IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

MOTIVATION INNOVATIONS, LLC, Plaintiff, v. DSW, INC., VALUE CITY DEPARTMENT STORES, LLC, BED, BATH & BEYOND, INC., AND HALLMARK MARKETING CORPORATION, Defendants.	Civil Action No. 08-334-SLR

DEFENDANT DSW, INC'S RULE 7.1 DISCLOSURE STATEMENT

Pursuant to Fed. R. Civ. P. 7.1, Defendant DSW, Inc. states that Retail Ventures, Inc., a publicly-traded company, owns more than 10% of its stock.

Respectfully submitted,

July 31, 2008

/s/ Jeffrey B. Bove

Jeffrey B. Bove (No. 998) [*jbove@cblh.com*]
Connolly Bove Lodge & Hutz LLP
The Nemours Building
1007 North Orange Street
P.O. Box 2207
Wilmington, DE 19899
(302) 658-9141

Attorneys for Defendant DSW, Inc.

OF COUNSEL
Theodore R. Remaklus [*tremaklus@whepatent.com*]
P. Andrew Blatt [*dblatt@whepatent.com*]
Wood, Herron & Evans, L.L.P.
2700 Carew Tower
441 Vine Street
Cincinnati, Ohio 45202-2917
(513) 241-2324

CERTIFICATE OF SERVICE

I certify I caused a true and correct copy of the foregoing document to be served on the following counsel in the manner indicated:

Via E-Mail and First Class Mail

Karen L. Pascale *[kpascale@ycst.com]*
Young Conaway Stargatt & Taylor LLP
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19801

Gregory P. Casimer [*casimer@nshn.com*]
David J. Sheikh [*sheikh@nshn.com*]
Sally J. Wiggins [*wiggins@nshn.com*]
Niro, Scavone, Haller & Niro
181 West Madison Street, Suite 4600
Chicago, Illinois 60602
(312) 236-0733

Attorneys for Motivation Innovations, LLC

Richard K. Herrmann [*rherrmann@morrisjames.com*]
Mary B. Matterer [*mmatterer@morrisjames.com*]
Amy Arnott Quillan [*aquinlan@morrisjames.com*]
Morris James LLP
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801-1494

Bart A. Starr [*bstarr@shb.com*]
Shook, Hardy & Bacon LLP
2555 Grand Blvd.
Kansas City, MO 64108

Attorneys for Defendant Hallmark Marketing Corporation

Robert W. Whetzel [*whetzel@rlf.com*]
Steven J. Fineman [*fineman@rlf.com*]
Richards, Layton & Finger
One Rodney Square
P.O. Box 551
Wilmington, DE 19899-0391

Charles P. Kennedy [*ckennedy@ldlkm.com*]
Lerner, David, Littenberg, Krumholz & Mentlik LLP
600 South Avenue West
Westfield, NJ 07090

Attorneys for Defendant Bed, Bath & Beyond, Inc.

/s/ Jeffrey B. Bove
Jeffrey B. Bove (No. 998) [*jbove@cblh.com*]
Connolly Bove Lodge & Hutz LLP
The Nemours Building
1007 North Orange Street
P.O. Box 2207
Wilmington, DE 19899
(302) 658-9141