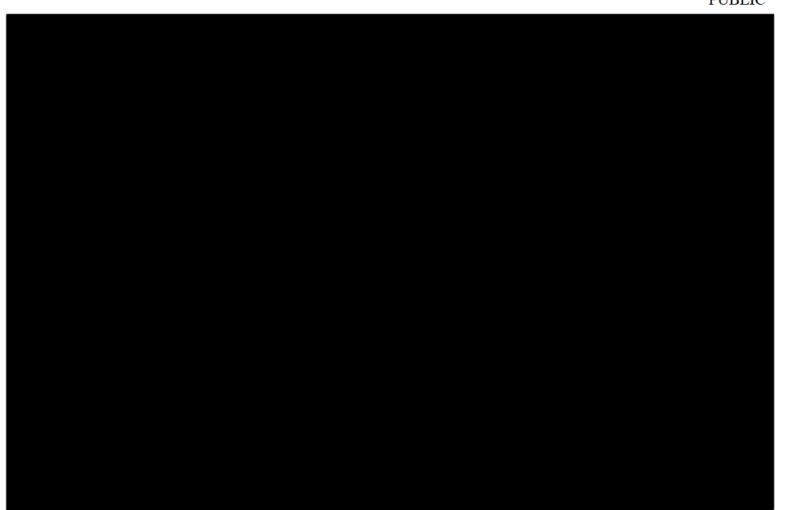


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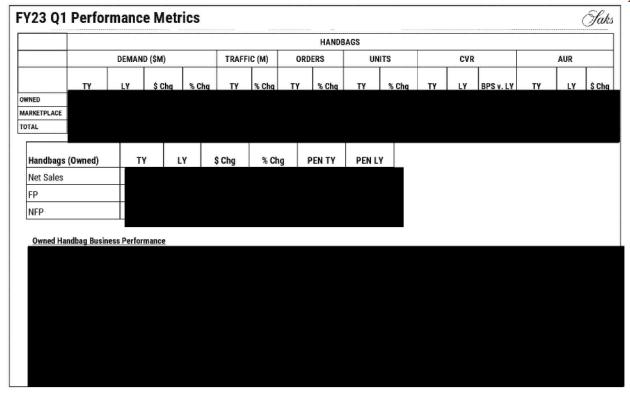
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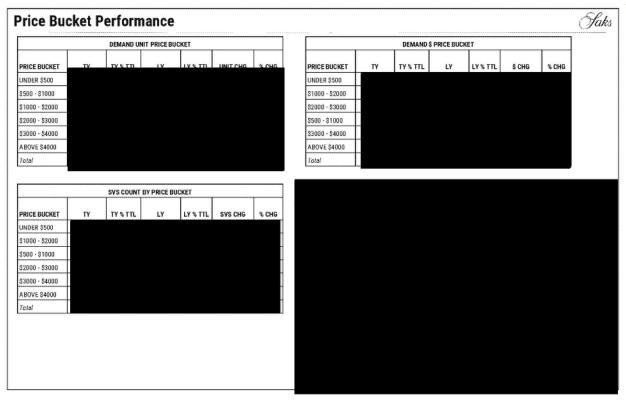


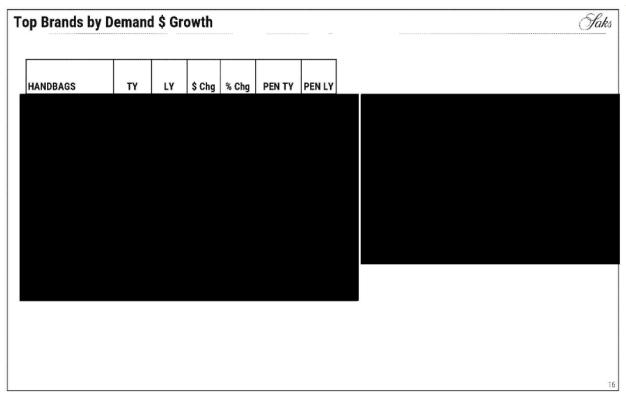
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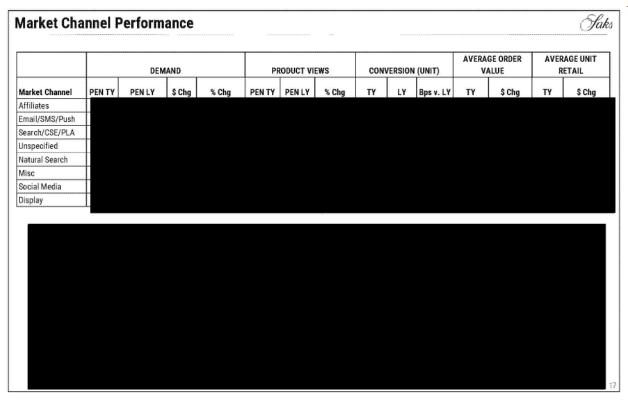


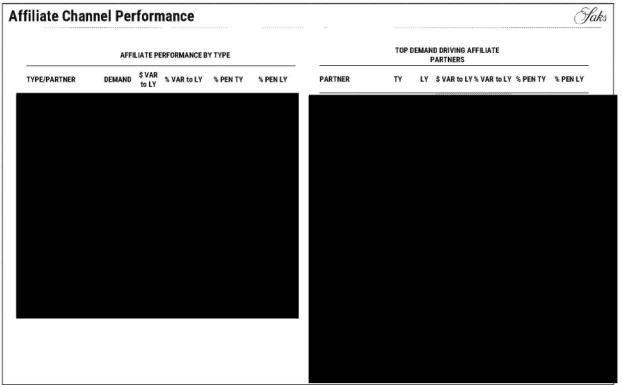


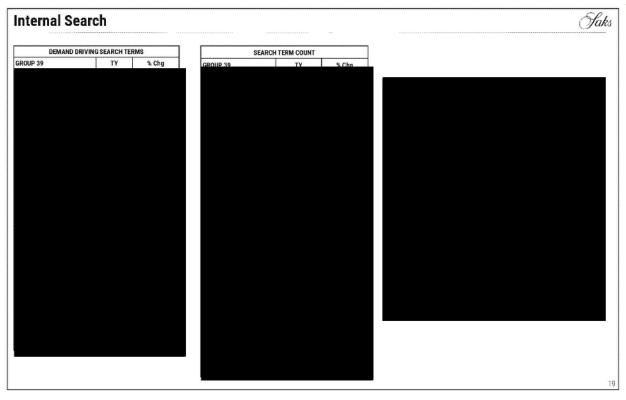


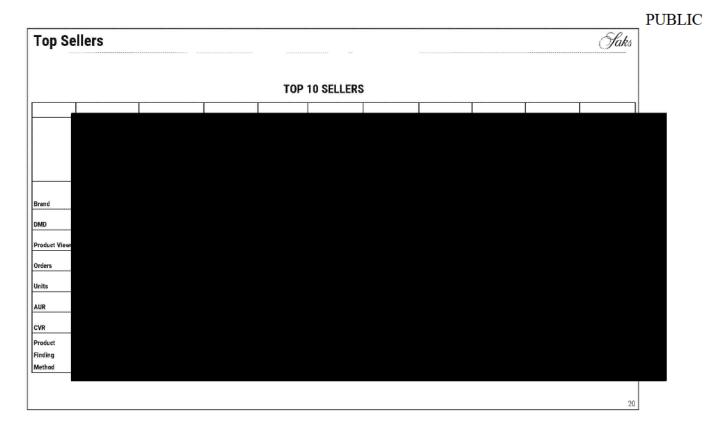


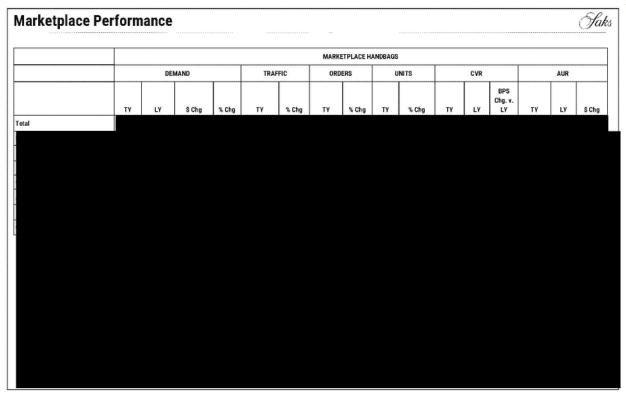


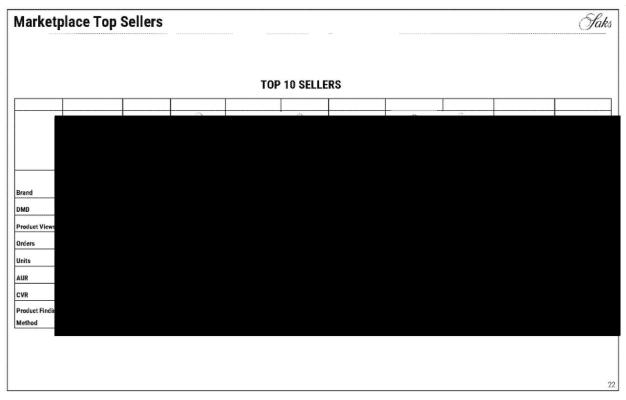


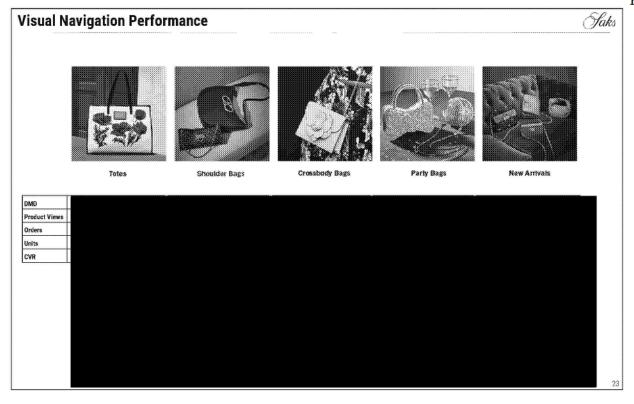






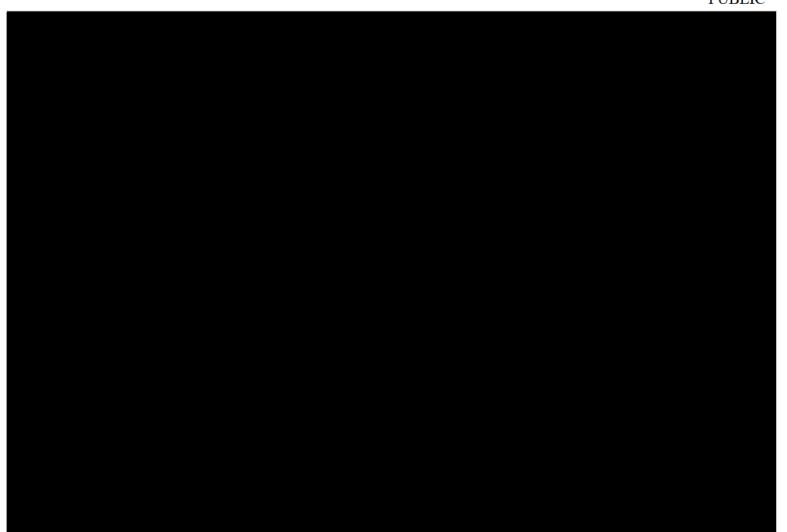






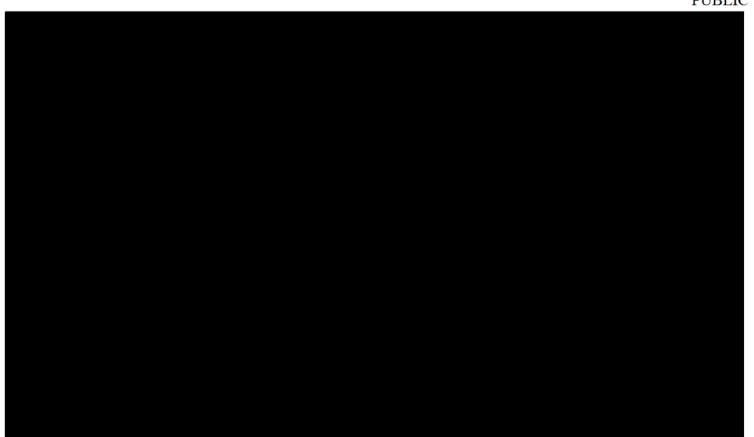


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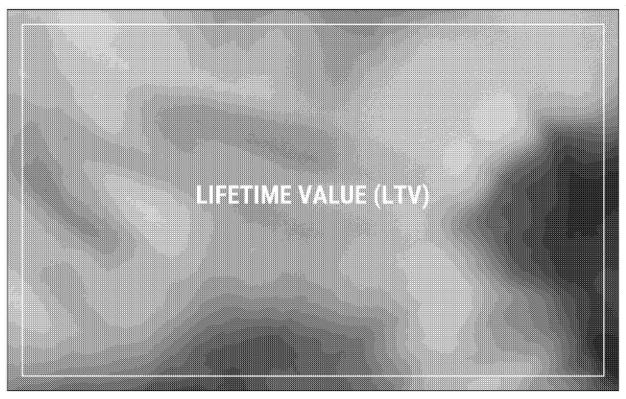
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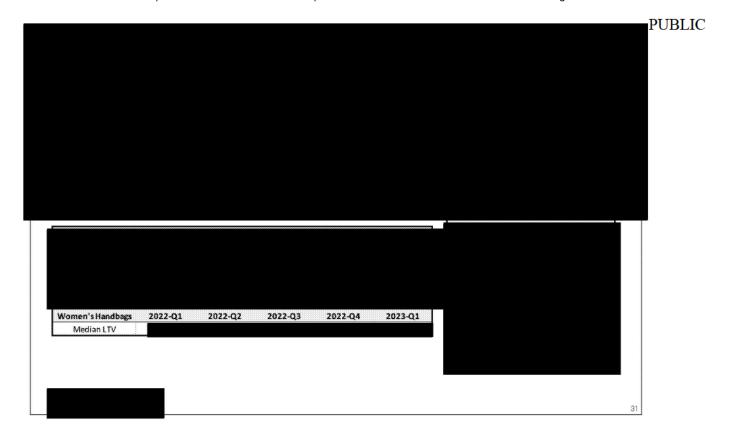


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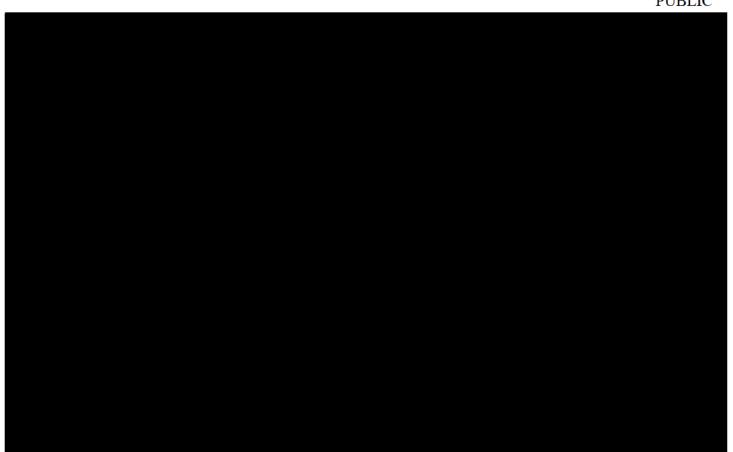






	Saks
WOMEN'S SHOES	
	32

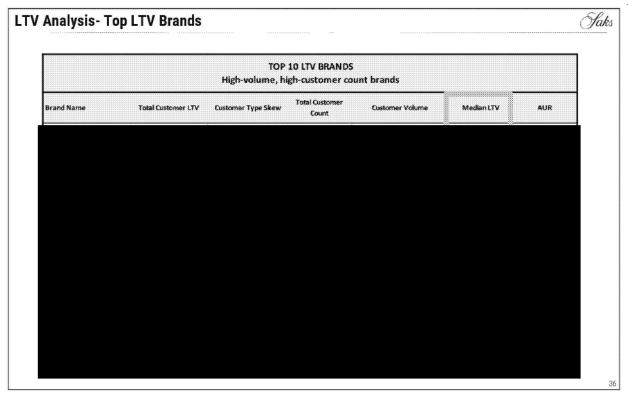
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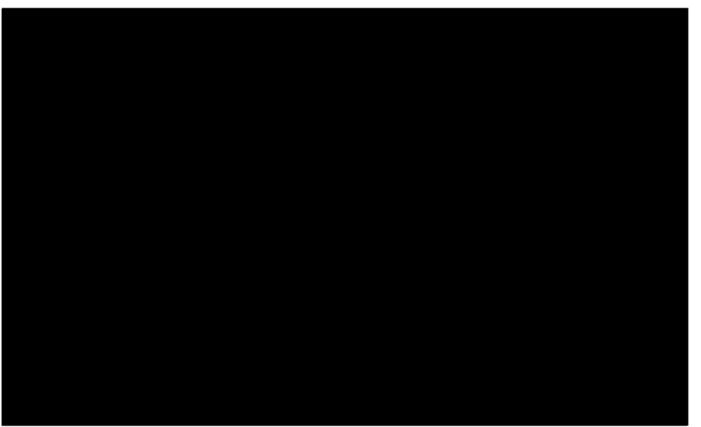


	Saks
WOMEN'C HANDDAGC	
WOMEN'S HANDBAGS	
	35









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Exhibit 1-H DX-0018



Q4 2022 CATEGORY GROWTH PERFORMANCE DIV 6 - WOMEN'S HANDBAGS



G39 Handbag Performance

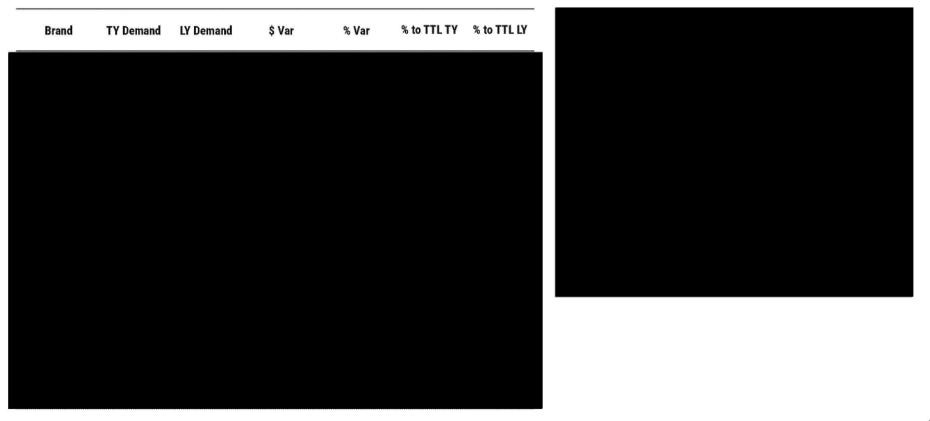


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TOP 10 DEMAND \$ DRIVING BRANDS



Top 10 Unit Driving Brands



TOP 10 DEMAND UNIT DRIVING BRANDS

Brand	TY Demand Units	LY Demand Units	U Var	% Var	% to TTL TY	% to TTL LY



Marketing Channel Performance



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	DEMAND				PRODUCT	T VIEWS			CONVERSION AVERAGE UN RETAIL				AVERAGE ORDER VALUE	
MARKET CHANNEL	% to TTL % to TY TTL L		% Var	% to TTL TY	% to TTL LY	Var	% Var	TY	LY	bps Var	TY	\$ Var to LY	TY	\$ Var to LY
AFFILIATE														
EMAIL														
SEARCH/CSE/PLA														
DIRECT														
SEO/ NATURAL SEARCH														
MISC														
SOCIAL MEDIA														
DISPLAY														

Marketplace Performance



T Dem	Y and De	LY mand	\$ Var	% Var	TY Product Views	LY Product Views	% Var	TY Orders	LY Orders	% Var	TY Units	LY Units	% Var	TY CVR	LY CVR	bps Var	TY AUR	LY Aur	\$ Var
Total SLP																			
			DEM	IAND			PRODU	ICT VIEW	S		c	CONVERSI	ON		RAGE UNIT RETAIL	'		GE ORDE ALUE	R
SLP MARKET CHANNEL	% to 1		% to TL LY	\$ Var	% Var	% to TTL TY	% to TTL LY	· Vai	• %	6 Var	TY	LY	bps Var	TY	\$ Var to) LY	TY	\$ Var t	o LY
AFFILIATE										***************************************									
SEARCH/CSE/PLA	conne																		
DIRECT																			
EMAIL	nanna																		
SEO/ NATURAL SEARCH																			
MISC																			
SOCIAL MEDIA																			
DISPLAY																			

New vs. Existing Customer Performance



	DEM	AND	ORD	ERS	UN	UNITS		AUR		AOV		S PER ACTION	and the same of th
G39	% Existing Customer to TTL	% New Customer to TTL	% Existing Customer to TTL	% New Customer to TTL	% Existing Customer to TTL	% New Customer to TTL	Existing Customer	New Customer	Existing Customer	New Customer	Existing Customer	New Customer	
TY LY		•		,			*				*		
		TOP 5 NEW CUSTOMER DEMAND DRIVING BRANDS				TOP ORDE							
	_	Brand % to TTL G39 New Customer Demand			Brand % to TTL G39 New Custo Unit Demand			tomer					

										·····			

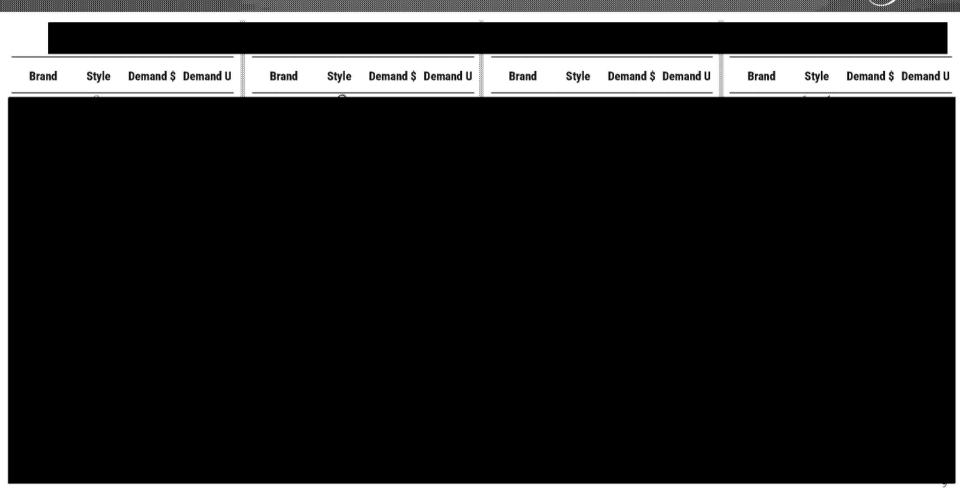
Internal Product Finding Wethod Performance



	DEMAND					PRODUC	T VIEWS		AVERAGE UNIT RETAIL		CONVERSION	
Product Finding % Method	s to TTL	Q4 22	\$ Var	% Var	% to TTL	Q4 22	Var	% Var	Q4 22	\$ Var	Q4 22	bps Var
nternal search												
op navigation												
irect												
roduct carousel												
ection real estate												

Promo Performance





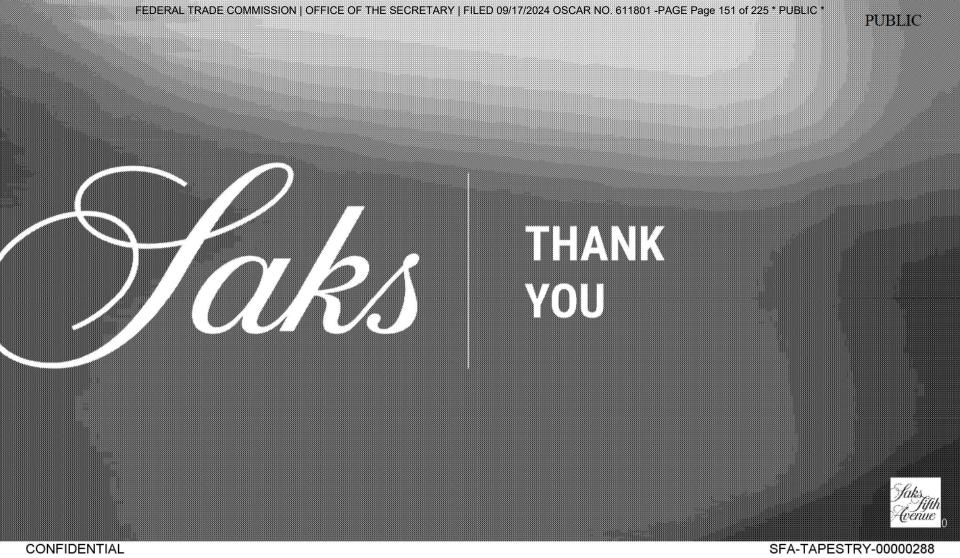


EXHIBIT 2

UNITED STATES OF AMERICA BEFORE THE FEDERAL TRADE COMMISSION OFFICE OF ADMINISTRATIVE LAW JUDGES

In the Matter of

Tapestry, Inc.,

a corporation,

and

Docket No. 9429

Capri Holdings Limited, a corporation.

DECLARATION OF MELISSA GARRICK IN SUPPORT OF NON-PARTIES SAKS FIFTH AVENUE, LLC'S AND SAKS OFF 5TH, LLC'S MOTION SEEKING IN CAMERA TREATMENT

- I, Melissa Garrick, pursuant to 28 U.S.C. § 1746, declare as follows:
 - 1. I am over the age of eighteen and not a party to the above-captioned litigation.
- I am an employee of Saks OFF 5TH, LLC ("SO5"). I have personal knowledge of
 the facts set forth in this declaration and, if called as a witness, I could and would testify
 competently under oath to such facts.
 - 3. I am currently the SVP GMM of Center Core and Footwear at SO5.
- 4. In my capacity as SVP GMM of Center Core and Footwear, I am familiar with SO5's competitive strategies within the handbag market, as well as the proprietary information it collects and analyzes in order to better compete in the handbag market—as both a buyer and a seller of handbags. I am familiar with the types of information that SO5 makes public, as well as the type of information that it keeps private. Because I have that knowledge, I can

assess whether or not the public disclosure of information within a given document would harm SO5's competitive standing or advantage its competitors.

5. Disclosure of the information that is highlighted in the document bearing Bates number SO5-TAPESTRY-00000023, which is attached hereto as Exhibit 2-A (DX-0020), would harm SO5's competitive standing and advantage its competitors. That document details SO5's corporate strategy for competing in the handbag market for the Fall 2023 season. Slide 3 of that document details the financial results for SO5's brick-and-mortar stores with regard to handbags, while Slide 4 does the same with regard to SO5's digital sales. SO5 does not publicly report this information and routinely keeps it secret and protected from disclosure. Revelation of it to competitors could enable them to alter their competitive strategy to pursue either brick-and-mortar or digital opportunities. It could also permit the companies that sell handbags to SO5 to alter their selling strategies, including restricting certain bags to brick-andmortar or digital only, or to raise or lower prices depending on the channel in which SO5 sells the bag. Slides 5 through 9 detail the pillars of SO5's handbag strategy, and the highlighted material would reveal that strategy to SO5's competitors and sellers if it were publicly exposed. SO5's competitors could then alter their corporate strategy to counter or challenge SO5's strategy, and the entities that sell handbags to SO5 could adjust their selling strategies to target any perceived vulnerabilities. This strategy slide deck is less than a year old and public revelation of its contents would enable SO5's competitors to gain insight into SO5's general internal strategic thinking. In light of the foregoing reasons, the information in this slide deck should remain private for at least five years, as earlier disclosure would damage SO5's competitive position, impede upon SO5's ability to compete, and undermine the research, investment, and business insights on which the information relies.

6. Disclosure of the information that is highlighted in the document bearing Bates number SO5-TAPESTRY-00000044, which is attached hereto as Exhibit 2-B (DX-0021), would harm SO5's competitive standing by advantaging its competitors and skewing supplier relationships. That document details SO5's handbag merchandising strategy and financials for the fiscal year 2021. Slide 3 of that document identifies SO5's strategic priorities, initiatives, and performance metrics. Slide 4 does the same as to brand categories, classes, and initiatives, and it gauges the extent to which SO5 plans to scale them. Such competitively sensitive nonpublic information reflects proprietary and trade secret information, disclosure of which could enable competitors to alter their competitive strategy and entities that sell handbags to SO5 to adjust their selling strategies to target any perceived vulnerabilities. Slides 5 through 7 of that document analyzes brick-and-mortar and digital sales, receipts, gross margin, turn, and digital key metrics, among other financial results. They also analyze SO5's performance outlook. SO5 does not publicly report this information and routinely keeps it secret and protected from disclosure. Revelation of it to competitors could enable them to alter their competitive strategy to pursue either brick-and-mortar or digital opportunities. It could also permit the companies that sell handbags to SO5 to alter their selling strategies, including restricting certain bags to brick-and-mortar or digital only, or to raise or lower prices depending on the channel in which SO5 sells the bag. Disclosure of this strategy slide deck would give competitors access to a comprehensive view of SO5's proprietary market strategy, brand taxonomy, and inwardlooking performance evaluations and plans. The strategies and acumen from this 2021 slide deck continue to influence SO5's business and public revelation of its contents could inform competitors about SO5's current and future internal strategic thinking. In light of the foregoing reasons, the information in this slide deck should remain private for at least five years, as earlier

disclosure would damage SO5's competitive position, impede upon SO5's ability to compete, and undermine the research, investment, and business insights on which the information relies.

7. Disclosure of the information that is highlighted in the document bearing Bates number SO5-TAPESTRY-00000054, which is attached hereto as Exhibit 2-C (DX-0022), would harm SO5's competitive standing by advantaging its competitors and skewing supplier relationships. That document details SO5's handbag merchandising strategy and financials for the fiscal year 2022. Slide 3 of that document identifies SO5's strategic priorities, initiatives, and performance metrics. Slide 4 does the same as to brand categories, classes, and initiatives, and gauges the extent to which SO5 plans to scale them. Slides 4 and 5 outline updates to partnership and brand initiatives, and the impact thereof on SO5's plan. Such competitively sensitive non-public information reflects proprietary and trade secret information that SO5 routinely keeps secret and protected from disclosure. Revelation of it could enable competitors to alter their competitive strategy, and entities that sell handbags to SO5 to adjust their selling strategies to target any perceived vulnerabilities. Slides 6 through 8 of that document analyze brick-and-mortar and digital sales, receipts, gross margin, turn, and digital key metrics, among other financial results; drivers of the same; and SO5's performance outlook. That information is not reported publicly, and the disclosure of it to competitors could enable them to alter their competitive strategy to pursue either brick-and-mortar or digital opportunities. It could also permit the companies that sell handbags to SO5 to alter their selling strategies, including restricting certain bags to brick-and-mortar or digital only, or to raise or lower prices depending on the channel in which SO5 sells the bag. Slides 3 through 6 and 8 contain speaker notes elaborating upon the highly confidential information therein. Disclosure of this strategy slide deck would give competitors access to a comprehensive view of SO5's proprietary market

strategy, brand taxonomy, and inward-looking performance evaluations and plans. The strategies and acumen in this 2022 slide deck continue to influence SO5's business and public revelation of its contents could inform competitors about SO5's current and future internal strategic thinking. In light of the foregoing reasons, the information in this slide deck should remain private for at least five years, as earlier disclosure would damage SO5's competitive position, impede upon SO5's ability to compete, and undermine the research, investment, and business insights on which the information relies.

8. Disclosure of the information that is highlighted in the document bearing Bates number SO5-TAPESTRY-00000134, which is attached hereto as Exhibit 2-D (DX-0024), would harm SO5's competitive standing. That document analyzes the market for handbags and SO5's competitive position as of October 2023. Slides 2 through 8 detail SO5's market share analysis and calculations based in part on third-party market data obtained from Circana, Inc. Slides 4 and 7 in particular evaluate SO5's expansion opportunities and competitive positioning based on market share and white space analysis with respect to the handbag category and "growth brands." Slides 6 and 7 reflect SO5's selection of "growth brands" and its strategic thinking as to competition in the relevant brand market. Such competitively sensitive non-public information reflects proprietary and trade secret information that SO5 routinely keeps secret and protected from disclosure. Revelation of it would enable competitors to target brands accordingly, and entities that sell handbags to SO5 to adjust their selling strategies to target any perceived vulnerabilities. This strategy slide deck is less than a year old and public revelation of its contents would enable SO5's competitors to gain insight into SO5's recent internal strategic thinking. In light of the foregoing reasons, the information in this slide deck should remain private for at least five years, as earlier disclosure would

9.

damage SO5's competitive position, impede upon SO5's ability to compete, and undermine

the research, investment, and business insights on which the information relies.

Disclosure of the information that is highlighted in the document bearing Bates

number SO5-TAPESTRY-00000143, which is attached hereto as Exhibit 2-E (PX3182),

would harm SO5's competitive standing. That document analyzes the market for handbags

and SO5's competitive position as of August 2023. Slides 2 through 8 and 14 detail SO5's

market share analysis and calculations based in part on third-party market data obtained from

Circana, Inc. Slides 4 and 7 in particular evaluate SO5's opportunities and competitive

positioning based on market share and white space analysis with respect to handbag category

and "growth brands." Slides 6, 7 and 10 reflect SO5's selection of "growth brands" and its

strategic thinking as to competition in the relevant brand market. Such competitively sensitive

non-public information reflects proprietary and trade secret information that SO5 routinely

keeps secret and protected from disclosure. Revelation of it would enable competitors to target

brands accordingly, and entities that sell handbags to SO5 to adjust their selling strategies to

target any perceived vulnerabilities. This strategy slide deck was created in the last year and

public revelation of its contents would enable SO5's competitors to gain insight into SO5's

recent internal strategic thinking. In light of the foregoing reasons, the information in this slide

deck should remain private for at least five years, as earlier disclosure would damage SO5's

competitive position, impede upon SO5's ability to compete, and undermine the research,

investment, and business insights on which the information relies.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: September 10, 2024

Melissa Garrick

VaYies⁴4WieHssa Garrick

Title: SVP GMM of Center Core and Footwear

Saks OFF 5th, LLC

6

Exhibit 2-A DX-0020

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Center Core

Strategy & Analysis

Fall 2023

For internal use.

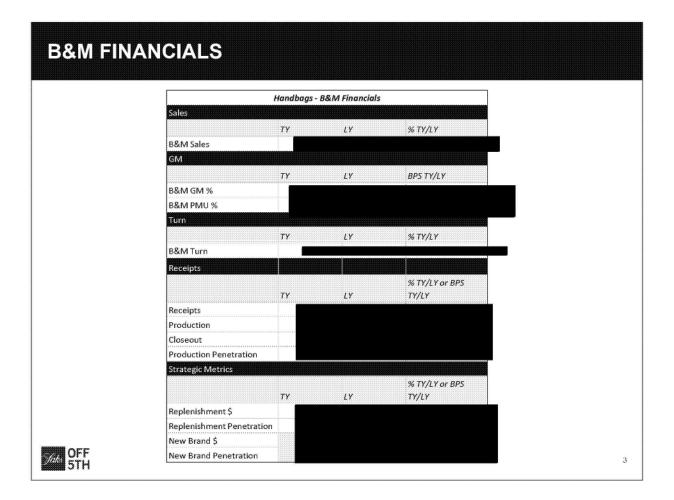
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Handbags

For internal use

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	Demand	Handbags	- Dig Financials		
	Demand	TY	įΥ	%T00Y	
	Semand		L		
	Gross Sales				
	Return Rate				
	Sature S				
	Net Sales				
	GM				
	u.i.	TY	ĽY	BP3 TWLY	
	Sig GM %	***************************************	- C	2-2-1-0-2	
	Dig 95,9U%				
	Tuero				
		79	19	w *20v	
	Dig Turn	***********			
	Receipts				
	Receipts	79	ĽΥ	*TYXY OF BPS TYXY	
	Production				
	Classout				
	Production Penetration				
	Choice Count				
		TY	ĹΥ	# TY/LY	
	Customer Choice Count				
	ನೀಡಡಬದಗಳನ್ನು				
	Demand AUR				
	Strattegic Metrics				
		TY	LY	% TV/LY or BPS TV/LY	
	Replenishment 5				
	Replenishment Penetration				
	Drop Skip \$				
	Orop Snip Penetration				
_	New Brand \$				
■ OFF	New Brand Penetration	201111111			



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FEDERAL TRADE COMMISSION | OFFICE OF THE SECRETARY | FILED 09/17/2024 OSCAR NO. 611801 -PAGE Page 166 of 225 * PUBLIC *



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Exhibit 2-B DX-0021



Handbags

Strategy & Analysis

FY 2021

For internal use.

CONTENTS

Merchandise Strategy	3-4
Omni Channel Strategic Priorities	3
Grow, Maintain, Decline	4
Financials	5-7
Sales, GM & Turn	5-6
Digital	7
Appendix	8-9
Visuals	9



OMNI CHANNEL STRATEGIC PRIORITIES

STRATEGIC PRIORITIES

STRATEGIC INITIATIVES: How we will achieve our goals

EXPECTED OUTCOME:

How do we measure success

GROW, MAINTAIN, DECLINE

DEPT, CLASS, BRAND, INITIATIVE, etc. GROW MAINTAIN DECLINE KEYS TO EXECUTION:

How will we achieve our goals?

EXPECTED OUTCOME:

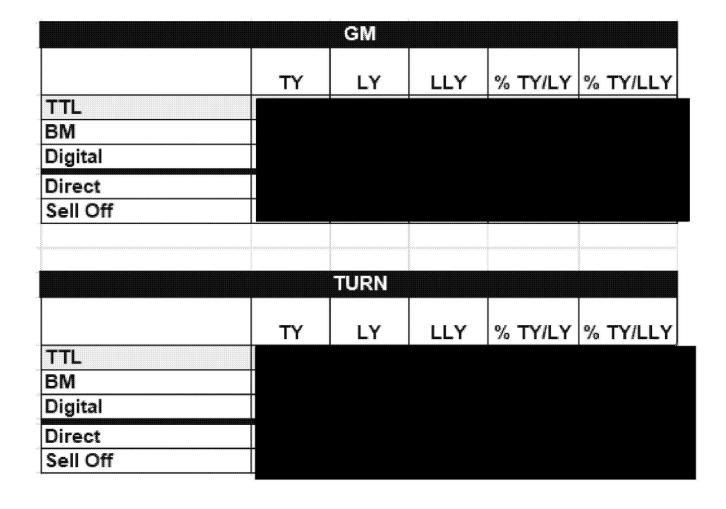
How do we measure success

FINANCIALS: SALES

		SALES			
	TY	LY	LLY	% TY/LY	% TY/LLY
TTL					
BM					
Digital					
Digital Penetration					
Private Brand					
PB Penetration					
Replenishment					
RP Penetration					
Direct					
Sell Off					
	TY	LY	LLY	% TY/LY	% TY/LLY
Production					
Closeout					
Production Penetration					



FINANCIALS: GM & TURN



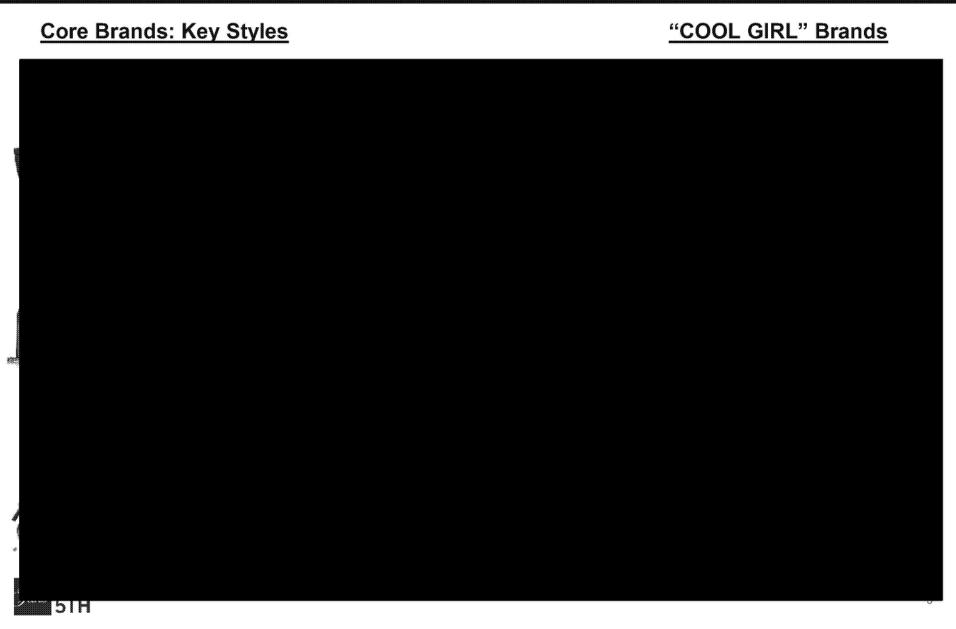


FINANCIALS: DIGITAL

DIGITAL KEY METRICS										
	TY	LY	LLY	% TY/LY	% TY/LLY					
DEMAND										
Return Rate										
Net Sales										
Drop Ship \$										
Drop Ship (% TTL)										
Customer Choices (item										



Appendix



Instructions

Please save your final deck at the following file path 24 hours ahead of the presentation date at the latest in a PDF version:

J:\Merch Initiatives\8 - Strategy & Projects\Merchandising Strategy\FY 2021



Exhibit 2-C DX-0022



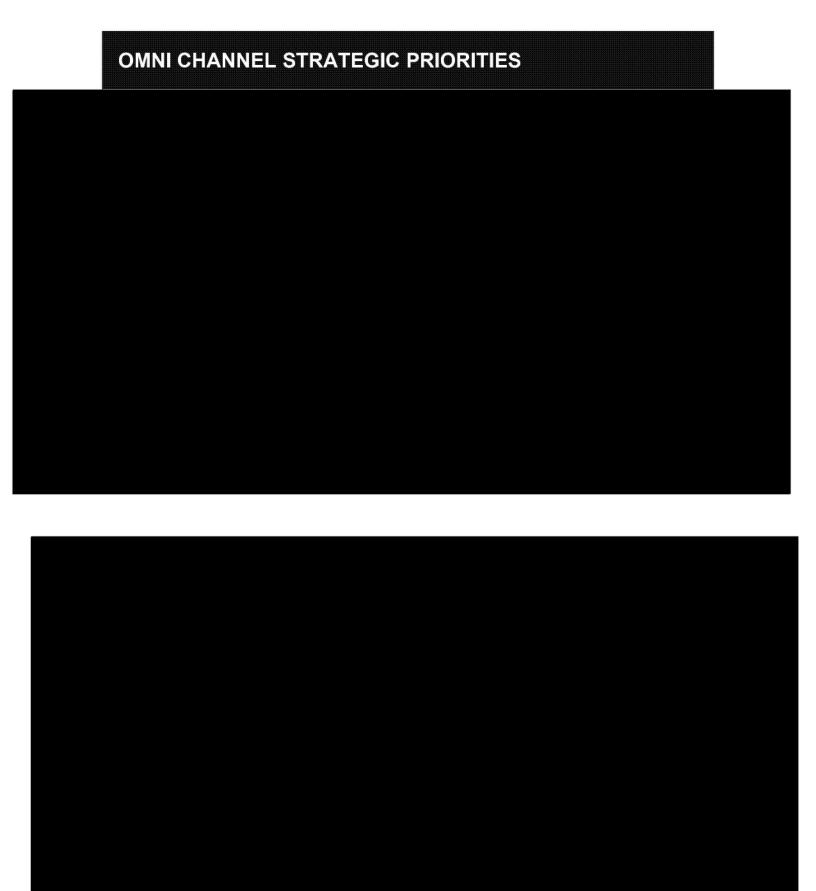
Handbags

Strategy & Analysis

FY 2022

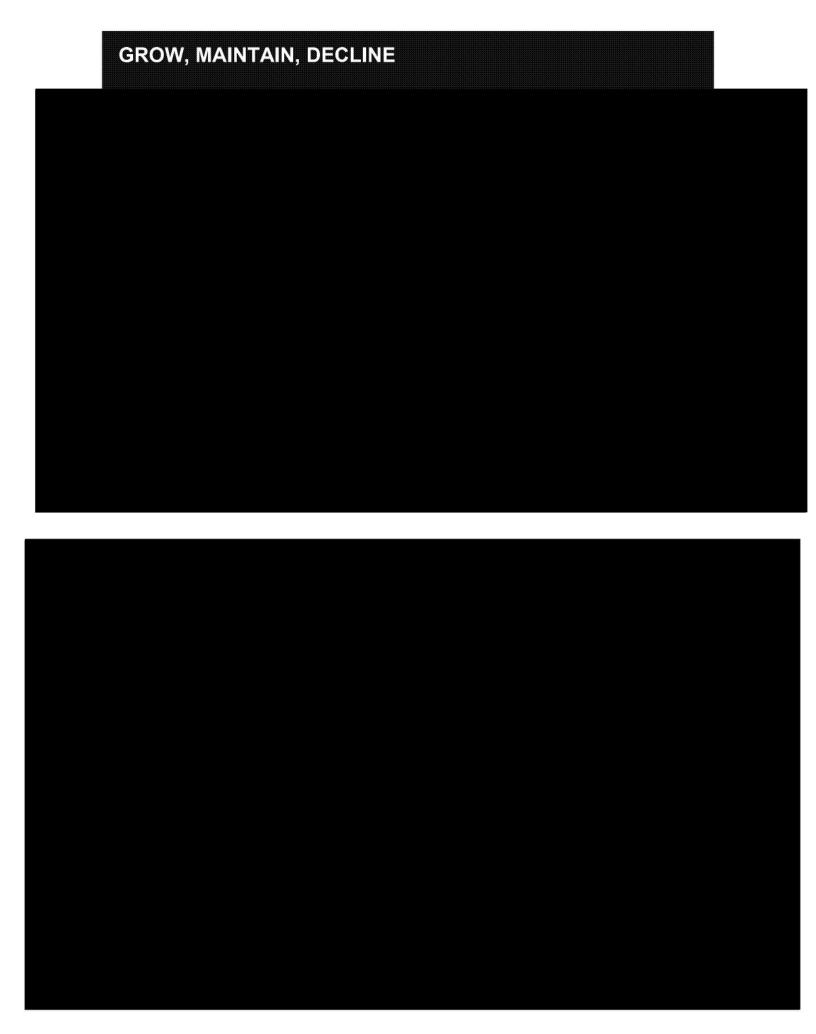
For internal use.

CONTENTS							
	Merchandise Strategy	3-5					
	Omni Channel Strategic Priorities Grow, Maintain, Decline Visuals	3 4 5					
	Financials	6-8					
	Sales, GM & Turn Digital	6 7 8					
	Appendix	9					
OFF 5TH			2				



 ${\tt FEDERAL\ TRADE\ COMMISSION\ |\ OFFICE\ OF\ THE\ SECRETARY\ |\ FILED\ 09/17/2024\ OSCAR\ NO.\ 611801\ -PAGE\ Page\ 184\ of\ 225\ ^*\ PUBLIC\ ^PUBLIC\ ^P$



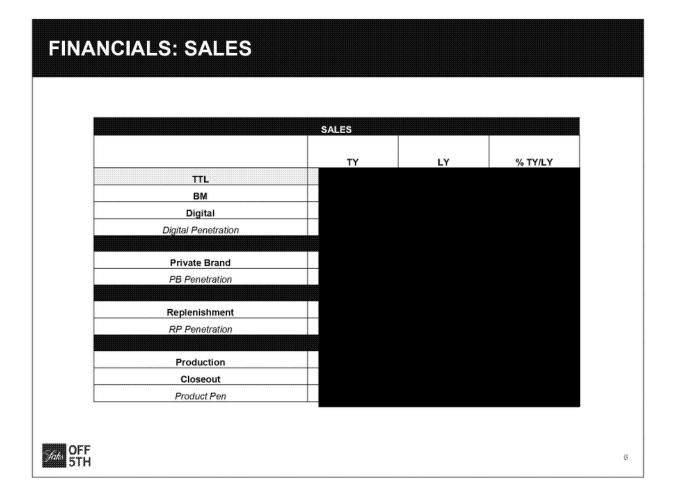


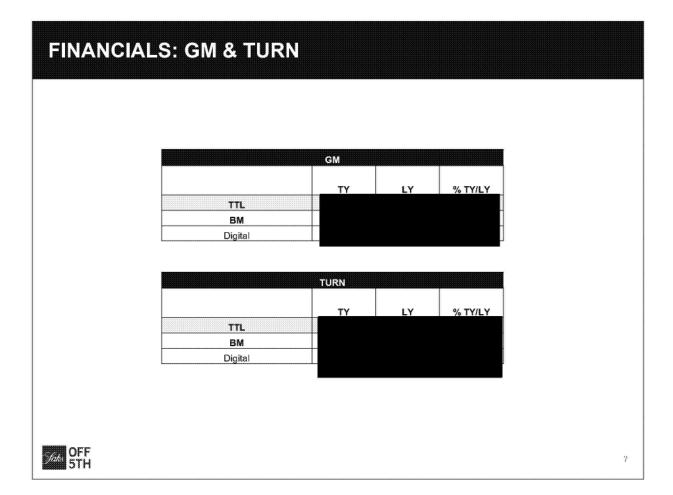
FEDERAL TRADE COMMISSION | OFFICE OF THE SECRETARY | FILED 09/17/2024 OSCAR NO. 611801 -PAGE Page 186 of 225 * PUBLIC *PUBLIC* PUBLIC* PUBLIC

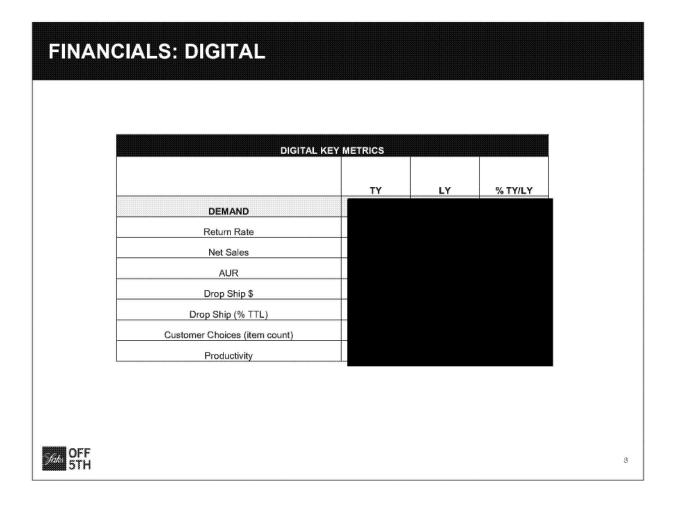














Appendix

Instructions

Please save your final deck at the following file path 24 hours ahead of the presentation date at the latest in a PDF version:

J:\Merch Initiatives\8 - Strategy & Projects\Merchandising Strategy\FY 2022



10

Exhibit 2-D DX-0024



Handbags Insights

Saks Off Fifth

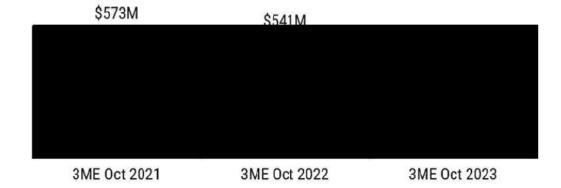


October 2023

Saks Off Fifth Dollar Trends

Total market Handbag 3ME Oct '23 dollars were \$466M, a -14% decline vs LY.

■ Total Market Handbags \$ ■ Saks Off Fifth \$





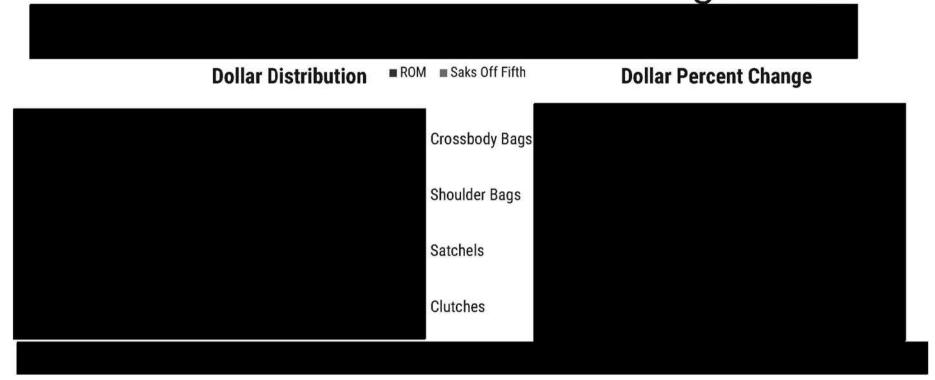


Source: Circana/Retail Tracking Service, US Accessories POS, Premium/Mid-Tier, Handbags; 3ME October 2023 (Aug-Oct)

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Saks Off Fifth Dollar Share:

Dollar Distribution and Percent Change





Source: Circana/Retail Tracking Service, US Accessories POS, Premium/Mid-Tier, Handbags; 3ME October 2023 (Aug-Oct)
Handbags Subclasses
Sorted on ROM \$ Volume

3

Saks Off Fifth's Handbags Fair Share



Saks Off Fifth Market \$ Share %



Total Handbags

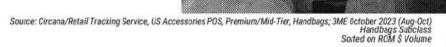
Crossbody Bags

Shoulder Bags

Satchels

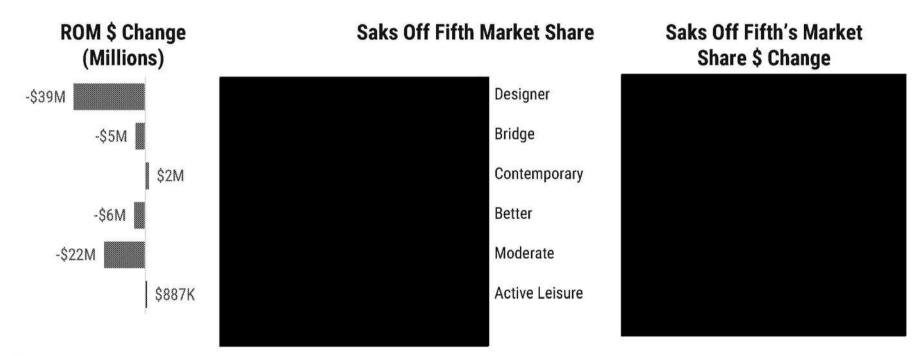
Clutches





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Saks Off Fifth - Handbag Brand Classification Share





Source: Circana/Retail Tracking Service, US Accessories POS, Premium/Mid-Tier, Handbags; 3ME October 2023 (Aug-Oct)

Handbags: Brand Landscape

Brand SOF \$ Share SOF \$ Shr. Pt Chg. Yves Saint Laurent Private Label Michael Kors Tory Burch	
Private Label Michael Kors	Classification
Michael Kors	DESIGNER
	MODERATE
Tory Burch	BRIDGE
	BRIDGE
Chanel	DESIGNER
Kurt Geiger London	BRIDGE
Coach	BRIDGE
Brahmin	BRIDGE
Bottega Veneta	DESIGNER
Marc Jacobs	CONTEMPORARY

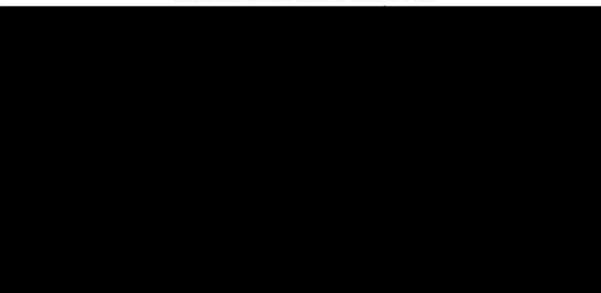
Brand	TM \$ Rank	SOF \$ Share	SOF \$ Shr. Pt Chg.	Classification
Tori Burch	4			BETTER
Kurt Geiger London	6			BRIDGE
Rebecca Minkoff	22			CONTEMPORARY
All Other Brands	20/72			BETTER/NOT SPECIFIED
Aimee Kestenberg	32			BETTER
Loewe	21			DESIGNER
Prada	44			DESIGNER
Jacquemus	53			CONTEMPORARY
Kate Spade	13			BRIDGE
Loro Piana	74			DESIGNER



Source: Circana/Retail Tracking Service, US Accessories POS, Premium/Mid-Tier, Handbags; 3ME October 2023 (Aug-Oct)
*Fastest growth by total market absolute dollar change vs LY and 3ME October 2023 dollar volume

Growth Brands Opportunities

Saks Off Fifth Share % and Fair







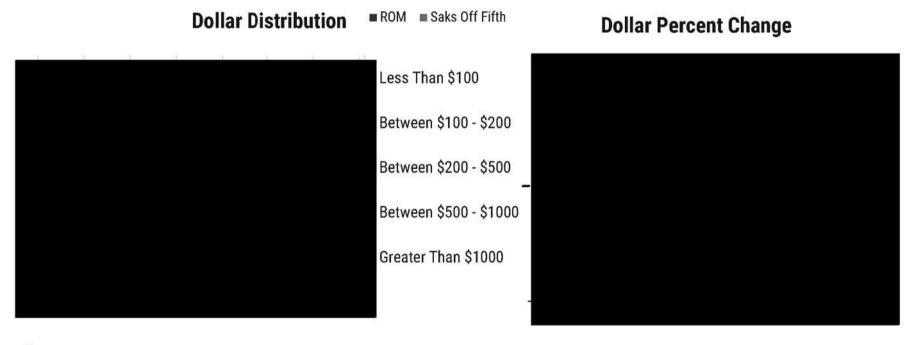
Source: Circana/Retail Tracking Service, US Accessories POS, Premium/Mid-Tier, Handbags; 3ME October 2023 (Aug-Oct)

*Fair Share opportunities within the top 10 largest growth brands, ROM absolute \$ growth; Designer, Contemporary & Bridge brands only

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Price Bands: Distribution & Growth

All price bands declined in ROM, except the \$100 - \$200 price segment – which increased very slightly at +0.2%. Handbags with price points <\$100 represented 31% of ROM sales,





Source: Circana/Retail Tracking Service, US Accessories POS, Premium/Mid-Tier, Handbags; 3ME October 2023 (Aug-Oct)

Thank you



Circana

Exhibit 2-E PX3182



Handbags Insights

Saks Off Fifth



August 2023

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Saks Off Fifth Dollar Share

Total market Handbag YTD'23 dollars were \$1.0B, a -11% decline vs LY.



Handbags subclass



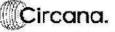
Source: Circora/Retail Tracking Service, US Accessories POS, YTD 2023 (Jan-Jun)



Dollar Distribution and Percent Change

Handbag dollars are down -11% vs LY; Excluding Shoulder Bags,

Dollar Percent Change **Dollar Distribution** ■ ROM ■ Saks Off Fifth



Source: Circana/Retail Tracking Service, US Accessories PGS; YTD 2023 (Jan-Jun)

Handbags subclass

Saks Off Fifth's Handbags Fair Share

Saks Off Fifth Market \$ Share %



Total Handbags
Handbags subclass

Crossbody Bags

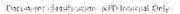
Shoulder Bags

Satchels

Clutches

Source: Circar

Source: Circana/Retail Tracking Service, US Accessories POS; YTD 2023 (Jan-Jun)



Circana.



Saks Off Fifth - Handbag Brand Classification Share



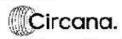
Decision destination of Discord Only

Handbags: Brand Landscape

SOF \$ Shr.						
Brand	SOF \$ Share	Pt Chg.	Classification			
Yves Saint Laurent			DESIGNER			
Michael Kors			BRIDGE			
Chanel			DESIGNER			
Tory Burch			BRIDGE			
Coach			BRIDGE			
Brahmin			BRIDGE			
Bottega Veneta	95.0		DESIGNER			
Kurt Geiger London			BRIDGE			
Marc Jacobs			CONTEMPORARY			
Valentino			DESIGNER			

Fastest Gr	owtr* TM \$ Rank	Brands SOF S Share	(TM \$ % C SOF \$ Shr. Pl Chg.	hg.) Glassification
American Leather Co	54		-	BETTER
Rebecca Minkoff	36			CONTEMPORARY
Travelon	25			MODERATE
Loewe	19			DESIGNER
Karl Lagerfeld	34			BETTER
M Z Wallace	33			BRIDGE
Cult Gaia	39			CONTEMPORARY
Fossil	49			BETTER
Tom Ford	58			DESIGNER
Kipling	46			BETTER

*Fastest growth by total market absolute dollar change vs EY, and YTD 2023 dollar volume >\$5M. Handbags subclass



Source: Circana/Retail Tracking Service, US Accessories PGS; YTD 2023 (Jan-Jun)

Handbag Brand Opportunities

Saks Off Fifth Share % and Fair Share Opportunity \$





Source: Circana/Retail Tracking Service, US Accessories POS; YTD 2023 (Jan-Jun)

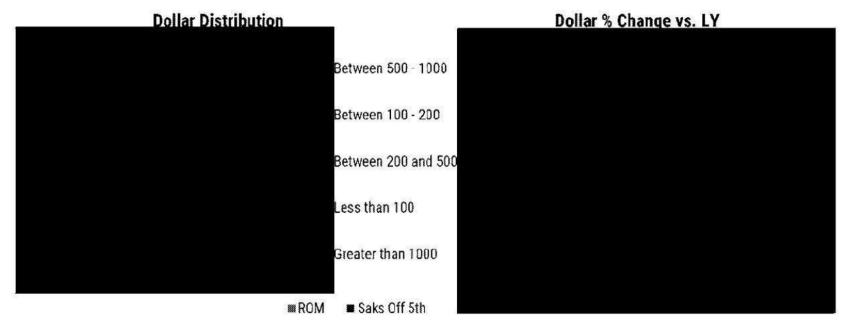
*Fair Share opportunities within the top 10 largest growth brands, ROM absolute \$ growth; Designer, Contemporary. & Bridge brands only; Handbags subclass



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Price Bands: Distribution & Growth

Sales of all price bands declined in RM, with Handbags between \$500-\$1,000 and +\$1,000 driving declines, both down -15%. Handbags with pricepoints greater than \$1K represented 30% of RM sales.

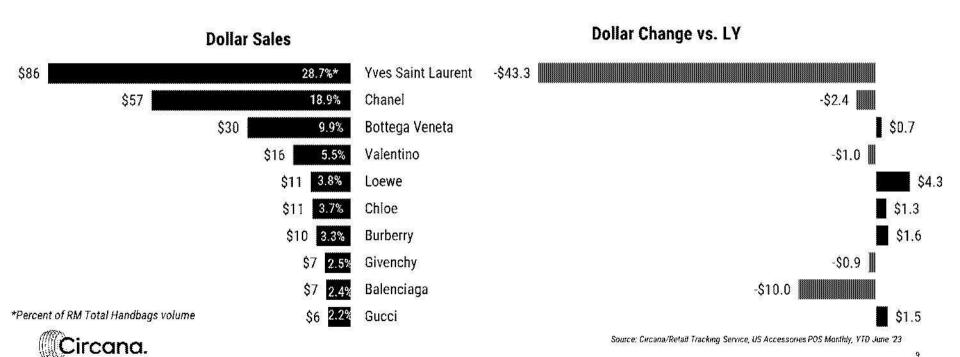




Source: Circana/Retail Tracking Service, US Accessories POS Monthly, YTD June '23

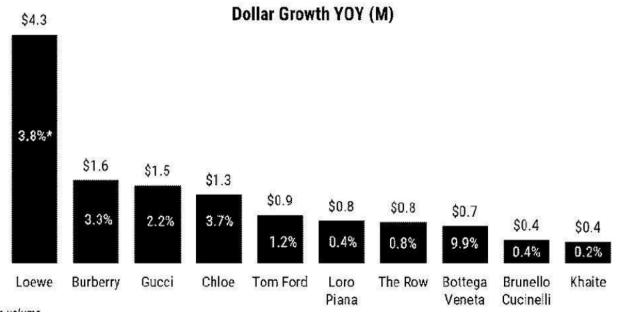
Top Handbag Brands - ARP of \$1,000+

The top 10 brands made up 80% of all RM sales for the price band. Yves Saint Laurent, the #1 brand in RM over \$1K, was down -34% or -\$43M and represented 29% of volume. Conversely, YSL was up at SO5 +56% or +\$1.7M.



Top \$ Growth Handbag Brands - ARP of \$1,000+

The top 10 dollar growth brands in RM over a pricepoint of \$1K made up over a quarter of RM's volume in the price band.



*Percent of RM Total Handbags volume

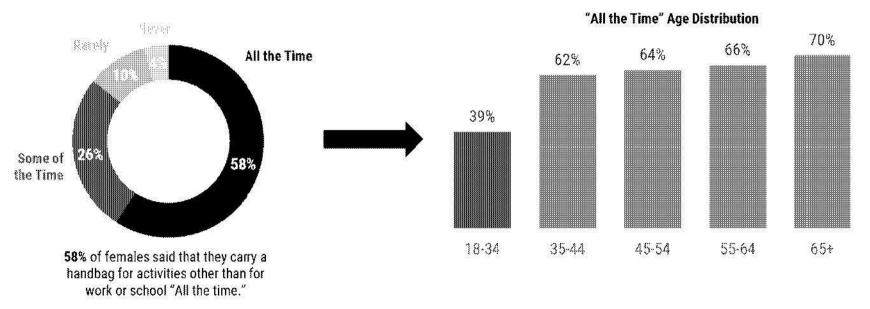


Source: Circana/Retail Tracking Service, US Accessories POS Monthly, VTD June '23

10

Handbag Industry's Age Problem

Regular usage among younger women lags that of older women.



Q. About how often, if ever, do you, yourself, carry a handbag for activities other than work or school, for example, gathering with friends, dining out, shopping, or running errands? Asked to females only.



Source: Circana/Omnibus Survey February 2023

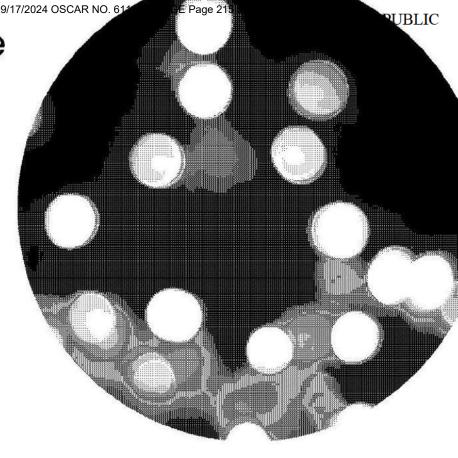
FEDERAL TRADE COMMISSION | OFFICE OF THE SECRETARY | FILED 09/17/2024 OSCAR NO. 611

Generational Importance

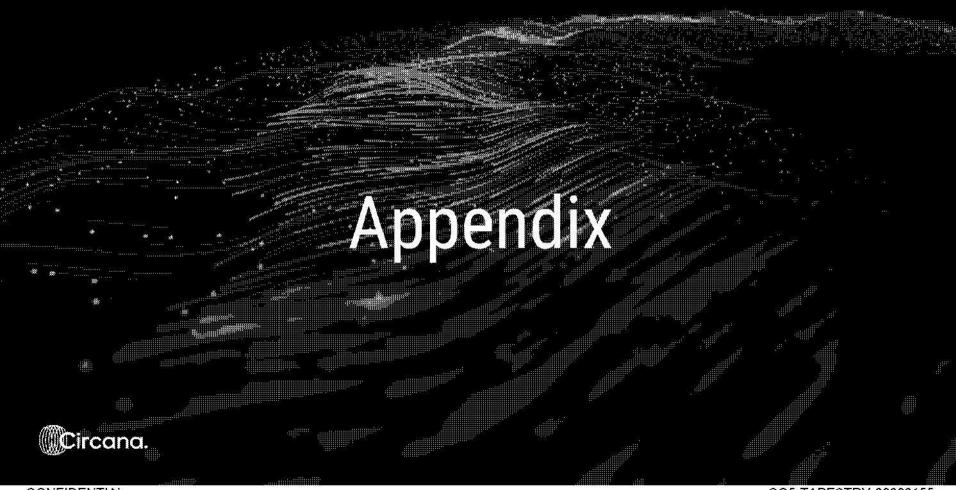


Beth Goldstein
Executive Director,
Accessories & Footwear

"Brands and retailers can narrow this generational gap by tailoring their products and marketing messages to the lifestyles of younger consumers. Millennials and Gen Z are seeking both function and fashion, as they embark on their daily activities, special events, and travel, so they are looking for products that provide ease and convenience. Versatile, hands-free options, including backpacks and fanny packs, have proven to be very desirable."







Saks Off Fifth – Total Bags



Source: Circana/Retail Tracking Service, US Accessories P6S; YTD 2023 (Jan-Jun)

Thank you





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EXHIBIT 3



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

Bureau of Competition Mergers II Division

August 29, 2024

VIA EMAIL TRANSMISSION

Saks Off 5th LLC C/O Katrina Robson Willkie, Farr & Gallagher LLP 1875 K Street, N.W. Washington, DC 20006-1238 krobson@willkie.com

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

Dear Katrina Robson:

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

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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 <u>Tapestry/Capri</u>. If you have any questions, please feel free to contact me at (202) 326-3221 or fjohnson@ftc.gov.

Sincerely,

/s/ Frances Anne Johnson
Frances Anne Johnson
Counsel Supporting the Complaint

Attachment

FEDERAL TRADE COMMISSION | OFFICE OF THE SECRETARY | FILED 09/17/2024 OSCAR NO. 611801 -PAGE Page 222 of 225 * PUBLIC *

ATTACHMENT A CONFIDENTIALITY NOTICE

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Ex No.	Description	Date	Bates-Begin	Bates-End
PX3182	Circana Handbags Insights August 2023	8/1/2023	SO5-TAPESTRY-00000143	SO5-TAPESTRY-00000157

EXHIBIT 4

From: Mary.Casale@lw.com

To: Robson, Katrina; Goerlich, John

Cc: Borrelli, Brianna; Daniel.Reid@lw.com; Ivy.Ziedrich@lw.com

Subject: FTC v. Tapestry, Inc. - Part 3 Exhibit List Date: Friday, August 30, 2024 5:43:36 PM

Attachments: 2024.04.25 - Protective Order Governing Confidential Material.pdf

2024.05.16 - Schedulina Order.pdf

*** EXTERNAL EMAIL ***

Counsel,

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 Saks (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:

- DX-0024 SO5-TAPESTRY-00000134
- DX-0023 SO5-TAPESTRY-00000095
- DX-0022 SO5-TAPESTRY-00000054
- DX-0021 SO5-TAPESTRY-00000044
- DX-0020 SO5-TAPESTRY-00000023
- DX-0018 SFA-TAPESTRY-00000279
- DX-0017 SFA-TAPESTRY-00000102
- DX-0016 SFA-TAPESTRY-00000098
- DX-0015 SFA-TAPESTRY-00000061
- DX-0014 SFA-TAPESTRY-00000046
- DX-0013 SFA-TAPESTRY-00000042
- DX-0012 SFA-TAPESTRY-00000021
- DX-0011 SFA-TAPESTRY-00000011
- DX-0010 Declaration of S. Salierno (Saks Fifth Avenue)
- DX-0019 Declaration of M. Garrick (Saks Off Fifth)

Regards,

Mary A. Casale

LATHAM & WATKINS LLP

555 Eleventh Street, NW Suite 1000 Washington, D.C. 20004-1304 Direct Dial: +1.202.637.1008

Email: mary.casale@lw.com

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