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2.0 Purchase Order (PO) Requirements

2.1 General Instructions

- Buyers do not provide any copies of PO. Purchase Order Management (POM) team provides initial copy of PO for confirmation of details.
 - Business unit name (DSW, DSW Leased, & DSW.com)
 - Vendor name
 - Company buyer's name
 - Season of the PO/item (i.e. "F09" = Fall 2009)
 - Item order, delivery, start-ship, and cancellation dates
 - PO number
 - PO commercial and freight terms (terms used to specify invoice and freight payment methods)
 - Vendor item style number and color description for confirmation
 - Unit cost (Company cost for the item) added to PO at point of sale.
 - Size run and packing instructions
 - Prepack code (when indicated on order)
- Sample PO form:

PO #	38786	APPROVED	DSW Inc.	Vendor Copy	Page 1 of 3								
DSW Inc. 4150 E. Fifth Avenue Columbus, Ohio 43219 Phone (614) 237-7100	Business Unit: DSW Department: 1020 Mens Boots Vendor: Purchase Agreement Per:	Order Date: 26-JUL-2007 Ex Factory / Start Ship: 16-AUG-2007 Delivery Date: 27-AUG-2007 Cancel If not Shipped Before: 24-AUG-2007	FOB: W/M/N Ship Complete Or Cancel: YES Buying Agency Agreement: NO	Terms: Net 30 days Sock & Box Stamp: Season: F07 Event Code:	Pre Ticket: NO EDI: NO Buyer: Order based on approval of confirmation samples of each shoe color: NO in size. Ticket and tag at NO CHARGE: Note 7 digit SKU# must be marked on the product inside the right shoe: NO								
Bill To: DSW-Attn: Accounts	Ship To: DSW DC 4150 East Fifth Avenue Columbus, OH 43219	Vendor Instructions:											
PO Totals	Unit Cost	Cases	Pairs										
	\$80,518.68	206	1236										
Item Information	ESN	7 Digit SKU	Item Description	Vendor Style	Vendor Color	Unit Cost	Class	Sub Class	Color Code	Vndr Pack	DSW Pack Code	Cases	Pairs
	0000000166275	4832176	4308 INSPIRED MOC TOE BT	4308	ASBEIL	\$68.88	0020	0070	230		9806-1	25	150
	0000000166275	4832176	4308 INSPIRED MOC TOE BT	4308	ASBEIL	\$68.88	0020	0070	230		9806-1	25	150
	0000000166275	4832184	4310 INSPIRED MOC TOE BT	4310	NEW TAN	\$68.88	0020	0070	210		9806-1	25	150
	0000000166275	4832184	4310 INSPIRED MOC TOE BT	4310	NEW TAN	\$68.88	0020	0070	210		9806-1	25	150
	0000000166273	4832044	4307 ORIGINAL MOC BT MESH	4307	WALNUT	\$59.38	0020	0070	210		9806-1	25	150
	0000000166273	4832044	4307 ORIGINAL MOC BT MESH	4307	WALNUT	\$59.38	0020	0070	210		9806-1	25	150
	0000000166272	4832036	4305 ORIGINAL MOC BT MESH	4305	DREAM	\$59.38	0020	0070	250		9806-1	3	18
	0000000166272	4832036	4305 ORIGINAL MOC BT MESH	4305	DREAM	\$59.38	0020	0070	250		9806-1	3	18
	0000000166270	4831889	4300 EVOLVED PLN TOE BT	4300	BLACK	\$64.13	0020	0070	001		9806-1	25	150
	0000000166270	4831889	4300 EVOLVED PLN TOE BT	4300	BLACK	\$64.13	0020	0070	001		9806-1	25	150
Pack Information	DSW Prepack Code	Size Dim	08.0	08.5	09.0	09.5	10.0	10.5	11.0	11.5	12.0	13.0	Total
	9806-1	M	1	1	1	1	1	2					6
	9806-1	M					2	1	1	1	1	1	6

IMPORTANT NOTICE TO ALL VENDORS: This Purchase Order ("PO") is subject to Buyer's General Terms and Conditions of Purchase, the vendor requirements and Guidelines, and the RVI Domestic Footwear & Accessories Logistics Guide (collectively, "Terms"). By accession this PO, the vendor acknowledges receipt and agrees to be bound by the terms and conditions of this PO and Terms. If you do not agree with the terms of the PO or the Terms, do not accept or fulfill this PO. If this PO is a written confirmation of a verbal order, Vendor agrees that these Terms control. Different or additional terms proposed by the Vendor are expressly rejected and shall not be part of the transaction.

For additional information concerning this PO or logistics compliances, please visit the DSW Vendor website at: <http://www.dswinc.com/Vendor> so. POs can be validated 3 days prior to "Start Ship" date. For validation, please e-mail DSW's Domestic Transportation department at trnff@dswinc.com or call (614) 238-4026. PO routing requests can be obtained via the Vendor website, e-mail, or faxed request. Requests via fax can be sent to (614) 238-4212, Attn: DSW Domestic Transportation.



2.1 General Instructions (cont'd)

- Vendors must provide Purchase Order Management Team (POM) with the correct vendor style name/number and NRF color code of the merchandise for entry into the Company PO system within **20 business days** following receipt of the PDF approval copy of the PO by the vendor. This information can be forwarded to the Company via email. Failure to provide this information within 20 business days may result in a chargeback.
- UPC enabled vendors must ensure the transmission of corresponding UPC codes for PO items either directly to DSW (832 Direct) or to an on-line catalog (GXS or Intertrade) within the same time period. Failure to load this information within 20 business days may result in a chargeback.
- Additionally, the Company will request that all UPC enabled vendors establish a data trading agreement that allows the use of the vendor's UPC codes for PO merchandise. EDI/Vendor Compliance will contact the vendors requesting access to their online UPC catalog (GXS, InterTrade) data. UPC code information can be transmitted to DSW via 832 Direct transmission. The specifications for the 832 Direct transmission are in the EDI section of the DSW Vendor Website.
- On POs sourced to a UPC enabled vendor merchandise must be labeled with the vendor's UPC tag.
- To be setup for UPCs, please contact DSW_POM_VendorCompliance@dswinc.com
- UPC enabled Vendors are responsible for loading 12-digit UPCs into an online UPC Catalog
 - DSW can download vendor UPCs from GXS or Intertrade
 - Below are contacts from GXS and Intertrade for assistance in setting up an online UPC Catalog
 - **GXS** - jdivjak@opentext.com cataloguesupport@opentext.com
 - **Intertrade** - Connie.Tortorici@intertrade.com
- Following receipt of vendor style ID, NRF color, and description of merchandise the Company will send the vendor a final copy of the PO (see sample above) via email and/or the 850 EDI transmission of the PO. The final copy/850 are the only documents to be used for fulfillment of a Company's order. Final copies will contain the following information, but it is not inclusive. - DSW style number and SKU number which are added to PO after receipt of vendor item description, color description, style, and color number.
- Vendors need to ensure all shoe boxes are labeled with the vendor's internal UPC bar-coded tag which matches the Company and vendor's style and color. (See section 3 page 1 for a sample of UPC code label.)



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- The Company may request that merchandise be shipped pre-ticketed with retail price labels supplied by the vendor (typically non-EDI vendors). Preticketing instructions are found on the PO in the vendor instruction section. Any questions concerning preticketing requests should be directed to POM EDI/Vendor Compliance Department DSW_POM_VendorCompliance@dswinc.com.
- When pre-ticketing merchandise, the vendor will apply all retail price tickets prior to merchandise shipment. Questions concerning price tickets and/or placement instructions need to be addressed to DSW_POM_Vendor Compliance DSW_POM_VendorCompliance@dswinc.com.
- Any exceptions to PO preparation or packing instructions/specifications need to be approved, in writing, by the Buyer team prior to merchandise shipment.

2.1 General Instructions (cont'd)

- Vendor style and/or color substitutions are not permitted without the prior approval of the Company Buyer.
- Terms and Conditions of Purchase are outlined on the reverse side of the PO. Additional copies of the PO terms and conditions can be obtained by visiting the Company's vendor website at: <https://www.designerbrands.com/vendors/>.
- The Company uses five buying unit designators to identify the responsible entity for PO sourcing:
 1. **29** – indicates DSW stores
 2. **41** – indicates DSW-Affiliated Brands
 3. **58** – indicates DSW.com
 4. **65** – indicates DSW Affiliated Brands
 5. **75** – indicates DSW Affiliated Brands

The Company buyer is responsible for indicating the correct buying unit on the PO.

2.2 Merchandise Configuration Types (Packing & Ticketing Methods)

- The Company specifies three types of merchandise packing configurations; 1 – prepacked or musical (solid style, color, and assorted sizes merchandise), 2 – closeout/closeout-take all (mix of vendor prepacked and single style, color, and size merchandise), and 3 – unit based (solid style, color, size, and dimension). The Company PO will indicate merchandise packing instructions by size and quantity in the “Pack Code” and “Size Run” sections. Questions concerning specific



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merchandise configuration will need to be forwarded to the EDI/Vendor Compliance team prior to merchandise shipment.

- Merchandise from different orders, styles, or colors cannot be configured in the same shipping carton and may be subject to chargeback.
- Any merchandise (accessories or footwear) requiring shipping cartons smaller than the Company's accepted dimensions need to be masterpacked into larger cartons per Section 4.1 and 4.2. All questions regarding this requirement need to be addressed to the Company's Vendor Relation team.
- Vendors receiving orders without any merchandise configuration instructions need to notify the appropriate Purchase Order Management (POM) Specialist.