

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1994-01-07**
SEC Accession No. **0000950114-94-000002**

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FILER

MAY DEPARTMENT STORES CO

CIK: **63416** | IRS No.: **430398035** | State of Incorporation: **NY** | Fiscal Year End: **0201**
Type: **S-8** | Act: **33** | File No.: **033-51849** | Film No.: **94500762**
SIC: **5311** Department stores

Business Address
611 OLIVE ST
ST LOUIS MO 63101
3143426300

THE ISSUER HEREBY REQUESTS THAT THIS
 REGISTRATION STATEMENT BECOME AUTOMATICALLY
 EFFECTIVE UPON FILING, IN ACCORDANCE WITH RULE 462
 UNDER REGULATION C OF THE SECURITIES ACT OF 1933.

REGISTRATION NO.

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

THE MAY DEPARTMENT STORES COMPANY

(EXACT NAME OF ISSUER AS SPECIFIED IN ITS CHARTER)

NEW YORK 43-0398035
 (STATE OF INCORPORATION) (I.R.S. EMPLOYER
 IDENTIFICATION NO.)

611 OLIVE STREET, ST. LOUIS, MISSOURI 63101
 (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

THE MAY DEPARTMENT STORES COMPANY

PROFIT SHARING PLAN

(FULL TITLE OF PLAN)

RICHARD A. BRICKSON, ESQ.
 SECRETARY AND COUNSEL
 THE MAY DEPARTMENT STORES COMPANY
 611 OLIVE STREET
 ST. LOUIS, MISSOURI 63101
 (314) 342-6300

(NAME, ADDRESS AND TELEPHONE NUMBER OF AGENT FOR SERVICE)

<TABLE>

CALCULATION OF REGISTRATION FEE

<CAPTION>

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE*	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE*	AMOUNT OF REGISTRATION FEE
<S> Common Stock of The May Department Stores Company, \$.50 par value.....	<C> 2,266,288 shares	<C> \$39.5625	<C> \$89,660,019.	<C> \$28,018.76

</TABLE>

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to The May Department Stores Company Profit Sharing Plan.

[FN]
 *The proposed maximum offering price and maximum aggregate offering price are estimated for the sole purpose of calculating the amount of

the registration fee. The fee has been calculated in accordance with Rule 457(h) under the Securities Act of 1933. Accordingly, the maximum offering price per share is based on the average of the high and low prices per share of the Issuer's Common Stock on the New York Stock Exchange on January 5, 1994.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference:

- (a) Annual Report on Form 10-K filed by The May Department Stores Company ("May") for the fiscal year ended January 30, 1993.
- (b) Annual Report on Form 11-K filed by The May Department Stores Company Profit Sharing Plan ("Plan") for the Plan Year ended December 31, 1992.
- (c) May's Quarterly Reports on Form 10-Q for the quarters ended May 1, 1993, July 31, 1993 and October 30, 1993.
- (d) May's Current Report on Form 8-K dated April 22, 1993.

All reports and other documents filed subsequent to the date of this Registration Statement, pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such reports and documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article 7 of the New York Business Corporation Law ("NYBCL") and a provision of the Registrant's By-Laws provide for indemnification of directors and officers under certain conditions including the possibility of indemnification against liabilities under the Securities Act of 1933 (the "Act"). In addition, the Registrant has entered into indemnification agreements with each director and certain executive officers of the Registrant. Each indemnification agreement provides, among other things, (i) for indemnification to the fullest extent permitted by law against all expenses, judgments, fines, penalties incurred in connection with, and amounts paid in settlement of, any claim against the indemnified party, provided it is determined pursuant to the agreement that the indemnitee is entitled to be indemnified under the applicable standard of conduct under the NYBCL; (ii) for advancement of expenses to the indemnitee in connection with the indemnitee's defense of any threatened or pending claim, provided that if it is determined pursuant to the agreement that the indemnitee would not be permitted to be indemnified under applicable law, the Registrant shall be entitled to be reimbursed by the indemnitee for all such amounts previously paid; (iii) for the creation of a trust for the benefit of the indemnitee in the event of a potential change in control of the Registrant which shall be funded from time to time at the request of the indemnitee in an amount sufficient to satisfy the Registrant's indemnification obligations under the agreement; and (iv) that no legal action be brought and no cause of action be asserted by or on behalf of the Registrant against the indemnitee after the expiration of the earlier of the applicable statute of limitations or two years from the date of accrual of such cause of action. Similar indemnification agreements may be entered into from time to time with additional officers of the Registrant.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

ITEM 8. EXHIBITS.

The following Exhibits are filed as a part of this Registration Statement:

- 4.1 - Restated Certificate of Incorporation of the Registrant, as amended (incorporated herein by reference to Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 30, 1993).
- 4.2 - By-laws of the Registrant (incorporated herein by reference to Exhibit 3(b) to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 30, 1993).
- 4.3 - Form of Rights Agreement, dated as of February 21, 1986, between the Registrant and Centerre Trust Company of St. Louis, as Rights Agent (incorporated herein by reference to Exhibit 1 to the Registrant's Current Report on Form 8-K dated March 3, 1986).
- 4.4 - Form of Rights Agreement, as Amended and Restated May 2, 1988, between the Registrant and Centerre Trust Company of St. Louis, as Rights Agent (incorporated herein by reference to Exhibit 4.3(a) to the Registrant's Post-Effective Amendment No. 3 to Form S-8 Registration Statement (file number 33-11073) dated September 30, 1988).
- 4.5 - Form of Amendment to Rights Agreement (at Exhibit 4.4) dated May 11, 1993, between the Registrant and The Bank of New York as Rights Agent.
- 5.1 - Internal Revenue Service Determination Letter dated February 1, 1990 determining that The May Department Stores Company Profit Sharing Plan is qualified under Section 401(a) of the Internal Revenue Code (incorporated herein by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 (file number 33-38104) dated December 10, 1990).
- 23 - Consent of Arthur Andersen & Co.
- 24 - Powers of Attorney.

ITEM 9. UNDERTAKINGS.

(1) The undersigned issuer hereby undertakes to deliver or cause to be delivered with the prospectus to each employee to whom the prospectus is sent or given, a copy of the issuer's annual report to shareowners for its latest fiscal year, unless such employee otherwise has received a copy of such report, in which case the issuer shall state in the prospectus that it will promptly furnish, without charge, a copy of such report on the written request of the employee. If the latest fiscal year of the issuer has ended within 120 days prior to the use of the prospectus, the annual report of the issuer for the preceding fiscal year may be so delivered, but within such 120 day period the annual report for the latest fiscal year will be furnished to each such employee.

(2) The undersigned issuer hereby undertakes to transmit or cause to be transmitted to all employees participating in the Plan, who do not otherwise receive such material as stockholders of the issuer, at the time and in the manner such material is sent to its shareowners, copies of all reports, proxy statements and other communications distributed to its shareowners generally.

(3) Where interests in a plan are registered herewith, the undersigned issuer and plan hereby undertake to transmit or cause to be transmitted promptly, without charge, to any participant in the plan who makes a written request, a copy of the then latest annual report of the plan filed pursuant to Section 15(d) of the Securities Exchange Act of 1934 (Form 11-K). If such report is filed separately on Form 11-K, such form shall be delivered upon written request. If such report is filed as a part of the issuer's annual report on Form 10-K, that entire report (excluding exhibits) shall be delivered upon written request. If such report is filed as a part of the issuer's annual report to shareowners delivered pursuant to paragraph (1) or (2) of this undertaking additional delivery shall not be required.

(4) The undersigned issuer hereby undertakes: (i) that for the purpose

of determining any liability under the Securities Act of 1933, each such post-effective amendment and each filing of the issuer's annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (or, where applicable, each filing of the plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is

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incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; (ii) that all such new registration statements will comply with the applicable forms, rules and regulations of the Commission in effect at the time such post-effective amendments or annual reports are filed; and (iii) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the plan.

(5) The undersigned issuer hereby undertakes to file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the issuer pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(6) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be provided to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by the controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(7) Insofar as The May Department Stores Company Profit Sharing Plan has been amended since receipt of the Determination Letter which is incorporated by reference as Exhibit 5.1 of this Registration Statement, the Registrant undertakes to submit the Plan as amended to the Internal Revenue Service in a timely manner and to make such changes, if any, required by the Internal Revenue Service in order to maintain the qualification of the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on a Form S-8, undertakes to comply with the requirements of Part II of Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis and State of Missouri, on the 7th day of January, 1994.

The May Department Stores Company

by *

Jerome T. Loeb,
President and Chief Financial Officer

*By RICHARD A. BRICKSON
----- Attorney-in-fact
Richard A. Brickson

Pursuant to the requirements of the Securities Act of 1933, this Form S-8 Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<TABLE>
<CAPTION>

SIGNATURE	TITLE	DATE
----- PRINCIPAL EXECUTIVE OFFICER: <C>	<S>	<C>
* ----- David C. Farrell	Director, Chairman of the Board and ----- Chief Executive Officer	
PRINCIPAL FINANCIAL OFFICER AND PRINCIPAL ACCOUNTING OFFICER: * ----- Jerome T. Loeb	Director, President and Chief ----- Financial Officer	
* ----- Richard L. Battram	Director and Vice Chairman	
* ----- Thomas A. Hays	Director and Deputy Chairman	January 7, 1994
* ----- Edward H. Meyer	Director	
* ----- Russell E. Palmer	Director	
* ----- Michael R. Quinlan	Director	
* ----- William P. Stiritz	Director	
* ----- Robert D. Storey	Director	

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SIGNATURE	TITLE	DATE
----- * ----- Murray L. Weidenbaum	Director	January 7, 1994
*By RICHARD A. BRICKSON ----- Attorney-in-fact Richard A. Brickson		

</TABLE>

Pursuant to the requirements of the Securities Act of 1933, The May Department Stores Company Profit Sharing Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis and State of

Missouri, on the 7th day of January, 1994.

The May Department Stores Company Profit Sharing Plan

by RICHARD A. BRICKSON

Richard A. Brickson, Member,
Administrative Subcommittee

Pursuant to the requirements of the Securities Act of 1933, this
Registration Statement has been signed below by the following persons
in the capacities and on the dates indicated.

<TABLE>	<CAPTION>	SIGNATURE	TITLE	DATE
<C>		DONALD N. BAXTER	<S> Member, Administrative Subcommittee	<C>
		Donald N. Baxter		
		RICHARD A. BRICKSON	Member, Administrative Subcommittee	January 7, 1994
		Richard A. Brickson		
		JAN R. KNIFFEN	Member, Administrative Subcommittee	
		Jan R. Kniffen		

</TABLE>
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<TABLE>
INDEX TO EXHIBITS

<CAPTION>	EXHIBIT
EXHIBIT NUMBER	EXHIBIT

<C>	<S> 4.1 -Restated Certificate of Incorporation of the Registrant, as amended (incorporated herein by reference to Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 30, 1993).
4.2	-By-laws of the Registrant (incorporated herein by reference to Exhibit 3(b) to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 30, 1993).
4.3	-Form of Rights Agreement, dated as of February 21, 1986, between the Registrant and Centerre Trust Company of St. Louis, as Rights Agent (incorporated herein by reference to Exhibit 1 to the Registrant's Current Report on Form 8-K dated March 3, 1986).
4.4	-Form of Rights Agreement, as Amended and Restated May 2, 1988, between the Registrant and Centerre Trust Company of St. Louis, as Rights Agent (incorporated herein by reference to Exhibit 4.3(a) to the Registrant's Post-Effective Amendment No. 3 to Form S-8 Registration Statement (file number 33-11073) dated September 30, 1988).
4.5	-Form of Amendment to Rights Agreement (at Exhibit 4.4) dated May 11, 1993, between the Registrant and The Bank of New York as Rights Agent.
5.1	-Internal Revenue Service Determination Letter dated February 1, 1990 determining that The May Department Stores Company Profit Sharing Plan is qualified under Section 401(a) of the Internal Revenue Code (incorporated herein by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-8 (file number 33-38104) dated December 10, 1990).
23	-Consent of Arthur Andersen & Co.
24	-Powers of Attorney.

</TABLE>

Amendment to Rights Agreement

This Amendment to Rights Agreement, dated as of May __, 1993, between THE MAY DEPARTMENT STORES COMPANY, a New York corporation (the "Company"), and THE BANK OF NEW YORK, a banking company organized under the laws of New York ("BNY").

Whereas, the Company and Centerre Trust Company entered into that certain rights agreement dated as of February 21, 1986, which agreement was amended and restated as of May 2, 1988 (the "Rights Agreement"); and

Whereas, effective February 24, 1992, the Company appointed BNY, and BNY agreed to serve as, (i) transfer agent for all of the issued and outstanding stock of the Company and (ii) Rights Agent under the Rights Agreement; and

Whereas, the Company and BNY wish to formally reflect such appointment and agreement to serve as Rights Agent in this Amendment to Rights Agreement;

Now, Therefore, in consideration of the premises and the mutual agreements herein set forth, the parties hereby agree, effective as of February 24, 1992, as follows:

1. All references to the Rights Agent in the Rights Agreement shall be deemed to be references to BNY.
2. Section 1(e) is hereby amended to substitute the "State of New York" for the "State of Missouri".
3. Section 1(f) is hereby amended to substitute "New York" for "St. Louis".
4. The first sentence of the Revised Legend in Section 3(c) on page 12 is hereby deleted and replaced by the following sentence:

"This certificate also evidences and entitles the holder hereof to certain Rights as set forth in the Rights Agreement between The May Department Stores Company (the "Company") and the Rights Agent, dated as of February 21, 1986, as amended and restated (the "Rights Agreement"), the terms of which are hereby incorporated herein by reference and a copy of which is on file at the principal offices of the Company."

5. The first sentence of Section 5(b) is hereby amended to substitute "New York, New York" for "St. Louis, Missouri".
6. The last sentence of Section 8 is hereby deleted and replaced by the following sentence:

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"The Rights Agent shall deliver all cancelled Right Certificates to the Company or may, but shall not be required to destroy such cancelled Right Certificates, and in such case shall deliver a certificate of destruction thereof to the Company."

7. Section 18(a) is hereby amended by adding the following sentence to the end of that section:

"The provisions of this Section 18(a) shall survive the termination of this Agreement."

8. Section 20 is hereby amended by adding the following new paragraphs (l), (m) and (n) to the end of Section 20:

(l) Any application by the Rights Agent for written instructions from the Company may, at the option of the Rights Agent, set forth in writing any action proposed to be taken or omitted by the Rights Agent under this Agreement and the date on and/or after which such action shall be taken or such omission shall be effective. The Rights Agent shall not be liable for any action taken by, or omission of, the Rights Agent in accordance with a proposal included in such application on or after the date specified in such application (which date shall not be less than five Business Days after the date any officer of the Company actually receives such application, unless any such officer shall have consented in writing to any earlier date) unless prior to taking any such action (or the effective date in the case of an omission), the Rights Agent shall have received written instructions in response to such application specifying the action to be taken.

(m) In addition to the foregoing, the Rights Agent shall be protected and shall incur no liability for, or in respect of, any action taken or omitted by it in connection with its administration of this Agreement if such acts or omissions are in reliance upon (i) the proper execution of the certifications concerning beneficial ownership appended to the form of assignment and the form of election to purchase attached hereto unless the Rights Agent shall have actual knowledge that,

as executed, such certification is untrue, or (ii) the non-execution of such certification including, without limitation, any refusal to honor any otherwise permissible assignment or election by reason of such non-execution.

(n) The Company agrees to give the Rights Agent prompt written notice of any event or ownership which would prohibit the exercise or transfer of the Right Certificates.

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9. The fourth sentence of Section 21 is hereby deleted and replaced by the following sentence:

"If the Company shall fail to make such appointment within a period of thirty (30) days after giving notice of such removal or after it has been notified in writing of such resignation or incapacity by the resigning or incapacitated Rights Agent or by the holder of a Right Certificate who shall, with such notice, submit his Right Certificate for inspection by the Company), then the Rights Agent or any registered holder of any Right Certificate may apply to any court of competent jurisdiction for the appointment of a new Rights Agent.

10. The first sentence of Section 23(a) is hereby amended to substitute "New York time" for "St. Louis time".
11. Section 25 is hereby amended by deleting the notice address of Centerre Trust Company and substituting therefore the following notice address of The Bank of New York:

The Bank of New York
101 Barclay Street
New York, New York 10286
Attention: Susan McFarland

All provisions of the Rights Agreement which have not specifically been amended by this Amendment to Rights Agreement remain unchanged and in full force and effect.

In Witness Whereof, the parties have executed this Amendment to Rights Agreement as of the day and year first above written.

THE MAY DEPARTMENT STORES COMPANY

By: R.A. BRICKSON

Name: Richard A. Brickson

Title: Secretary

THE BANK OF NEW YORK

By: JOHN I. SIVERTSEN

Name: John I. Sivertsen

Title: Vice President

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated February 22, 1993, incorporated by reference in The May Department Stores company Form 10-K for the year ended January 30, 1993, and to our report dated April 19, 1993, included in The May Department Stores Company Profit Sharing Plan Form 11-K for the year ended December 31, 1992, and to all references to our firm included in this registration statement.

ARTHUR ANDERSEN & CO.

St. Louis, Missouri,
January 6, 1994

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Richard A. Brickson, Louis J. Garr, Jr. and Jerome T. Loeb, and each or any one of them acting alone, as his true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements, amendments thereto and post-effective amendments thereto with respect to The May Department Stores Company Profit Sharing Plan and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises to perfect and complete such filing(s), as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute may lawfully do or cause to be done by virtue thereof.

DATED this 17th day of December, 1993.

DAVID C. FARRELL

David C. Farrell

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Richard A. Brickson, Louis J. Garr, Jr. and Jerome T. Loeb, and each or any one of them acting alone, as his true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements, amendments thereto and post-effective amendments thereto with respect to The May Department Stores Company Profit Sharing Plan and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and

agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises to perfect and complete such filing(s), as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute may lawfully do or cause to be done by virtue thereof.

DATED this 16th day of December, 1993.

JEROME T. LOEB

Jerome T. Loeb

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Richard A. Brickson, Louis J. Garr, Jr. and Jerome T. Loeb, and each or any one of them acting alone, as his true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements, amendments thereto and post-effective amendments thereto with respect to The May Department Stores Company Profit Sharing Plan and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises to perfect and complete such filing(s), as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute may lawfully do or cause to be done by virtue thereof.

DATED this 15th day of December, 1993.

RICHARD L. BATTRAM

Richard L. Battram

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Richard A. Brickson, Louis J. Garr, Jr. and Jerome T. Loeb, and each or any one of them acting alone, as his true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements, amendments thereto and post-effective amendments thereto with respect to The May Department Stores Company Profit Sharing Plan and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises to perfect and complete such filing(s), as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute may lawfully do or cause to be done by virtue thereof.

DATED this 15th day of December, 1993.

THOMAS A. HAYS

Thomas A. Hays

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Richard A. Brickson, Louis J. Garr, Jr. and Jerome T. Loeb, and each or any one of them acting alone, as his true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements, amendments thereto and post-effective amendments thereto with respect to The May Department Stores Company Profit Sharing Plan and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises to perfect and

complete such filing(s), as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute may lawfully do or cause to be done by virtue thereof.

DATED this 22nd day of December, 1993.

EDWARD H. MEYER

Edward H. Meyer

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Richard A. Brickson, Louis J. Garr, Jr. and Jerome T. Loeb, and each or any one of them acting alone, as his true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements, amendments thereto and post-effective amendments thereto with respect to The May Department Stores Company Profit Sharing Plan and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises to perfect and complete such filing(s), as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute may lawfully do or cause to be done by virtue thereof.

DATED this 20th day of December, 1993.

RUSSELL E. PALMER

Russell E. Palmer

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Richard A. Brickson, Louis J. Garr, Jr. and Jerome T. Loeb, and each or any one of them acting alone, as his true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements, amendments thereto and post-effective amendments thereto with respect to The May Department Stores Company Profit Sharing Plan and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises to perfect and complete such filing(s), as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute may lawfully do or cause to be done by virtue thereof.

DATED this 20th day of December, 1993.

MICHAEL R. QUINLAN

Michael R. Quinlan

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Richard A. Brickson, Louis J. Garr, Jr. and Jerome T. Loeb, and each or any one of them acting alone, as his true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements, amendments thereto and post-effective amendments thereto with respect to The May Department Stores Company Profit Sharing Plan and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises to perfect and complete such filing(s), as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute may lawfully do or cause to be done by

virtue thereof.

DATED this 16th day of December, 1993.

WILLIAM P. STIRITZ

William P. Stiritz

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Richard A. Brickson, Louis J. Garr, Jr. and Jerome T. Loeb, and each or any one of them acting alone, as his true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements, amendments thereto and post-effective amendments thereto with respect to The May Department Stores Company Profit Sharing Plan and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises to perfect and complete such filing(s), as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute may lawfully do or cause to be done by virtue thereof.

DATED this 5th day of January, 1994.

ROBERT D. STOREY

Robert D. Storey

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Richard A. Brickson, Louis J. Garr, Jr. and Jerome T. Loeb, and each or any one of them acting alone, as his true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements, amendments thereto and post-effective amendments thereto with respect to The May Department Stores Company Profit Sharing Plan and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises to perfect and complete such filing(s), as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute may lawfully do or cause to be done by virtue thereof.

DATED this 16th day of December, 1993.

MURRAY L. WEIDENBAUM

Murray L. Weidenbaum