

COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act*, R.S.C. 1985, c.C-34, as amended; and the *Competition Tribunal Rules*, Can. Reg. SOR/94/290;

AND IN THE MATTER OF an application under Section 103.1 of the *Competition Act* by Sears Canada Inc. for leave to make an application under section 75 of the *Competition Act* relating to a refusal to deal by Parfums Christian Dior Canada Inc. and Parfums Givenchy Canada Ltd.

BETWEEN:

COMPETITION TRIBUNAL
TRIBUNAL DE LA CONCURRENCE

FILED / PRODUIT

February 23, 2007

Jos LaRose for / pour
REGISTRAR / REGISTRAIRE

OTTAWA, ONT

0002

SEARS CANADA INC.

Applicant

- and -

**PARFUMS CHRISTIAN DIOR CANADA INC. and
PARFUMS GIVENCHY CANADA LTD.**

Respondents

NOTICE OF APPLICATION

(Application for Order Pursuant to Section 75 of the Competition Act)

1. **TAKE NOTICE THAT** the Applicant, Sears Canada Inc. ("Sears") will make an application to the Competition Tribunal pursuant to section 75 of the *Competition Act*, R.S.C. 1985, c. C-34 (the "*Competition Act*") for:
 - (a) an Order requiring the Respondents to accept Sears as a customer of the products set out in Schedule "A" to this Notice of Application and any other products

supplied in the ordinary course of business (the "Products") on the Respondents' usual trade terms, as defined in subsection 75(3) of the *Competition Act* (the "Usual Trade Terms");

- (b) costs of the Application; and
- (c) such further and other final or interim orders as the Competition Tribunal deems just.

2. **AND TAKE NOTICE THAT** if you do not file a Response to the within Application with the Registrar of the Competition Tribunal within 30 days of the date of service hereof, the Competition Tribunal may, without further notice to you, make such orders as it deems appropriate.
3. **AND TAKE NOTICE THAT** the Applicant proposes that the within Application be heard in the English language at Ottawa, Ontario.
4. **AND TAKE NOTICE THAT** the Applicant proposes that the documents be filed in electronic form.
5. **AND TAKE NOTICE THAT** the relief sought in the within Application is for an Order requiring the Respondents, Parfums Christian Dior Canada Inc. and Parfums Givenchy Canada Ltd, to supply products to the Applicant on their Usual Trade Terms. The Respondents' registered address for service is:

Parfums Christian Dior Canada Inc.
Centre CDP Capital, Bloc E, 8e Etage
1001, Victoria Square
Montreal, QC H2Z 2B7

Parfums Givenchy Canada Ltd.
2 Bloor Street West
Suite 1802
Toronto, ON M4W 3E2

6. **THE GROUNDS AND MATERIAL FACTS FOR THE APPLICATION** are as set out in the Statement of Grounds and Material Facts, attached as Schedule "B" to this Notice of Application.

DATED at Toronto, Ontario, this 22nd day of February, 2007.

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Solicitors for the Applicant, Sears Canada Inc.

SCHEDULE "A"

REF	TNT	DESCRIPTION	UPC
	SHD	MISS DIOR	
F006222	909	MISS DIOR EDT VAPO / SPRAY 50ML	3348900142305
F006224	909	MISS DIOR EDT VAPO / SPRAY 100ML	3348900142312
F060218	002	MISS DIOR LAIT DIORTENDRE / MILK 200ML	3348900446496
F050218	002	MISS DIOR DIORPUR GEL 200ML	3348900446380
F020236	001	MISS DIOR SAVON DIORPUR / SOAP 150G	3348900446274
		DIORISSIMO	
F006422	909	DIORISSIMO VAPO EDT / SPRAY 50ML	3348900314283
F006424	909	DIORISSIMO VAPO EDT / SPRAY 100ML	3348900314290
F060418	002	DIORISSIMO LAIT DIORTENDRE / MILK 200ML	3348900446533
F050418	002	DIORISSIMO DIORPUR GEL 200ML	3348900446434
F021436	001	DIORISSIMO DIORPUR SAVON / SOAP 175G	3348900446359
		DIORELLA	
F006822	009	DIORELLA EDT VAPO / SPRAY 50ML	3348900012424
F006824	009	DIORELLA EDT VAPO / SPRAY 100ML	3348900012455
		J'ADORE	
F061574	509	J'ADORE EAU D'ÉTÉ VAPO / SPRAY 100ML	3348900646438
F001558	000	J'ADORE CRÈME POUR LE CORPS / BODY CREAM 200ML	3348900441927
F001564	009	J'ADORE DEODORANT VAPO / SPRAY 100ML	3348900441941
F001578	000	J'ADORE GEL PARFUME BAIN/DOUCHE/PERF. BATH/SHOWER GEL 200ML	3348900441903
F001588	000	J'ADORE LAIT PARFUME CORPS / PERFUMED BODY MILK 200ML	3348900441910
F071522	000	J'ADORE EDP FLACON / BOTTLE 50ML	3348900417915
F071522	009	J'ADORE EDP VAPO / SPRAY 50ML	3348900417885
F071524	009	J'ADORE EDP VAPO / SPRAY 100ML	3348900417878
F081521	000	J'ADORE PARFUM FLACON/PERF. BOTTLE 30ML	3348900417861
F061522	009	J'ADORE EDT VAPO/ SPRAY 50ML	3348900531420
F061524	009	J'ADORE EDT VAPO / SPRAY 100ML	3348900531437
F001506	001	J'ADORE SAVON / SOAP 150GR	3348900441934
		DIOR ADDICT	
F007280	009	DIOR ADDICT EDP VAPO/ SPRAY 20ML	3348900539495
F007282	009	DIOR ADDICT EDP VAP / SPRAY 50ML	3348900539501
F007284	009	DIOR ADDICT EDP VAPO/SPRAY 100ML	3348900539570
F001258	000	DIOR ADDICT CRÈME PARFUMÉE POUR LE CORPS/ PERFUMED BODY CREAM 200ML	3348900554337
F001288	000	DIOR ADDICT LAIT DIORTENDRE /DIORTENDRE MILK 200ML	3348900546875
F001278	000	GEL DIORPUR 200ML	3348900546868
F001206	001	SAVON DIORPUR/SOAP 150G	3348900547520
F001264	009	DEODORANT PARFUMÉ VAPO/PERFUMED DEODORANT SPRAY 100ML	3348900547544
		DIOR ADDICT EAU FRAÎCHE	
F007282	809	DIOR ADD.EAU FRAÎCHE VAPO / SPRAY 50ML	3348900600768
F007284	809	DIOR ADD.EAU FRAÎCHE VAPO / SPRAY 100ML	3348900600751
		PURE POISON	
F008322	609	PURE POISON VAPO EDP / SPRAY 50ML	3348900606708
F008324	609	PURE POISON VAPO EDP / SPRAY 100ML	3348900606715

F060318	602	PURE POISON LOTION PARFUMÉE CORPS / PERF. BODY LOTION 200ML	3348900604292
F050318	602	PURE POISON GEL DOUCHE PARFUMÉ / PERF. SHOWER GEL 200ML	3348900604285
		POISON	
F006322	009	POISON VAPO EDT / SPRAY 50ML	3348900011632
F006324	009	POISON VAPO EDT / SPRAY 100ML	3348900011687
F060318	002	POISON LAIT DIORTENDRE / MILK 200ML	3348900446502
F050318	002	POISON GEL DOUCHE DIORPUR / SHOWER GEL 200ML	3348900446397
F020336	001	POISON SAVON DIORPUR / SOAP 175G	3348900446281
		DUNE	
F006922	009	DUNE VAPO EDT / SPRAY 50ML	3348900103856
F006924	009	DUNE VAPO EDT / SPRAY 100ML	3348900103870
F060918	002	DUNE LAIT DIORTENDRE / MILK 200ML	3348900446557
F050918	002	DUNE GEL DIORPUR/SHOWER GEL 200ML	3348900446458
F020936	001	DUNE SAVON DIORPUR / SOAP 150G	3348900446328
		TENDRE POISON	
F006322	309	TENDRE POISON VAPO EDT / SPRAY 50ML	3348900167001
F006324	309	TENDRE POISON VAPO EDT / SPRAY 100ML	3348900167018
F063318	002	TENDRE POISON LAIT DIORTENDRE/MILK 200ML	3348900448117
F053318	002	TENDRE POISON GEL DIORPUR/ SHOWER GEL 200ML	3348900448094
F023336	001	TENDRE POISON SAVON DIORPUR/SOAP 150G	3348900448124
		DOLCE VITA	
F061022	009	DOLCE VITA VAPO EDT / SPRAY 50ML	3348900236714
F061024	009	DOLCE VITA VAPO EDT / SPRAY 100ML	3348900236738
F060118	002	DOLCE VITA LAIT DIORTENDRE/MILK 200ML	3348900446489
F050118	002	DOLCE VITA DIORPUR GEL DOUCHE/SHOWER GEL 200ML	3348900446373
		EAU DE DOLCE VITA	
F061014	009	EDV EDT VAPO / SPRAY 100ML	3348900336674
		HYPNOTIC POISON	
F006344	009	HYPNOTIC POISON EDT VAPO / SPRAY 100ML	3348900425309
F006342	009	HYPNOTIC POISON EDT VAPO / SPRAY 50ML	3348900378575
F064318	002	HYPNOTIC POISON LAIT DIORTENDRE / MILK 200ML	3348900448070
F054318	002	HYPNOTIC POISON GEL DIORPUR / GEL 200ML	3348900448100
		MOUILLETES / BLOTTERS	
F431007	000	MOUILLETES GENERIQUES GENERIC BLOTTERS (PACK OF 100)	3348900463646
	SHD	COLOGNES DIOR - EXCLUSIF A OGILVY	
F095024	000	COLOGNE BLANCHE 125ML	3348900662629
F095124	000	EAU NOIRE 125 ML	3348900662629
F095224	000	BOIS D'ARGENT 125ML	3348900662629
F095028	000	COLOGNE BLANCHE 250ML	3348900662629
F095128	000	EAU NOIRE 250ML	3348900662629
F095228	000	BOIS D'ARGENT 250ML	3348900662629
		HIGHER	
F056654	000	HIGHER BAUME AP RAS / BALM AFT. SHAVE 100ML	3348900520226

F056668	000	HIGHER DEO BÂTON S/A PEAUX SENS./ DEO STICK SENS. SKIN 75G	3348900520202
F066022	009	HIGHER EDT VAPO/ SPRAY 50ML	3348900489202
F066024	009	HIGHER EDT VAPO / SPRAY 100ML	3348900489226
F056014	000	HIGHER LOTION AP RAS/AFT. SHAVE LOTION 100ML	3348900489196
F056073	000	HIGHER GEL INTEGRAL CORPS & CHEVEUX / GEL BODY HAIR SHAMPOO 200ML	3348900489233
		HIGHER ENERGY	
F067422	009	HIGHER ENERGY EDT VAPO/SPRAY 50ML	3348900574632
F067424	009	HIGHER ENERGY EDT VAPO/SPRAY 100ML	3348900574656
F037414	000	HIGHER ENERGY LOTION APRES-RASAGE/AFT SHAVE LOTION SPRAY 100ML	3348900574649
F057414	000	HIGHER ENERGY BAUME APRES-RASAGE/AFT. SHAVE BALM 100ML	3348900574663
F057478	000	HIGHER ENERGY GEL DOUCHE/SHOWER GEL 200ML	3348900574618
F057468	000	DEO BATON SANS ALCOOL/DEO STICK AF 75G	3348900574687
		EAU SAUVAGE	
F005714	100	ES LOTION AP RAS FLACON / AFT. SHAVE LOTION BOTTLE 100ML	3348900627604
F005718	100	ES LOTION AP RAS FLACON / AFT. SHAVE LOTION BOTTLE 200ML	3348900627567
F005734	100	ES BAUME AP. RAS / BALM AFT. SHAVE 100ML	3348900627635
F005767	100	ES DÉO BÂTON / DEO STICK 75MG	3348900627536
F005798	100	ES GEL DOUCHE / SHOWER GEL 200ML	3348900627512
F009708	100	ES EDT FLACON 200ML / BOTTLE 200ML	3348900627444
F009722	109	ES EDT VAPO / SPRAY 50ML	3348900627505
F009724	109	ES EDT VAPO / SPRAY 100ML	3348900627499
		FAHRENHEIT	
F005614	000	FAHRENHEIT LOTION AP RAS FLACON /AFT. SHAVE LOTION BOTTLE 100ML	3348900010048
F005654	000	FAHRENHEIT BAUME AP RAS / AFT. SHAVE BALM 100ML	3348900397774
F005665	900	FAHRENHEIT DEO BÂTON SS ALC /DEO STICK AF 75MG	3348900600379
F005678	000	FAHRENHEIT GEL MOUSSANT INTEGRAL / BODY HAIR SHAMPOO 200ML	3348900199613
F006622	009	FAHRENHEIT EDT VAPO / SPRAY 50ML	3348900012189
F006624	009	FAHRENHEIT EDT VAPO / SPRAY 100ML	3348900012219
F006628	009	FAHRENHEIT EDT VAPO / SPRAY 200ML	3348900147324
F099515	000	JEU DE 3 RECHARGES/SET OF 3 REFILLS	3348900485167
		MOUILLETES/BLOTTERS	
F431007	000	MOUILLETES GÉNÉRIQUES GENERIC BLOTTERS (PACK OF 100)	3348900463646
		CAPTURE SCULPT 10	
F061453	005	CRÈME FERMETÉ LIFTING/LIFTING FIRMING CREAM 50ML	3348900645424
F062433	005	FLUIDE FERMETÉ LIFTING/LIFTING FIRMING FLUID 50ML	3348900645448

F063431	005	ÉMULSION RE-PULPANTE/RE-PLUMPING EMULSION 15ML	3348900645455
F063531	005	ÉMULSION-GEL MINCEUR/CONTOURING GEL EMULSION	3348900645431
F061653	000	CRÈME FERMETÉ NUIT 50ML/REGENERATING FIRMING	3348900707337
		CAPTURE R60/80	
F053532	505	XR60/80 EXTRA-SÉRUM RÉP./EXTRA-VITAL SERUM 30ML	3348900668720
F053533	505	XR60/80 EXTRA-SÉRUM RÉP. / EXTRA-VITAL SERUM 50ML	3348900668744
F053852	505	R60/80 CRÈME RIDES RICHE/WRINKLE RICH CREAM 30ML	3348900668843
F053853	505	CAPT. R60/80 CRÈME RICHE/WRINKLE RICH CREAM 50ML	3348900668850
F053952	505	R60/80 CRÈME RIDES LÉGÈRE/WRINKLE LIGHT CREAM 30ML	3348900668867
F053953	505	R60/80 CRÈME RIDES LÉGÈRE/WRINKLE LIGHT CREAM 50ML	3348900668928
F056151	505	R60/80 RIDES YEUX/WRINKLE EYES 15ML	3348900668942
F056432	505	R60/80 FLUIDE RIDES NUIT/NIGHT WRINKLE FLUID 30ML	3348900668966
F053511	505	R-FLASH ULTRA-LISSAGE/INSTANT SMOOTHING FLUID 15ML	3348900668980
F056753	305	CRÈME INT. COR. RIDES NUIT/WRINKLE NIGHT CREAM 50ML	3348900581999
F056844	305	CAPTURE R-LISSE 50ML	3348900581982
F056000	000	CAPTURE R-MASK 10 X 20ML	3348900629622
		CAPTURE ANTI-TÂCHES/ANTI-SPOT D30	
F059807	000	CONCENTRE CORRECTION TACHES STYLO/DARK SPOT CORRECTION CONCENTRATE	3348900682702
F059153	000	CRÈME CORRECTIONS TACHES VISAGE & DÉCOLLETÉ/ DARK SPOT CORRECTION CRÈME FACE & NECK 50ML	3348900679931
F059244	000	CRÈME MAINS CORRECTIONS TACHES 75ML/DARK SPOT CORRECTION CRÈME HANDS 75ML	3348900679955
		CAPTURE LÈVRES / LIPS	
F053341	100	CAPTURE LÈVRES/LIPS 15ML	3348900557734
		CAPTURE MAINS HANDS	
F050945	100	CAPTURE MAINS HANDS	3348900557758
		CAPTURE FIRST ACTION	
F058453	305	CRÈME LISSANTE JEUNESSE/AGE DEFENSE SMOOTHING CREAM 50ML	3348900579903
F058553	305	FLUIDE LISSANT JEUNESSE /AGE DEF. SMOOTHING FLUID 50ML	3348900579859
F052732	305	SÉRUM LISSANT JEUNESSE / AGE DEF. SMOOTHING SERUM 30ML	3348900579927
F052733	305	SÉRUM LISSANT JEUNESSE / AGE DEF. SMOOTHING SERUM 50ML	3348900579941
F055831	305	YEUX FLUIDE LISSANT JEUNESSE/AGE DEF.SMOOTHING EYE FLUID 15ML	3348900579873
		DIOR SNOW	
		PORTES SÉLECTIONNÉES / SELECTED DOORS	

F037352	005	CRÈME REVITALISANTE/WHITENING REVI. CREAM 30ML	3348900498273
F037743	005	MASQUE INTENSIF ÉCLAIRCISANT/WHITENING MASK 50ML	3348900498310
F048216	005	POUDRE NETTOYANTE A L'EAU/AQUA POWDER WHITENING CLEANSER 100G	3348900474925
F048632	005	ÉMULSION AÉRIENNE ÉCLAIRCISANTE/WHITENING AIRY EMULSION 30ML	3348900474901
F049632	005	ANTI-TACHES DE NUIT/ANTI-SPOT NIGHT 30ML	3348900536074
F037845	000	MOUSSE NETTOYANTE A L'EAU/AQUA WHITENING FOAM 125ML	3348900568525
F033732	005	GEL INTENSIF ÉCLAIR. POMPE/INTENSIVE WHITENING GEL PUMP 30ML	3348900591516
F033733	005	ESSENCE GEL POMPE/INTENSIVE WHITENING GEL PUMP 50ML	3348900591509
F032141	005	CORRECTEUR DE TACHES /ANTI-SPOT CORRECTOR TUBE SPF50 15ML	3348900588448
F033412	005	ULTRA-PERF. DE TEINT/ULTRA BRIGHTENING FLUID SPF 35 30ML	3348900588486
F033512	005	ULTRA-PERFECTEUR TEINT/ULTRA-PERFECTOR FLUID SPF 35/ 30ML	3348900588462
		EAU SVELTE	
F067324	009	EAU SURACTIVÉE/BODY TREATMENT FRAGRANCE 100	3348900214132
F067328	009	EAU SURACTIVÉE/BODY TREATMENT FRAGRANCE 200	3348900214149
		SOINS DU CORPS	
F067945	000	CRÈME A MAINS PROTECTRICE/PROTECTIVE CREAM FOR HANDS 75ML	3348900363632
		PRESTIGE EXCLUSIF	
		PORTES SÉLECTIONNÉES/SELECTED DOORS	
F062151	000	PRESTIGE SÉRUM PEAU PERLE / SERUM PEARL 15ML	3348900632066
F062800	000	PRESTIGE CURE INTENSIVE DE REVIT. 3 X 10ML/CURE INTENS. REVITALIZING	3348900495500
F066516	000	PRESTIGE LOTION ENRICHIE / RICH LOTION 200ML	3348900424791
F066853	000	PRESTIGE MASQUE DE MASSAGE / MASSAGE MASK 50	3348900424807
F065951	000	PRESTIGE CRÈME REVITALISANTE YEUX / REVITALIZING EYE CREAM 15ML	3348900458475
F063053	000	PRESTIGE CRÈME RICHE/RICH CREAM 20+1	3348900524781
F063333	000	PRESTIGE FLUIDE NUTRI-RECONSTITUANT / NUTRI- RESTORING FLUID 20+1	3348900531024
F062932	000	PRESTIGE SERUM REVITAL./ REVITALIZING SERUM 30ML	3348900524798
F062053	000	CRÈME REVITALISATION / REVITALIZING CREAM 50ML	3348900552357
F062300	300	PRESTIGE MASQUES REVITAL./ REVITALIZING MASKS (10)	3348900578739
F065415	500	MOUSSE EXQUISE 125ML/EXQUISITE CLEANSING FOAM 125ML	3348900674424

F066456	500	DÉMAQUILLANT EXQUIS 200ML/CLEANSING CREME 200ML	3348900667363
F066516	500	LOTION EXQUISE 200ML/EXQUISITE LOTION 200ML	3348900674462
F066853	500	MASQUE DE MASSAGE REVITAL. 50ML/MASSAGE MASK REVITALIZING	3348900674486
NOUVELLE GAMME DÉMAQUILLANTE / NEW DIOR CLEANSERS			
F024216	000	GEL DE LAIT MAGIQUE DÉMAQUILLANT 200ML/CLEANS GEELE FACE-EYES AND LIPS 200ML	3348900636538
F023216	000	EAU MAGIQUE DÉMAQUILLANTE 200ML/CLEANSING WATER FACE & EYES 200ML	3348900636477
F023445	105	GEL D'EAU NETTOYANT MAGIQUE 150ML/CLEANSING GEL 150ML	3348900636484
F024516	215	TONIQUE MAGIQUE VIVIFIANT 200ML/ENERGIZING TONER 200ML	3348900636545
F024016	000	LAIT MAGIQUE DÉMAQUILLANT 200ML/CLEANSING MILK FACE & EYES 200ML BOTTLE	3348900636491
F024145	000	BAUME MOUSSANT NETTOYANT MAGIQUE 150ML/CLEANSING BALM TUBE	3348900636514
F024516	315	TONIQUE MAGIQUE APAISANT 200ML/SOOTHING TONER AF 200ML BOTTLE	3348900636552
F023845	500	CRÈME MOUSSANTE NETTOYANTE MAGIQUE 150ML/CLEANSING FOAM TUBE 150ML	3348900637863
F024516	115	TONIQUE MAGIQUE MATIFFIANT 200ML/MATIFYING TONER 200ML	3348900636521
F024615	000	DUO MAGIQUE DÉMAQUILLANTE POUR LES YEUX 125ML/DUO-PHASE MAKE-UP REMOVER 125ML BOTTLE	3348900636569
F024844	000	GRAIN DE MAGIE EXFOLIANT/EXFOLIATING SCRUB TUBE 75ML	3348900636590
MASQUES			
F042543	000	MASQUE RELAXANT HYDRATANT/RELAXING MASK 50ML	3348900490260
F042843	000	MASQUE RAFFERMISSANT & TONIFANT/ STRETCH FIRMING MASK 50ML	3348900490277
HYDRATION			
F030632	000	RADICAL SERUM 30ML	3348900660052
F030633	000	RADICAL SERUM 50ML	3348900660090
F030833	001	SORBET GEL 50ML	3348900660076
F030453	001	SORBET CREME 50ML	3348900660120
F030453	002	RICH CREME 50ML	3348900660144
F030453	003	EXTREME CREME 50ML	3348900660168
BIKINI			
F057026	305	BIKINI CELLULI DIET- ESS. MINCEUR / CELLULI DIET-REFINING ESS 200ML	3348900582538
F057526	005	BIKINI FLUIDE ANTI-EAU / AQUA CONTROL-CONT. & TONING 200ML	3348900597549
F057136	305	BIKINI CRÈME FERMETÉ / BODY FIRMING CREAM 200ML	3348900585171
F057336	300	BIKINI HYDRA-DIFFUSION LAIT/BODY MILK 200ML	3348900582514

F057856	300	BIKINI NUTRI-DIFFUSION CRÈME INTENSE / BODY CREAM 150ML	3348900582545
F058026	300	EXFOLIANTATION DOUCEUR / BODY OIL EXFOLIATOR 150ML	3348900582507
		DIOR BRONZE	
F021543	000	D.BRONZE ÉCLAT NATUREL VISAGE/ SEFL-TANNER NATURAL GLOW FACE 50ML	3348900582415
F021545	000	D.BRONZE ÉCLAT NATUREL CORPS/SELF-TANNER NATURAL GLOW BODY 125ML	3348900582392
F021525	000	DIOR BRONZE ÉCLAT NATUREL VAPO/SELF-TANNING NATURAL GLOW SPRAY 125ML	3348900582408
F021343	000	DIOR BRONZE ÉCLAT IRISÉ VISAGE/SELF-TANNER SHIMMERING GLOW FACE 50ML	3348900582439
F021353	000	DIOR BRONZE ÉCLAT IRISÉ CORPS/SELF-TANNER SHIMMERING GLOW BODY 125ML	3348900582422
F021625	000	DIOR BRONZE SWEET SUN EAU SANS ALC./ AF 125ML	3348900582385
N/A	N/A	SPATULES/SPATULAS	3348900105911
		BACKSTAGE COLLECTION	
F070550	003	ROSE DÉFILÉ/CATWALKPINK	3348900658370
F070550	004	PÊCHE SPOTLIGHT PEACH	3348900658349
F070550	005	BRONZE ARTISTIQUE/ARTISTIC BRONZE	3348900658356
F070550	006	BRUN STAR/BROWN STAR	3348900658387
		DIORBLUSH	
F071513	553	VOILE DE PÊCHE/PEACH VEIL	3348900572256
F071513	653	TERRE D'OR/CINNAMON BROWN	3348900572355
F071513	639	BRUN CANNELLE/GOLDEN EARTH	3348900638099
F071513	733	SOIE PRÉCIEUSE/ROUGE SILK	3348900556027
F071513	849	CONTOUR/CONTOUR	3348900556065
F071513	853	ROSE PRÉCIEUX/PRECIOUS PINK	3348900618718
F071513	863	ROUGE FEU/FIRELIGHT	3348900572348
F071513	939	ECLAT ROSE/GLOWING ROSE	3348900572270
F071513	943	CANDIDE/NAIVE ROSE	3348900556096
		TERRA BELLA	
F071712	001	BONNE MINE/HEALTHY LOOK	3348900554931
F071712	002	HÂLÉE/LIGHT TAN	3348900554948
F071712	003	BRONZÉE/BRONZE TAN	3348900554955
F071712	004	AMBRÉE/AMBER	3348900554962
		TEINT DIORLIFT	
F076332	100	IVOIRE/IVORY	3348900422612
F076332	200	BEIGE CLAIR/LIGHT BEIGE	3348900422629
F076332	202	CAMÉE/CAMEO	3348900422643
F076332	300	BEIGE MOYEN/MEDIUM BEIGE	3348900422667
F076332	301	BLOND/BLOND	3348900422681
F076332	400	MIEL/HONEY BEIGE	3348900422698
F076332	500	BEIGE FONCÉ/DARK BEIGE	3348900422704
		DIORSKIN ULTRA-MAT	
F033150	100	IVOIRE/IVORY	3348900616813
F033150	200	BEIGE CLAIR/LIGHT BEIGE	3348900614697
F033150	202	CAMÉE/CAMEO	3348900614727

F033150	300	BEIGE MOYEN/MEDIUM BEIGE	3348900614741
F033150	301	BLOND/BLOND	3348900616851
F033150	302	BEIGE ROSÉ/ROSY BEIGE	3348900614758
F033150	400	MIEL/HONEY BEIGE	3348900616837
F033150	500	BEIGE FONCÉ/DARK BEIGE	3348900616844
		DIORSKIN FLUIDE	
F077840	100	IVOIRE/IVORY	3348900543089
F077840	102	PORCELAINE/PORCELAIN	3348900543157
F077840	200	BEIGE CLAIR/LIGHT BEIGE	3348900543096
F077840	201	LIN/LINEN	3348900543164
F077840	202	CAMÉE/CAMEO	3348900543102
F077840	203	PECHE/PEACH	3348900543379
F077840	300	BEIGE MOYEN/MEDIUM BEIGE	3348900543119
F077840	301	BLOND/BLOND	3348900543386
F077840	302	BEIGE ROSÉ/ROSY BEIGE	3348900543171
F077840	303	BEIGE ABRICOT/APRICOT BEIGE	3348900543126
F077840	400	MIEL/HONEY BEIGE	3348900543133
F077840	403	BEIGE DORÉ/GOLDEN BEIGE	3348900543140
F077840	500	BEIGE FONCÉ/DARK BEIGE	3348900543188
F077840	700	CANNELLE/CINNAMON	3348900569966
F077840	800	MOCHA/MOCHA	3348900543393
		DIORSKIN COMPACT	
F033120	100	IVOIRE/IVORY	3348900503151
F033120	102	PORCELAINE/PORCELAIN	3348900541467
F033120	200	BEIGE CLAIR/LIGHT BEIGE	3348900503168
F033120	202	CAMÉE/CAMEO	3348900503199
F033120	203	PECHE/PEACH	3348900541986
F033120	300	BEIGE MOYEN/MEDIUM BEIGE	3348900503212
F033120	302	BEIGE ROSÉ/ROSY BEIGE	3348900541474
F033120	303	BEIGE ABRICOT/APRICOT BEIGE	3348900541993
F033120	400	MIEL/HONEY BEIGE	3348900503243
F033120	500	BEIGE FONCÉ/DARK BEIGE	3348900503250
F033120	700	CANNELLE/CINNAMON	3348900569973
F033120	800	MOCHA/MOCHA	3348900542006
		DIORSKIN ECLAT SATIN	
F070951	100	IVOIRE/IVORY	3348900574823
F070951	200	BEIGE CLAIR/LIGHT BEIGE	3348900574847
F070951	202	CAMÉE/CAMEO	3348900574861
F070951	203	PECHE/PEACH	3348900574878
F070951	300	BEIGE MOYEN/MEDIUM BEIGE	3348900574885
F070951	302	BEIGE ROSÉ/ROSY BEIGE	3348900574892
F070951	400	MIEL/HONEY BEIGE	3348900574908
F070951	402	SABLE ROSÉ/ROSY SAND	3348900574915
F070951	500	BEIGE FONCÉ/DARK BEIGE	3348900574922
		DIORSKIN POUDRE COMPACT	
F071913	601	CLAIR TRANSPARENT LIGHT	3348900557185
F071913	621	MOYEN TRANSPARENT MEDIUM	3348900557192
F071913	651	FONCÉ TRANSPARENT DEEP	3348900557208
		DIORSKIN POUDRE LIBRE	
F072013	601	CLAIR TRANSPARENT LIGHT	3348900557154
F072013	621	MOYEN TRANSPARENT MEDIUM	3348900557161
F072013	651	FONCÉ TRANSPARENT DEEP	3348900557178

DIORSKIN PURE-LIGHT			
F049310	100	IVOIRE/IVORY	3348900579262
F049310	200	BEIGE CLAIR/LIGHT BEIGE	3348900579279
F049310	202	CAMÉE/CAMEO	3348900579286
F049310	203	PÊCHE/PEACH	3348900579293
F049310	300	BEIGE MOYEN/MEDIUM BEIGE	3348900579309
F049310	301	BLOND/BLOND	3348900579316
F049310	302	BEIGE ROSÉ/ROSY BEIGE	3348900579323
F049310	400	MIEL/HONEY BEIGE	3348900579330
F049310	500	BEIGE FONCE/DARK BEIGE	3348900579347
DIORSKIN CONCEALER			
F074305	001	CONCEALER #001	3348900678162
F074305	002	CONCEALER #002	3348900675155
F074305	003	CONCEALER #003	3348900675179
ANTICERNE PERFECTEUR			
F074541	410	BEIGE PÂLE/LIGHT BEIGE	3348900244504
F074541	430	BEIGE MOYEN/MEDIUM BEIGE	3348900244511
F074541	520	DORÉ TENDRE/MEDIUM GOLDEN	3348900244528
F074541	800	ROSE PÂLE/LIGHT ROSE	3348900244535
SKINFLASH			
F088040	001	ROSE FRAICHEUR/ROSEGLOW	3348900579613
F088040	002	BLANC REVÉ/CANDLELIGHT	3348900579620
F088040	003	ÉCLAT ABRICOT/SUNBEAM	3348900578157
MASCARA DIORSHOW WATERPROOF			
F069715	090	NOIR/BLACK	3348900669697
F069715	258	AZUR/AZURE BLUE	3348900669703
F069715	698	CHÂTAIGNE/CHESNUT	3348900669710
MASCARA MAXIMEYES			
F069600	093	MAXIMEYES NOIR/BLACK	3348900514416
F069600	183	MAXIMEYES VIOLET/PURPLE	3348900514423
F069600	283	MAXIMEYES BLEU/BLUE	3348900514430
F069600	683	MAXIMEYES BRUN/BROWN	3348900514447
MASCARA DIORSHOW			
F069702	090	NOIR/BLACK	3348900580312
F069702	258	BLEU AZUR/AZUR BLUE	3348900580336
F069702	698	CHÂTAIGNE/CHESTNUT	3348900580329
MASCARA ULTIMEYES			
F069605	092	ULTIMATE NOIR/BLACK	3348900588387
F069605	282	ULTIMATE BLEU/BLUE	3348900587991
F069605	682	ULTIMATE BRUN/BROWN	3348900587984
F069605	882	ULTIMATE PRUNE/PLUM	3348900588004
GEL FIXATEUR/BROW GEL			
F073680	000	GEL FIXATEUR SOURCILS/BROW GEL 4ML	3348900118294
EYELINER WATERPROOF			
F080305	094	NOIR TINIDAD/TINIDAD BLACK	3348900649705
F080305	254	BLEU CAPTIVANT/CAPTIVATING BLUE	3348900649712
F080305	594	BRUN INTENSE/INTENSE BROWN	3348900649828
CRAYON EYELINER PENCIL			
F072610	057	GRIS TAUPE/GREY	3348900093706
F072610	090	NOIR/BLACK	3348900093690
F072610	167	AZUR/AZURE BLUE	3348900093881
F072610	483	VERT PRÉCIEUX/PRECIOUS GREEN	3348900632554

F072610	597	BRUN FONCÉ/DEEP BROWN	3348900093904
F072610	893	VIOLET PRÉCIEUX/PRECIOUS VIOLET	3348900203242
		STYLE LINER	
F077520	094	NOIR/BLACK	3348900670730
		CRAYON KHOL PENCIL	
F073910	007	BLANC/WHITE	3348900414891
F073910	047	GRIS ACIER/STEEL GREY	3348900475656
F073910	099	NOIR/BLACK	3348900034273
F073910	197	BLEU MARIN/MARINE BLUE	334890082410
F073910	477	VERT BRONZE/BRONZE GREEN	3348900475663
F073910	887	BRUN MAGENTA BROWN	3348900034310
		CRAYONS SOURCILS POUFRE	
F074620	093	NOIR/BLACK	3348900533004
F074620	453	NATUREL/NATURAL	3348900533028
F074620	553	MARRON GLACÉ/CHESTNUT	3348900533035
F074620	593	BRUN/BRWON	3348900533042
F074620	653	BLOND/BLOND	3348900533059
		DIORLINER	
F077510	098	NOIR/BLACK	3348900286177
F077510	298	MARINE/NAVY BLUE	3348900286191
F077510	798	BRUN/BROWN	3348900286184
		EYECOLOUR DIORSHOW	
F077550	017	BLANC PROJECTEUR/SHOW WHITE	3348900622227
F077550	157	VIOLET SHOWROOM/SHOWROOM VIOLET	3348900648531
F077550	327	VERT FASHION/FASHION GREEN	3348900622234
F077550	347	VERT CLICHÉ/MODEL GREEN"	3348900648548
F077550	447	VERT DEFILE/MODEL GREEN	3348900622241
F077550	537	COLLECTION BEIGE/COLLECTION BEIGE	3348900622258
F077550	767	CREATIVE BEIGE/CREATIVE BROWN	3348900622265
F077550	827	ROSE STYLISTE/STYLISH ROSE	3348900622272
		1 COULEUR/1 COLOR	
F014700	008	SNOWBALL	3348900562172
F014700	018	PEARL	3348900562301
F014700	078	MIDNIGHT	3348900562295
F014700	219	ICE QUEEN	3348900627956
F014700	258	SKY	3348900562257
F014700	348	TROPIC	3348900641433
F014700	529	NOUGAT	3348900562240
F014700	669	MANDARINE	3348900562233
F014700	719	FROST	3348900627949
F014700	738	BRONZE	3348900679726
F014700	747	TOFFEE	3348900562226
F014700	779	CIGARILLO	3348900562165
F014700	849	EXQUIS	3348900641457
F014700	929	BABY	3348900562219
F014700	988	POISON	3348900562189
		2-COLOURS / 2 COLORS	
F015500	175	DIORSTYLE	3348900619012
F015500	455	DIORWILD	3348900619029
F015500	545	DIORSGRAPHIC	3348900599413
F015500	665	DIORCHIC	3348900599420
F015500	785	DIOREVER	3348900599437

F015500	845	DIORART	3348900599444
F015500	855	DIORSWEET	3348900619036
F015500	985	DIORSTAR	3348900606555
OMBRE À PAUPIÈRES 5 COULEURS /5 COLORS EYESHADOW			
F014800	030	INCOGNITO	3348900549012
F014800	170	BLEU DENIM	3348900549098
F014800	250	SEASCAPE	3348900596320
F014800	530	DOLCE VITA	3348900638068
F014800	705	BEIGE MASSAI	3348900549005
F014800	780	MAUVE CHIC	3348900549067
F014800	820	MOONRAY	3348900549043
F014800	830	URBANITY	3348900549029
F014800	840	ROSE GYPSY	3348900549081
F014800	880	GRIP VIP	3348900549104
N/A	N/A	TAILLE-CRAYON/SHARPENER	3348900100558
	SHD	DIOR ROUGE	
F002742	028	ROUGE ROSE/PINKISH RED	3348900007383
F002742	066	ROUGE CUIVRE/COPPER RED	3348900007406
F002742	155	ROSE INGÉNU/INGENUE PINK	3348900562325
F002742	274	NAIF/SIMPLY PINK	3348900007482
F002742	277	PALMIER/PALM TREE	3348900007505
F002742	365	BERYL ROSESHEER BERYL	3348900007550
F002742	422	ORANGE ANGÉLIQUE/ANGELIC CORAL	3348900562332
F002742	434	SOUFFLE DE ROSE/ROSE SOUFFLE	3348900150140
F002742	449	ROSE COUP DE CŒUR/CAPTIVATING ROSE	3348900402522
F002742	466	ROSE PAPILLON/ROSE BUTERFLY	3348900369429
F002742	475	TIBET/TIBET	3348900007581
F002742	478	ROSE SOIE/SILK ROSE	3348900455382
F002742	485	MAUVE DÉINVOLTE/AIRY MAUVE	3348900596269
F002742	495	BEIGE RITUEL/RITUAL BEIGE	3348900596245
F002742	545	ROSE INSTINCTIF/INSTINCTIVE PINK	3348900596276
F002742	555	ROSE EUPHORIQUE/EUPHORIC PINK	3348900596252
F002742	565	DIABOLIQUE/DEVILISH ROSE	3348900007666
F002742	627	ORANGE RADIEUX/RADIANT ORANGE	3348900562363
F002742	631	FIGUE/FIG	3348900122628
F002742	699	BRUN TERRA BELLA /BROWN	3348900442146
F002742	717	BRUN INDOCILE/UNTAMED BROWN	3348900562370
F002742	739	GUEULE D'OR/GOLDEN RUST	3348900007741
F002742	759	ROSE PHILTRE D'AMOUR/ROSE LOVE POTION	3348900402546
F002742	763	ROUGE MYSORE/INDIAN RED	3348900007765
F002742	766	HIBISCUS/HIBISCUS	3348900007772
F002742	836	ROSE AUTOMNE/AUTUMN ROSE	3348900139992
F002742	863	ROUGE DE FÊTE/HOLIDAY RED	3348900007802
F002742	882	FUSHIA SOMPTUEUX/SOMPTUOUS FUCHSIA	3348900562394
F002742	960	BORDEAUX VIBRANT/RICH GARNET	3348900333888
F002742	999	ROUGE FOUGUEUX/FIERY RED	3348900007819
		DIOR ROUGE VELVET	
F002748	346	30 A.M.	3348900693227
F002748	476	LILY CHARM	3348900693159
F002748	548	DETECTIVE	3348900693173
F002748	748	STARSHAPED	3348900693180

F002748	765	NEW LOOK	3348900693197
F002748	776	TRES DIOR	3348900693203
ROUGE DIORIFIC			
F002760	001	VIOLET TATTOO	3348900264908
F002760	003	ROSE ABRACADABRA/MAGIC WINE	3348900264922
F002760	005	BRUN HULA HOOP/RUMMY	3348900264946
F002760	006	BRUN MASCOTTE/BUNGEE BROWN	3348900264953
F002760	008	VIOLET TACTIC/MYSTIC MAUVE	3348900264977
F002760	013	ROUGE BINGO/ROLETTE RED	3348900265028
F002760	014	ROUGE DOLCE VITA/DOLCE VITA RED	3348900265035
F002760	015	BRUN SWING/JAZZY BROWN	3348900265042
F002760	020	BRUN BIG BANG/BIG BANG BROWN	3348900387911
F002760	022	ROUGE GIPSY/GYPSY RED	3348900410305
F002760	023	ROSE DIABOLO/ROSE DIABOLO	3348900410312
F002760	024	CORAIL HIP HOP/CIRAL HIP HOP	3348900410329
F002760	025	MAMBO PINK	3348900448339
F002760	029	BRUN TUMULTE/SIPPING COGNAC	3348900496118
DIOR ADDICT PLASTIC GLOSS			
F028505	002	CAPRICIOUS PINK/CAPRICIOUS PINK 2	3348900682726
F028505	434	EUPHORIC BEIGE/EUPHORIC BEIGE	3348900656604
F028505	454	IMPOLISIVE ROSE/IMPULSIVE ROSE	3348900656574
F028505	464	MADLY PINK	3348900656543
F028505	484	EXUBERANT VIOLET	3348900656567
F028505	674	EDGY ROSEWOOD	3348900656581
F028505	854	ELECTRIFYING RED	3348900656611
F028505	894	FANTASTIC FUCHSIA	3348900656550
DIOR ADDICT LIP FLUID			
F028502	445	ADDICT LIP FLUID SOFT PEACH	3348900627772
F028502	455	ADDICT LIP FLUID SOFT NATURE	3348900627789
F028502	476	ADDICT LIP FLUID SOFT ORCHID	3348900646636
F028502	656	ADDICT LIP FLUID SOFT CANDY	3348900636965
F028502	665	ADDICT LIP FLUID SOFT GIRL	3348900627802
F028502	746	ADDICT LIP FLUID SOFT BEIGE	3348900627826
F028502	796	ADDICT LIP FLUID SOFT BERRY	3348900646629
F028502	866	ADDICT LIP FLUID SOFT CHERRY	3348900636972
DIOR ADDICT			
F002800	367	ROSE VIDEO/VIDEO ROSE	3348900646247
F002800	369	ROSE COSMIQUE/ROSE COSMIC	3348900516311
F002800	384	ROSE SCÉNARIO/ROSE SCENARIO	3348900482128
F002800	387	ROSE SPARKLING ROSE	3348900553880
F002800	427	BRUN ANALOGIC/STELLAR BROWN	3348900516342
F002800	457	BEIGE ECLAT/BRILLANT BEIGE	3348900638112
F002800	464	ROSE PANORAMIQUE/ROSE PANORAMA	3348900482166
F002800	484	BRUN LUNAIRE/LUNAR BROWN	3348900516427
F002800	489	ROSE MIRAGE	3348900482180
F002800	527	BRUN POLYCHROME/POLYCHROME BROWN	3348900482203
F002800	579	ROSE VISION	3348900482234
F002800	589	ROSE MOVIE/SCREEN ROSE	3348900646254
F002800	649	ROUGE INTERFÉRENCE/RED INTERFERENCE	3348900482258
F002800	684	ROSE PARALLELE/PARALLEL ROSE	3348900482289
F002800	687	ROSE PERSPECTIVE	3348900482296
F002800	737	BRUN CONTRASTE/CONTRAST BROWN	3348900482319

F002800	764	VIOLET SOLSTICE/SOLSTICE VIOLET	3348900516373
F002800	767	VIOLET SPARKLING/SPARKLING VIOLET	3348900553897
F002800	769	FUCHSIA OPTIC FUCHSIA	3348900482340
F002800	787	BRUN DIGITAL/DIGITAL BROWN	3348900482357
F002800	794	FUCHSIA EBLOUISSANT/BRILLANT FUCHSIA	3348900638136
F002800	797	VIOLET SPECTRAL/VIOLET SPECTRUM	3348900495098
F002800	857	ROUGE DIAPOSITIVE/POSITIVE RED	3348900482388
F002800	869	INFRA-ROSE	3348900482395
		DIOR ADDICT ULTRA-GLOSS	
F028500	001	JUSTE À SIROTER/A SIP OF LIMONADE	3348900563063
F028500	131	OR À CONVOITER/A PINCH OF GINGER	3348900605152
F028500	151	ROSE À DÉGUSTER/A LICK OF TAFFY	3348900548404
F028500	271	ROSE À PICORER/A TREAT OF LOLLIPOPS	3348900646315
F028500	313	BEIGE À CROQUER/A BITE OF TOFFEE	3348900548435
F028500	471	ROSE À RAVIR/A TWIST OF CHERRY	3348900646308
F028500	483	ROSE À SAVOURER/A TASTE OF STRAWBERRY	3348900548398
F028500	573	ROSE À DAMNER/A CRAVING FOR SWEETS	3348900605114
F028500	581	ROSE À GRIGNOTER/A TOUCH OF RHUBARB	3348900646339
F028500	631	ROSE À ROUGIR/A BLUSH OF WINE	3348900646322
F028500	781	PRUNE À DÉVORER/A FEAST OF PLUMS	3348900548374
F028500	851	ROUGE À DÉSIRER/A RELISH OF BERRIES	3348900548367
		DIOR ADDICT ULTRA-SHINE	
F002791	142	ULTRA-LACTÉ/SHINIEST MERINGUE	3348900646285
F002791	222	ULTRA-BEIGE/SHINIEST BEIGE	3348900592292
F002791	352	ULTRA-CORAIL/SHINIEST CORAL	3348900592414
F002791	362	ULTRA-PINK/SHINIEST PINK	3348900592346
F002791	382	ULTRA-ROSE/SHINIEST ROSE	3348900592391
F002791	480	ULTRA-SATIN /SHINIEST SATIN	3348900646292
F002791	482	ULTRA-GIRLY/SHINIEST PETAL	3348900638174
F002791	612	ULTRA-CAFÉ/SHINIEST CHESNUT	3348900592384
F002791	650	ULTRA-ROUGE/SHINIEST RED	3348900592322
F002791	680	ULTRA-MAUVE/SHINIEST MAUVE	3348900592315
F002791	770	ULTRA-PRUNE/SHINIEST PLUM	3348900592339
F002791	782	ULTRA-CHERRY/SHINIEST CHERRY	3348900616868
		DIORKISS (BRILLANT LÈVRE/LIPGLOSS)	
F077420	008	SORBET MERINGUE/SORBET MERINGUE	3348900605336
F077420	118	BARBE À PAPA/COTTON CANDY"	3348900679641
F077420	248	FLEUR D'ORANGE/ORANGE NECTAR"	3348900679658
F077420	318	PRALINE/PRALINE	3348900605350
F077420	488	LYCHÉE ROSE/LYCHEE ROSE	3348900605367
F077420	778	RED GROSEILLE/GROSEILLE	3348900606265
		CRAYONS CONTOUR LÈVRES/LIPLINERS	
F077110	213	BEIGE NATURAL/NATURAL BEIGE	3348900536944
F077110	323	SOFT CORAL	3348900442122
F077110	363	MYSTIC MAUVE	3348900693326
F077110	433	TERRE CUITE/EARTH	3348900176492
F077110	463	ROSE CANDI/CANDY ROSE	3348900239579
F077110	483	ROSE CUIVRE/COPPER PINK	3348900573857
F077110	513	LIN/LINEN	3348900176508
F077110	553	ROSE BRUYÈRE/HEATHER ROSE	3348900088368
F077110	588	CHOCOLAT/CHOCOLATE	3348900088412
F077110	713	BRUN/BROWN	3348900123984

F077110	783	TUILE/TILE	3348900176515
F077110	823	GRENAT/GARNET	3348900442115
F077110	833	ACAJOU/MAHOGANY	3348900088375
F077110	863	ROUGE DE FÊTE/HOLIDAY RED	3348900088382
F077110	873	AMÉTHYSTE/AMETHYSTE	3348900632578
F077110	973	VIOLET ET MYRTILLE/BLACKBERRY MAUVE	3348900239593
F077110	980	RUBIS/RED	3348900088429
VERNIS A ONGLES DIOR ADDICT/ NAIL ENAMEL DIOR ADDICT			
F000341	006	BLANC RÉVÉLATEUR/WHITE EXPOSURE	3348900517967
F000341	010	X-ARGENT	3348900605176
F000341	120	BEIGE PARTICULE/MICRO-BEIGE	3348900517974
F000341	150	ROSE ELLIPSE/ROSE ELLIPSE	3348900517981
F000341	220	ROSE NARCISSIQUE/ROSE NARCISSUS	3348900549685
F000341	250	ROSE REFLEX/REFLEX ROSE	3348900517998
F000341	290	MAUVE ÉCLAIR/MAUVE GLOW	3348900518001
F000341	310	BEIGE MYSTIQUE	3348900549692
F000341	320	BEIGE FOCUS	3348900518018
F000341	350	ROSE ÉNERGIE/ROSE ENERGY	3348900518032
F000341	380	ROSE FUSION/PINK PUTTY	3348900549708
F000341	420	BRUN POLARIS/POLARIS BROWN	3348900518049
F000341	460	ROSE PANORAMIQUE/ROSE PANORAMA	3348900518063
F000341	490	ROSE COSMIQUE/COSMIC ROSE	3348900518070
F000341	580	ROSE MIRAGE	3348900518094
F000341	620	BRUN PHOTO/PHOTO BROWN	3348900518117
F000341	650	ROUGE DIAPOSITIVE/POSITIVE RED	3348900518131
F000341	660	VIOLET SOLSTICE/SOLSTICE VIOLET	3348900518148
F000341	690	VIOLET SUREXPOSÉ/OVEREXPOSED VIOLET	3348900518155
F000341	810	BROWN STUDY/BROWN STUDY	3348900532960
F000341	880	TRIGGER PLUM	3348900561809
VERNIS A ONGLES / NAIL ENAMEL COLLECTION			
F000293	104	COQUILLAGE/SHELL	3348900081895
F000293	108	ROSE PASTEL/PASTEL PINK	3348900455412
F000293	277	PALMIER/PALM TREE	3348900001275
F000293	415	ROSE SOURIS/DUSTY ROSE	3348900001503
F000293	436	ROSE DES BOIS/ROSEWOOD	3348900140059
F000293	456	ROSE SAPHIRE/PINK SAPHIRE	3348900616967
F000293	478	ROSE SOIE/SILK ROSES	3348900455443
F000293	495	BEIGE RITUEL/RITUAL BEIGE	3348900596283
F000293	555	ROSE EUPHORIQUE/EUPHORIC PINK	3348900596290
F000293	594	ROSE CERISIER/CHERY BLOSSOM	3348900001961
F000293	717	BRUN INDOCILE/UNTAMED BROWN	3348900562455
F000293	763	ROUGE MYSORE/INDIAN RED	3348900002302
F000293	832	TRÈS TRÈS DIOR	3348900002395
F000293	863	ROUGE DE FÊTE/HOLIDAY RED	3348900078802
F000293	885	AMÉTHYSTE/AMETHYSTE	3348900616981
DIORLISSE			
F002846	500	ROSE DORÉ/GOLDEN PINK	3348900595095
F002846	600	NATURAL/NATURAL	3348900595101
F002846	700	DORÉ/GOLDEN	3348900595118
F002846	800	ROSE/PINK	3348900595125
SOIN DES ONGLES/ NAIL CARE			
F002803	001	EMOLLIENT POUR CUTICULE/PELLINE	3348900008595

F002810	001	CREME ABRICOT POT/APRICOT CREAM JAR 10G	3348900008694
F002955	000	DISSOLVANT DOUX/GENTIL POLISH REMOVER 50ML	3348900008847
F002836	000	KIT MANICURE/FRENCH MANICURE SET	3348900540279
F002826	000	TOP COAT	3348900540248
F002806	000	BASE ONGLES/BASE COAT	3348900540286
LADIES EDT			
035235		VIG EDT 50ML	3274870352355
035236		VIG EDT 75-100ML	3274870352362
29235		HOT COUTURE EDT 50ML	3274870292354
29236		HOT COUTURE EDT 75-100ML	3274879282363
12255		AMARIGE 50ML	3274870122552
12256		AMARIGE 75-100ML	3274870122569
P004235		YSATIS 50ML	3274870042447
P004236		YSATIS 75-100ML	3274870042454
LADIES EDP			
21235		ORGANZA 50ML	3274870212352
21236		ORGANZA 75-100ML	3274870212369
P035335		VIG EDP	3274870353352
P928235		HOT COUTURE 50ML	3274870282355
P928236		HOT COUTURE 75-100ML	3274879282362
24235		INDECENCE 50ML	3274870242359
24236		INDECENCE 75-100ML	3274870242366
P004418		YSATIS BODY LOTION	3274870044182
P004548		YSATIS S. GEL	3274870045486
P04438		YSATIS BODY CREAM	3274870044182
28547		HOT COUTURE S. GEL	3274870285479
28435		HOT COUTURE BODY CREAM	3274870284359
P012418		AMARIGE BODY LOTION	3274870124181
P012548		AMARIGE S. GEL	3274870125485
P012438		AMARIGE BOD CREAM	3274870124389
P021418		ORGANZA BODY LOTION	3274870214189
P021548		ORGANZA S. GEL	3274870215483
P021438		ORGANZA BODY CREAM	3274870214387
P035418		VERY IRRESISTIBLE BODY LOTION	3274870354182
P035415		VERY IRRESISTIBLE S. GEL	3274870354182
P035414		VERY IRRESISTIBLE BODY CREAM	3274870354144
MEN'S			
P030335		BLUE LABEL 50ML	3274870303357
P030336		BLUE LABEL 75-100ML	3274870303364
P054235		VIG MEN 50ML	3274870542350
P054236		VIG MEN 75-100ML	3274870542367
30235		POUR HOMME 50ML	327487032350
30236		POUR HOMME 75-100ML	327487032367
22255		PI 50ML	3274870222559
22256		PI 75-100ML	3274870222566
22653		PI DEO STICK	3274870226533
22536		PI SHOWER GEL	3274870225369
22445		PI AFTER SHAVE BALM	3274870224454
22436		PI AFTER SHAVE LOTION	3274870224362
30653		POUR HOMME DEO STICK	3274870306532

30536		POUR HOMME SHOWER GEL	3274870305368
30445		POUR HOMME AFTER SHAVE BALM	3274870304453
30436		POUR HOMME AFTER SHAVE LOTION	3274870304361
P030656		POUR HOMME BLUE LABEL DEO STICK	3274870306563
P030538		POUR HOMME BLUE LABEL SHOWER GEL	3274870305382
P030346		POUR HOMME BLUE LABEL AFTER SHAVE LOTION	3274870303463
P054436		VIG MEN A/S LOTION	3274870544361
P054653		VIG MEN DEO STICK	3274870546532

SCHEDULE "B"

Competition Tribunal File No. _____

COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act*, R.S.C. 1985, c.C-34, as amended; and the *Competition Tribunal Rules*, Can. Reg. SOR/94/290;

AND IN THE MATTER OF an application under Section 103.1 of the *Competition Act* by Sears Canada Inc. for leave to make an application under section 75 of the *Competition Act* relating to a refusal to deal by Parfums Christian Dior Canada Inc. and Parfums Givenchy Canada Ltd.

B E T W E E N:

SEARS CANADA INC.

Applicant

-and-

**PARFUMS CHRISTIAN DIOR CANADA INC. and
PARFUMS GIVENCHY CANADA LTD.**

Respondents

STATEMENT OF GROUNDS AND MATERIAL FACTS

Overview of the Application

1. This application is brought by Sears Canada Inc. ("Sears") for leave to apply under section 75 of the *Competition Act*, R.S.C. 1985, c. C-34 (the "*Competition Act*") for an order requiring Parfums Christian Dior Canada Inc. ("Dior") and Parfums Givenchy Canada Ltd. ("Givenchy") to continue to supply products to Sears as they have for at least the last 14 years. Sears also requests an interim order requiring Dior and Givenchy to continue supplying products

pending the return of the section 75 application. If leave is granted, Sears requests a permanent order requiring Dior and Givenchy to supply products to Sears pursuant to section 75 of the *Competition Act*.

2. On January 18, 2007, Dior and Givenchy advised Sears that they would no longer supply product to Sears. This refusal to deal constitutes a reviewable practice under section 75 of the *Competition Act* that warrants granting leave under section 103.1 of the *Competition Act*, issuing an interim order under section 104 of the *Competition Act*, and issuing a permanent order under section 75 of the *Competition Act*.

3. Dior and Givenchy are clearly in the process of conferring monopolies to individual retailers in particular retail segments. Dior and Givenchy products are sold principally through department stores and drug stores. As a result of recent actions by Dior and Givenchy, the retail market for their products is threatened to be changed in the following way:

Segment	2005	2007
Department Stores	Holt Renfrew Sears The Bay	Holt Renfrew Sears The Bay
Drug Stores	London Drugs Jean Coutu Shoppers Drug Mart	London Drugs Jean Coutu Shoppers Drug Mart

4. The issues raised in the application for leave are interrelated with the issues raised in the application for an interim order. There is a serious issue to be tried on the section 75 application, and there is a bona fide belief that there has been a reviewable practice that could be the subject

of a section 75 order. Sears will be substantially affected in its business, losing the majority of a \$16 million per year business, by Dior and Givenchy's refusal to deal. It is impossible for Sears to acquire adequate supplies of Dior and Givenchy product from the grey market or elsewhere. Sears is willing and able to meet the usual trade terms of Dior and Givenchy, and the products are in ample supply. There is a serious issue to be tried about whether the refusal to deal is likely to have an adverse effect on competition in the market, in that department store customers of these products will be deprived of any meaningful alternative to the selected retailer, The Bay, and will not be able to purchase products from the only retailer in this channel who will offer price discounts.

5. Similarly, there is sufficient credible evidence to give rise to a bona fide belief that Sears will be directly and substantially affected in its business, and moreover, that such affect will constitute irreparable harm to Sears. As a result of the Respondents' refusal to deal, Sears will lose a significant portion of the \$16 million in revenues generated from the sale of Dior and Givenchy products – harm that cannot be compensated in damages, because the Tribunal cannot award damages. Sears will also suffer transaction costs in transitioning each of its cosmetics departments after having lost two of its leading brands. Sears will lose market share as a result of the refusal to deal, and will permanently lose customers. Sears will also lose cross-segment sales from shoppers who purchase other products at Sears in addition to their Dior or Givenchy purchases. Sears will be in a weakened bargaining position vis-à-vis other cosmetics and fragrances suppliers. Sears' reputation and market image will suffer as a result of the loss of Dior and Givenchy as a supplier.

6. The balance of convenience overwhelmingly favours Sears. The harm that Sears will suffer is palatable, as set out in the prior paragraph. By comparison, Dior and Givenchy will suffer no harm: they will simply continue a relationship that has spanned more than 25 years, in the same manner as before. They will be paid the same price as other retailers pay for their product. They will continue to profit from those sales, as they would if this market share was conferred to the most likely beneficiary, The Bay.

The Parties

7. Sears is a company that was incorporated pursuant to the laws of Canada under the name Simpsons-Sears Limited by letters patent dated September 17, 1952, and was continued under the *Canada Business Corporations Act* by articles of continuance effective May 15, 1980. By articles of amendment effective May 31, 1984, Sears changed its name to Sears Canada Inc.

8. Sears is a multi-channel retailer with a network of 196 corporate stores, 178 dealer stores, and more than 1,850 catalogue merchandise pick-up locations. Sears publishes Canada's most extensive general merchandise catalogue and offers online shopping.

9. Dior is a company incorporated pursuant to the laws of Quebec with a head office located in Montreal, Quebec. It is a wholly-owned subsidiary of LVMH Moët Hennessy Louis Vuitton ("LVMH"), a *société anonyme* organized under the laws of the Republic of France. Dior is a manufacturer of women's fragrances and cosmetics, which are described in further detail below.

10. Givenchy is a company incorporated pursuant to the laws of Ontario with a head office located in Toronto, Ontario. It is also a wholly-owned subsidiary of LVMH. Givenchy is a manufacturer of women's and men's fragrances, which are also described in further detail below.

The Cosmetic and Fragrance Market in Canada

11. The cosmetics and toiletries market in Canada is a \$US1.1 billion per year industry. Retail sales of cosmetics and toiletries have remained relatively constant in the past five years, increasing by about 1% per year. Market observers expect that retail sales in this segment will increase significantly in Canada in the next five years, with a compound annual growth rate expected to be approximately 3.9%.

12. Dior and Givenchy are considered to be "prestige" fragrances and Dior is considered to be "prestige" cosmetics.

Prestige Fragrances

13. Eighteen manufacturers, including Dior and Givenchy, occupy 73% of the entire market of women's prestige fragrances. Of those eighteen, there is no clear market leader: each has captured roughly the same percentage of the market. Dior and Givenchy each hold between 3 and 4% of the total market share in prestige cosmetics.

Prestige Cosmetics

14. The "cosmetics" category is sometimes further subdivided into the "make up" market and the "skin care" market. The "make up" subcategory includes products such as blush, lipsticks,

foundation, and mascara. The "skin care" subcategory includes products such as face and eye creams, facial cleansers, toners, moisturizers, and serums.

15. There are only nine manufacturers that supply 87.5% of all prestige make up in Canada. Dior is one of them, occupying a market share of 3.2%. Similarly, there are only eight manufacturers that supply 88.3% of all prestige skin care products in Canada. Dior is one of them, occupying a market share of 3.6%.

Competition in the Prestige Fragrance and Cosmetics Market

16. A number of factors limit competition in the prestige fragrance and cosmetics market in Canada.

17. First, there is the problem of substitutability of products. Consumers of prestige cosmetics and fragrances are intensely brand loyal. Fragrances, in particular, are considered to be "one of a kind" and not interchangeable with one another, in the same way that generic products are. Retailers of prestige cosmetics invest heavily in research and development in order to develop the most innovative and advanced products. Such products are marketed based on their specific attributes and are not interchangeable with other products. Additionally, many consumers consider using Dior to be a status symbol and will not switch to an alternative brand.

18. Second, there is the problem of selective distribution. Prestige cosmetics and fragrances are distributed only through a very select few number of retailers. Sears, The Bay, and Shoppers Drug Mart are the three retailers that principally supply the market. Throughout Canada, 72.6%

of all women's prestige fragrances, 73.6% of all prestige make up, and 76.8% of all prestige skin care products are sold by those three retailers.

19. Third, there is the problem of price competition. Prestige fragrance manufacturers in particular typically do not compete on price. Rather, they focus on advertising competition and celebrity endorsements. Because prestige fragrances and cosmetics are often not interchangeable, there is little reason for suppliers to compete on price.

Retailing Prestige Cosmetics and Fragrances in Canada

20. As indicated above, there are very few retailers of prestige cosmetics and fragrances in Canada. 61.9% of all prestige women's fragrances, 64.4% of all prestige skin care products, and 68.8% of all prestige make up products are sold in department stores such as Sears.

21. The retail market of prestige cosmetics and fragrances in Canada in 2006 was divided as follows:

Retailer	Fragrances - Women	Fragrances – Men	Make Up	Skin Care
Sears	25.4%	25.2%	18.5%	21.7%
The Bay	34.5%	31.6%	49.0%	42.3%
Holt Renfrew	2.3%	1.9%	5.0%	2.1%
Les Ailes	0.1%	0.2%	0.2%	0.2%
Jean Coutu	2.8%	9.1%	4.8%	5.8%
London Drugs	2.2%	1.3%	1.5%	1.0%
Shoppers Drug Mart	12.7%	11.1%	6.1%	12.8%

22. As can be seen, there are only three major retailers of prestige cosmetics and fragrances, and the only meaningful retailers in the department store category are Sears and The Bay.

23. Before December 2006, Sears offered a number of different promotions in its cosmetics and fragrance departments, such as offering free gifts from Sears with cosmetic or fragrance purchases over \$50 or offering ten "super bucks" to the first 300 to 500 customers into the store on "Super Saturday / Sunday" be used anywhere in the store, including cosmetics. These types of promotions are not unusual in the industry.

24. In December 2006, Sears held a number of events that resulted in percentage discounts on Dior and Givenchy product:

- a. From November 30 to December 3, 2006, Sears offered 15% discounts on all cosmetics products, including Dior and Givenchy. Consumers immediately reacted: Sears' cosmetics departments' sales increased by 33.2% over those four days.
- b. From December 7 to 10, 2006, Sears offered 10% discounts on all cosmetics products, or 15% discounts if the consumer purchased \$75 in apparel. The cosmetics departments' sales increased by 2.1% over those four days.
- c. From December 18 to 24, 2006, Sears offered 20% discounts on all cosmetics when customers used their Sears Card or Sears Mastercard. The cosmetics departments' sales increased by 10.1% over those seven days.

25. The cost of these December discounts was entirely absorbed by Sears and directly increased the quantity of Dior and Givenchy sold. Sears' sales in Dior increased by 10.2% for the month of December compared to the prior year, and its sales in Givenchy increased by 2.1% for the month of December compared to the prior year.

26. Sears is the only price discounter in the department store segment. Holt Renfrew does not discount. The Bay has not offered price discounts since 2002. The Bay and Shoppers Drug Mart may have complained to Dior and Givenchy about Sears' December 2006 discounts.

27. Price discounting was more prevalent in the drug store channel, with London Drugs and Jean Coutu offering regular price discounts, and Shoppers Drug Mart offering occasional price discounts on grey market product they obtained. However, as discussed below, similar to how Sears' supply was cut off - supply to London Drugs has been cut off and supply to Jean Coutu is uncertain.

Dior and Givenchy Products at Sears

Current Supply Arrangements

28. Sears carries approximately 500 stock-keeping units ("SKUs") of Dior product. Approximately 50% of those SKUs are in the make up category; 35% are in the skin care category; and 15% are in the fragrance category. Sears also carries approximately 50 SKUs of Givenchy product.

29. Sears is required to adhere to Dior and Givenchy's usual trade terms. This includes paying what Sears believes to be the standard price for the product paid by all retailers. Dior and

Givenchy provide the retail selling prices for their products on their order sheets. Retailers purchase these products at a standard industry discount on the retail prices. The usual trade terms also require Sears to accept Dior and Givenchy's price increases, to have employees devoted to selling and marketing Dior and Givenchy product (a portion of their salaries are charged back to Dior and Givenchy), and to negotiate cooperative advertising amounts to be spent seasonally, and demonstrator support seasonally.

Importance of Dior and Givenchy to Sears

30. Dior and Givenchy products are critical to Sears' operations for a number of reasons.

31. First, Dior and Givenchy form a key part of Sears' merchandising strategy. Sears has implemented a strategic initiative that focuses its merchandising strategy on "destination categories" in its retail stores. Cosmetics and accessories (including fragrances) is one of six major destination categories (the others being major appliances, home décor, home furnishings, and men's and women's apparel), where Sears has market leadership opportunities and can leverage its reputation for trust and service.

32. To be able to convey the message to the market that Sears offers a full complement of products in its cosmetic and accessory destination, it simply must supply Dior and Givenchy products. Since Dior and Givenchy are considered "better / best" brands, their presence in Sears' lineup is crucial to Sears' credibility.

33. In fact, in certain of Sears' flagship locations (such as the Toronto Eaton Centre store, the Pacific Centre (Robson) Mall in Vancouver), Dior is the central "magnet" and the very first thing

that customers see when they approach the store. These and certain other Sears stores have branded fixtured installations occupying 1,079 square feet of retail space, for which Sears has invested approximately \$100,000, and for which there is no ready substitute.

34. Second, Dior and Givenchy are important to Sears in terms of revenue. In 2006, Sears sold more than \$9 million worth of Dior product in its stores throughout Canada. It sold more than \$7 million worth of Givenchy product in that same time period. There are very few brands that can deliver this volume and the loss of these brands will significantly impact Sears' business.

35. It is not reasonable to assume that these sales will simply migrate to other brands. From 2004 to 2006, 30% of all Christian Dior shoppers who shopped on their Sears Card or Sears Mastercard purchased only Christian Dior cosmetics or fragrances, and none other. Similarly, 35% of all Givenchy shoppers who shopped on their Sears Card or Sears Mastercard purchased only Givenchy fragrances, and none other. Purchases by Sears Card or Sears Mastercard holders represent approximately 40% of all purchases in cosmetics.

36. Third, Dior and Givenchy are important to Sears to preserve its market share which has, over the past three years, been eroding to The Bay (the only other major department store retailer in competition with Sears). Sears' market share in cosmetics and fragrances decreased from 26.3% in 2004 to 23.5% in 2005, to 23.0% in 2006. Conversely, The Bay's market share has increased from 34.6% in 2004, to 38.1% in 2005, to 39.2% in 2006.

37. Fourth, Dior and Givenchy are important to Sears because of cross-segment sales. As noted above, the cosmetics and accessories department is a destination category for Sears, and is

often a draw for customers into the store. When those customers purchase Dior or Givenchy products, they will frequently purchase other items from Sears. This is known as "cross-segment" selling. In 2006, Dior shoppers purchased approximately \$14.9 million of merchandise (including the Dior products), and Givenchy shoppers purchased approximately \$15.1 million of merchandise (including the Givenchy products). Subtracting the sales of the Dior and Givenchy themselves, Dior and Givenchy shoppers purchased an additional \$5.7 million and \$8.3 million worth of other merchandise at Sears, respectively.

Sears' Prior Efforts to Cooperate with Dior and Givenchy

38. Historically, Sears has had a good relationship with Dior and Givenchy. The companies work together on co-operative advertising, whereby Sears advertises Dior and Givenchy products in return for a rebate on the cost of advertising. The companies have worked together on product displays, including the fixtured installations described above.

39. The cooperation between Sears, Dior and Givenchy continued with respect to improving profitability for Dior and Givenchy. For example, in 2006, Sears agreed with representatives of Dior and Givenchy that Sears would no longer order product for stores that were not selling \$50,000 worth of skin care and make up products in any given year. This resulted in the discontinuance of supply to two Sears stores.

Dior and Givenchy's Refusal to Deal

40. In December 2006, representatives of Givenchy advised Sears that it was unable to supply product to its stores because of "shipping" issues. It is not unusual for a supplier to be unable to supply a product in a given month.

41. On January 18, 2007, representatives of Dior and Givenchy advised Sears' representatives that Dior and Givenchy would no longer do business with Sears – and were shutting down distribution of the brands to Sears. This was later confirmed in a letter by Dior and Givenchy's (then) counsel, wherein it was claimed that Dior and Givenchy were "rationalizing" the distribution of their fragrance and cosmetics businesses.

42. Sears believes that Dior and Givenchy's decision to refuse to deal was at least partly a response to Sears discounting their product. On November 1 and 9, 2006 respectively, Dior and Givenchy presented their spring 2007 marketing plan to Sears' buying team. There was no suggestion at these meetings that Sears was not meeting Dior or Givenchy's usual trade terms, or that there were profitability issues, or indeed, that Dior or Givenchy would cease supplying product.

43. There are currently approximately 600 purchase orders for Givenchy product that have not been fulfilled.

44. There is no legitimate basis for Dior and Givenchy's refusal to deal. Dior and Givenchy are charging the same amount for their product to Sears as they charge to the Bay. Sears is willing and able to meet Dior and Givenchy's usual trade terms, as it always has.

45. To the extent that a certain level of sales is necessary to meet the fairly minimal expenses of a portion of the wages of Sears employees working Dior and Givenchy counters, Sears has been willing to work with Dior and Givenchy to address profitability concerns. This includes closing low-sales stores, as described above.

46. However, it is not even credible for Dior and Givenchy to claim that their salary expenses are too high to maintain sales to Sears. Dior and Givenchy pay a 3% commission to Sears employees that sell Dior or Givenchy products. For Dior, that cost in 2006 was \$271,239, and for Givenchy that cost in 2006 was \$202,746. This is the same commission that Dior and Givenchy pay to any commissioned employee, whether at The Bay, Holt Renfrew, or Sears. As it expressly tied to sales, there is no basis to argue that a certain level of sales is necessary to maintain this cost.

47. The only other identifiable cost that is borne by Dior is a 50% subsidy of the hourly wage paid to Sears employees selling Dior cosmetics (Givenchy does not manufacture cosmetics so they do not pay this cost). In 2006, the total cost to Dior – on sales of \$9 million – was \$668,205, or 7.39%. It is unlikely that this percentage would be significantly different at The Bay.

48. Dior and Givenchy's claim that they must stop selling product to Sears for profitability reasons is also belied by the fact that two other product lines by their parent company LVMH – Guerlain and Make Up For Ever – are still being shipped by LVMH and there has been no suggestion that those product lines would be discontinued.

49. Dior and Givenchy's profits are unaffected by Sears' discounting practices. The "margin hit" is borne solely by Sears. None of those discounts are billed back to Dior or Givenchy. It therefore cannot be said that Sears' discounting has contributed in any way to the lack of profitability. To the contrary, given that sales have increased during those time periods, Dior and Givenchy's gross profits would have increased.

50. Sears has subsequently learned that Dior and Givenchy similarly terminated the supply relationship with London Drugs, and Jean Coutu's supply relationship with Dior and Givenchy is in question. Like Sears, London Drugs and Jean Coutu offered discounts to customers on Dior and Givenchy products in 2006.

51. Sears still has Dior and Givenchy product in inventory, but that inventory is depleting rapidly. As at February 17, 2007, Dior inventory at Sears was down 9.8% as compared to last year, and Givenchy inventory was down 27.2% as compared to last year.

52. Dior and Givenchy 2007 year-to-date sales at Sears already are significantly down: Dior by 11.96%, and Givenchy by 36.94% (which is significantly worse than any other fragrance). This drop in sales is attributable to the inventory shortages and out-of-stocks described above, lack of product support for Valentine's Day promotions, and lack of supply of spring colours in Dior cosmetics.

53. This situation will become critical in the first week of March 2007. Givenchy currently has prime showcases, near the main entrance of the stores. With inventory levels decreasing, it is impossible to properly stock these merchandise showcases. If supply is not reinstated, Sears

will be forced to decide whether to remove and/or relocate Givenchy products altogether from the showcases, which will be a significant blow to Sears. Additionally, in terms of planning promotional events, Mothers' Day for example, it is necessary to ensure an adequate supply of these products and promotions.

54. While Sears was advised in mid-January 2007 of Dior and Givenchy's intent to cease supplying product to Sears, it did not bring this application until now because Sears was trying to come to a consensual resolution to what was stated to be a concern by Dior and Givenchy that they were not as profitable in Sears stores. Givenchy has never expressed a concern about Sears being unprofitable. Sears had discussions with the previous Dior Canada Manager regarding minimum sales levels for Beauty and determined stores where supply would be discontinued. This was not unusual: Dior had the same conversation with The Bay with respect to their stores that fell below Dior's desired sales level.

55. Nonetheless, Sears has offered to work with representatives of Dior and Givenchy to find a solution to increase profits, if that really was the concern. Dior and Givenchy representatives refused to even meet with Sears.

Basis of the Sections 75, 103, and 104 Applications

56. Dior and Givenchy's refusal to supply product to Sears will substantially affect Sears' business and cause it to suffer irreparable harm:

- a. First, Sears will lose a significant portion of the \$16 million in annual sales revenue from these products, because only a fraction of the customers will select

an alternate brand. The remaining sales revenue will simply be lost as customers look for that product elsewhere.

- b. Second, Sears will suffer significant transaction costs in transitioning its cosmetics destination category into a department that has lost one of its leading brands. The costs in removing and renovating the installations at its flagship locations will be significant and will be, at minimum, \$600,000.
- c. Third, Sears will lose market share as a result of the refusal to deal as its competitors, principally The Bay, will have a strategic advantage of being one of the very few destinations, and the only middle level department store, where Dior and Givenchy products are sold.
- d. Fourth, Sears will suffer through the permanent loss of customers. Dior and Givenchy customers who find that Sears has no product available will simply shop elsewhere and will not return to Sears.
- e. Fifth, Sears will lose sales from cross-segment shopping that originates in the cosmetics and accessories department.
- f. Sixth, Sears will suffer harm with other cosmetics and fragrance suppliers, who will be in a much stronger bargaining position vis-à-vis Sears.
- g. Seventh, Sears will have diminished negotiating capabilities in terms of attracting new brands, because of the negative stigma associated with losing Dior and

Givenchy that will result in the lower impression of Sears and its position within the market.

- h. Eighth, Sears' reputation and market image will suffer. The cosmetic and accessory department is a destination category for Sears and it is essential that it carries a full range of prestige brands in order for Sears to maintain credibility with its customers.

57. Sears is unable to obtain adequate supplies of Dior and Givenchy products elsewhere in the marketplace. Given the volume of Sears' business, it is neither practical nor realistic for Sears to acquire adequate supply of Dior and Givenchy product in the grey market. As has been acknowledged by Dior's UK counterparts in representations to the UK Director General of Fair Trading, the grey market is an unsatisfactory substitute because the products may be in poor condition due to age or stocking in unsuitable conditions, the products may be counterfeit, there may be no assurance of continuity of supply, or there may be a diminished level of service.

58. Moreover, there is inconsistent gross profit with grey market product, and not all SKU's of Dior and Givenchy product are available on the grey market. For example, traditionally only fragrance is available on the grey market. Cosmetics are rarely available. As well, important marketing tools, such as testers or blotters, are not available for products purchased from the grey market.

59. Further, given the brand loyalty and lack of substitutability in Dior and Givenchy products with those of their competitors, it cannot be said that Sears could obtain "similar"

panoply of fragrance and cosmetics products from another supplier. Competition among suppliers of fragrances and cosmetics has not resulted in a marketplace that views those products to be interchangeable.

60. Sears is willing and able to meet the usual trade terms of the Dior and Givenchy, as it always has.

61. Dior and Givenchy's products are in ample supply. In fact, until this dispute arose with Dior and Givenchy, their performance in meeting Sears' inventory requirements was satisfactory. In addition, LVMH has not stated in any public filings that it is having any difficulties with production, and Sears' competitors are continuing to receive a full complement of Dior and Givenchy product.

62. Dior and Givenchy's refusal to deal to Sears will likely have an adverse effect on competition in the marketplace. The 20 to 25% market share currently occupied by Sears will likely be acquired by The Bay, who already holds a market share of between 30 and 50% in the prestige makeup and fragrance categories. The Bay will effectively be in a monopoly position. Holt Renfrew, which would be the only other department store selling Dior and Givenchy, caters to the high end market and only has stores in the major Canadian cities. Therefore, for many consumers, The Bay will be the *only* department store in which they can purchase Dior and Givenchy.

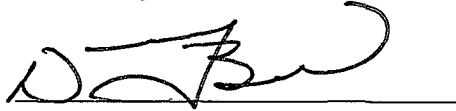
63. Consumers will have only one choice of retailer per segment: Holt Renfrew for high-end department stores, The Bay for mid-range department stores, and Shoppers Drug Mart for drug

stores. None of those retailers meaningfully compete with one another, and none of them have offered price discounts to consumers in the way that Sears has (and would have continued to, if it were not for the refusal to deal).

64. In addition, even leaving aside the fact that consumers will not have retailers in the department store channel who compete on *price*, they will also not have retailers in the department store channel who compete on *service*. Retailers do compete on service, and without Sears offering meaningful competition to The Bay, consumers simply will have no choice in the department store channel.

65. Sears therefore requests an order granting Sears leave to bring an application pursuant to section 103.1 of the *Competition Act* for an order under section 75 that Dior and Givenchy accept Sears as a customer on their usual trade terms, for an interim order requiring supply to continue pending the return of the section 75 application, and for a permanent order under section 75 of the *Competition Act*.

DATED at Toronto, Ontario, this 22nd day of February, 2007.

A handwritten signature in black ink, appearing to read 'J. Rook', is written over a horizontal line.

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