



2.0 Purchase Order (PO) Requirements

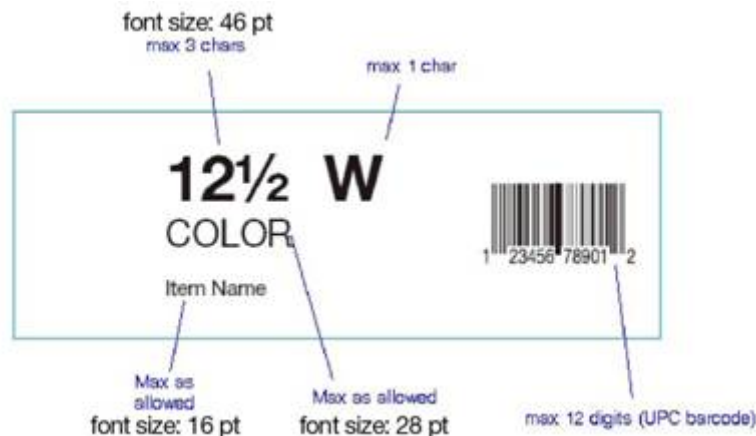
2.1 General Instructions

- Company buyers will provide vendors with an initial hard-copy PO specifying the following information:
 - Business unit name (DSW, DSW Leased, & eTail)
 - 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
 - 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 Terms: Net 30 days Ship Complete Or Cancel: YES Buying Agency Agreement: NO		Pre Ticket: NO EDI: NO Buyer: Sock & Box Stamp: Season: F07 Event Code:																																																																																																																																																	
Bill To: DSW-Attn: Accounts		Ship To: DSW DC 4150 East Fifth Avenue Columbus, OH 43219		Vendor Instructions:						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																																																																																																																																															
PO Totals		Unit Cost	\$80,518.68	Cases	206	Pairs	1236																																																																																																																																																		
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<p>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 RV1 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.</p> <p>For additional information concerning this PO or logistics compliance, please visit the DSW Vendor website at: http://www.dswshoe.com/Vendor.do. POs can be validated 5 days prior to "Start Ship" date. For validation, please e-mail DSW's Domestic Transportation department at: triffic@dsww.com or call (614) 238-4088. 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.</p>																																																																																																																																																									

2.1 General Instructions (cont'd)

- Vendors must provide Merchandise Support (see Section 10) with the correct vendor style and color number/description of the merchandise for entry into the Company PO system within **20 business days** following receipt of PO by the vendor. This information can be forwarded to the Company via e-mail or fax.
- 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. The Company's EDI Coordinators will contact the vendors requesting access to their online UPC catalog (GXS, QRS, SPS Commerce) data. For details on how to set up this partnership, please see the EDI Coordinator contacts found in Section 10.
- POs sourced to a vendor with an established UPC trading relationship with the Company will not be marked by the buyer as a "Preticket" order. All merchandise will need to be labeled with the vendor's UPC tag. Exceptions to the UPC tag requirement need to be approved, in writing, by the Company Vendor Relations team prior to merchandise shipment.
- UPC enabled vendors must ensure the transmission of corresponding UPC codes for PO items within the same time period (see Section 7, Para 7.2 for details).
 - The UPC code adhesive label should be placed in the lower right-hand corner of the small side of the shoe box.
 - Label size is 1.375" X 4.375" or 3.5 cm X 11 cm.
 - The UPC label format with font size



- The half size should be written as a fraction ½ not as a decimal 0.5
- Following receipt of vendor style and color number/description of merchandise, the Company will send the vendor a copy of the PO (see sample above) via email and the EDI PO. These are the only

documents to be used for the fulfillment of a Company's order. Both copies of the PO will contain the following information (not inclusive):

- Company style number (added to PO after receipt of vendor item description, color description, style, and color number)
- Company SKU (POS/Barcode) number (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.
- 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 the Company EDI Coordinators.

2.1 General Instructions (cont'd)

- When preticketing 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 the EDI Coordinators.
- Any exceptions to PO preparation or packing instructions/specifications need to be approved, in writing, by the appropriate Company buyer prior to merchandise shipment.
- Vendor style and/or color substitutions are not permitted without the prior approval of the Company.
- 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: <http://www.dswinc.com/vendors.jsp>.
- The Company uses four buying unit designators to identify the responsible entity for PO sourcing:
 1. **29** – indicates DSW stores
 2. **41** – indicates DSW leased stores
 3. **58** – indicates eTail Direct
 4. **65** – indicates DSW leased stores

The Company buyer is responsible for indicating the correct buying unit on the PO.
- Vendors may request additional copies of orders (emailed or EDI) from the appropriate Company buyer.

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 merchandise configuration will need to be forwarded to the Company buyer prior to merchandise shipment.

2.2 Merchandise Configuration Types (Packing & Ticketing Methods cont'd)

- 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 3.2 and 4.1. 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 Company buyer immediately.