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2003 ANNUAL REPORT



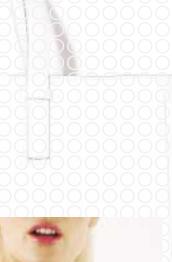






















moving

Saks Incorporated operates two distinct business segments.

SAKS DEPARTMENT STORE GROUP consists of 241 department stores under the nameplates of Parisian, Proffitt's, McRae's, Younkers, Herberger's, Carson Pirie Scott, Bergner's, and Boston Store and 22 Club Libby Lu specialty stores.

SAKS FIFTH AVENUE ENTERPRISES consists of 62 Saks Fifth Avenue luxury department stores and 53 Saks Off 5th stores.







FINANCIAL HIGHLIGHTS

SAKS INCORPORATED FINANCIAL HIGHLIGHTS

	Year Ended					
(In thousands, except per share amounts)	January 31, 2004		February 1, 2003		February 2, 2002	
Net Sales	\$ 6	,055,055	\$	5,911,122	\$ 6	,070,568
Net Income Before Accounting Change	\$	82,827	\$	69,837	\$	322
Net Income	\$	82,827	\$	24,244	\$	322
Diluted Earnings Per Common Share, Before Accounting Change	\$	0.58	\$	0.48	\$	0.00
Diluted Earnings Per Common Share	\$	0.58	\$	0.17	\$	0.00
Diluted Weighted Average Common Shares		142,921		146,707		144,498
Total Assets	\$ 4,654,869		\$ 4,579,356		\$ 4	,595,521
Total Long-Term Debt, Including Current Maturities	\$ 1	,277,521	\$	1,332,162	\$ 1	,361,641
Shareholders' Equity	\$ 2	2,322,168	\$	2,267,272	\$ 2	2,271,437
Total Debt To Capitalization		35.5%		37.0%		37.5%

ETTER TO OUR SHAREHOLDERS

to our shareholders

2003 was a year of progress for Saks Incorporated. We saw recovery in the business over the course of the year, and we are well positioned to take advantage of an improving economic environment in 2004.

Diluted earnings per share increased to \$.58 in 2003, from \$.48 (before the cumulative effect of an accounting change) in 2002. This improvement was driven by a 1.6% comparable store sales gain and higher merchandise margins. Progress was achieved in spite of increased SG&A expenses, largely related to a lower contribution from credit operations, due to our alliance with Household International, which was consummated in April 2003.







IFTTER TO OUR SHAREHOLDERS

Our key strategic accomplishments included:

Upgrading our leadership team and streamlining our organizational structure.

We added key management at both Saks Fifth Avenue Enterprises ("SFAE") and the Parisian division of Saks Department Store Group ("SDSG"). We also completed the consolidation of Younkers' home offices into those of Carson Pirie Scott.

Improving our financial position and strengthening our balance sheet.

In addition to consummating the strategic credit card alliance with Household International, which reduced risk and will enhance returns on invested capital, we took additional steps to strengthen our financial condition. We increased our revolving credit facility to \$800 million and extended the maturity to 2009. We completed an exchange offer on our 2008 senior debt, which lowered the coupon rates, extended maturities, and reduced debt by approximately \$50 million. At year end, our debt-to-capitalization ratio was 35.5%, and cash on hand totaled \$366 million. During the year, we purchased approximately 7.9 million shares of stock (for a total price of approximately \$80 million) under our common stock repurchase programs. We have approximately 21.9 million shares remaining under the authorization. In January 2004, we also made a voluntary cash contribution of \$70 million to our pension plans, substantially reducing the underfunded position of the plans and future cash contribution requirements.

Subsequent to year end, the Board of Directors declared a special one-time cash dividend of \$2 per share, with an expected pay out of approximately \$284 million. We believe this dividend represents the most efficient way to distribute surplus capital to our shareholders and demonstrates our confidence in the continued profitable growth of the business and our commitment to enhancing total shareholder returns. We have the financial resources and liquidity to pursue our strategies.

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LETTER TO OUR SHAREHOLDERS

Further enhancing our real estate portfolio.

Our real estate strategy remains centered on enhancing our position in existing core markets and on entering key strategic markets. During the year, our capital expenditures totaled \$180 million, with nearly half related to opening seven new stores and renovating six others. Saks Fifth Avenue opened stores in two new key markets—Indianapolis, Indiana and Richmond, Virginia. At SDSG, we strengthened our position in several important existing markets including Omaha, Nebraska; Lansing, Michigan; Green Bay, Wisconsin; and Peoria, Illinois. In addition, we opened a new Off 5th store in St. Louis, Missouri. We also closed or converted six under-productive units. We ended the year with 34.4 million square feet of store space. As a result of our approach, we are generating improved returns on invested capital and higher sales per square foot from our real estate portfolio.

Investing in strategic systems improvements.

We completed the conversion of each of our operating divisions to a common technology platform with greatly enhanced inventory management tools, permitting more sophisticated inventory planning and more precise by-store inventory allocation. We also began the company-wide installation of advanced point-of-sale systems, which will allow for more clienteling and customer relationship management capabilities. Logistics enhancements installed at our distribution centers have increased the efficiency at which merchandise arrives at our stores. Webenabled technology is becoming more important, with multiple applications throughout the Company, including benefits administration, travel management, e-procurement for supply purchasing, and "reverse" auctions for private brand merchandise sourcing, which is leading to greater profitability in this increasingly important area of our business.









SAKS DEPARTMENT STORE GROUP



LETTER TO OUR SHAREHOLDERS

SDSG operates 241 department stores, in 24 states, with 26.4 million square feet, under the nameplates of Parisian, Proffitt's, McRae's, Younkers, Herberger's, Carson Pirie Scott, Bergner's, and Boston Store, and 22 Club Libby Lu specialty stores. We are the "hometown" stores and have the number one or number two market share in 90% of our trade areas.

SDSG comparable store sales grew 0.4%, and this performance was at the upper end of our traditional department store peer group. SDSG operating income totaled \$183 million compared to \$197 million last year. The decline primarily was a result of a \$33 million pre-tax decrease in net credit contribution related to the sale of the private label credit card portfolio.

Areas of focus in 2003 for SDSG included:

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Adding excitement to our merchandise assortments through differentiation, key items, and expanded categories.

We are successfully providing product differentiation through merchandise from unique vendors, selections from emerging suppliers, exclusive products from our



core vendors, and most important, from our own proprietary brands. Differentiated products represented nearly 30% of our revenues in 2003, up from 17% two years ago.

Our key item strategy is delivered with authoritative presentations of "must-have" selections in meaningful quantities on our sales floor, supported by compelling fixturing and signing. Revenues from key items exceeded 16% of total sales in 2003, up from 11% two years ago.

We are continuing to add unique elements and departments that make us a shopping destination and bring a new level of energy to our stores. An example

of this is Club Libby Lu, a fresh, distinctive retail concept that offers a truly unique assortment of products and experiences



for the "tween" customer. We acquired this specialty retailer last May and now have 22 mall-based Club Libby Lu stores and Club Libby Lu shops in six of our department stores. This special customer receives the "royal" treatment as she enters the preteen fantasyland for shopping, birthday parties, and special events.



SAKS DEPARTMENT STORE GROUP

LETTER TO OUR SHAREHOLDERS

Transforming the shopping experience.

We continued to make our stores more customerfriendly and convenient to shop. We have added many innovative features including high-visibility directional signing, "comfort zones" and "living room" areas, headsets in high-traffic shoe departments, and a "Wrap-it Express" program. Independent monitoring indicates that we are making progress in the service arena as our marks in customer satisfaction continue to improve year over year.

Reducing pricing confusion.

We are maintaining our emphasis on simplifying pricing and offering great value for our customers. Our "Incredible Value" program has proven highly successful in providing great products that are



guaranteed to never be on sale for less during the season. We also support this value proposition by offering a "price guarantee" on widely distributed brands.

Executing innovative localized marketing.

Our marketing supports our strategy of offering differentiated products, key items, and enjoyable in-store experiences. In addition, we are executing our Customer Relationship Management objectives, using customer spending habits to not only build our merchandise assortments by location, but also to market more effectively to unique customer groups and to improve the in-store experience by offering a variety of fresh events catered to local markets.

Reinvigorating the Parisian business.

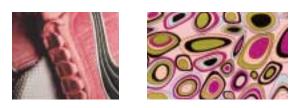
George Jones, President and CEO of SDSG, assumed the CEO role at Parisian in addition to his SDSG responsibilities, and subsequently appointed new leadership in key merchandising, store, and marketing positions at this division. With strengthened leadership,



we have renewed our commitment to assuring that these stores indeed provide our customers more differentiated

product, an even higher level of customer service, and intensified one-on-one clienteling. As a result, comparable store sales grew substantially in the second half of 2003.

In 2004, we will remain focused on delivering the right product, enhancing the shopping experience, eliminating pricing confusion, executing innovative localized marketing, and maximizing the opportunities in the Parisian business.



SAKS DEPARTMENT STORE GROUP

SAKS FIFTH AVENUE ENTERPRISES



LETTER TO OUR SHAREHOLDERS

SFAE operates 62 Saks Fifth Avenue luxury department stores, in 26 states, with 6.5 million square feet of space, and 53 Saks Off 5th stores, in 23 states, with 1.4 million square feet.

At SFAE, comparable store sales grew by 3.4%. Operating income rose to \$109 million, from \$102 million in the prior year, in spite of a \$17 million pretax decline in net credit contribution related to the sale of the private label credit card portfolio.

Excellent progress was made in 2003 to position SFAE for a promising future. Specifically, we:

Added outstanding leadership to the SFAE organization.

Fred Wilson, former Chairman, President, and CEO of Donna Karan, joined SFAE as Chairman and CEO in December 2003. Shortly after year end, Andrew Jennings, former President of Holt Renfrew, Canada's definitive luxury store, was named President of Saks Fifth Avenue, reporting to Fred. We have also added new marketing and Customer Relationship Management talent at SFAE. We now have the leadership in place to capitalize on the enormous power and opportunities inherent in this great franchise.

Enhanced the luxury shopping experience.

In our stores, warm environments, progressive training and hiring, and various new service initiatives combine to create an inviting luxury experience. We added "living room" areas to our stores and completed the

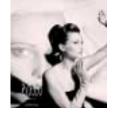


nationwide roll-out of our ServiceFirst desks. These areas, prominently located in each store, are a single point of contact for all of our service offerings, including personal shopping, alterations, credit services, and

returns. Independent monitoring shows meaningful year-over-year improvement in service levels.

We offer an unsurpassed luxury shopping experience and the same great merchandise assortments regardless

of the channel our customer selects—in store, on-line, or via catalog. More and more customers are buying on-line or through our catalogs, and these revenues grew by more than 50% in 2003.





LETTER TO OUR SHAREHOLDERS

Reinforced our style leadership in focus businesses.

Saks Fifth Avenue is intent on being the foremost style authority in several key businesses, including cosmetics, handbags, women's footwear, fine jewelry, "gold range" women's apparel (positioned between bridge and designer), and contemporary women's apparel. In each of these areas, we expanded inventory, staffing, and space commitments. Revenues for these six focus businesses grew nearly 12% during 2003 and comprise approximately 40% of the business.

Cultivated customer relationships.

We intensified our emphasis on Customer Relationship Management (CRM) in order to foster engagement, repeat visits, and loyalty through marketing and clienteling efforts. Our CRM initiatives emphasize differentiated service and experiences based on shopping patterns and a personalized direct marketing approach.

We elevated our SaksFirst Rewards program, the most rewarding affinity program in retail. A new Diamond Tier was introduced for \$25,000 spenders. We also added more benefits from our strategic partners, including Ritz-Carlton, Cunard, and British Airways. Sales from SaksFirst customers now comprise nearly 30% of Saks Fifth Avenue's revenues. We also are focused on important, cause-related marketing efforts to further create a connection with the

communities and customers we serve. Examples include "Key to the Cure," a special, nationwide shopping event to support



women's cancer research, and "Save the Music," our holiday charitable initiative charged with restoring music programs in public schools across the U.S.

Entered new business categories.

We are extending our style authority into other businesses, as well. For example, we now offer a full



bridal service gowns, jewelry, and gift registry which was introduced into ten stores in 2003.

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As we enter 2004 at SFAE, we will remain focused on improving the luxury shopping experience, reinforcing our style leadership, strengthening relationships with our customers, and entering new business categories.





SAKS FIFTH AVENUE ENTERPRISES

LETTER TO OUR SHAREHOLDERS

We recently announced the appointment of Steve Sadove, Vice Chairman of Saks Incorporated, to the additional post of Chief Operating Officer of the Company. Steve has made an outstanding contribution in the two years since he joined the leadership team of Saks Incorporated. In the role of COO, he will foster an enhanced connection between the operations of our two principal business segments and our central corporate support group, including information technology, credit administration, and logistics. He will also provide leadership on key business processes, such as strategic planning and human resources policies and practices.

We are pleased that Ron Frasch, former Bergdorf Goodman Chairman and CEO, has recently joined our Company. We expect Ron to play a very important role in the future success of our enterprise. In June, Bernard E. Bernstein will retire from Saks Incorporated's Board of Directors. Bernie has made countless contributions to Saks, and we are extremely appreciative of his counsel and dedicated service over the years. We are also pleased that Robert B. Carter, Executive Vice President and Chief Information Officer of FedEx Corporation, has joined our Board. With his exceptional business and technology background, Rob will make an outstanding contribution to our Board and to the Company.

Looking ahead, we have the leadership team and clear business plans in place to grow sales, expand operating margins, and improve returns on invested capital. Thank you for your support and investment in our Company.

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R. Brad Martin Chairman of the Board and Chief Executive Officer





DIRECTORS AND CERTAIN OFFICERS

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BOARD OF DIRECTORS

R. BRAD MARTIN Chairman of the Board and Chief Executive Officer of Saks Incorporated

RONALD DE WAAL Vice Chairman of the Board; Chairman of We International, B.V.

BERNARD E. BERNSTEIN Senior Partner in the law firm of Bernstein, Stair & McAdams LLP

STANTON J. BLUESTONE Retired Chairman and Chief Executive Officer of Carson Pirie Scott & Co.

ROBERT B. CARTER Executive Vice President and Chief Information Officer of FedEx Corporation

JAMES A. COGGIN President and Chief Administrative Officer of Saks Incorporated

JULIUS W. ERVING President of The Erving Group

MICHAEL S. GROSS Principal of Apollo Management, L.P.

DONALD E. HESS Chairman Emeritus of Parisian; Chief Executive Officer of Southwood Partners

GEORGE L. JONES President and Chief Executive Officer of Saks Department Store Group

NORA P. McANIFF Executive Vice President of Time, Inc.

DR. C. WARREN NEEL Executive Director, Corporate Governance Center at the University of Tennessee

STEPHEN I. SADOVE Vice Chairman and Chief Operating Officer of Saks Incorporated

MARGUERITE W. SALLEE Staff Director, Senate Subcommittee on Children and Families

CHRISTOPHER J. STADLER Managing Director of Investcorp, S.A.

CERTAIN CORPORATE OFFICERS

R. BRAD MARTIN Chairman of the Board and Chief Executive Officer

STEPHEN I. SADOVE Vice Chairman and Chief Operating Officer

JAMES A. COGGIN President and Chief Administrative Officer

DOUGLAS E. COLTHARP Executive Vice President and Chief Financial Officer

CHARLES J. HANSEN Executive Vice President and General Counsel

DONALD E. WRIGHT Executive Vice President of Finance and Chief Accounting Officer

BUSINESS UNIT AND STORE OFFICERS

SAKS DEPARTMENT STORE GROUP

GEORGE L. JONES President and Chief Executive Officer of Saks Department Store Group

TONI E. BROWNING President and Chief Executive Officer of Proffitt's/McRae's

ANTHONY J. BUCCINA President of Carson Pirie Scott & Co.

MICHAEL R. MACDONALD Chairman and Chief Executive Officer of Carson Pirie Scott & Co.

SAKS FIFTH AVENUE ENTERPRISES

FREDERICK W. WILSON Chairman and Chief Executive Officer of Saks Fifth Avenue Enterprises

ANDREW R. JENNINGS President of Saks Fifth Avenue

SAKS FIFTH AVENUE ENTERPRISES STORE LOCATION

Saks Fifth Avenue Enterprises

SAKS FIFTH AVENUE STORES

ALABAMA Birmingham

ARIZONA Phoenix

CALIFORNIA

Beverly Hills Carmel Costa Mesa La Jolla Mission Viejo Palm Desert Palos Verdes Pasadena San Diego San Francisco Santa Barbara

COLORADO Denver

CONNECTICUT Greenwich Stamford

FLORIDA Bal Harbor Boca Raton Ft. Lauderdale Ft. Myers Naples Orlando Palm Beach Palm Beach Palm Beach Gardens Sarasota South Miami Tampa

GEORGIA Atlanta **ILLINOIS** Chicago Highland Park Skokie

> INDIANA Indianapolis

LOUISIANA New Orleans

MARYLAND Chevy Chase

MASSACHUSETTS Boston

MICHIGAN Troy

MINNESOTA Minneapolis

MISSOURI St. Louis Kansas City

NEVADA Las Vegas

NEW JERSEY Hackensack Short Hills

NEW YORK Garden City Huntington New York City Southampton

OHIO Beachwood Cincinnati Columbus **OKLAHOMA** Tulsa

OREGON Portland

PENNSYLVANIA Bala Cynwyd Pittsburgh

SOUTH CAROLINA Charleston Hilton Head

TEXAS Austin Dallas Houston Hurst San Antonio

VIRGINIA McLean Richmond

OFF 5TH STORES

ARIZONA Tempe Tucson

CALIFORNIA Anaheim

Cabazon Camarillo Folsom Milpitas Ontario Petaluma San Diego

COLORADO Castle Rock Denver CONNECTICUT Clinton

FLORIDA Ellenton Miami Naples Orlando Sunrise

GEORGIA Dawsonville Lawrenceville

HAWAII Waipahu

ILLINOIS Gurnee Schaumburg Skokie

MARYLAND Baltimore

MASSACHUSETTS Worcester Wrentham

MICHIGAN Auburn Hills Dearborn

MINNESOTA Minneapolis

MISSOURI St. Louis

NEVADA Las Vegas NEW JERSEY Elizabeth Paramus

NEW YORK Central Valley Niagara Falls Riverhead

Westbury

NORTH CAROLINA Concord Morrisville

OHIO Aurora Cincinnati

PENNSYLVANIA Grove City Philadelphia

SOUTH CAROLINA Myrtle Beach

TENNESSEE Nashville (2)

TEXAS Grapevine Katy San Marcos Stafford

VIRGINIA Leesburg Woodbridge

AKS DEPARTMENT STORE GROUP STORE LOCATION

Saks Department Store Group

PARISIAN STORES

ALABAMA

Birmingham (6) Decatur Dothan Florence Huntsville (2) Mobile Montgomery (2) Tuscaloosa

FLORIDA

Jacksonville Orlando (2) Pensacola Tallahassee

GEORGIA Atlanta (7) Columbus Macon

INDIANA Indianapolis (2)

MICHIGAN Livonia Rochester Hills

MISSISSIPPI Tupelo

OHIO Cincinnati Dayton

SOUTH CAROLINA Charleston Columbia (2)

TENNESSEE Chattanooga Knoxville Nashville

PROFFITT'S STORES

GEORGIA Dalton Rome

KENTUCKY Ashland Elizabethtown

NORTH CAROLINA Asheville

Goldsboro Greenville Kinston Rocky Mount

SOUTH CAROLINA Greenville Spartanburg

TENNESSEE

Athens Chattanooga (2) Cleveland Greeneville Johnson City Kingsport Knoxville (2) Maryville Morristown Oak Ridae

VIRGINIA Bristol

WEST VIRGINIA Morgantown Parkersburg

McRAF'S STORES

ALABAMA Birmingham (3) Dothan

Gadsden Huntsville Mobile Selma Tuscaloosa

FLORIDA Mary Esther Pensacola

LOUISIANA Baton Rouge Monroe

MISSISSIPPI

Biloxi Columbus Gautier Greenville Hattiesburg Jackson (4) Laurel McComb Meridian Natchez Tupelo Vicksburg

YOUNKERS STORES

ILLINOIS Moline

IOWA Ames Cedar Falls Coralville Davenport Des Moines (4) Dubuque Fort Dodge Iowa City Marshalltown Mason City Sioux City (2) Waterloo West Burlington

MICHIGAN

Bay City Grandville Holland Lansing Marquette Muskegon Okemos Port Huron Traverse City

MINNESOTA Austin Duluth

NEBRASKA Grand Island Lincoln Omaha (3)

SOUTH DAKOTA Sioux Falls

WISCONSIN Appleton Eau Claire Fond du Lac Green Bay (2) Manitowoc Marinette Marshfield Sheboygan Sturgeon Bay Superior Wausau Wisconsin Rapids

HERBERGER'S STORES

COLORADO Grand Junction

IOWA Ottumwa

MINNESOTA

Albert Lea Alexandria Bemidji Bloomington Brainerd Fergus Falls Mankato Moorhead New Ulm Rochester Roseville St. Cloud St. Paul Stillwater Virginia Willmar

MONTANA Billings Butte Great Falls Havre Kalispell Missoula

NEBRASKA

Hastings Kearney Norfolk North Platte Scottsbluff

NORTH DAKOTA Bismarck Dickinson Fargo Minot

SOUTH DAKOTA Aberdeen Rapid City Watertown

WISCONSIN Beaver Dam La Crosse Rice Lake

WYOMING Rock Springs

CARSON PIRIE SCOTT STORES

ILLINOIS

Aurora (3) Bloomingdale Bourbonnais Calumet City Chicago (3) Chicago Ridge Dundee Evergreen Park Joliet Lincolnwood Lombard (2) Matteson Mount Prospect Naperville Norridge North Riverside Orland Park St. Charles Schaumburg (2) Vernon Hills Wilmette (2)

INDIANA

Hammond Merrillville Michigan City

BOSTON STORES

WISCONSIN Brookfield (2) Janesville Madison (2) Milwaukee (4) Racine

BERGNER'S STORES

ILLINOIS Bloomington Champaign Forsyth Galesburg Machesney Park Pekin Peoria (2) Peru Quincy Rockford (2) Springfield Sterling

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SHAREHOLDER INFORMATION

SALES RELEASE DATES FOR 2004

Sales Period	Release Date
February 2004	3/4/04
March 2004	4/8/04
April 2004	5/6/04
May 2004	6/3/04
June 2004	7/8/04
July 2004	8/5/04
August 2004	9/2/04
September 2004	10/7/04
October 2004	11/4/04
November 2004	12/2/04
December 2004	1/6/05
January 2005	2/3/05

EARNINGS RELEASE DATES FOR 2004

Quarter	Release Date
First	5/18/04
Second	8/17/04
Third	11/16/04
Fourth	To be announced

ANNUAL MEETING

The Annual Meeting of Shareholders of Saks Incorporated will be held at 11:30 a.m. Eastern Time, Tuesday, June 8, 2004, at the Ritz-Carlton Hotel, 181 Peachtree Street N.E., Atlanta, Georgia 30303. Shareholders are cordially invited to attend.

INQUIRIES REGARDING YOUR STOCK HOLDINGS

Registered shareholders (shares held by you in your name) should address communications to the Company's Transfer Agent and Registrar:

The Bank of New York (866) 455-3121 (telephone) shareowners@bankofny.com (e-mail) www.stockbny.com (web site)

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Address shareholder inquiries to:

Shareholder Relations Department P.O. Box 11258 Church Street Station New York, New York 10286

Send certificates for transfer and address changes to:

Receive and Deliver Department P.O. Box 11002 Church Street Station New York, New York 10286

In all correspondence or telephone inquiries, please mention Saks Incorporated, your name as printed on your stock certificate, your Social Security number, your address, and your phone number.

Beneficial shareholders (shares held by you in the name of your broker or other nominee) should direct communications on all administrative matters to your nominee owner.

TO REACH US

Visit www.saksincorporated.com/investor_relations.html to:

- Receive news releases by signing up for e-mail alerts
- View SEC filings, investor presentations, financial results, and other company information.

Contact us at:

Investor Relations Department Saks Incorporated P.O. Box 9388 Alcoa, Tennessee 37701 (865) 981-9541 (telephone) (865) 981-6325 (facsimile) julia_bentley@saksinc.com (e-mail)

CORPORATE INFORMATION

WE ARE COMMITTED TO FOSTERING AN INCLUSIVE ENVIRONMENT FOR OUR ASSOCIATES, CUSTOMERS, AND SUPPLIERS.

Understanding and valuing diversity are core to this commitment. At Saks, managing diversity is a strategic imperative. Through an intentional combination of recruiting, retention, and development efforts, over the past 5 years we have improved minority representation among our management associates by more than 20%. We will continue this focus.

Building upon this momentum, in 2003 we created a Diversity Steering Committee. This Steering Committee is charged with furthering our diversity strategy. Our strategy is focused in four key areas: education and awareness, representation, talent management and development, and business growth initiatives. Our Board of Directors monitors our performance in this regard.

CORPORATE HEADQUARTERS 750 Lakeshore Parkway Birmingham, Alabama 35211 (205) 940-4000

SAKS FIFTH AVENUE ENTERPRISES HEADQUARTERS

12 East 49th Street New York, New York 10017 (212) 940-4048

SAKS DEPARTMENT STORE GROUP HEADQUARTERS

PARISIAN 750 Lakeshore Parkway Birmingham, Alabama 35211 (205) 940-4000

PROFFITT'S AND McRAE'S 115 North Calderwood Street Alcoa, Tennessee 37701 (865) 983-7000

NORTHERN DEPARTMENT STORE GROUP (CARSON PIRIE SCOTT, BOSTON STORE, BERGNER'S, HERBERGER'S, AND YOUNKERS) 331 West Wisconsin Avenue Milwaukee, Wisconsin 53203 (414) 347-4141

INDEPENDENT ACCOUNTANTS

PricewaterhouseCoopers LLP Birmingham, Alabama

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