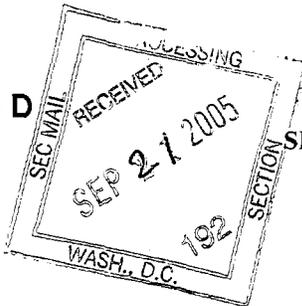


1026179

FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Table with OMB Approval, OMB Number 3235-0076, Expires April 30, 2008, Estimated average burden hours per response 16.00

Table with SEC USE ONLY



05066879

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change.) Federated Retail Holdings, Inc. 2005 Commercial Paper Program

Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 (X) Rule 506 ( ) Section 4(6) ( ) ULOE

Type of Filing: (X) New Filing ( ) Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change.) Federated Retail Holdings, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) 7 West Seventh Street, Cincinnati, Ohio 45202

Telephone Number (including Area Code) (513) 579-7000

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same as above

Telephone Number (including Area Code) Same as above

Brief Description of Business

The company, directly or through its subsidiaries, operates full-line department stores and bridal stores in the United States, Puerto Rico and Guam, and mail order and internet-based catalog businesses.

Type of Business Organization

(X) corporation ( ) limited partnership, already formed ( ) other (please specify): ( ) business trust ( ) limited partnership, to be formed

PROCESSED SEP 23 2005 THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month 0 6 Year 1 0 (X) Actual

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction) N Y

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. Or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering? Yes  No   
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 250,000  
Yes  No
3. Does the offering permit joint ownership of a single unit? Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)  
**Banc of America Securities LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**600 Montgomery Street, San Francisco, CA 94111**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

|      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)  
**J. P. Morgan Securities Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**270 Park Avenue, New York, NY 10017**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

|      |      |      |      |      |      |      |      |      |      |      |      |      |
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| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [MA] | [MD] | [ME] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)  
**Goldman, Sachs & Co.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**85 Broad Street, New York, NY 10004**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

|      |      |      |      |      |      |      |      |      |      |      |      |      |
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| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [MA] | [MD] | [ME] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

\* The securities will be sold only to certain accredited investors or Qualified Institutional Buyers (as defined in Rule 144A under the Securities Act of 1933).

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C-Question I and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer.".....

\$ 4,050,938,500

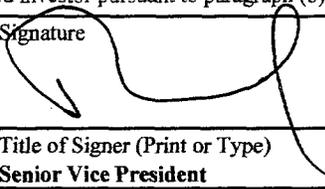
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above.

|   | Payments to<br>Officers,<br>Directors, &<br>Affiliates |  | Payments to<br>Others               |                               |
|---|--|--|-------------------------------------|-------------------------------|
| Salaries and fees.....  | <input type="checkbox"/>                               | \$ 0   | <input type="checkbox"/>            | \$ 0                          |
| Purchase of real estate.....  | <input type="checkbox"/>                               | \$ 0   | <input type="checkbox"/>            | \$ 0                          |
| Purchase, rental or leasing and installation of machinery and equipment.....  | <input type="checkbox"/>                               | \$ 0   | <input type="checkbox"/>            | \$ 0                          |
| Construction or leasing of plant buildings and facilities.....  | <input type="checkbox"/>                               | \$ 0   | <input type="checkbox"/>            | \$ 0                          |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)..... | <input type="checkbox"/>                               | \$ 0   | <input type="checkbox"/>            | \$ 0                          |
| Repayment of indebtedness.....  | <input type="checkbox"/>                               | \$ 0   | <input checked="" type="checkbox"/> | \$ 4,050,938,500 <sup>6</sup> |
| Working capital.....  | <input type="checkbox"/>                               | \$ 0   | <input type="checkbox"/>            | \$ 0                          |
| Other (Specify).....  | <input type="checkbox"/>                               | \$ 0   | <input type="checkbox"/>            | \$ 0                          |
| Column Totals.....  | <input type="checkbox"/>                               | \$ 0   | <input checked="" type="checkbox"/> | \$ 4,050,938,500              |
| Total Payments Listed (column totals added).....  |  | <input checked="" type="checkbox"/> \$ 4,050,938,500 |                                     |                               |

<sup>6</sup> The proceeds of the initial offerings of the securities were used for the purpose indicated. The purposes for which the proceeds of any future offerings of the securities may be used have not been determined.

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

|  |  |                                    |
|--|--|------------------------------------|
| Issuer (Print or Type)<br><b>Federated Retail Holdings, Inc.</b> | Signature<br> | Date<br>September <u>14</u> , 2005 |
| Name of Signer (Print or Type)<br><b>Dennis J. Broderick</b>     | Title of Signer (Print or Type)<br><b>Senior Vice President</b>                                |                                    |

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).**