

NEIMAN MARCUS GROUP INC  
Form 10-K/A  
May 31, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K/A**

(Amendment #1)

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended July 31, 2004**

**OR**

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to**

**Commission file no. 1-9659**

**The Neiman Marcus Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**95-4119509**

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(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

**One Marcus Square  
1618 Main Street  
Dallas, Texas**  
(Address of principal executive offices)

**75201**  
(Zip code)

Registrant's telephone number, including area code: **(214) 741-6911**

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b>            | <b>Name of each exchange<br/>on which registered</b> |
|---------------------------------------|--|
| Class A Common Stock, \$.01 par value | New York Stock Exchange                              |
| Class B Common Stock, \$.01 par value | New York Stock Exchange                              |

Securities registered pursuant to Section 12(g) of the Act:

**None**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes  No

As of January 31, 2004, the aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant was approximately \$2,718,196,819 computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

As of September 21, 2004, the registrant had outstanding 29,058,167 shares of its Class A Common Stock and 19,454,629 shares of its Class B Common Stock.

**DOCUMENTS INCORPORATED BY REFERENCE.**

Part III of this report incorporates information from the registrant's definitive Proxy Statement relating to the registrant's Annual Meeting of Shareholders to be held on January 14, 2005, which will be filed on or about November 22, 2004.

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**Explanatory Note**

This amendment to the Annual Report on Form 10-K for The Neiman Marcus Group, Inc. (the Company) for the fiscal year ended July 31, 2004 is being filed to correct errors in its previously issued financial statements related to 1) the classification of construction allowances in its balance sheets and statements of cash flows and 2) the classification of changes in the Company's undivided interests in the NMG Credit Card Master Trust in its statements of cash flows. See Note 16 in the Notes to Consolidated Financial Statements of the 2004 Amended Financial Statements for a discussion of these corrections and a reconciliation of amounts previously reported to those shown herein. The Company has revised Item 6. Selected Financial Data and its discussion in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and has updated its accounting policy disclosures related to leases. The Company's previously reported net earnings, earnings per share and shareholders' equity are not impacted by these corrections.

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THE NEIMAN MARCUS GROUP, INC.

ANNUAL REPORT ON FORM 10-K/A

FOR THE FISCAL YEAR ENDED JULY 31, 2004

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**PART I**

**ITEM 1. BUSINESS**

**Business Overview**

The Neiman Marcus Group, Inc. (the Company), a Delaware corporation, is a high-end specialty retailer operating principally through specialty retail stores (Specialty Retail Stores), consisting of 35 Neiman Marcus stores, two Bergdorf Goodman stores and fourteen clearance centers and through Neiman Marcus Direct, the Company's direct marketing operation (Direct Marketing).

The Neiman Marcus stores are located in premier retail locations in major markets nationwide and the Bergdorf Goodman stores are in New York City. Both Neiman Marcus and Bergdorf Goodman stores offer high-end fashion apparel and accessories, primarily from leading designers.

Neiman Marcus Direct, the Company's upscale direct marketing operation, conducts catalog and online sales through four brands - Neiman Marcus, Horchow, Chef's Catalog and Bergdorf Goodman (beginning in September 2004). Neiman Marcus Direct operates the [neimanmarcus.com](http://neimanmarcus.com), [berdorfgoodman.com](http://berdorfgoodman.com), [horchow.com](http://horchow.com) and [chefscatalog.com](http://chefscatalog.com) websites, offering luxury goods, home furnishings and high quality cookware to the online consumer.

For more information about the Company's reportable segments, see Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 14 to the Consolidated Financial Statements in Item 15.

The Company's fiscal year ends on the Saturday closest to July 31. All references to 2004 relate to the fifty-two weeks ended July 31, 2004; all references to 2003 relate to the fifty-two weeks ended August 2, 2003 and all references to 2002 relate to the fifty-three weeks ended August 3, 2002.

The Company makes its annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and related amendments, available free of charge through its website at [www.neimanmarcusgroup.com](http://www.neimanmarcusgroup.com) as soon as reasonably practicable after it electronically files such material with (or furnishes such material to) the Securities and Exchange Commission. The information contained on the Company's website is not incorporated by reference into this Form 10-K/A and should not be considered to be part of this Form 10-K/A.

**Description of Operations**

**Specialty Retail Stores.** Neiman Marcus stores offer women's and men's apparel, fashion accessories, shoes, cosmetics, furs, precious and fashion jewelry, decorative home accessories, fine china, crystal and silver, epicurean gifts, children's apparel and gift items.

The main Bergdorf Goodman store features high-end women's apparel and unique fashion accessories from leading designers, traditional and contemporary decorative home accessories, precious and fashion jewelry, cosmetics, gifts and gourmet foods. The Bergdorf Goodman Men's store is dedicated to fine men's apparel and accessories. The Bergdorf Goodman stores accounted for approximately 10.3% of total Company revenues and approximately 12.7% of Specialty Retail Stores revenues in 2004.

The clearance centers provide an efficient and controlled outlet for the sale of end-of-season clearance merchandise primarily from Neiman Marcus stores and Neiman Marcus Direct. Additionally, the Company purchases off-price merchandise directly from existing vendors to supplement the assortments of the clearance stores.

The Company previously operated three stores under the name The Galleries of Neiman Marcus offering precious and fashion jewelry, gifts and decorative home accessories in Seattle, Washington; Cleveland, Ohio; and Phoenix, Arizona. The Seattle, Washington store was closed in the third quarter of 2002 and the remaining two stores were closed in the second quarter of 2004.

**Direct Marketing.** Neiman Marcus Direct, the Company's upscale direct marketing operation, conducts catalog and online sales through four brands—Neiman Marcus, Horchow, Chef's Catalog and Bergdorf Goodman (beginning in September 2004). Under the Neiman Marcus and Bergdorf Goodman brands, Neiman Marcus Direct primarily offers women's and men's apparel, accessories and home furnishings. The Horchow brand offers quality home



furnishings, linens, decorative accessories and tabletop items, while the Chef's Catalog brand offers gourmet cookware and high-end kitchenware. Neiman Marcus Direct also operates the neimanmarcus.com, bergdorfgoodman.com, horchow.com and chefscatalog.com websites, offering luxury goods, home furnishings and high quality cookware to the online consumer.

On May 26, 2004, the Company announced that it has decided to explore strategic alternatives relating to its Chef's Catalog brand. These alternatives may include a sale, merger, joint venture or other business combination. Chef's Catalog is a multi-channel retailer of professional-quality kitchenware with revenues in 2004 of approximately \$73 million.

**Brand Development Companies.** The Company owns a 51 percent interest in Gurwitch Products, LLC, which distributes and markets the Laura Mercier cosmetic line, and a 56 percent interest in Kate Spade LLC, a manufacturer and retailer of high-end designer handbags and accessories (hereafter, collectively referred to as the Brand Development Companies).

#### **Customer Service and Marketing**

The Company is committed to providing the highest levels of service to its customers, which coupled with the Company's unique product assortment and the inviting ambiance of its stores, provide for an inviting shopping experience. Critical elements to the Company's customer service approach are:

Knowledgeable and qualified sales associates.

Marketing programs designed to promote customer awareness of the Company's offerings of the latest fashion trends.

Loyalty programs designed to cultivate long-term relationships with the Company's customers.

Extension of credit to the Company's customers through its proprietary credit card program.

**Sales Associates.** The Company seeks to maintain a sales force of knowledgeable and qualified sales associates to deliver personal attention and service to the Company's affluent customers. Compensation for the Company's sales associates is commission-based. Sales associates receive training in the areas of customer service, selling skills and product knowledge. Sales associates participate in active clienteling programs designed to maintain contact with their customers and to ensure their customers are aware of the latest merchandise offerings and fashion trends presented in

the Company's stores. In many cases, the sales associate acts as the personal style advisor to the customer. The Company actively monitors and analyzes the service levels in its stores.

*Marketing Programs.* The Company conducts a wide variety of marketing programs to support the Company's sales associates in the communication of fashion trends to its customers. The programs include both in-store events and print media.

The Company maintains an active calendar of in-store events to promote its sales efforts. The activities include in-store visits and trunk shows by leading designers featuring the newest fashions from the designer, in-store promotions of the merchandise of selected designers or merchandise categories, often through events conducted in connection with the Company's loyalty programs, and participation in charitable functions in each of the Company's markets.

Through its print media programs, the Company mails various publications to its customers communicating upcoming in-store events, new merchandise offerings and fashion trends. In connection with these programs, Neiman Marcus produces The Book® approximately eight to nine times each year. The Book® is a high-quality publication featuring the latest fashion trends and is mailed on a targeted basis to the Company's customers.

The Company also believes that the print catalog and on-line operations of its Direct Marketing segment promote brand awareness which benefits the operations of its retail stores.

**Loyalty Programs.** The Company maintains loyalty programs designed to cultivate long-term relationships with its customers. The Neiman Marcus loyalty program is conducted under the InCircle® name while the program for Bergdorf Goodman is conducted under the BG Rewards name. Customers receive points annually for qualifying purchases. Increased points are periodically offered in connection with in-store promotional and other events. Upon attaining specified point levels, customers may redeem their points for a wide variety of gifts ranging from complimentary gift wrapping to gift cards and trips to exotic locations.

**Proprietary Credit Card Program.** The Company maintains a proprietary credit card program through which it extends credit to customers under the Neiman Marcus and Bergdorf Goodman names. Credit is granted based upon credit worthiness and the Company's credit cards carry no annual fee. Credit statements are mailed monthly indicating the outstanding balance as well as the minimum payment due. In the event the customer elects to pay the minimum amount due, the remaining account balance typically accrues finance charges according to the terms of the agreement between the customer and the Company.

During 2004, the Company had approximately 1.0 million active proprietary credit card accounts. Historically, the Company's customers holding a proprietary credit card have tended to shop more frequently and have a higher level of spending than customers paying with cash or third-party credit cards. In 2004, approximately 55% of the Company's revenues were transacted on its proprietary credit cards.

The Company utilizes data captured through its proprietary credit card program in connection with promotional events and customer relationship programs targeted at specific customers based upon their past spending patterns for certain brands, merchandise categories and store locations.

## Merchandise

The Company's percentages of revenues (exclusive of revenues generated by leased departments) by major merchandise category are as follows:

|   | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|---|------------------|----------------------------------|-------------------|
| Women's Apparel                         | 34%              | 34%                              | 33%               |
| Women's Shoes, Handbags and Accessories | 19%              | 16%                              | 15%               |
| Cosmetics and Fragrances                | 12%              | 12%                              | 12%               |
| Men's Apparel and Shoes                 | 11%              | 12%                              | 12%               |
| Home Furnishings and Décor              | 10%              | 11%                              | 11%               |
| Designer and Precious Jewelry           | 10%              | 10%                              | 10%               |
| Other                                   | 4%               | 5%                               | 7%                |
|   | 100%             | 100%                             | 100%              |

Certain departments in the Company's stores are leased to independent companies. Management regularly evaluates the performance of the leased departments and requires compliance with established service guidelines.

**Vendor Relationships**

The Company's merchandise assortment consists of a wide selection of luxury goods purchased from both well-known luxury vendors as well as new and emerging designers. Certain designers sell their merchandise, or certain of their design collections, exclusively to the Company and other designers sell to the Company pursuant to their limited distribution policies. The Company competes for quality merchandise and assortment principally based on relationships and purchasing power with designer resources. The Company's women's and men's apparel and fashion accessories businesses are especially dependent upon its relationships with these designer resources. Management monitors and evaluates the sales and profitability performance of each vendor and adjusts its future purchasing decisions from time to time based upon the results of this analysis.

The Company obtains certain merchandise, primarily precious jewelry, on a consignment basis in order to expand its product assortment. As of July 31, 2004, the Company held consigned inventories with a cost basis of

approximately \$220.4 million. From time to time, the Company makes advances to certain of its vendors. These advances are typically deducted from amounts paid to vendors at the time merchandise is received or, in the case of advances made for consigned goods, at the time the goods are sold by the Company. The Company had net outstanding advances to vendors of approximately \$27.8 million at July 31, 2004.

### **Inventory Management**

The Company's merchandising function is decentralized with separate merchandising functions for Neiman Marcus stores, Bergdorf Goodman and Neiman Marcus Direct. Each merchandising function is responsible for determining the merchandise assortment and quantities to be purchased and, in the case of Neiman Marcus stores, for the allocation of merchandise to each store.

The majority of the merchandise purchased by the Company is initially received at one of its centralized distribution facilities. To support its Specialty Retail Stores, the Company operates a primary distribution facility in Longview, Texas, a regional distribution facility in Totowa, New Jersey and five regional service centers. The Company also operates two distribution facilities in the Dallas-Fort Worth area to support its Direct Marketing operation.

The Company's distribution facilities are linked electronically to the Company's various merchandising staffs to facilitate the distribution of goods to the Company's stores. The Company utilizes electronic data interchange (EDI) technology with certain of its vendors, which is designed to move merchandise onto the selling floor quickly and cost-effectively by allowing vendors to deliver floor-ready merchandise to the distribution facilities. In addition, the Company utilizes high-speed automated conveyor systems capable of scanning the bar coded labels on incoming cartons of merchandise and directing the cartons to the proper processing areas. Many types of merchandise are processed in the receiving area and immediately cross docked to the shipping dock for delivery to the stores. Certain processing areas are staffed with personnel equipped with hand-held radio frequency terminals that can scan a vendor's bar code and transmit the necessary information to a computer to record merchandise on hand.

With respect to the Specialty Retail Stores, the majority of the merchandise is held in the Company's retail stores. The Company closely monitors the inventory levels and assortments in its retail stores to facilitate reorder and replenishment decisions, satisfy customer demand and maximize sales. Transfers of goods between stores are made primarily at the direction of merchandising personnel and, to a lesser extent, by store management primarily to fulfill customer requests. The Company also maintains certain inventories at the Longview distribution facility. The goods held at the Longview distribution facility consist of goods held in limited assortment or quantity by the Company's stores and replenishment goods available to stores achieving high initial sales levels. All stores have the ability to ship merchandise from the Longview distribution facility directly to the customer. The Company has expanded the quantity of inventories maintained at the Longview distribution facility in recent years. The Company plans to continue to expand this program to deliver goods to its customers more timely and to enhance the allocation of goods to the Company's stores.

### **Capital Investments**

The Company makes capital investments annually to support its long-term business goals and objectives. Capital is invested in new and existing stores, distribution and support facilities as well as information technology.

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Capital is invested in the development and construction of new stores in both existing and new markets. Extensive demographic and marketing research is conducted prior to the Company's decision to construct a new store. The Company competes with other retailers for real estate opportunities principally on the basis of its ability to attract customers. In addition to the construction of new stores, the Company also invests in the on-going maintenance of its stores to ensure an inviting and customer-friendly ambiance in its stores. Capital expenditures for existing stores range from minor renovations of certain areas within the store to major remodels and renovations and store expansions.

The Company also believes capital investments for information technology in its stores, distribution facilities and support functions are necessary to support its business strategies. As a result, the Company is continually upgrading its information systems to improve efficiency and productivity.

In the past three years, the Company has made capital expenditures aggregating \$422 million related primarily to:

the construction of new stores in Orlando, Florida and Coral Gables, Florida;

the renovation and expansion of its Bergdorf Goodman store in New York City and Neiman Marcus stores in San Francisco, California; Newport Beach, California; and Las Vegas, Nevada;

the expansion of its distribution facilities;

new point-of-sale system in the Company's retail stores; and

new financial systems and non-merchandise procurement modules of Oracle.

In 2005, the Company anticipates capital expenditures for planned new stores in San Antonio, Texas; Boca Raton, Florida; Austin, Texas; Charlotte, North Carolina; and Natick, Massachusetts and renovations of the Newport Beach, San Francisco and Houston stores as well as the main Bergdorf Goodman store. The Company also expects to make technology related expenditures for new warehousing and distribution systems to support its Direct Marketing operation and a new human capital management system, both of which are scheduled for implementation in fiscal year 2006.

### **Competition**

The specialty retail industry is highly competitive and fragmented. The Company competes with large specialty retailers, traditional and upscale department stores, national apparel chains, designer boutiques, individual specialty apparel stores and direct marketing firms. The Company competes for customers principally on the basis of quality and fashion, customer service, value, assortment and presentation of merchandise, marketing and customer loyalty programs and, in the case of Neiman Marcus and Bergdorf Goodman, store ambiance.

### **Employees**

As of September 7, 2004, the Company had approximately 15,700 employees. Neiman Marcus stores had approximately 13,000 employees, Bergdorf Goodman stores had approximately 1,000 employees, Neiman Marcus Direct had approximately 1,600 employees and Neiman Marcus Group had approximately 70 employees. The Company's staffing requirements fluctuate during the year as a result of the seasonality of the retail industry. The Company hires additional temporary associates and increases the hours of part-time employees during seasonal peak selling periods. None of the Company's employees are subject to collective bargaining agreements, except for approximately 15 percent of the Bergdorf

Goodman employees. The Company believes that its relations with its employees are good.

**Seasonality**





The Company's business, like that of most retailers, is affected by seasonal fluctuations in customer demand, product offerings and working capital expenditures. For additional information on seasonality, see Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations Executive Overview Overview of the Company's Business.

**Regulation**

The Company's operations are affected by numerous federal and state laws that impose disclosure and other requirements upon the origination, servicing and enforcement of credit accounts and limitations on the maximum amount of finance charges that may be charged by a credit provider. In addition to the Company's proprietary credit cards, credit to the Company's customers is also provided primarily through third parties such as American Express®, Visa® and MasterCard®. Any change in the regulation of credit that would materially limit the availability of credit to the Company's customer base could adversely affect the Company's results of operations or financial condition.

The Company's and its competitors' practices are subject to review in the ordinary course of business by the Federal Trade Commission and are subject to numerous federal and state laws. Additionally, the Company is subject to certain customs, truth-in-advertising and other laws, including consumer protection regulations, that regulate retailers generally and/or govern the importation, promotion and sale of merchandise. The Company undertakes to monitor changes in these laws and believes that it is in material compliance with all applicable state and federal regulations with respect to such practices.

## ITEM 2. PROPERTIES

The Company's corporate headquarters are located at the Downtown Neiman Marcus store location in Dallas, Texas. The operating headquarters for Neiman Marcus, Bergdorf Goodman and Neiman Marcus Direct are located in Dallas, Texas; New York, New York; and Irving, Texas, respectively.

As of September 7, 2004, the Company operated 35 Neiman Marcus stores, located in Arizona (Scottsdale); California (five stores: Beverly Hills, Newport Beach, Palo Alto, San Diego and San Francisco); Colorado (Denver); the District of Columbia; Florida (six stores: Coral Gables, Fort Lauderdale, Orlando, Palm Beach, Tampa and Bal Harbour); Georgia (Atlanta); Hawaii (Honolulu); Illinois (three stores: Chicago, Northbrook and Oak Brook); Missouri (St. Louis); Massachusetts (Boston); Minnesota (Minneapolis); Michigan (Troy); Nevada (Las Vegas); New Jersey (two stores: Short Hills and Paramus); New York (Westchester); Pennsylvania (King of Prussia); Texas (six stores: two in Dallas, one in Plano, one in Fort Worth and two in Houston); and Virginia (McLean). The average size of these 35 stores is approximately 138,000 gross square feet and they range in size from 53,000 gross square feet to 224,000 gross square feet.

The Company plans to open new Neiman Marcus stores in San Antonio, Texas and Boca Raton, Florida in fiscal year 2006 and stores in Austin, Texas; Charlotte, North Carolina; and Natick, Massachusetts in fiscal year 2007.

The Company operates two Bergdorf Goodman stores in Manhattan at 58<sup>th</sup> Street and Fifth Avenue. The main Bergdorf Goodman store consists of 250,000 gross square feet and the Bergdorf Goodman Men's store consists of 66,000 gross square feet.

The Company operates fourteen clearance centers that average approximately 27,000 gross square feet.

As of September 7, 2004, the approximate aggregate gross square footage used in the Company's operations was as follows:

|   | Owned     | Owned<br>Subject to<br>Ground Lease | Leased    | Total     |
|---|-----------|-------------------------------------|-----------|-----------|
| Specialty Retail Stores                     | 575,000   | 2,099,000                           | 2,852,000 | 5,526,000 |
| Distribution, Support and Office Facilities | 1,317,000 | 353,000                             | 2,308,000 | 3,978,000 |

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Leases for substantially all of the Company's stores, including renewal options, range from 15 to 99 years. The lease on the Bergdorf Goodman Main Store expires in 2050 and the lease on the Bergdorf Goodman Men's Store expires in 2010, with two 10-year renewal options. Most leases provide for monthly fixed rentals or contingent rentals based upon sales in excess of stated amounts and normally require the Company to pay real estate taxes, insurance, common area maintenance costs and other occupancy costs.

The Company owns approximately 34 acres of land in Longview, Texas, where its primary distribution facility is located. The Longview facility occupies 612,000 square feet and is the principal merchandise processing and distribution facility for Neiman Marcus stores. The Company also owns approximately 50 acres of land in Irving, Texas, where its 705,000 square foot Neiman Marcus Direct operating headquarters and distribution facility is located.

For further information on the Company's properties and lease obligations, see Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 11 of the Notes to the Consolidated Financial Statements in Item 15.

**ITEM 3. LEGAL PROCEEDINGS**

The Company is currently involved in various legal actions and proceedings that arose in the ordinary course of its business. The Company believes that any liability arising as a result of these actions and proceedings will not have a material adverse effect on the Company's financial position, results of operations or cash flows.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

No matters were submitted to a vote of security holders of the Company during the quarter ended July 31, 2004.

**PART II**

**ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED SHAREHOLDER MATTERS**

**ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED SHAREHOLDER MATTERS**



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The Company's Class A Common Stock and Class B Common Stock are currently traded on the New York Stock Exchange under the symbols NMG.A and NMG.B, respectively. As of September 7, 2004, there were 9,486 record holders of the Company's Class A Common Stock and 3,305 record holders of the Company's Class B Common Stock. In the second quarter of 2004, the Company's Board of Directors initiated a quarterly cash dividend of \$0.13 per share. The Company declared dividends on January 30, 2004, April 30, 2004 and July 30, 2004 aggregating \$18.9 million.

The following table indicates the quarterly stock price ranges for 2004 and 2003:

| 2004<br>Quarter | NMG.A    |          | NMG.B    |          |
|-----------------|----------|----------|----------|----------|
|                 | High     | Low      | High     | Low      |
| First           | \$ 48.00 | \$ 38.90 | \$ 44.25 | \$ 36.25 |
| Second          | 55.78    | 48.20    | 51.85    | 44.20    |
| Third           | 59.18    | 48.55    | 55.54    | 45.25    |
| Fourth          | \$ 55.65 | \$ 48.00 | \$ 52.15 | \$ 44.76 |

  

| 2003<br>Quarter | NMG.A    |          | NMG.B    |          |
|-----------------|----------|----------|----------|----------|
|                 | High     | Low      | High     | Low      |
| First           | \$ 31.70 | \$ 24.95 | \$ 28.79 | \$ 22.70 |
| Second          | 31.58    | 28.01    | 29.05    | 25.61    |
| Third           | 32.05    | 26.05    | 30.10    | 23.87    |
| Fourth          | \$ 40.30 | \$ 31.75 | \$ 37.60 | \$ 29.45 |

The following table indicates the Company's stock repurchases of equity securities in the fourth quarter of 2004:

| <b>Fourth Quarter 2004</b>       | <b>Total Number of Shares Purchased</b> | <b>Average Price Paid Per Share</b> | <b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)</b> | <b>Maximum Number of Shares that May Yet Be Purchased under the Plans or Programs</b> |
|----------------------------------|---|-------------------------------------|---|---|
| May 2004<br>(5/2/04 to 5/29/04)  |   |                                     |   | 1,224,823   |
| June 2004<br>(5/30/04 to 7/3/04) |   |                                     |   | 1,224,823   |
| July 2004<br>(7/4/04 to 7/31/04) | 10,450                                  | \$ 50.48                            | 10,450  | 1,214,373   |

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(1) In April 2000, the Board of Directors authorized up to 4.0 million shares to be repurchased, with no expiration date.



**ITEM 6. SELECTED FINANCIAL DATA**

The following selected financial data is qualified in its entirety by the Consolidated Financial Statements of the Company (and the related Notes thereto) contained in Item 15 and should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7. The operating results and financial position data for each of the fiscal years ended July 31, 2004, August 2, 2003, August 3, 2002, July 28, 2001 and July 29, 2000 has been derived from the Company's audited Consolidated Financial Statements and reflects the restatements described in Note 16 of the Notes to Consolidated Financial Statements. Additionally, 2002 included fifty-three weeks of operations while the other years presented consist of fifty-two weeks of operations.

| (in millions, except<br>per share data)  | July 31,<br>2004 | August 2,<br>2003 | Years Ended<br>August 3,<br>2002 | July 28,<br>2001 | July 29,<br>2000 |
|--|------------------|-------------------|----------------------------------|------------------|------------------|
| <b>OPERATING RESULTS</b>   |                  |                   |                                  |                  |                  |
| Revenues   | \$ 3,524.8       | \$ 3,080.4        | \$ 2,932.0                       | \$ 2,997.7       | \$ 2,912.5       |
| Gross margin   | 1,197.5          | 1,001.9           | 930.1                            | 969.5            | 989.0            |
| Operating earnings   | 345.2(1)         | 222.1             | 177.7(4)                         | 193.6(5)         | 248.4            |
| Earnings before income taxes, minority<br>interest and change in accounting<br>principle | 329.3            | 205.8             | 162.2                            | 178.4            | 223.0            |
| Net earnings   | 204.8(2)         | \$ 109.3(3)       | \$ 99.6                          | \$ 107.5         | \$ 134.0         |
| Basic earnings per share:  |                  |                   |                                  |                  |                  |
| Earnings before change in accounting<br>principle  | \$ 4.27          | \$ 2.61           | \$ 2.10                          | \$ 2.28          | \$ 2.77          |
| Change in accounting principle   |                  | (0.31)(3)         |                                  |                  |                  |
| Basic earnings per share   | \$ 4.27          | \$ 2.30           | \$ 2.10                          | \$ 2.28          | \$ 2.77          |
| Diluted earnings per share:  |                  |                   |                                  |                  |                  |
| Earnings before change in accounting<br>principle  | \$ 4.19          | \$ 2.60           | \$ 2.08                          | \$ 2.26          | \$ 2.75          |
| Change in accounting principle   |                  | (0.31)(3)         |                                  |                  |                  |
| Diluted earnings per share   | \$ 4.19          | \$ 2.29           | \$ 2.08                          | \$ 2.26          | \$ 2.75          |
| Cash dividends per share   | \$ 0.39          |                   |                                  |                  |                  |

|   | July 31,<br>2004 | August 2,<br>2003 | August 3,<br>2002 | July 28,<br>2001 | July 29,<br>2000 |
|---|------------------|-------------------|-------------------|------------------|------------------|
| <b>FINANCIAL POSITION (As<br/>Restated)</b> |                  |                   |                   |                  |                  |
| Cash and cash equivalents                   | \$ 368.4         | \$ 207.0          | \$ 178.6          | \$ 97.3          | \$ 175.4         |
| Merchandise inventories                     | 720.3            | 687.1             | 656.8             | 648.9            | 575.3            |
| Total current assets                        | 1,706.2          | 1,246.1           | 1,127.6           | 1,063.3          | 1,069.3          |
| Property and equipment, net                 | 750.5            | 733.8             | 687.1             | 598.9            | 541.3            |
| Total assets                                | 2,617.6          | 2,104.8           | 1,941.5           | 1,799.9          | 1,766.5          |
| Current liabilities                         | 727.7            | 530.4             | 518.5             | 497.6            | 492.3            |
| Long-term liabilities                       | \$ 509.1         | \$ 428.3          | \$ 361.1          | \$ 352.9         | \$ 439.6         |

(1) For 2004, operating earnings include a \$3.9 million pretax impairment charge related to the writedown to fair value in the net carrying value of the Chef's Catalog tradename intangible asset.

(2) For 2004, net income reflects a \$7.5 million net income tax benefit related to favorable settlements associated with previous state tax filings.

(3) For 2003, net earnings reflect an after-tax charge of \$14.8 million for the write-down of certain intangible assets related to prior purchase business combinations as a result of the implementation of a new accounting principle.

(4) For 2002, operating earnings reflect 1) a \$16.6 million gain from the change in vacation policy made by the Company and 2) \$13.2 million of impairment and other charges, related primarily to the impairment of certain long-lived assets.

(5) For 2001, operating earnings reflect a \$9.8 million impairment charge related to the Company's investment in a third-party internet retailer.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**EXECUTIVE OVERVIEW**

The following discussion and analysis gives effect to the restatements described in Note 16 of the Notes to Consolidated Financial Statements.

**Company Profile**

The Neiman Marcus Group, Inc., together with its operating divisions and subsidiaries, is a high-end specialty retailer. The Company's operations include the Specialty Retail Stores segment and the Direct Marketing segment. The Specialty Retail Stores segment consists primarily of Neiman Marcus and Bergdorf Goodman stores. The Direct Marketing segment conducts both print catalog and online operations under the Neiman Marcus, Horchow, Chef's Catalog and Bergdorf Goodman (beginning in September 2004) brand names.

The Company owns a 51 percent interest in Gurwitch Products, LLC, which distributes and markets the Laura Mercier cosmetic line, and a 56 percent interest in Kate Spade LLC, a manufacturer and retailer of high-end designer handbags and accessories. Gurwitch Products, LLC and Kate Spade LLC are hereafter collectively referred to as the Brand Development Companies.

The Company's fiscal year ends on the Saturday closest to July 31. All references to 2004 relate to the fifty-two weeks ended July 31, 2004; all references to 2003 relate to the fifty-two weeks ended August 2, 2003 and all references to 2002 relate to the fifty-three weeks ended August 3, 2002. References to 2005 relate to the fifty-two weeks ending July 30, 2005.

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) should be read in conjunction with the Company's Consolidated Financial Statements and the related notes thereto contained in Item 15. Unless otherwise specified, the meanings of all defined terms in MD&A are consistent with the meanings of such terms as defined in the Notes to the Company's Consolidated Financial Statements.

**Overview of the Company's Business**

The Company believes that its unique product assortment of luxury, designer and fashion merchandise, coupled with its sales promotion activities and its commitment to superior customer service, have been critical to the Company's success in the past. In addition, the Company believes these factors are critical to the Company's future growth and success.

The Company conducts its selling activities in two primary selling seasons—Fall and Spring. The Fall Season is comprised of the Company's first and second fiscal quarters and the Spring Season is comprised of the Company's third and fourth fiscal quarters.

The first quarter is generally characterized by a higher level of full-price selling with a focus on the initial introduction of Fall Season fashions. Aggressive in-store marketing activities designed to stimulate customer buying, a lower level of markdowns and higher margins are characteristic of this quarter. The second quarter is more focused on promotional activities related to the December holiday season, the early introduction of resort season collections from certain designers and the sale of Fall Season goods on a marked down basis. As a result, margins are typically lower in the second quarter. However, due to the seasonal increase in sales that occurs during the holiday season, the second quarter is typically the quarter in which the Company's sales are the highest and in which expenses are the lowest as a percentage of revenues. The Company's working capital requirements are also the greatest in the first and second quarters as a result of higher seasonal levels of accounts receivables and inventory.

Similarly, the third quarter is generally characterized by a higher level of full-price selling with a focus on the initial introduction of Spring Season fashions. Aggressive in-store marketing activities designed to stimulate customer buying, a lower level of markdowns and higher margins are again characteristic of this quarter. Sales are generally the lowest in the fourth quarter and are focused on promotional activities offering Spring Season goods to the customer on a marked down basis, resulting in lower margins during the quarter.

A large percentage of the Company's merchandise assortment, particularly in the apparel, fashion accessories and shoe categories is ordered months in advance of the introduction of such goods. For example, women's apparel, men's apparel and shoes are typically ordered 6-9 months in advance of the products being offered for sale while handbags, jewelry and other categories are typically ordered 3-6 months in advance. As a result, inherent in the Company's successful execution of its business plans is its ability both to predict the fashion trends that will be of interest to its customers and to anticipate future spending patterns of its customer base.

The Company monitors the sales performance of its inventories throughout each season. The Company seeks to order additional goods to supplement its original purchasing decisions when the level of customer demand is higher than originally anticipated. However, in certain merchandise categories, particularly fashion apparel, the Company's ability to purchase additional goods can be limited. This can result in lost sales to the Company in the event of higher than anticipated demand of the fashion goods offered by the Company or a higher than anticipated level of consumer spending. Conversely, in the event the Company buys fashion goods that are not accepted by the customer or the level of consumer spending is less than the Company anticipated, the Company typically incurs a higher than anticipated level of markdowns, net of vendor allowances, to sell the goods that remain at the end of the season, resulting in lower operating profits. The Company believes that the experience of its merchandising and selling organizations helps to minimize the inherent risk in predicting fashion trends.

#### Fiscal Year 2004 Highlights

The Company's operating results for fiscal year 2004 were substantially better than fiscal year 2003.

**Revenues** Revenues for 2004 were \$3.5 billion, the highest in the Company's history. Revenues increased 14.4% in 2004, with double digit increases in comparable store sales in all four quarters. Comparable revenues percentage increases by quarter for 2004 were:

|                |       |
|----------------|-------|
| First quarter  | 10.7% |
| Second quarter | 11.9% |
| Third quarter  | 21.4% |
| Fourth quarter | 12.4% |

**Margins** Margins increased to 34.0% of revenues in 2004 from 32.5% in 2003. This increase is reflective of the high level of acceptance and demand for the fashion goods offered by the Company as well as the Company's purchasing efforts that resulted in the close alignment of purchases to customer demand and the resulting lower level of markdowns.

**Selling, general and administrative expenses** Selling, general and administrative (SG&A) expenses decreased to 24.1% of revenues from 25.3% in 2003. This decrease was attributable to both the leveraging of fixed expenses over the higher revenue base and the control and containment of variable expenses.

**Operating earnings** Operating earnings increased 55.4% in 2004, representing 9.8% of revenues in 2004 compared to 7.2% in 2003. Operating earnings were 10.9% of revenues for Specialty Retail Stores and 10.7% of revenues for Direct Marketing.

## OPERATING RESULTS

## Performance Summary

The following table sets forth certain items expressed as percentages of net revenues for the periods indicated.

|  | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|--|------------------|----------------------------------|-------------------|
| Revenues   | 100.0%           | 100.0%                           | 100.0%            |
| Cost of goods sold including buying and occupancy costs                            | 66.0             | 67.5                             | 68.3              |
| Selling, general and administrative expenses                                       | 24.1             | 25.3                             | 25.8              |
| Effect of change in vacation policy  |                  |                                  | (0.6)             |
| Impairment and other charges   | 0.1              |                                  | 0.5               |
| Operating earnings   | 9.8              | 7.2                              | 6.0               |
| Interest expense, net  | 0.5              | 0.5                              | 0.5               |
| Earnings before income taxes, minority interest and change in accounting principle | 9.3              | 6.7                              | 5.5               |
| Income taxes   | 3.4              | 2.6                              | 2.1               |
| Earnings before minority interest and change in accounting principle               | 5.9              | 4.1                              | 3.4               |
| Minority interest in net earnings of subsidiaries                                  | (0.1)            | (0.1)                            |                   |
| Earnings before change in accounting principle                                     | 5.8              | 4.0                              | 3.4               |
| Change in accounting principle   |                  | (0.5)                            |                   |
| Net earnings   | 5.8%             | 3.5%                             | 3.4%              |

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Set forth in the following table is certain summary information with respect to the Company's operations for the most recent three fiscal years.

| (dollars in millions)                      | July 31,<br>2004  | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|--|-------------------|----------------------------------|-------------------|
| <b>REVENUES</b>                            |                   |                                  |                   |
| Specialty Retail Stores                    | \$ 2,850.1        | \$ 2,507.1                       | \$ 2,416.9        |
| Direct Marketing                           | 570.6             | 493.5                            | 444.0             |
| Other (1)                                  | 104.1             | 79.8                             | 71.1              |
| <b>Total</b>                               | <b>\$ 3,524.8</b> | <b>\$ 3,080.4</b>                | <b>\$ 2,932.0</b> |
| <b>OPERATING EARNINGS</b>                  |                   |                                  |                   |
| Specialty Retail Stores                    | \$ 310.6          | \$ 198.2                         | \$ 170.5          |
| Direct Marketing                           | 61.3              | 45.8                             | 22.8              |
| Other (1)                                  | 13.0              | 9.0                              | 4.8               |
| Corporate expenses                         | (35.8)            | (30.9)                           | (23.8)            |
| Effect of change in vacation policy        |                   |                                  | 16.6              |
| Impairment and other charges               | (3.9)             |                                  | (13.2)            |
| <b>Total</b>                               | <b>\$ 345.2</b>   | <b>\$ 222.1</b>                  | <b>\$ 177.7</b>   |
| <b>OPERATING EARNINGS MARGIN</b>           |                   |                                  |                   |
| Specialty Retail Stores                    | 10.9%             | 7.9%                             | 7.1%              |
| Direct Marketing                           | 10.7%             | 9.3%                             | 5.1%              |
| <b>Total</b>                               | <b>9.8%</b>       | <b>7.2%</b>                      | <b>6.0%</b>       |
| <b>COMPARABLE REVENUES (2)</b>             |                   |                                  |                   |
| Specialty Retail Stores                    | 13.1%             | 1.8%                             | (5.3)%            |
| Direct Marketing                           | 15.6%             | 12.5%                            | 0.2%              |
| <b>Total</b>                               | <b>14.0%</b>      | <b>3.7%</b>                      | <b>(4.6)%</b>     |
| <b>STORE COUNT (3)</b>                     |                   |                                  |                   |
| Neiman Marcus and Bergdorf Goodman stores: |                   |                                  |                   |
| Open at beginning of period                | 37                | 35                               | 34                |
| Opened during the period                   |                   | 2                                | 1                 |
| Open at end of period                      | 37                | 37                               | 35                |
| Clearance centers:                         |                   |                                  |                   |
| Open at beginning of period                | 14                | 12                               | 10                |
| Opened during the period                   |                   | 2                                | 2                 |
| Open at end of period                      | 14                | 14                               | 12                |

(1) Other includes the operations of the Brand Development Companies.

(2) Comparable revenues include 1) revenues derived from the Company's retail stores open for more than 52 weeks, including stores that have been relocated or expanded, 2) revenues from the Company's Direct Marketing operation and 3) revenues from the Company's Brand Development Companies. Comparable revenues exclude the revenues of closed stores. The calculation of the change in comparable revenues for 2003 is based on revenues for the 52 weeks ended August 2, 2003 compared to revenues for the 52 weeks ended July 27, 2002.



(3) The Company's Neiman Marcus Galleries stores have been excluded. The Company previously opened three Galleries stores in the second quarter of fiscal year 1999 and in the first quarter of fiscal year 2000. One of these stores was closed in the third quarter of 2002 and the remaining two stores were closed in the second quarter of 2004.

**Fiscal Year 2004 Compared to Fiscal Year 2003**

*Revenues.* Revenues for 2004 of \$3.52 billion increased \$444.4 million, or 14.4 percent, from \$3.08 billion in the prior year period.

Comparable revenues for 2004 were \$3.50 billion compared to \$3.08 billion in the prior year period, representing an increase of 14.0 percent. Comparable revenues increased 13.1 percent for Specialty Retail Stores and 15.6 percent for Direct Marketing. Comparable revenues in 2003 increased by 3.7 percent. Changes in comparable revenues by quarter are as follows:

|                         | 2004           |               |                |               | 2003           |               |                |               |
|-------------------------|----------------|---------------|----------------|---------------|----------------|---------------|----------------|---------------|
|                         | Fourth Quarter | Third Quarter | Second Quarter | First Quarter | Fourth Quarter | Third Quarter | Second Quarter | First Quarter |
| Specialty Retail Stores | 11.3%          | 22.2%         | 10.2%          | 9.6%          | 6.3%           | (0.6)%        | (2.1)%         | 5.0%          |
| Direct Marketing        | 18.9%          | 11.9%         | 18.7%          | 11.9%         | 15.8%          | 10.8%         | 11.7%          | 12.3%         |
| Total                   | 12.4%          | 21.4%         | 11.9%          | 10.7%         | 8.4%           | 1.3%          | 0.5%           | 6.0%          |

The Company believes the increases in its comparable revenues in 2004 were the result of a higher level of consumer spending, in general, with a higher increase coming from the affluent luxury customer served by the Company. In addition, the Company believes the increases in its comparable revenues were driven by sales events conducted by its Specialty Retail Stores and by the growth of internet sales for Direct Marketing. In 2004, internet sales by Direct Marketing were \$241.8 million, an increase of over 50% from 2003.

Comparable revenues for the Brand Development Companies increased in 2004, with increases of 40.3% for Kate Spade LLC and 17.8% for Gurwitch Products, LLC.

*Gross margin.* Gross margin was 34.0 percent of revenues in 2004 compared to 32.5 percent in the prior year. The increase in gross margin was primarily due to a 1.0 percent increase in product margins as a percentage of revenues and a 0.5 percent decrease in buying and occupancy costs as a percentage of revenues.

The higher product margins realized by the Company were a function of a lower level of net markdowns required to be taken by the Specialty Retail Stores during 2004, offset, in part, by slightly higher markdowns for Direct Marketing. Net markdowns decreased as a percentage of revenues by 0.7 percent in 2004 compared to the prior year period. The Company believes the lower level of markdowns was due to 1) an improvement in economic conditions that resulted in higher sales and the discontinuance of various promotional sales activities conducted by the Company in the prior year, primarily in the second quarter of 2003 and 2) the Company's continued emphasis on both inventory management and full-price selling. For Specialty Retail Stores, full-price sales increased in 2004 compared to 2003.

Consistent with industry business practice, the Company receives allowances from certain of its vendors in support of the merchandise purchased by the Company for resale. Certain allowances are received to reimburse the Company for markdowns taken and/or to support the gross margins earned by the Company in connection with the sales of the vendor's merchandise. These allowances are recognized as an increase

to gross margin when the allowances are earned by the Company and approved by the vendor. Other allowances received by the Company represent reductions to the amounts paid by the Company to acquire the merchandise. These allowances reduce the cost of the acquired merchandise and result in an increase to gross margin at the time the goods are sold. While the dollar value of the vendor reimbursements received by the Company decreased as a percentage of revenues by 0.5 percent in 2004, primarily due to a higher level of full-price selling, this decrease did not have an adverse effect on the margins realized by the Company.

A significant portion of the Company's buying and occupancy costs are fixed in nature. Buying and occupancy costs decreased 0.5 percent as a percentage of revenues during 2004 compared to the prior year primarily due to the Company's leveraging of fixed expenses, including 1) payroll expenses, which decreased approximately 0.2 percent as a percentage of revenues and 2) rent and related occupancy expenses, which decreased approximately 0.3 percent as a percentage of revenues. The decrease in buying and occupancy costs as a percentage of revenues was offset, in part, by a 0.1 percent increase in depreciation expense, as a percentage of revenues, due to higher levels of capital spending in recent years.

*Selling, general and administrative expenses.* SG&A expenses were 24.1 percent of revenues in 2004 compared to 25.3 percent of revenues in the prior year period.

The net decrease in SG&A expenses as a percentage of revenues in 2004 was primarily due to productivity improvements in various expense categories, including 1) payroll, which decreased approximately 0.8 percent as a percentage of revenues, 2) advertising, which decreased approximately 0.3 percent as a percentage of revenues and 3) employee benefits, which decreased approximately 0.1 percent as a percentage of revenues, as a result of the higher level of revenues in 2004, as well as the control and containment of variable expenses. In addition, SG&A expenses decreased as a percentage of revenues in 2004 as a result of 1) the reduction in preopening costs, which decreased approximately 0.1 percent as a percentage of revenues and 2) a \$3.7 million tax benefit, which represented approximately 0.1 percent of revenues, recorded in the second quarter of 2004 as a result of conclusions on certain sales tax and unclaimed property examinations for which the agreed-on settlements were less than the amounts previously estimated by the Company. In 2004, employee benefit expenses increased by approximately 10% from 2003; however, such expenses were lower as a percentage of revenues in 2004 due to the higher level of revenues.

The Company opened no new stores in 2004. In 2003, the Company incurred preopening expenses of \$8.0 million in connection with the opening of two Neiman Marcus stores in Florida in the first quarter of 2003, the opening of a new clearance center store in the Denver, Colorado area in the second quarter of 2003, the grand opening of the remodeled and expanded Neiman Marcus store in Las Vegas in the second quarter of 2003 and the opening of another new clearance center in Miami, Florida in the fourth quarter of 2003.

The decreases in SG&A expenses as a percentage of revenues were partially offset by 1) higher costs for incentive compensation, which increased approximately 0.4 percent as a percentage of revenues in 2004 as a result of the increased operating profits generated by the Company and 2) a decrease in the income from the Company's credit card portfolio of approximately 0.1 percent as a percentage of revenues.

The net income generated by the Company's credit card portfolio, as a percentage of revenues, declined 0.1 percent in 2004 compared to the prior year due to 1) a \$7.6 million reduction in income, approximately 0.2 percent of revenues, due to the required amortization during the Transition Period of the premium associated with the carrying value of the Retained and Sold Interests, as more fully described in Note 2 of the Notes to Consolidated Financial Statements and 2) a decrease in the yield earned on the credit card portfolio attributable to a decrease in the average days the receivables are outstanding prior to customer payment, which decreased finance charge income by approximately 0.1 percent as a percentage of revenues. These reductions in the income from the credit card portfolio were offset, in part, by a lower level of bad debts, which decreased approximately 0.1 percent as a percentage of revenues and a \$2.4 million decrease in the required monthly interest distributions to the holders of the Sold Interests in 2004, which decreased approximately 0.1 percent as a percentage of revenues. During the period the Company's revolving credit securitization program qualified for Off-Balance Sheet Accounting, the interest distributions were charged to SG&A expenses. With the transition to Financing Accounting that began in December 2003, these distributions are charged to interest expense.

*Impairment and other charges.* In the fourth quarter of 2004, the Company recorded a \$3.9 million pretax impairment charge related to the writedown to fair value of the net carrying value of the Chef's Catalog tradename intangible asset based upon current and anticipated future revenues associated with the brand.

*Segment operating earnings.* Operating earnings for the Specialty Retail Stores segment were \$310.6 million for 2004 compared to \$198.2 million for the prior year period. This 56.7 percent increase was primarily the result of increased sales, reduced markdowns and net decreases in both buying and occupancy expenses and SG&A expenses as percentages of revenues.

Operating earnings for Direct Marketing increased to \$61.3 million in 2004 from \$45.8 million for the prior year period, primarily as a result of increased revenues and net decreases in both buying and occupancy costs and SG&A expenses as a percentage of revenues offset, in part, by slightly higher markdowns.

*Interest expense, net.* Net interest expense was \$15.9 million in 2004 and \$16.3 million in the prior year. The decrease in net interest expense was primarily due to increases in both capitalized interest charges associated with store construction and remodeling activities and higher interest income.

The decrease in net interest expense was offset, in part, by an increase in the interest expense attributable to the monthly interest distributions to the holders of the Sold Interests that began to be charged to interest expense in December 2003 as a result of the discontinuance of Off-Balance Sheet Accounting.

As a result of a higher level of cash generated by operations, the Company incurred no borrowings on its revolving credit facility to fund seasonal working capital requirements in 2004. Seasonal borrowings under the Company's revolving credit facility reached \$80 million in the second quarter of 2003 and were repaid prior to the end of the quarter.

*Income taxes.* The Company's effective income tax rate was 36.7 percent for 2004 and 38.5 percent for 2003. In the second quarter of 2004, the Company recognized a net income tax benefit of \$7.5 million related to favorable settlements associated with previous state tax filings. Excluding this benefit, the effective tax rate was 39.0 percent for 2004 and 38.5 percent for 2003. This increase in the effective tax rate was primarily due to higher state income taxes.

### Fiscal Year 2003 Compared to Fiscal Year 2002

*Revenues.* Revenues for 2003 of \$3.08 billion increased \$148.4 million, or 5.1 percent, from \$2.93 billion in the prior year period. The increase in revenues was primarily attributable to both an increase in comparable revenues and revenues generated by new stores. Total revenues for 2002 included revenues of approximately \$36.6 million for the fifty-third week of 2002.

Comparable revenues for 2003 were \$3.00 billion compared to \$2.89 billion in the prior year period, representing an increase of 3.7 percent for the fifty-two weeks ended August 2, 2003 compared to the fifty-two weeks ended July 27, 2002. Comparable revenues increased 1.8 percent for Specialty Retail Stores and 12.5 percent for Direct Marketing for the fifty-two weeks ended August 2, 2003 compared to the fifty-two weeks ended July 27, 2002. Changes in comparable revenues by quarter (thirteen weeks 2003 compared to thirteen weeks 2002) for the Specialty Retail Stores and Direct Marketing segments are as follows:

|                         | 2003           |               |                |               | 2002           |               |                |               |
|-------------------------|----------------|---------------|----------------|---------------|----------------|---------------|----------------|---------------|
|                         | Fourth Quarter | Third Quarter | Second Quarter | First Quarter | Fourth Quarter | Third Quarter | Second Quarter | First Quarter |
| Specialty Retail Stores | 6.3%           | (0.6)%        | (2.1)%         | 5.0%          | (2.8)%         | (2.5)%        | (3.3)%         | (12.4)%       |
| Direct Marketing        | 15.8%          | 10.8%         | 11.7%          | 12.3%         | 0.7%           | 1.3%          | 1.2%           | (2.8)%        |
| Total                   | 8.4%           | 1.3%          | 0.5%           | 6.0%          | (2.5)%         | (1.9)%        | (3.0)%         | (11.0)%       |

For 2003, the increase in comparable revenues for Specialty Retail Stores was primarily due to increased revenues for both Neiman Marcus Stores and Bergdorf Goodman, particularly during the fourth quarter. The increase in comparable revenues for Direct Marketing for 2003 was attributable to increased revenue growth in the Neiman Marcus and Horchow brands, primarily the online businesses, offset, in part, by a decrease in the Chef's Catalog brand.

Comparable revenues for the Brand Development Companies increased in 2003, with a 31.6 percent increase for Gurwitch Products, LLC and a 4.6 percent increase for Kate Spade LLC.

In the first quarter of 2003, the Company opened two new Neiman Marcus stores in Coral Gables, Florida (September 2002) and Orlando, Florida (October 2002). In the second quarter of 2003, the Company opened a new clearance store in the Denver, Colorado area (November 2002) and completed a 71,000 square foot expansion and remodel of the Las Vegas Neiman Marcus store. In the fourth quarter of 2003, the Company opened another new clearance center in Miami, Florida (May 2003). Sales derived from new stores for 2003 were \$79.6 million.

*Gross margin.* Gross margin was 32.5 percent of revenues in 2003 compared to 31.7 percent in the prior year period. The increase in gross margin was primarily due to a decrease in markdowns and a decrease in buying and occupancy costs of 0.4 percent as a percentage of revenues.

Net markdowns decreased, as a percentage of revenues, by 0.5 percent in 2003 compared to the prior year period. The Company incurred a lower level of markdowns in the first and second quarters of 2003 compared to the prior year periods as higher markdowns were required in the first and second quarters of 2002 in connection with additional and more aggressive promotional events necessary to clear inventories in response to declines in retail

sales in 2002. However, markdowns increased as a percentage of revenues for the third quarter and fourth quarters of 2003 compared to the prior year period. Higher markdowns were necessary in both the third and fourth quarters of 2003 to reduce a build-up of inventories in certain merchandise categories that occurred in the third quarter as a result of lower than anticipated sales. The Company believes that sales in the third quarter of 2003, particularly the earlier weeks, were negatively impacted by economic uncertainties due, in part, to the conflict in Iraq as well as adverse weather conditions in a number of markets in which the Company operates.

*Selling, general and administrative expenses.* SG&A expenses were 25.3 percent of revenues in 2003 compared to 25.8 percent of revenues in the prior year period.

SG&A expenses decreased as a percentage of revenues in 2003 primarily due to 1) lower catalog production and circulation costs, which decreased approximately 0.1 percent as a percentage of revenues for the Direct Marketing segment due to a planned reduction in catalog circulation in the first and second quarters of 2003, partially offset by planned increases in catalog production and circulation costs during the third and fourth quarters of 2003, 2) the elimination of amortization of the Company's intangible assets, which represented a 0.2 percent decrease as a percentage of revenues, upon implementation of a new accounting principle in the first quarter of 2003 and 3) lower costs related to incentive compensation, which decreased approximately 0.1 percent as a percentage of revenues.

As a percentage of revenues, the decreases in SG&A expenses were offset, in part, by 1) higher retirement and other benefits expenses, which increased approximately 0.1 percent as a percentage of revenues, 2) increased advertising costs, which increased approximately 0.1 percent as a percentage of revenues for the Specialty Retail Stores segment due to increased costs related to the Company's customer loyalty programs as well as a decrease in vendor advertising allowances recorded as a reduction to advertising expenses as a result of the adoption of new accounting rules effective beginning in the third quarter of 2003 and 3) increased preopening costs, which increased approximately 0.1 percent as a percentage of revenues, incurred in connection with the opening of two Neiman Marcus stores in the first quarter of 2003, the opening of a new clearance store in the second quarter of 2003, the completion of the remodel of the Las Vegas Neiman Marcus store in the second quarter of 2003 and the opening of a new clearance center in the fourth quarter of 2003.

*Segment operating earnings.* Operating earnings for the Specialty Retail Stores segment were \$198.2 million for 2003 compared to \$170.5 million for the prior year period. This increase was primarily the result of increased sales, reduced markdowns in the first and second quarter of 2003 compared to the prior year offset, in part, by increased markdowns in the third and fourth quarters of 2003 and increased SG&A expenses (primarily benefits, advertising and preopening expenses) as percentages of revenues.

Operating earnings for Direct Marketing increased to \$45.8 million for 2003 from \$22.8 million for the prior year period, primarily as a result of increased sales and reduced online marketing costs and lower catalog production and circulation costs, as percentages of revenues, in the first and second quarters of 2003 due to the planned reduction in catalog circulation, partially offset by increased online marketing costs and planned increases in catalog production and circulation costs as a percentage of revenues during the third and fourth quarters of 2003.

*Interest expense, net.* Net interest expense was \$16.3 million for 2003 and \$15.4 million for the prior year period. Net interest expense increased primarily due to a decrease in capitalized interest charges associated with store construction and reduced investment interest income offset, in part, by reduced interest costs associated with lower borrowings on the Company's revolving credit facility. Seasonal borrowings under the Company's revolving credit facility reached \$80 million in the second quarter of 2003 compared to \$130 million in the prior year.



*Income taxes.* The Company's effective income tax rate was 38.5 percent in 2003 and 38.0 percent in the prior year period.

*Change in accounting principle - writedown of intangible assets, net of taxes.* The Company adopted the provisions of Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets as of the beginning of the first quarter of 2003. SFAS No. 142 established a new fair value-based accounting model for the valuation of goodwill and indefinite-lived intangible assets recorded in connection with business combinations. Pursuant to the provisions of SFAS No. 142, goodwill and indefinite-lived intangible assets are measured for impairment by applying a fair value-based test at least annually and are not amortized. Based upon its review procedures and the valuation results of an independent third party appraisal firm, the Company recorded a \$24.1 million writedown in the carrying value of the indefinite-lived intangible assets of its Direct Marketing segment. The writedown (\$14.8 million, net of taxes) is reflected as a change in accounting principle in the accompanying consolidated statements of earnings.

## Recent Developments

On May 26, 2004, the Company announced that it has decided to explore strategic alternatives relating to its Chef's Catalog brand. These alternatives may include a sale, merger, joint venture or other business combination. Chef's Catalog is a multi-channel retailer of professional-quality kitchenware with revenues in 2004 of approximately \$73 million.

## Inflation and Deflation

The Company believes changes in revenues and net earnings that have resulted from inflation or deflation have not been material during the periods presented. The Company attempts to offset the effects of inflation, which has occurred in recent years in SG&A expenses, through price increases and control of expenses, although the Company's ability to increase prices is limited by competitive factors in its markets. The Company attempts to offset the effects of merchandise deflation, which has occurred on a limited basis in recent years, through control of expenses. There is no assurance, however, that inflation or deflation will not materially affect the Company in the future.

## LIQUIDITY AND CAPITAL RESOURCES

### Overview

The Company's cash requirements consist principally of 1) the funding of its accounts receivable and merchandise purchases, 2) capital expenditures for new store growth, store renovations and upgrades of its management information systems, 3) debt service requirements and 4) obligations related to its Pension Plan. The Company's working capital requirements fluctuate during the year, increasing substantially during the Fall Season as a result of higher seasonal levels of accounts receivable and inventory. The increases in working capital needs during the first and second quarters have typically been financed with cash flows from operations, borrowings under the Company's Credit Agreement and cash provided from the Company's Credit Card Facility.

### Cash Flows

The Company's primary sources of short-term liquidity are comprised of cash on hand and availability under its \$350 million unsecured revolving Credit Agreement. As of July 31, 2004, the Company had cash and cash equivalents of \$368.4 million and no outstanding borrowings under the Credit Agreement. The Company's cash and cash equivalents consisted principally of invested cash and store operating cash. At August 2, 2003, the Company had cash and cash equivalents of \$207.0 million and no outstanding borrowings under the Company's previous \$300 million unsecured revolving credit facility. The amount of cash on hand and borrowings under the credit facility are influenced by a number of factors, including revenues, accounts receivable and inventory levels, vendor terms, the level of capital expenditures, cash requirements related to financing instruments, Pension Plan funding obligations and the Company's tax payment obligations, among others.

Management believes that operating cash flows, currently available vendor financing and amounts available pursuant to its Credit Agreement and its \$225 million Credit Card Facility should be sufficient to fund the Company's operations, debt service, Pension Plan funding requirements,

contractual obligations and commitments and currently anticipated capital expenditure requirements through the end of 2005. In addition, management anticipates negotiating a new credit card facility to replace the Credit Card Facility prior to the final payoff of its borrowings in September 2005.

The Company generated cash from operations (net earnings as adjusted for non-cash charges) of \$367.8 million in 2004 compared to \$241.1 million in 2003. This \$126.7 million increase in cash generated was due primarily to the higher revenues and earnings realized in 2004. In the presentation of net cash flows used by operating activities in 2004 of \$52.6 million in the accompanying statement of cash flows, the cash impact of the \$126.7 million increase in cash from operations was affected by 1) a voluntary cash contribution of \$45 million made to the Company's defined benefit pension plan in 2004 and 2) the net increase in the Company's undivided interests in the NMG Credit Card Master Trust and accounts receivable from \$265.7 million at August 2, 2003 to \$551.7 million at July 31, 2004. The increase in accounts receivable is attributable to both a higher investment in accounts receivable due to higher

revenues during 2004 and the discontinuance of Off-Balance Sheet Accounting beginning in December 2003, as more fully described in Note 2 of the Notes to Consolidated Financial Statements.

Net cash used for investing activities was \$117.3 million in 2004 and \$129.6 million in 2003. Capital expenditures were \$120.5 million in 2004 and \$129.6 million in 2003. In 2004, the Company's primary capital expenditures related to 1) the on-going expansions and renovations of the Company's stores in San Francisco, California and Newport Beach, California, 2) the renovation of the main Bergdorf Goodman store in New York City, 3) the expansion of the distribution facility in Longview, Texas and 4) upgrades to the Company's information systems, including the completion of the installation of a new point-of-sale system begun in 2003. In 2003, major projects included the on-going expansions and renovations of the San Francisco and Newport Beach stores, the completed remodel of the Las Vegas, Nevada store and the construction of new stores in Orlando, Florida and Coral Gables, Florida. In addition, in 2003, the Company implemented various financial and non-merchandise procurement modules of Oracle to replace previous systems and began the rollout of a new point-of-sale system in the Company's retail stores.

The Company currently projects capital expenditures for 2005 to be approximately \$160 million to \$170 million primarily for new store construction, store renovations and upgrades to information systems, including warehousing systems to support the Company's Direct Marketing operation and a new human capital management system. The Company expects to complete the expansion and renovation of the Newport Beach store in the spring of fiscal year 2005 and the San Francisco store in the spring of fiscal year 2006.

Net cash provided by financing activities was \$226.1 million in 2004. Net cash used for financing activities was \$6.8 million in 2003. In 2004, the Company recorded \$225.0 million of borrowings under the Credit Card Facility as a consequence of the discontinuance of Off-Balance Sheet Accounting and incurred no borrowings on its Credit Agreement. In 2004, the Company repurchased approximately \$7.6 million of the Company's stock pursuant to the Company's stock repurchase program and paid dividends of \$12.6 million. During 2003, the Company borrowed and repaid \$80 million on the Company's previous revolving credit facility to fund seasonal working capital requirements.

## Financing Structure

The Company's major sources of funds are comprised of vendor financing, the \$350 million Credit Agreement, the \$225 million Credit Card Facility, \$125 million senior unsecured notes, \$125 million senior unsecured debentures, operating leases and capital leases.

Effective June 9, 2004, the Company entered into a five-year unsecured revolving credit agreement (the Credit Agreement) with a group of seventeen banks that provides for borrowings of up to \$350 million. The Credit Agreement replaces a previous \$300 million unsecured credit facility. At July 31, 2004, the Company had no borrowings outstanding under the Credit Agreement.

The Company has two types of borrowing options under the Credit Agreement, a committed borrowing and a competitive bid borrowing. The rate of interest payable under a committed borrowing is based on one of two pricing options selected by the Company, the level of outstanding borrowings and the rating of the Company's senior unsecured long-term debt by Moody's and Standard & Poor's. The pricing options available to the Company under a committed borrowing are based on either LIBOR plus 0.40 percent to 1.50 percent or a base rate. The base rate is determined based on the higher of the Prime Rate or the Federal Funds Rate plus 0.50 percent and a base rate margin of up to 0.50 percent. The rate of interest payable under a competitive bid borrowing is based on one of two pricing options selected by the Company. The pricing options are based on either LIBOR plus a competitive bid margin or an absolute rate, both determined in the competitive auction process.

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The Credit Agreement contains covenants that require the Company, among other things, to maintain certain leverage and fixed charge ratios. The Credit Agreement also places restrictions on the Company related to 1) the incurrence of liens on its assets and indebtedness by its subsidiaries, 2) sales, consolidations and mergers, 3) transactions with affiliates and 4) certain common stock repurchase transactions. In addition, the Credit Agreement provides for 1) acceleration of amounts due, including the nonpayment of amounts due pursuant to the Credit Agreement on a timely basis and the acceleration of other indebtedness greater than \$25 million owed by the Company, 2) customary events of default and 3) termination in the event of a change in control of the Company. Changes in the ratings of the senior unsecured long-term debt do not represent an event of default, accelerate

repayment of outstanding borrowings or alter any other terms of the Credit Agreement. At July 31, 2004, the Company was in compliance with the covenants and terms of the Credit Agreement.

At July 31, 2004, the Company had \$225.0 million borrowings under its Credit Card Facility. Repayment of this obligation begins in April 2005 in six monthly installments of \$37.5 million. Therefore, \$150.0 million of this obligation is included in current liabilities and \$75.0 million is included in long-term liabilities as of July 31, 2004 in the accompanying consolidated balance sheet. Borrowings pursuant to the Credit Card Facility bear interest at the contractually-defined rate of one month LIBOR plus 0.27 percent (1.65 percent at July 31, 2004) and are payable monthly to the holders of the Class A Certificates. Management anticipates negotiating a new credit card facility to replace the Credit Card Facility prior to the final payoff of its borrowings in September 2005.

In May 1998, the Company issued \$250 million of unsecured senior notes and debentures to the public. This debt is comprised of \$125 million of 6.65 percent senior notes, due 2008 and \$125 million of 7.125 percent senior debentures, due 2028. Interest on the securities is payable semiannually. Based upon quoted prices, the fair value of the Company's senior notes and debentures was \$268.3 million as of July 31, 2004 and \$265.0 million as of August 2, 2003.

The Company's unsecured senior notes and debentures contain covenants related primarily to 1) limitations on liens on Company assets, 2) timely payment of principal and interest and 3) matters related to corporate organization. In addition, the unsecured senior notes and debentures provide for customary events of default and acceleration of amounts due, including the nonpayment of amounts due and the acceleration of other indebtedness greater than \$15 million owed by the Company.

In the second quarter of 2004, the Company's Board of Directors initiated a quarterly cash dividend of \$0.13 per share. The Company declared dividends on January 30, 2004, April 30, 2004 and July 30, 2004 aggregating \$18.9 million, of which dividends payable of \$6.3 million were included in accrued liabilities in the accompanying consolidated balance sheet as of July 31, 2004 and were paid in August 2004.

In prior years, the Company's Board of Directors authorized various stock repurchase programs and increases in the number of shares subject to repurchase. In 2004, the Company repurchased 175,600 shares at an average purchase price of \$40.01 during the first quarter and 10,450 shares at an average price of \$50.48 during the fourth quarter. During the second quarter of 2003, the Company repurchased 524,177 shares at an average price of \$28.65. As of July 31, 2004, approximately 1.2 million shares remain available for repurchase under the Company's stock repurchase programs.

**Contractual Obligations and Commitments**

The Company's estimated significant contractual cash obligations and other commercial commitments at July 31, 2004 are summarized in the following table:

| (in thousands)                         | Total        | Payments Due By Period |                           |                           |    | Fiscal Year<br>2010 and<br>Beyond |
|--|--------------|------------------------|---------------------------|---------------------------|----|-----------------------------------|
|  |              | Fiscal Year<br>2005    | Fiscal Years<br>2006 2007 | Fiscal Years<br>2008 2009 |    |                                   |
| <b>Contractual obligations</b>         |              |                        |                           |                           |    |                                   |
| Credit Card Facility borrowings        | \$ 225,000   | \$ 150,000             | \$ 75,000                 | \$                        | \$ |                                   |
| Senior notes                           | 125,000      |                        |                           | 125,000                   |    |                                   |
| Senior debentures                      | 125,000      |                        |                           |                           |    | 125,000                           |
| Interest requirements                  | 238,000      | 17,800                 | 35,600                    | 25,800                    |    | 158,800                           |
| Capital lease obligations              | 600          | 600                    |                           |                           |    |                                   |
| Operating lease obligations            | 774,300      | 46,700                 | 85,500                    | 75,100                    |    | 567,000                           |
| Minimum pension funding obligation (1) |              |                        |                           |                           |    |                                   |
| Other long-term liabilities (2)        | 51,900       | 3,900                  | 8,400                     | 9,200                     |    | 30,400                            |
| Construction commitments               | 86,600       | 38,100                 | 48,500                    |                           |    |                                   |
| Inventory purchase commitments (3)     | 837,700      | 837,700                |                           |                           |    |                                   |
|  | \$ 2,464,100 | \$ 1,094,800           | \$ 253,000                | \$ 235,100                | \$ | \$ 881,200                        |

(1) Minimum pension funding requirements are not included above as such amounts are not currently quantifiable for all periods presented. In 2005, the Company will not be required to make any contributions to its pension plan. During 2004, the Company made approximately \$45 million in voluntary contributions to the Pension Plan.

(2) Other long-term liabilities of \$92.1 million reflected on the Company's balance sheet at July 31, 2004 included the Company's obligations related to its supplemental retirement and postretirement health care benefit plans. The expected benefit payments for these obligations (through fiscal year 2014), as currently estimated by the Company's actuaries, are reflected in the table above. The timing of the expected payments for the Company's remaining long-term liabilities, primarily for other employee benefit plans and arrangements, are not currently estimable.

(3) In the normal course of its business, the Company issues purchase orders to vendors/suppliers for merchandise. The Company's purchase orders are not unconditional commitments but, rather represent executory contracts requiring performance by the vendors/suppliers, including the delivery of the merchandise prior to a specified cancellation date and the compliance with product specifications, quality standards and other requirements. In the event of the vendor's failure to meet the agreed upon terms and conditions, the Company may cancel the order.

| Total | Amount of Commitment By Expiration Period |                           |                           |  | Fiscal Year<br>2010 and<br>Beyond |
|-------|---|---------------------------|---------------------------|--|-----------------------------------|
|       | Fiscal Year<br>2005                       | Fiscal Years<br>2006 2007 | Fiscal Years<br>2008 2009 |  |                                   |

**Other commercial commitments**

|                          |    |         |    |        |    |         |    |
|--------------------------|----|---------|----|--------|----|---------|----|
| Credit Agreement         | \$ | 350,000 | \$ |        | \$ | 350,000 | \$ |
| Other lending facilities |    | 9,500   |    | 9,500  |    |         |    |
| Letters of credit        |    | 15,000  |    | 15,000 |    |         |    |
| Surety bonds             |    | 2,800   |    | 2,800  |    |         |    |
|                          | \$ | 377,300 | \$ | 27,300 | \$ | 350,000 | \$ |

In addition to the items presented above, the Company's other principal commercial commitments are comprised of common area maintenance costs, tax and insurance obligations and contingent rent payments.



At August 1, 2004 (the most recent measurement date), the Company's actuarially calculated projected benefit obligation for its Pension Plan was \$281.4 million and the fair value of the assets was \$243.1 million. The Company's policy is to fund the Pension Plan at or above the minimum amount required by law. In 2004, the Company made voluntary contributions of \$30.0 million in the second quarter and \$15.0 million in the fourth quarter for the plan year ended July 31, 2003. In the third quarter of 2003, the Company made a required contribution of \$11.5 million and a voluntary contribution of \$13.5 million to the Pension Plan for the plan year ended July 31, 2002. In addition, the Company made contributions of \$5.8 million in 2003 for the plan year ended July 31, 2003. Based upon currently available information, the Company will not be required to make contributions to the Pension Plan for the plan year ended July 31, 2004.

#### **Off-Balance Sheet Arrangements**

Pursuant to the Credit Card Facility, the Company transfers substantially all of its credit card receivables to a wholly-owned subsidiary, Neiman Marcus Funding Corporation, which in turn sells such receivables to the Neiman Marcus Credit Card Master Trust (Trust). At the inception of the Credit Card Facility in September 2000, the Trust issued certificates representing undivided interests in the credit card receivables to third-party investors in the face amount of \$225 million (Sold Interests) and to the Company in an aggregate amount equal to the excess of the balance of the credit card portfolio over \$225 million (Retained Interests). In order to maintain the committed level of securitized assets, cash collections on the securitized receivables are used by the Trust to purchase new credit card balances from the Company in accordance with the terms of the Credit Card Facility. Beginning in April 2005, cash collections will be used by the Trust to repay the \$225 million principal balance of the Class A Certificates in six monthly installments of \$37.5 million (Amortization Period).

From the inception of the Credit Card Facility until December 2003, the Company's transfers and sales of credit card receivables pursuant to the terms of the Credit Card Facility were accounted for as sales (Off-Balance Sheet Accounting). As a result, \$225 million of credit card receivables were removed from the Company's balance sheet at the inception of the Credit Card Facility and the Company's \$225 million repayment obligation to the holders of the certificates representing the Sold Interests was not required to be shown as a liability on the Company's consolidated balance sheet. During the period the transfers and sales qualified for Off-Balance Sheet Accounting, the Retained Interests were shown as Undivided interests in NMG Credit Card Master Trust on the Company's consolidated balance sheets.

Transfers to the Trust ceased to qualify for Off-Balance Sheet Accounting beginning in December 2003 and were recorded as secured borrowings by the Company (Financing Accounting). As a consequence, the credit card receivables generated after November 2003 remained on the Company's consolidated balance sheet. The transition period from Off-Balance Sheet Accounting to Financing Accounting (Transition Period) lasted approximately four months (December 2003 to March 2004). During the Transition Period, cash collections of receivables were allocated to the previous Sold Interests and Retained Interests until such time as those balances were reduced to zero and the Company recorded a liability for its repayment obligation to the holders of the \$225 million of certificates representing the Sold Interests. As of July 31, 2004, the Company's entire credit card portfolio is included in accounts receivable and the \$225 million of outstanding borrowings under the Credit Card Facility are shown as a liability in the consolidated balance sheet.

The Company's securitization of credit card receivables is more fully described in Note 2 of the Notes to Consolidated Financial Statements in Item 15.

**OTHER MATTERS**

**Factors That May Affect Future Results**



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Matters discussed in MD&A include forward-looking statements. These forward-looking statements are made based on management's expectations and beliefs concerning future events, as well as on assumptions made by and data currently available to management. These forward-looking statements involve a number of risks and uncertainties and, therefore, are not guarantees of future performance. A variety of factors could cause the Company's actual results to differ materially from the anticipated or expected results expressed in these forward-looking statements. Factors that could affect future performance include, but are not limited, to:

### Political and General Economic Conditions

current political and general economic conditions or changes in such conditions;

terrorist activities in the United States;

political, social, economic, or other events resulting in the short or long-term disruption in business at the Company's stores, distribution centers or offices;

### Customer Demographic Issues

changes in the demographic or retail environment;

changes in consumer confidence resulting in a reduction of discretionary spending on goods that are, or are perceived to be, luxuries ;

changes in consumer preferences or fashion trends;

changes in the Company's relationships with its key customers;

changes in the Company's proprietary credit card arrangement that adversely impact its ability to provide consumer credit;

### Merchandise Procurement and Supply Chain Considerations

changes in the Company's relationships with designers, vendors and other sources of merchandise, including adverse changes in their financial viability;

delays in receipt of merchandise ordered by the Company due to work stoppages and/or other causes of delay in connection with either the manufacture or shipment of such merchandise;

changes in foreign currency exchange rates;

significant increases in paper, printing and postage costs;

Industry and Competitive Factors

competitive responses to the Company's marketing, merchandising and promotional efforts and/or inventory liquidations by vendors or other retailers;

seasonality of the retail business;

adverse weather conditions or natural disasters, particularly during peak selling seasons;

delays in anticipated store openings and renovations;

Employee Considerations

changes in key management personnel;

changes in the Company's relationships with certain of its key sales associates;

Legal and Regulatory Issues

changes in government or regulatory requirements increasing the Company's costs of operations;

litigation that may have an adverse effect on the financial results or reputation of the Company;

Other Factors

impact of funding requirements related to the Company's noncontributory defined benefit pension plan;

the design and implementation of new information systems as well as enhancements of existing systems.

The Company undertakes no obligation to update or revise (publicly or otherwise) any forward-looking statements to reflect subsequent events, new information or future circumstances.

**Critical Accounting Policies**

The Company's accounting policies are more fully described in Note 1 of the Notes to Consolidated Financial Statements in Item 15. As disclosed in Note 1 of the Notes to Consolidated Financial Statements, the preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions about future events. These estimates and assumptions affect the amounts of assets, liabilities, revenues and expenses and the disclosure of gain and loss contingencies at the date of the Consolidated Financial Statements.

While the Company believes that its past estimates and assumptions have been materially accurate, the amounts currently estimated by the Company are subject to change if different assumptions as to the outcome of future events were made. The Company evaluates its estimates and judgments on an ongoing basis and predicates those estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances. Management makes adjustments to its assumptions and judgments when facts and circumstances dictate. Since future events and their effects cannot be determined with absolute certainty, actual results may differ from the estimates used by the Company in preparing the accompanying Consolidated Financial Statements.

Management of the Company believes the following critical accounting policies encompass the more significant judgments and estimates used in the preparation of its Consolidated Financial Statements.

**Revenues.** Revenues include sales of merchandise and services, net commissions earned from leased departments in the Company's retail stores and shipping and handling revenues related to merchandise sold. Revenues from the Company's retail operations are recognized at the later of the point of sale or the delivery of goods to the customer. Revenues from the Company's direct marketing operation are recognized when the merchandise is delivered to the customer. The Company maintains reserves for anticipated sales returns primarily based on the Company's historical trends related to returns by its retail and direct marketing customers. The Company's reserves for anticipated sales

returns aggregated \$31.5 million at July 31, 2004 and \$26.7 million at August 2, 2003.

***Merchandise Inventories and Cost of Goods Sold.*** The Company utilizes the retail method of accounting for substantially all of its merchandise inventories. Merchandise inventories are stated at the lower of cost or market. The retail inventory method is widely used in the retail industry due to its practicality.

Under the retail inventory method, the valuation of inventories at cost and the resulting gross margins are determined by applying a calculated cost-to-retail ratio, for various groupings of similar items, to the retail value of inventories. The cost of the inventory reflected on the consolidated balance sheet is decreased by charges to cost of goods sold at the time the retail value of the inventory is lowered through the use of markdowns. Hence, earnings are negatively impacted when merchandise is marked down.

The areas requiring significant management judgment related to the valuation of the Company's inventories include 1) setting the original retail value for the merchandise held for sale, 2) recognizing merchandise for which the customer's perception of value has declined and appropriately marking the retail value of the merchandise down to the perceived value and 3) estimating the shrinkage that has occurred between physical inventory counts. These judgments and estimates, coupled with the averaging processes within the retail method can, under certain circumstances, produce varying financial results. Factors that can lead to different financial results include 1) determination of original retail values for merchandise held for sale, 2) identification of declines in perceived value of inventories and processing the appropriate retail value markdowns and 3) overly optimistic or conservative



estimation of shrinkage. The Company believes it has the appropriate merchandise valuation and pricing controls in place to minimize the risk that its inventory values would be materially misstated.

Consistent with industry business practice, the Company receives allowances from certain of its vendors in support of the merchandise purchased by the Company for resale. Certain allowances are received to reimburse the Company for markdowns taken and/or to support the gross margins earned by the Company in connection with the sales of the vendor's merchandise. These allowances result in an increase to gross margin when the allowances are earned by the Company and approved by the vendor. Other allowances received by the Company represent reductions to the amounts paid by the Company to acquire the merchandise. These allowances reduce the cost of the acquired merchandise and are recognized as an increase to gross margin at the time the goods are sold. The amounts of vendor reimbursements received by the Company did not have a significant impact on the year-over-year change in gross margin during 2004, 2003 or 2002.

**Accounts Receivable.** Accounts receivable primarily consist of the Company's proprietary credit card receivables, third-party credit card receivables and the net trade receivables of the Brand Development Companies. The Company extends credit to certain of its customers pursuant to its proprietary retail credit card program. The Company's credit operations generate finance charge income, which is recognized as income when earned and is recorded as a reduction of selling, general and administrative expenses. Concentration of credit risk with respect to trade receivables is limited due to the large number of customers to whom the Company extends credit. Ongoing evaluation of customers credit is performed and collateral is not required as a condition of extending credit.

The Company maintains reserves for potential credit losses. The Company evaluates the collectibility of its accounts receivable based on a combination of factors, including analysis of historical trends, aging of accounts receivable, write-off experience and expectations of future performance. The Company's allowance for doubtful accounts was \$10.1 million at July 31, 2004.

**Long-lived Assets.** To the extent the Company remodels or otherwise replaces or disposes of property and equipment prior to the end of the assigned depreciable lives, the Company could realize a loss or gain on the disposition. To the extent assets continue to be used beyond their assigned depreciable lives, no depreciation expense is incurred. The Company reassesses the depreciable lives of its long-lived assets in an effort to reduce the risk of significant losses or gains at disposition and utilization of assets with no depreciation charges. The reassessment of depreciable lives involves utilizing historical remodel and disposition activity and forward-looking capital expenditure plans and had no material impact on the Company's operating results in 2004, 2003 or 2002.

Recoverability of the carrying value of store assets is assessed annually and upon the occurrence of certain events (e.g., opening a new store near an existing store or announcing plans for a store closing). The recoverability assessment requires judgment and estimates for future store generated cash flows. The underlying estimates of cash flows include estimates of future revenues, gross margin rates and store expenses and are based upon the stores' past and expected future performance. New stores may require two to five years to develop a customer base necessary to generate the cash flows of the Company's more mature stores. To the extent management's estimates for revenue growth and gross margin improvement are not realized, future annual assessments could result in impairment charges. No store impairment charges were recorded in 2004 or 2003.

Recoverability of goodwill and intangible assets is assessed annually and upon the occurrence of certain events. The recoverability assessment requires management to make judgments and estimates regarding the fair values. The fair values are determined using estimated future cash

flows, including growth assumptions for future revenues, gross margin rates and other estimates. To the extent that management's estimates are not realized, future assessments could result in impairment charges. In the fourth quarter of 2004, the Company recorded a \$3.9 million pretax impairment charge related to the writedown to fair value of the net carrying value of the Chef's Catalog tradename.

*Advertising and Catalog Costs.* The Company incurs costs to advertise and promote the merchandise assortment offered by both Specialty Retail Stores and Direct Marketing. Advertising costs incurred by the Specialty Retail Stores consist primarily of print media costs related to promotional materials mailed to its customers. These costs are expensed at the time of mailing to the customer. Advertising costs incurred by Direct Marketing relate to the production, printing and distribution of its print catalogs and the production of the photographic content on its websites. The costs of print catalogs are amortized during the periods the expected revenues from such catalogs are expected to be generated, generally three to six months. The costs incurred to produce the photographic content on the Company's websites are expensed at the time the images are first loaded onto the website. Website design costs are expensed as incurred.

**Loyalty Programs.** The Company maintains customer loyalty programs in which customers receive points annually for qualifying purchases. Upon reaching certain levels, customers may redeem their points for gifts. Generally, points earned in a given year must be redeemed no later than ninety days subsequent to the end of the annual program period.

The estimates of the costs associated with the loyalty programs require the Company to make assumptions related to customer purchasing levels, redemption rates and costs of awards to be chosen by its customers. A substantial portion of the points earned by customers in connection with the Company's loyalty programs are redeemed for gift cards. At the time the qualifying sales giving rise to the loyalty program points are made, the Company defers the portion of the revenues on the qualifying sales transactions equal to the estimate of the retail value of the gift cards to be issued upon conversion of the points to gift cards. The Company records the deferral of revenues related to gift card awards under its loyalty programs as a reduction of revenues. In addition, the Company charges the cost of all other awards under its loyalty programs to cost of goods sold. Previously, the Company charged all costs related to its loyalty programs to selling, general and administrative expenses. Prior year amounts have been reclassified to reflect the current basis of presentation. These changes in classification do not impact the previously reported operating earnings, net income, earnings per share or shareholders' equity. The Company deferred revenues related to anticipated gift card awards of \$20.8 million in 2004 and \$17.8 million in 2003 and charged costs of goods sold for the anticipated costs of all other awards of \$6.1 million in 2004 and \$4.9 million in 2003.

**Pension Plan.** The Company sponsors a noncontributory defined benefit pension plan covering substantially all full-time employees. In calculating its pension obligations and related pension expense, the Company makes various assumptions and estimates, after consulting with outside actuaries and advisors. The annual determination of pension expense involves calculating the estimated total benefits ultimately payable to plan participants and allocating this cost to the periods in which services are expected to be rendered. The Company uses the projected unit credit method in recognizing pension liabilities. The Pension Plan is valued annually as of the beginning of each fiscal year.

Significant assumptions related to the calculation of the Company's pension obligation include the discount rate used to calculate the actuarial present value of benefit obligations to be paid in the future, the expected long-term rate of return on assets held by the Pension Plan and the average rate of compensation increase by plan participants. These actuarial assumptions are reviewed annually based upon currently available information.

The assumed discount rate utilized is based, in part, upon the Moody's Aa corporate bond yield as of the measurement date. The discount rate is utilized principally in calculating the actuarial present value of the Company's pension obligation and net pension expense. At July 31, 2004, the discount rate was 6.25 percent. To the extent the discount rate increases or decreases, the Company's pension obligation is decreased or increased, accordingly. The estimated effect of a 0.25 percent decrease in the discount rate would increase the pension obligation by \$10.1 million and increase annual pension expense by \$1.1 million.

The assumed expected long-term rate of return on assets is the weighted average rate of earnings expected on the funds invested or to be invested to provide for the pension obligation. In 2005, the Company's target allocation is to invest the Pension Plan assets in equity securities (approximately 80 percent) and in fixed income securities (approximately 20 percent). The Company periodically evaluates the allocation between investment categories of the assets held by the Pension Plan. The expected average long-term rate of return on assets is based principally on the counsel of the Company's outside actuaries and advisors. This rate is utilized primarily in calculating the expected return on plan assets component of the annual pension expense. To the extent the actual rate of return on assets realized over the course of a year is greater than the assumed rate, that year's annual pension expense is not affected. Rather, this gain reduces future pension expense over a period of approximately 12 to 18 years. To the extent the actual rate of return on assets is less than the assumed rate, that year's annual pension expense is likewise not affected. Rather, this loss increases pension expense over approximately 12 to 18 years. During 2004, the Company utilized 8.0 percent as the expected long-term rate of return on plan assets.

The assumed average rate of compensation increase is the average annual compensation increase expected over the remaining employment periods for the participating employees. The Company utilized a rate of 4.5 percent for the periods beginning August 1, 2004. This rate is utilized principally in calculating the pension obligation and annual pension expense. The estimated effect of a 0.25 percent increase in the assumed rate of compensation increase would increase the pension obligation by \$1.8 million and increase annual pension expense by \$0.4 million.

The Company had cumulative unrecognized expense for the Pension Plan of \$83.9 million at August 1, 2004 primarily related to the delayed recognition of differences between the Company's actuarial assumptions and actual results.

**Self-insurance and Other Employee Benefit Reserves.** Management uses estimates in the determination of the required accruals for general liability, workers' compensation and health insurance as well as short-term disability, supplemental executive retirement benefits and postretirement health care benefits. These estimates are based upon an examination of historical trends, industry claims experience and, in certain cases, calculations performed by third-party experts. Projected claims information may change in the future and may require management to revise these accruals. Self-insurance reserves aggregated \$39.1 million at July 31, 2004 and \$34.9 million at August 2, 2003.

**Income Taxes.** The Company is routinely under audit by federal, state or local authorities in the areas of income taxes. These audits include questioning the timing and amount of deductions and the allocation of income among various tax jurisdictions. In evaluating the exposure associated with various tax filing positions, the Company accrues charges for probable exposures. Based on its annual evaluations of tax positions, the Company believes it has appropriately accrued for probable exposures. To the extent the Company were to prevail in matters for which accruals have been established or be required to pay amounts in excess of recorded reserves, the Company's effective tax rate in a given financial statement period could be materially impacted.

**Litigation.** The Company is periodically involved in various legal actions arising in the normal course of business. Management is required to assess the probability of any adverse judgments as well as the potential range of any losses. Management determines the required accruals after a careful review of the facts of each significant legal action. The Company's accruals may change in the future due to new developments in these matters.

#### **Recent Accounting Pronouncements**

In December 2003, the Financial Accounting Standards Board (FASB), revised SFAS No. 132, *Employers' Disclosures about Pensions and other Postretirement Benefits*, (SFAS No. 132R) which requires additional disclosures about the assets, obligations, cash flows, and net periodic benefit cost of defined benefit pension plans and other defined benefit postretirement plans. SFAS No. 132R was effective January 31, 2004 and the Company has provided the revised disclosures.

In December 2003, the U.S. Congress enacted the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (Act) that will provide a prescription drug subsidy, beginning in 2006, to companies that sponsor postretirement health care plans that provide drug benefits. Additional legislation is anticipated that will clarify whether a company is eligible for the subsidy, the amount of the subsidy available and the procedures to be followed in obtaining the subsidy. In May 2004, the FASB issued Staff Position 106-2 *Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003* that provides guidance on the accounting and disclosure for the effects of the Act. The Company is evaluating the impact of the Act on its Postretirement Plan as well as future actions that the Company might take in response to the Act. As a result, the Company is currently unable to quantify the effects of this legislation on its obligations pursuant to the Postretirement Plan.



**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The market risk inherent in the Company's financial instruments represents the potential loss arising from adverse changes in interest rates and foreign currency exchange rates. The Company does not enter into derivative financial instruments for trading purposes. The Company seeks to manage exposure to adverse interest rate changes through its normal operating and financing activities. The Company is exposed to interest rate risk through its securitization and borrowing activities, which are described in Notes 2 and 5 to the Consolidated Financial Statements in Item 15.

As of July 31, 2004, the Company had no borrowings outstanding under its revolving Credit Agreement. Future borrowings under the Company's revolving Credit Agreement, to the extent of outstanding borrowings, would be affected by interest rate changes.

The Company's outstanding long-term debt as of July 31, 2004 is at fixed interest rates and would not be affected by interest rate changes. Based upon quoted prices, the fair value of the Company's senior notes and debentures was \$268.3 million as of July 31, 2004 and \$265.0 million as of August 2, 2003.

Pursuant to a proprietary credit card securitization program that begins to expire in September 2005, the Company sold substantially all of its credit card receivables through a subsidiary in exchange for certificates representing undivided interests in such receivables. The Class A Certificates, which have an aggregate principal value of \$225 million, were sold to investors. The holders of the Class A Certificates are entitled to monthly interest distributions from the Trust at the contractually-defined rate of one month LIBOR plus 0.27 percent annually. The distributions to the Class A Certificate holders are payable from the finance charge income generated by the credit card receivables held by the Trust. At July 31, 2004, the Company estimates a 100 basis point increase in LIBOR would result in an approximate annual increase of \$2.25 million in the interest distributions to the Class A Certificate Holders.

The Company uses derivative financial instruments to manage foreign currency risk related to the procurement of merchandise inventories from foreign sources. The Company enters into foreign currency contracts denominated in the euro and British pound. The Company had foreign currency contracts in the form of forward exchange contracts in the amount of approximately \$21.8 million as of July 31, 2004 and approximately \$44.3 million as of August 2, 2003. The market risk inherent in these instruments was not material to the Company's consolidated financial position, results of operations or cash flows in 2004.

The effects of changes in the U.S. equity and bond markets serve to increase or decrease the value of Pension Plan assets, resulting in increased or decreased cash funding by the Company. The Company seeks to manage exposure to adverse equity and bond returns by maintaining diversified investment portfolios and utilizing professional investment managers.

Based on a review of the Company's financial instruments outstanding at July 31, 2004 that are sensitive to market risks, the Company has determined that there was no material market risk exposure to the Company's consolidated financial position, results of operations, or cash flows as of such date.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following Consolidated Financial Statements of the Company and supplementary data are included as pages F-1 through F-34 at the end of this amendment to the Annual Report on Form 10-K/A:

### Index

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets (As Restated)

Consolidated Statements of Earnings

Consolidated Statements of Cash Flows (As Restated)

Consolidated Statements of Shareholders' Equity

Notes to Consolidated Financial Statements

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A. CONTROLS AND PROCEDURES

In accordance with Exchange Act Rules 13a-15 and 15d-15, the Company carried out an evaluation, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, as well as other key members of the Company's management, of the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective, as of the end of the period covered by this report, to provide reasonable assurance that information required to be disclosed in the Company's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

In the ordinary course of business, the Company routinely enhances its information systems by either upgrading its current systems or implementing new systems. No change occurred in the Company's internal controls concerning financial reporting during the quarter ended July 31, 2004 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

In coming to the conclusion that its internal controls over financial reporting were effective as of July 31, 2004, management of the Company considered, among other things, the control deficiencies related to both the accounting and classification of construction allowances received by the Company and the classification of cash flows in the statements of cash flows, which resulted in the restatements of the Company's previously issued financial statements as disclosed in Note 16 of this Form 10-K/A. After reviewing and analyzing applicable authoritative guidance (including the Securities and Exchange Commission's Staff Accounting Bulletin No. 99, "Materiality," Accounting Principles Board Opinion No. 20, "Accounting Changes" and Public Company Accounting Oversight Board Auditing Standard No. 2, "An Audit of Internal Control over Financial Reporting Performed in Conjunction with an Audit of Financial Statements") and taking into consideration that the restatement did not



impact previously reported amounts for revenues, net earnings, earnings per share, total cash flows or shareholder's equity, management of the Company concluded that the control deficiencies that resulted in the restatements of the previously issued financial statements were not a material weakness. Following the identification of the control deficiencies, the Company corrected the processes for evaluating, accounting and classifying construction allowances received and the classification of cash flows in the preparation of its financial statements.

**ITEM 9B. OTHER INFORMATION**

None.

**PART III**

**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**



**Directors of the Registrant**

The information called for by this Item 10 and set forth under the headings Proposal 1: Election of Directors, Code of Ethics and Section 16(a) Beneficial Ownership Reporting Compliance in the Company's definitive Proxy Statement for the 2005 Annual Meeting of Shareholders is incorporated herein by reference.

**Executive Officers of the Registrant**

Set forth below are the names, ages at September 7, 2004 and principal occupations for the last five years of each executive officer of the Company. All such persons have been elected to serve until the next annual election of officers or until their earlier resignation or removal.

Burton M. Tansky 66

President and Chief Executive Officer since May 2001. Mr. Tansky served as President and Chief Operating Officer of the Company from December 1998 until May 2001; he served as Executive Vice President of the Company from February 1998 until December 1998 and served as Chairman and Chief Executive Officer of Neiman Marcus Stores from May 1994 until February 1998. He also served as Chairman and Chief Executive Officer of Bergdorf Goodman from 1990 until 1994.

James E. Skinner 51

Senior Vice President and Chief Financial Officer since June 2001. Prior to joining the Company, Mr. Skinner served as Senior Vice President and Chief Financial Officer of Caprock Communications Corp. from August 2000 through December 2000; and served as Executive Vice President, Chief Financial Officer and Treasurer for CompUSA Inc. from 1994 until 2000.

Nelson A. Bangs 51

Senior Vice President and General Counsel since April 2001. Prior to joining the Company, Mr. Bangs engaged in a private consulting and law practice from January 1999 to April 2001; served as Senior Vice President and General Counsel of Pillowtex Corporation from April 1998 until January 1999; and served as Senior Vice President, General Counsel and Secretary of Dr Pepper/Seven Up, Inc. (and predecessors) prior thereto.

Marita O Dea 55

Senior Vice President, Human Resources since September 2002. Ms. O Dea served as Vice President, Human Resources from June 2001 until September 2002. Also, Ms. O Dea has served as Senior Vice President of Human Resources of Neiman Marcus Stores since 1995.

Karen W. Katz 47

President and Chief Executive Officer of Neiman Marcus Stores since December 2002. Ms. Katz served as President and Chief Executive Officer of Neiman Marcus Direct from May 2000 to December 2002; served as Executive Vice President of Neiman Marcus Stores from February 1998 until May 2000.

Brendan L. Hoffman 36

President and Chief Executive Officer of Neiman Marcus Direct since December 2002. Mr. Hoffman served as Vice President of the Neiman Marcus Last Call Clearance Division from August 2000 to December 2002 and as a Divisional Merchandise Manager of Bergdorf Goodman from October 1998 to August 2000.

James J. Gold 40

President and Chief Executive Officer of Bergdorf Goodman since May 2004. Mr. Gold served as Senior Vice President, General Merchandise Manager of Neiman Marcus Stores from December 2002 to May 2004, served as Division Merchandise Manager from June 2000 to December 2002, served as Vice President of the Neiman Marcus Last Call Clearance Division from March 1997 to June 2000.

**ITEM 11. EXECUTIVE COMPENSATION**

The information set forth under the headings "Executive and Director Compensation" and "Employment Contracts and Change of Control Arrangements" in the Company's definitive Proxy Statement for the 2005 Annual Meeting of Shareholders is incorporated herein by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS**

The information set forth under the headings "Equity Compensation Plan Information" and "Security Ownership of Certain Beneficial Owners and Management" in the Company's definitive Proxy Statement for the 2005 Annual Meeting of Shareholders is incorporated herein by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The information set forth under the heading "Certain Relationships and Transactions" in the Company's definitive Proxy Statement for the 2005 Annual Meeting of Shareholders is incorporated herein by reference.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information set forth under the heading "Principal Accountant Fees and Services" in the Company's definitive Proxy Statement for the 2005 Annual Meeting of Shareholders is incorporated herein by reference.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K**

The following documents are filed as part of this report.

**1. Financial Statements**

The list of financial statements required by this item is set forth in Item 8.

**2. Index to Financial Statement Schedules**

Report of Independent Registered Public Accounting Firm  
Schedule II Valuation and Qualifying Accounts and Reserves

All other financial statement schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are not applicable.

**3. Reports on Form 8-K**

On May 3, 2004, the Company filed a Current Report on Form 8-K under Item 9 to disclose under Regulation FD the Company's press release dated May 3, 2004 announcing the appointment of James Gold as President and Chief Executive Officer of Bergdorf Goodman, Inc.

On May 6, 2004, the Company filed a Current Report on Form 8-K under Item 9 to disclose under Regulation FD the Company's press release dated May 6, 2004 announcing revenue results for the four weeks and quarter ended May 1, 2004.

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On June 2, 2004, the Company filed a Current Report on Form 8-K under Item 9 to disclose under Regulation FD the Company's press release dated June 2, 2004 announcing revenue results for the four weeks ended May 29, 2004.

On June 2, 2004, the Company filed a Current Report on Form 8-K under Item 12 to disclose under Regulation FD the Company's press release dated June 2, 2004 announcing financial results for the third fiscal quarter ended May 1, 2004.

On June 22, 2004, the Company filed a Current Report on Form 8-K under Item 9 to disclose under Regulation FD the Company's press release dated June 22, 2004 announcing that the Company's Board of Directors declared a quarterly cash dividend.

On July 8, 2004, the Company filed a Current Report on Form 8-K under Item 9 to disclose under Regulation FD the Company's press release dated July 8, 2004 announcing revenue results for the five weeks ended July 3, 2004.

### 4. Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Restated Certificate of Incorporation of the Company, incorporated herein by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended January 26, 2002.   |
| 3.2         | Bylaws of the Company, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 2, 2003.   |
| 4.1         | Certificates of Designation with respect to Series A Junior Participating Preferred Stock, Series B Junior Participating Preferred Stock and Series C Junior Participating Preferred Stock, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004. |
| 4.2         | Indenture, dated as of May 27, 1998, between the Company and The Bank of New York, as trustee (the Indenture), incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 4.3         | Form of 6.65 percent Senior Note Due 2008, dated May 27, 1998, issued by the Company pursuant to the Indenture, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.   |
| 4.4         | Form of 7.125 percent Senior Note Due 2028, dated May 27, 1998, issued by the Company pursuant to the Indenture, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 4.5         | Amended and Restated Rights Agreement, dated as of August 8, 2002, between the Company and Mellon Investor Services LLC, as Rights Agent, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.  |
| 10.1*       | The Neiman Marcus Group, Inc. 1987 Stock Incentive Plan, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.   |
| 10.2*       | The Neiman Marcus Group, Inc. 1997 Incentive Plan, as amended, incorporated herein by reference to the Company's Form S-8 dated May 28, 2003.   |
| 10.3*       |   |



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Employment Agreement between the Company and Burton M. Tansky effective as of August 3, 2003, incorporated herein by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended November 1, 2003.

10.4\* Confidentiality, Non-Competition and Termination Benefits Agreement between the Company and Phillip L. Maxwell dated November 20, 2002, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.

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| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.5*              | Supplemental Executive Retirement Plan, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.   |
| 10.6*              | Description of the Company's Executive Life Insurance Plan, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.   |
| 10.7*              | Supplementary Executive Medical Plan, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.   |
| 10.8*              | Key Employee Deferred Compensation Plan, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.  |
| 10.9*              | Deferred Compensation Plan For Non-Employee Directors, as amended, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.   |
| 10.10*             | Confidentiality, Non-Competition and Termination Benefits Agreement between Bergdorf Goodman, Inc. and James J. Gold dated May 3, 2004, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 10.11*             | Confidentiality, Non-Competition and Termination Benefits Agreement between the Company and Karen W. Katz dated November 20, 2002, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 2, 2003.  |
| 10.12              | Credit Agreement dated as of June 9, 2004 among the Company, the Lenders parties thereof, Bank of America, N.A., as Syndication Agent, Wachovia Bank, N.A., Wells Fargo Bank National Association, and BNP Paribas, as Documentation Agents, and JPMorgan Chase Bank, as Administrative Agent, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004. |
| 10.13              | Neiman Marcus Group Credit Card Master Trust Series 2000-1 Class A Purchase Agreement, dated July 12, 2000, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2000.  |
| 10.14              | Receivables Purchase Agreement dated as of July 2, 2000 between Bergdorf Goodman, Inc. and Neiman Marcus Funding Corporation, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2000.  |
| 10.15              | Receivables Purchase Agreement, dated as of March 1, 1995, and amended and restated as of July 2, 2000 between the Company and Neiman Marcus Funding Corporation, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2000.  |
| 10.16              | Pooling and Servicing Agreement, dated as of March 1, 1995, and amended and restated as of July 2, 2000 between Neiman Marcus Funding Corporation, the Company and The Bank of New York, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2000.   |
| 10.17              | Series 2000-1 Supplement, dated as of July 21, 2000, to the Pooling and Servicing Agreement, dated as of March 1, 1995, and amended and restated as of July 2, 2000 among Neiman Marcus Funding Corporation, the Company and The Bank of New York, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2000.   |
| 10.18              | Trustee Resignation and Agent Appointment Agreement dated as of July 2, 2000 by and among the Company, Neiman Marcus Funding Corporation, The Chase Manhattan Bank and The Bank of New York, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 29, 2000.   |

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| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.19              | Amended and Restated Agreement and Plan of Merger, dated as of July 1, 1999, among The Neiman Marcus Group, Inc., Harcourt General, Inc. and Spring Merger Corporation, incorporated herein by reference to the Company's Definitive Schedule 14A dated August 10, 1999. |
| 10.20              | Amended and Restated Distribution Agreement, dated as of July 1, 1999, between Harcourt General, Inc. and The Neiman Marcus Group, Inc., incorporated herein by reference to the Company's Definitive Schedule 14A dated August 10, 1999.                                |
| 10.21              | Agreement, dated as of September 1, 1999, among the Company and certain holders of the Company's Class B Common Stock, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 1999.                             |
| 10.22*             | Confidentiality, Non-Competition and Termination Benefits Agreement between the Company and Nelson A. Bangs dated May 21, 2003, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 2, 2003.                   |
| 10.23*             | Confidentiality, Non-Competition and Termination Benefits Agreement between the Company and James E. Skinner dated November 20, 2002, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.             |
| 10.24*             | Confidentiality, Non-Competition and Termination Benefits Agreement between the Company and Marita O'Dea dated November 20, 2002, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.                 |
| 10.25*             | Confidentiality, Non-Competition and Termination Benefits Agreement between the Company and Brendan L. Hoffman dated January 28, 2003, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.            |
| 10.27*             | Form of 2002 Purchased Restricted Stock Unit Agreement, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 10.28*             | Form of 2003 Purchased Restricted Stock Unit Agreement, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 10.29*             | Form of 2002 Restricted Stock Unit Agreement, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 10.30*             | Form of 2003 Restricted Stock Unit Agreement, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 10.31*             | Form of Non-Qualified Stock Option Agreement, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 10.32*             | Form of Regular Restricted Stock Agreement, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 10.33*             | Form of Retention Restricted Stock Agreement, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 10.34*             | Form of Purchased Restricted Stock Agreement, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 10.35*             | Form of Non-Qualified Stock Option Agreement with incremental vesting, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.   |



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| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.36*             | Confidentiality, Non-Competition and Termination Benefits Agreement between the Company and Steven P. Dennis dated September 9, 2004, incorporated herein by reference to the Company's Current Report on Form 8-K dated September 14, 2004. |
| 10.37*             | Description of annual incentives set by the Compensation Committee of the Board of Directors for the 2005 fiscal year, incorporated herein by reference to the Company's Current Report on Form 8-K dated September 24, 2004.                |
| 10.38*             | The Neiman Marcus Group, Inc. Key Employee Bonus Plan, incorporated herein by reference to the Company's Current Report on Form 8-K dated September 24, 2004.  |
| 12.1               | Computation of Ratio of Earnings to Fixed Charges (Unaudited). (1)   |
| 14.1               | The Neiman Marcus Group, Inc. Code of Ethics and Conduct, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2004.  |
| 14.2               | The Neiman Marcus Group, Inc. Code of Ethics for Financial Professionals, incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended August 3, 2002.   |
| 18.1               | Letter regarding Change in Accounting Principle, incorporated herein by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended October 30, 1999.   |
| 21.1               | Subsidiaries of the Company. (1)   |
| 23.1               | Consent of Deloitte & Touche LLP. (1)  |
| 31.1               | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)  |
| 31.2               | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)  |
| 32                 | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (1)   |

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(1) Filed herewith.

\* Management contract or compensatory plan or arrangement filed pursuant to Item 14(c) of Form 10-K.

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

Report of Independent Registered Public Accounting Firm  
Consolidated Balance Sheets (As Restated)  
Consolidated Statements of Earnings  
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Shareholders

The Neiman Marcus Group, Inc.

Dallas, Texas

We have audited the accompanying consolidated balance sheets of The Neiman Marcus Group, Inc. and subsidiaries as of July 31, 2004 and August 2, 2003, and the related consolidated statements of earnings, cash flows and shareholders' equity for each of the three years in the period ended July 31, 2004. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of The Neiman Marcus Group, Inc. and subsidiaries as of July 31, 2004 and August 2, 2003, and the results of their operations and their cash flows for each of the three years in the period ended July 31, 2004, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

The Company changed its method of accounting for goodwill and other intangible assets upon adoption of Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets, for the year ended August 2, 2003, as discussed in Note 3 to the Consolidated Financial Statements.

As discussed in Note 16, the accompanying financial statements have been restated.

/s/ DELOITTE & TOUCHE LLP

Dallas, Texas

September 27, 2004 (May 27, 2005, as to the effects of the restatements discussed in Note 16)





**THE NEIMAN MARCUS GROUP, INC.**

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## CONSOLIDATED BALANCE SHEETS

| (in thousands, except shares)  | July 31,<br>2004           | August 2,<br>2003   |
|--|----------------------------|---------------------|
|  | (As Restated, See Note 16) |                     |
| <b>ASSETS</b>  |                            |                     |
| <b>CURRENT ASSETS</b>  |                            |                     |
| Cash and cash equivalents  | \$ 368,367                 | \$ 206,950          |
| Undivided interests in NMG Credit Card Master Trust  |                            | 243,145             |
| Accounts receivable, net of allowance of \$10,078 and \$424  | 551,687                    | 22,595              |
| Merchandise inventories  | 720,277                    | 687,062             |
| Deferred income taxes  | 9,078                      | 17,586              |
| Other current assets   | 56,757                     | 68,783              |
| <b>TOTAL CURRENT ASSETS</b>  | <b>1,706,166</b>           | <b>1,246,121</b>    |
| <b>PROPERTY AND EQUIPMENT</b>  |                            |                     |
| Land, buildings and improvements   | 683,618                    | 664,034             |
| Fixtures and equipment   | 729,250                    | 631,393             |
| Construction in progress   | 101,504                    | 110,475             |
|  | 1,514,372                  | 1,405,902           |
| Less accumulated depreciation and amortization   | 763,889                    | 672,109             |
| <b>PROPERTY AND EQUIPMENT, NET</b>   | <b>750,483</b>             | <b>733,793</b>      |
| <b>OTHER ASSETS, NET</b>   | <b>160,999</b>             | <b>124,858</b>      |
| <b>TOTAL ASSETS</b>  | <b>\$ 2,617,648</b>        | <b>\$ 2,104,772</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |                            |                     |
| <b>CURRENT LIABILITIES</b>   |                            |                     |
| Accounts payable   | \$ 289,282                 | \$ 262,909          |
| Accrued liabilities  | 286,833                    | 266,259             |
| Notes payable and current maturities of long-term liabilities  | 1,563                      | 1,241               |
| Current portion of borrowings under Credit Card Facility   | 150,000                    |                     |
| <b>TOTAL CURRENT LIABILITIES</b>   | <b>727,678</b>             | <b>530,409</b>      |
| <b>LONG-TERM LIABILITIES</b>   |                            |                     |
| Notes and debentures   | 249,757                    | 249,733             |
| Borrowings under Credit Card Facility  | 75,000                     |                     |
| Deferred real estate credits   | 71,898                     | 70,342              |
| Other long-term liabilities  | 92,074                     | 108,234             |
| Deferred income taxes  | 20,381                     |                     |
| <b>TOTAL LONG-TERM LIABILITIES</b>   | <b>509,110</b>             | <b>428,309</b>      |
| <b>MINORITY INTEREST</b>   | <b>10,298</b>              | <b>8,206</b>        |
| <b>COMMITMENTS AND CONTINGENCIES</b>   |                            |                     |
| <b>COMMON STOCKS</b>   |                            |                     |
| Class A Common Stock - \$.01 par value; Authorized 100 million shares;<br>Issued 29,294,405 shares and 28,214,114 shares | 293                        | 282                 |
| Class B Common Stock - \$.01 par value; Authorized 100 million shares;<br>Issued 19,941,833 shares and 19,666,933 shares | 199                        | 197                 |
| <b>ADDITIONAL PAID-IN CAPITAL</b>  | <b>491,849</b>             | <b>458,520</b>      |
| <b>ACCUMULATED OTHER COMPREHENSIVE LOSS</b>  | <b>(4,536)</b>             | <b>(25,573)</b>     |
| <b>RETAINED EARNINGS</b>   | <b>905,330</b>             | <b>719,442</b>      |
| <b>TREASURY STOCK (710,227 shares and 524,177 shares, at cost)</b>   | <b>(22,573)</b>            | <b>(15,020)</b>     |
| <b>TOTAL SHAREHOLDERS' EQUITY</b>  | <b>1,370,562</b>           | <b>1,137,848</b>    |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>  | <b>\$ 2,617,648</b>        | <b>\$ 2,104,772</b> |

See Notes to Consolidated Financial Statements.



## THE NEIMAN MARCUS GROUP, INC.

## CONSOLIDATED STATEMENTS OF EARNINGS

| (in thousands, except per share data)  | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|--|------------------|----------------------------------|-------------------|
| Revenues   | \$ 3,524,771     | \$ 3,080,353                     | \$ 2,931,970      |
| Cost of goods sold including buying and occupancy costs                            | 2,327,229        | 2,078,436                        | 2,001,823         |
| Selling, general and administrative expenses                                       | 848,453          | 779,807                          | 755,840           |
| Effect of change in vacation policy  |                  |                                  | (16,576)          |
| Impairment and other charges   | 3,853            |                                  | 13,233            |
| Operating earnings   | 345,236          | 222,110                          | 177,650           |
| Interest expense, net  | 15,923           | 16,270                           | 15,406            |
| Earnings before income taxes, minority interest and change in accounting principle | 329,313          | 205,840                          | 162,244           |
| Income taxes   | 120,932          | 79,248                           | 61,653            |
| Earnings before minority interest and change in accounting principle               | 208,381          | 126,592                          | 100,591           |
| Minority interest in net earnings of subsidiaries                                  | (3,549)          | (2,488)                          | (1,017)           |
| Earnings before change in accounting principle                                     | 204,832          | 124,104                          | 99,574            |
| Change in accounting principle    writedown of intangible assets, net of taxes     |                  | (14,801)                         |                   |
| Net earnings   | \$ 204,832       | \$ 109,303                       | \$ 99,574         |
| Weighted average number of common and common equivalent shares outstanding:        |                  |                                  |                   |
| Basic  | 47,997           | 47,462                           | 47,444            |
| Diluted  | 48,873           | 47,795                           | 47,835            |
| Basic earnings per share:  |                  |                                  |                   |
| Earnings before change in accounting principle                                     | \$ 4.27          | \$ 2.61                          | \$ 2.10           |
| Change in accounting principle   |                  | (0.31)                           |                   |
| Basic earnings per share   | \$ 4.27          | \$ 2.30                          | \$ 2.10           |
| Diluted earnings per share:  |                  |                                  |                   |
| Earnings before change in accounting principle                                     | \$ 4.19          | \$ 2.60                          | \$ 2.08           |
| Change in accounting principle   |                  | (0.31)                           |                   |
| Diluted earnings per share   | \$ 4.19          | \$ 2.29                          | \$ 2.08           |

See Notes to Consolidated Financial Statements.

## THE NEIMAN MARCUS GROUP, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

| (in thousands)   | July 31,<br>2004  | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|--|-------------------|----------------------------------|-------------------|
|  |                   | (As Restated, See Note 16 )      |                   |
| <b>CASH FLOWS - OPERATING ACTIVITIES</b>   |                   |                                  |                   |
| Net earnings   | \$ 204,832        | \$ 109,303                       | \$ 99,574         |
| Change in accounting non-cash writedown of intangible assets, net of taxes                 |                   | 14,801                           |                   |
| Earnings before change in accounting principle   | 204,832           | 124,104                          | 99,574            |
| Adjustments to reconcile net earnings to net cash provided by operating activities:        |                   |                                  |                   |
| Depreciation   | 99,042            | 82,878                           | 77,767            |
| Amortization of intangible assets  |                   |                                  | 5,284             |
| Deferred income taxes  | 23,274            | 7,444                            | (10,335)          |
| Effect of change in vacation policy  |                   |                                  | (16,576)          |
| Impairment and other charges   | 3,853             |                                  | 13,233            |
| Minority interest  | 3,549             | 2,488                            | 1,017             |
| Other primarily costs related to defined benefit pension and other long-term benefit plans | 33,222            | 24,189                           | 13,987            |
|  | 367,772           | 241,103                          | 183,951           |
| Changes in operating assets and liabilities:   |                   |                                  |                   |
| Decrease (increase) in undivided interests   | 242,565           | (33,963)                         | 12,115            |
| (Increase) decrease in accounts receivable   | (529,092)         | (2,817)                          | 929               |
| Increase in merchandise inventories  | (33,215)          | (30,218)                         | (7,977)           |
| Decrease (increase) in other current assets  | 12,026            | (22,135)                         | 2,402             |
| (Increase) decrease in other assets  | (4,454)           | (10,735)                         | 1,751             |
| Increase in accounts payable and accrued liabilities                                       | 40,414            | 17,770                           | 34,047            |
| Increase in deferred real estate credits   | 1,556             | 36,407                           | 19,944            |
| Funding of defined benefit pension plan  | (45,000)          | (30,760)                         |                   |
| <b>Net cash provided by operating activities</b>   | <b>52,572</b>     | <b>164,652</b>                   | <b>247,162</b>    |
| <b>CASH FLOWS - INVESTING ACTIVITIES</b>   |                   |                                  |                   |
| Capital expenditures   | (120,473)         | (129,568)                        | (171,899)         |
| Proceeds from sale of assets   | 3,183             |                                  |                   |
| <b>Net cash used for investing activities</b>  | <b>(117,290)</b>  | <b>(129,568)</b>                 | <b>(171,899)</b>  |
| <b>CASH FLOWS - FINANCING ACTIVITIES</b>   |                   |                                  |                   |
| Proceeds from borrowings   | 2,750             | 81,051                           | 130,240           |
| Repayment of debt  | (1,500)           | (81,051)                         | (130,000)         |
| Borrowings under Credit Card Facility  | 225,000           |                                  |                   |
| Acquisition of treasury stock  | (7,553)           | (15,020)                         |                   |
| Cash dividends paid  | (12,632)          |                                  |                   |
| Distributions paid   | (3,727)           | (2,432)                          | (1,688)           |
| Proceeds from exercises of stock options and restricted stock grants                       | 23,797            | 10,680                           | 7,532             |
| <b>Net cash provided by (used for) financing activities</b>                                | <b>226,135</b>    | <b>(6,772)</b>                   | <b>6,084</b>      |
| <b>CASH AND CASH EQUIVALENTS</b>   |                   |                                  |                   |
| Increase during the year   | 161,417           | 28,312                           | 81,347            |
| Beginning balance  | 206,950           | 178,638                          | 97,291            |
| <b>Ending balance</b>  | <b>\$ 368,367</b> | <b>\$ 206,950</b>                | <b>\$ 178,638</b> |

**Supplemental Schedule of Cash Flow Information:**

Cash paid during the year for:

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|              |    |         |    |        |    |        |
|--------------|----|---------|----|--------|----|--------|
| Interest     | \$ | 17,833  | \$ | 18,071 | \$ | 18,434 |
| Income taxes | \$ | 104,742 | \$ | 61,860 | \$ | 62,858 |

*See Notes to Consolidated Financial Statements.*

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## THE NEIMAN MARCUS GROUP, INC.

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

| (in thousands)  | Common<br>Stocks |            | Additional<br>Paid-In<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Retained<br>Earnings | Treasury<br>Stock | Total<br>Shareholders<br>Equity |
|---|------------------|------------|----------------------------------|--|----------------------|-------------------|---------------------------------|
|   | Class<br>A       | Class<br>B |                                  |  |                      |                   |                                 |
| BALANCE AT JULY 28,<br>2001   | \$ 278           | \$ 200     | \$ 432,726                       | \$ (1,029)   | \$ 510,565           | \$                | \$ 942,740                      |
| Issuance of 339 shares for<br>stock based compensation<br>awards  | 3                |            | 7,529                            |  |                      |                   | 7,532                           |
| Other equity transactions   | (1)              |            | 3,533                            |  |                      |                   | 3,532                           |
| Comprehensive income:   |                  |            |                                  |  |                      |                   |                                 |
| Net earnings  |                  |            |                                  |  | 99,574               |                   | 99,574                          |
| Adjustments for fluctuations<br>in fair market value of<br>financial instruments, net of<br>tax \$562   |                  |            |                                  | 916  |                      |                   | 916                             |
| Reclassification of amounts to<br>net earnings, net of tax of<br>\$631                                  |                  |            |                                  | 1,029  |                      |                   | 1,029                           |
| Other   |                  |            |                                  | (10)   |                      |                   | (10)                            |
| Total comprehensive income  |                  |            |                                  |  |                      |                   | 101,509                         |
| BALANCE AT AUGUST 3,<br>2002  | 280              | 200        | 443,788                          | 906  | 610,139              |                   | 1,055,313                       |
| Issuance of 482 shares for<br>stock based compensation<br>awards  | 5                |            | 10,675                           |  |                      |                   | 10,680                          |
| Acquisition of treasury stock   |                  |            |                                  |  |                      | (15,020)          | (15,020)                        |
| Other equity transactions   | (3)              | (3)        | 4,057                            |  |                      |                   | 4,051                           |
| Comprehensive income:   |                  |            |                                  |  |                      |                   |                                 |
| Net earnings  |                  |            |                                  |  | 109,303              |                   | 109,303                         |
| Adjustments for fluctuations<br>in fair market value of<br>financial instruments, net of<br>tax \$466   |                  |            |                                  | 744  |                      |                   | 744                             |
| Reclassification of amounts to<br>net earnings, net of tax of<br>(\$562)                                |                  |            |                                  | (916)  |                      |                   | (916)                           |
| Minimum pension liability,<br>net of tax of (\$16,744)  |                  |            |                                  | (26,744)   |                      |                   | (26,744)                        |
| Other   |                  |            |                                  | 437  |                      |                   | 437                             |
| Total comprehensive income  |                  |            |                                  |  |                      |                   | 82,824                          |
| BALANCE AT AUGUST 2,<br>2003  | 282              | 197        | 458,520                          | (25,573)   | 719,442              | (15,020)          | 1,137,848                       |
| Issuance of 950 shares for<br>stock based compensation<br>awards  | 10               |            | 23,787                           |  |                      |                   | 23,797                          |
| Acquisition of treasury stock   |                  |            |                                  |  |                      | (7,553)           | (7,553)                         |
| Cash dividends declared<br>(\$0.39 per share)   |                  |            |                                  |  | (18,944)             |                   | (18,944)                        |
| Other equity transactions   | 1                | 2          | 9,542                            |  |                      |                   | 9,545                           |
| Comprehensive income:   |                  |            |                                  |  |                      |                   |                                 |
| Net earnings  |                  |            |                                  |  | 204,832              |                   | 204,832                         |
| Adjustments for fluctuations<br>in fair market value of<br>financial instruments, net of<br>tax (\$349) |                  |            |                                  | (546)  |                      |                   | (546)                           |
| Reclassification of amounts to<br>net earnings, net of tax of<br>(\$466)                                |                  |            |                                  | (744)  |                      |                   | (744)                           |

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|  |    |     |    |     |    |         |    |         |    |         |    |          |    |           |
|--|----|-----|----|-----|----|---------|----|---------|----|---------|----|----------|----|-----------|
| Minimum pension liability,<br>net of tax of \$13,755 |    |     |    |     |    | 22,071  |    |         |    | 22,071  |    |          |    |           |
| Other  |    |     |    |     |    | 256     |    |         |    | 256     |    |          |    |           |
| Total comprehensive income                           |    |     |    |     |    |         |    |         |    | 225,869 |    |          |    |           |
| BALANCE AT JULY 31,<br>2004                          | \$ | 293 | \$ | 199 | \$ | 491,849 | \$ | (4,536) | \$ | 905,330 | \$ | (22,573) | \$ | 1,370,562 |

*See Notes to Consolidated Financial Statements.*



**THE NEIMAN MARCUS GROUP, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. Summary of Significant Accounting Policies**

## **BASIS OF PRESENTATION**

The Consolidated Financial Statements of The Neiman Marcus Group, Inc. and subsidiaries (the Company) have been prepared in accordance with generally accepted accounting principles. The Company's businesses consist of Specialty Retail Stores (Specialty Retail Stores), primarily Neiman Marcus Stores and Bergdorf Goodman, and Neiman Marcus Direct, the Company's direct marketing operation (Direct Marketing).

The Company owns a 51 percent interest in Gurwitch Products, LLC, which distributes and markets the Laura Mercier cosmetic line, and a 56 percent interest in Kate Spade LLC, a manufacturer and retailer of high-end designer handbags and accessories (the Brand Development Companies). All significant intercompany accounts and transactions have been eliminated.

The Company's fiscal year ends on the Saturday closest to July 31. All references to 2004 relate to the fifty-two weeks ended July 31, 2004; all references to 2003 relate to the fifty-two weeks ended August 2, 2003 and all references to 2002 relate to the fifty-three weeks ended August 3, 2002. References to 2005 relate to the fifty-two weeks ending July 30, 2005.

## **ESTIMATES AND CRITICAL ACCOUNTING POLICIES**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions about future events. These estimates and assumptions affect the amounts of assets, liabilities, revenues and expenses and the disclosure of gain and loss contingencies at the date of the Consolidated Financial Statements.

While the Company believes that its past estimates and assumptions have been materially accurate, the amounts currently estimated by the Company are subject to change if different assumptions as to the outcome of future events were made. The Company evaluates its estimates and judgments on an ongoing basis and predicates those estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances. Management makes adjustments to its assumptions and judgments when facts and circumstances dictate. Since future events and their effects cannot be determined with absolute certainty, actual results may differ from the estimates used by the Company in preparing the accompanying financial statements.

**Cash and Cash Equivalents.** Cash and cash equivalents primarily consist of cash on hand in the stores, deposits with banks and overnight investments with banks and financial institutions. Cash equivalents are stated at cost, which approximates fair value. The Company's cash management system provides for the reimbursement of all major bank disbursement accounts on a daily basis. Accounts payable includes \$53.5 million of outstanding checks not yet presented for payment at July 31, 2004 and \$48.9 million at August 2, 2003.

**Accounts Receivable.** Accounts receivable primarily consist of the Company's proprietary credit card receivables, third-party credit card receivables and the net trade receivables of the Brand Development Companies. The Company extends credit to certain of its customers pursuant to its proprietary retail credit card program. The Company's credit operations generate finance charge income, which is recognized as income when earned and is recorded as a reduction of selling, general and administrative expenses. Concentration of credit risk with respect to trade receivables is

limited due to the large number of customers to whom the Company extends credit. Ongoing evaluation of customers credit is performed and collateral is not required as a condition of extending credit.

The Company maintains reserves for potential credit losses. The Company evaluates the collectibility of its accounts receivable based on a combination of factors, including analysis of historical trends, aging of accounts receivable, write-off experience and expectations of future performance.

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**Merchandise Inventories and Cost Of Goods Sold.** The Company utilizes the retail method of accounting for substantially all of its merchandise inventories. Merchandise inventories are stated at the lower of cost or market. The retail inventory method is widely used in the retail industry due to its practicality.

Under the retail inventory method, the valuation of inventories at cost and the resulting gross margins are determined by applying a calculated cost-to-retail ratio, for various groupings of similar items, to the retail value of inventories. The cost of the inventory reflected on the consolidated balance sheet is decreased by charges to cost of goods sold at the time the retail value of the inventory is lowered through the use of markdowns. Hence, earnings are negatively impacted when merchandise is marked down.

The Company's sales activities are conducted during two primary selling seasons – Fall and Spring. The Fall selling season is conducted primarily in the Company's first and second quarters and the Spring selling season is conducted primarily in the third and fourth quarters. During each season, the Company records markdowns to reduce the retail value of its inventories. Factors considered in determining markdowns include current and anticipated demand, customer preferences, age of merchandise and fashion trends. During the season, the Company records both temporary and permanent markdowns. Temporary markdowns are recorded at the time of sale and reduce the retail value of only the goods sold. Permanent markdowns are designated primarily for clearance activity and reduce the retail value of all goods subject to markdown that are held by the Company. At the end of each selling season, the Company records permanent markdowns for clearance goods remaining in ending inventory.

The areas requiring significant management judgment related to the valuation of the Company's inventories include 1) setting the original retail value for the merchandise held for sale, 2) recognizing merchandise for which the customer's perception of value has declined and appropriately marking the retail value of the merchandise down to the perceived value and 3) estimating the shrinkage that has occurred between physical inventory counts. These judgments and estimates, coupled with the averaging processes within the retail method can, under certain circumstances, produce varying financial results. Factors that can lead to different financial results include 1) determination of original retail values for merchandise held for sale, 2) identification of declines in perceived value of inventories and processing the appropriate retail value markdowns and 3) overly optimistic or conservative estimation of shrinkage. The Company believes it has the appropriate merchandise valuation and pricing controls in place to minimize the risk that its inventory values would be materially misstated.

Consistent with industry business practice, the Company receives allowances from certain of its vendors in support of the merchandise purchased by the Company for resale. Certain allowances are received to reimburse the Company for markdowns taken and/or to support the gross margins earned by the Company in connection with the sales of the vendor's merchandise. These allowances result in an increase to gross margin when the allowances are earned by the Company and approved by the vendor. Other allowances received by the Company represent reductions to the amounts paid by the Company to acquire the merchandise. These allowances reduce the cost of the acquired merchandise and are recognized as an increase to gross margin at the time the goods are sold. The amounts of vendor reimbursements received by the Company did not have a significant impact on the year-over-year change in gross margin in 2004, 2003 or 2002.

The Company obtains certain merchandise, primarily precious jewelry, on a consignment basis in order to expand its product assortment. Consignment merchandise with a cost basis of approximately \$220.4 million at July 31, 2004 and approximately \$214.0 million at August 2, 2003 is not reflected in the consolidated balance sheets.

**Forward Exchange Contracts.** The Company enters into forward exchange contracts to hedge forecasted inventory purchases denominated in foreign currencies. The purpose of the hedging activities is to minimize the effect of foreign exchange rate movements on cash flows. The settlement terms of the forward contracts, including amount, currency

and maturity, correspond with the payment terms for purchases of merchandise inventories. The forward exchange contracts represent derivative instruments and are recorded at fair value in the accompanying Consolidated Financial Statements. These contracts have been designated and accounted for as cash flow hedges. Gains and losses related to the Company's foreign currency exchange contracts that qualify as hedges are deferred and recognized in cost of goods sold in the period the inventory is sold.

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As of July 31, 2004, the Company had foreign currency contracts in the form of forward exchange contracts in the amount of approximately \$21.8 million. The contracts have varying maturity dates through February 2005. At July 31, 2004, the fair value of the Company's outstanding foreign currency exchange contracts was a liability of approximately \$0.9 million. This amount, net of taxes (\$0.5 million), is reflected in other comprehensive income in the accompanying consolidated statements of shareholders' equity.

**Long-lived Assets.** Property and equipment are stated at historical cost less accumulated depreciation. For financial reporting purposes, depreciation is computed principally using the straight-line method over the estimated useful lives of the assets. Buildings and improvements are depreciated over 5 to 30 years while fixtures and equipment are depreciated over 3 to 15 years. Leasehold improvements are amortized over the shorter of the asset life or the lease term. Costs incurred for the development of internal computer software are capitalized and amortized using the straight-line method over 3 to 10 years.

To the extent the Company remodels or otherwise replaces or disposes of property and equipment prior to the end of the assigned depreciable lives, the Company could realize a loss or gain on the disposition. To the extent assets continue to be used beyond their assigned depreciable lives, no depreciation expense is incurred. The Company reassesses the depreciable lives of its long-lived assets in an effort to reduce the risk of significant losses or gains at disposition and utilization of assets with no depreciation charges. The reassessment of depreciable lives involves utilizing historical remodel and disposition activity and forward-looking capital expenditure plans.

Recoverability of the carrying value of store assets is assessed annually and upon the occurrence of certain events (e.g., opening a new store near an existing store or announcing plans for a store closing). The recoverability assessment requires judgment and estimates of future store generated cash flows. The underlying estimates of cash flows include estimates for future revenues, gross margin rates and store expenses and are based upon the stores' past and expected future performance. New stores may require two to five years to develop a customer base necessary to generate the cash flows of the Company's more mature stores. To the extent management's estimates for revenue growth and gross margin improvement are not realized, future annual assessments could result in impairment charges.

Recoverability of goodwill and intangible assets is assessed annually and upon the occurrence of certain events. The recoverability assessment requires management to make judgments and estimates regarding fair values. Fair values are determined using estimated future cash flows, including growth assumptions for future revenues, gross margin rates and other estimates. To the extent that management's estimates are not realized, future assessments could result in impairment charges.

**Leases.** The Company leases certain retail stores and office facilities. Generally, stores owned by the Company are subject to ground leases. The terms of the Company's real estate leases, including renewal options, range from 15 to 99 years. Most leases provide for monthly fixed minimum rentals or contingent rentals based upon sales in excess of stated amounts and normally require the Company to pay real estate taxes, insurance, common area maintenance costs and other occupancy costs.

For leases that contain predetermined, fixed calculations of the minimum rentals, rent expense is recognized on a straight-line basis over the lease term.

The Company receives allowances from developers related to the construction of its stores. These allowances are recorded as deferred real estate credits and are recognized as a reduction of rent expense on a straight-line basis over the lease term. Uncollected balances due from developers are recorded as receivables, included in other assets in the consolidated balance sheets, and aggregated \$15.2 million at July 31, 2004 and \$10.7 million at August 2, 2003.

**Benefit Plans.** The Company sponsors a noncontributory defined benefit pension plan (Pension Plan) covering substantially all full-time employees and an unfunded supplemental executive retirement plan (SERP Plan) which provides certain employees additional pension benefits. In calculating its obligations and related expense, the Company makes various assumptions and estimates, after consulting with outside actuaries and advisors. The annual determination of expense involves calculating the estimated total benefits ultimately payable to plan participants and allocating this cost to the periods in which services are expected to be rendered. The Company uses the projected unit credit method in recognizing pension liabilities. The Pension and SERP Plans are valued annually as of the beginning of each fiscal year.

Significant assumptions related to the calculation of the Company's obligations include the discount rate used to calculate the actuarial present value of benefit obligations to be paid in the future, the expected long-term rate of return on assets held by the Pension Plan and the average rate of compensation increase by plan participants. These actuarial assumptions are reviewed annually based upon currently available information.

**Self-insurance and Other Employee Benefit Reserves.** Management uses estimates in the determination of the required accruals for general liability, workers' compensation and health insurance as well as short-term disability, supplemental executive retirement benefits and postretirement health care benefits. These estimates are based upon an examination of historical trends, industry claims experience and, in certain cases, calculations performed by third-party experts. Projected claims information may change in the future and may require management to revise these accruals.

**Other Long-term Liabilities.** Other long-term liabilities consist primarily of certain employee benefit obligations, postretirement health care benefit obligations and the liability for scheduled rent increases.

**Revenues.** Revenues include sales of merchandise and services, net commissions earned from leased departments in the Company's retail stores and shipping and handling revenues related to merchandise sold. Revenues from the Company's retail operations are recognized at the later of the point of sale or the delivery of goods to the customer. Revenues from the Company's direct marketing operation are recognized when the merchandise is delivered to the customer.

The Company maintains reserves for anticipated sales returns primarily based on the Company's historical trends related to returns by its retail and direct marketing customers.

**Buying and Occupancy Costs.** The Company's buying costs consist primarily of salaries and expenses incurred by the Company's merchandising and buying operations. Occupancy costs primarily include rent, depreciation, property taxes and operating costs of the Company's retail and distribution facilities.

**Selling, General and Administrative Expenses.** Selling, general and administrative expenses are comprised principally of the costs related to employee compensation and benefits in the selling and administrative support areas, preopening expenses, advertising and catalog costs, insurance expense and income and expenses related to the Company's proprietary credit card portfolio.

The Company receives allowances from certain merchandise vendors in conjunction with compensation programs for employees who sell the vendors' merchandise. These allowances are netted against the related compensation expense incurred by the Company. Amounts received from vendors related to compensation programs were \$46.3 million in 2004, \$41.1 million in 2003 and \$37.0 million in 2002.



*Preopening Expenses.* Preopening expenses primarily consist of payroll and related media costs incurred in connection with new and replacement store openings and are expensed when incurred. The Company opened no new stores in 2004 and had no preopening expenses in 2004. Preopening expenses were \$8.0 million for 2003 and \$5.2 million for 2002.

*Advertising and Catalog Costs.* The Company incurs costs to advertise and promote the merchandise assortment offered by both Specialty Retail Stores and Direct Marketing. Advertising costs incurred by the Specialty Retail Stores consist primarily of print media costs related to promotional materials mailed to its customers. These costs are expensed at the time of mailing to the customer. Advertising costs incurred by Direct Marketing relate to the production, printing and distribution of its print catalogs and the production of the photographic content on its websites. The costs of print catalogs are amortized during the periods the expected revenues from such catalogs are expected to be generated, generally three to six months. The costs incurred to produce the photographic content on the Company's websites are expensed at the time the images are first loaded onto the website. Website design costs are expensed as incurred.

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Deferred direct response advertising amounts included in other current assets in the consolidated balance sheets were \$10.3 million as of July 31, 2004 and \$11.0 million as of August 2, 2003. Net advertising expenses were \$125.0 million in 2004, \$113.7 million in 2003 and \$110.3 million in 2002.

Consistent with industry practice, the Company receives advertising allowances from certain of its merchandise vendors. Substantially all the advertising allowances received represent reimbursements of direct, specific and incremental costs incurred by the Company to promote the vendor's merchandise in connection with the Company's various advertising programs, primarily catalogs and other print media. As a result, these allowances are recorded as a reduction of the Company's advertising costs included in the selling, general and administrative expenses when earned. Vendor allowances earned and recorded as a reduction to selling, general and administrative expenses aggregated approximately \$55.3 million in 2004, \$53.2 million in 2003 and \$49.8 million in 2002.

Beginning in the third quarter of 2003, the Company began to record the portion of advertising allowances received by the Company not representing the reimbursement of direct, specific and incremental advertising costs as a reduction of the cost of merchandise purchased in accordance with the provisions of Emerging Issues Task Force Issue (EITF) 02-16, Accounting by a Customer (Including a Reseller) for Cash Consideration Received from a Vendor. Under these rules, allowances are realized and recorded by the Company as a reduction of cost of goods sold in the periods in which the goods are sold. These allowances were previously recorded as a reduction of selling, general and administrative expenses when received.

The Company believes that the impact of the accounting change related to the implementation of the provisions of EITF 02-16 did not have a material impact on the year-to-year comparison of its operating results for the periods presented.

**Loyalty Programs.** The Company maintains customer loyalty programs in which customers receive points annually for qualifying purchases. Upon reaching certain levels, customers may redeem their points for gifts. Generally, points earned in a given year must be redeemed no later than ninety days subsequent to the end of the annual program period.

The estimates of the costs associated with the loyalty programs require the Company to make assumptions related to customer purchasing levels, redemption rates and costs of awards to be chosen by its customers. A substantial portion of the points earned by customers in connection with the Company's loyalty programs are redeemed for gift cards. At the time the qualifying sales giving rise to the loyalty program points are made, the Company defers the portion of the revenues on the qualifying sales transactions equal to the estimate of the retail value of the gift cards to be issued upon conversion of the points to gift cards. The Company records the deferral of revenues related to gift card awards under its loyalty programs as a reduction of revenues. In addition, the Company charges the cost of all other awards under its loyalty programs to cost of goods sold. Previously, the Company charged all costs related to its loyalty programs to selling, general and administrative expenses. Prior year amounts, which were not considered material, have been reclassified to reflect the current basis of presentation. These changes in classification do not impact the previously reported operating earnings, net income, earnings per share or shareholders' equity.

**Stock-Based Compensation.** The Company accounts for stock-based compensation awards to employees in accordance with Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. Compensation cost for stock-based awards are recognized in an amount equal to the difference between the exercise price of the award and its fair value at the date of grant. Accordingly, no compensation expense has been recognized for stock options since all options granted had an exercise price equal to the market value of the Company's common stock on the grant date. Compensation expense is recognized for the Company's restricted stock and purchase restricted stock awards.



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The following table illustrates the effect on net earnings and earnings per share as if the Company had applied the fair value recognition provisions of SFAS No. 123 to stock-based employee compensation using the Black-Scholes option-pricing model for 2004, 2003 and 2002:

| (in thousands, except per share data)  | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|--|------------------|----------------------------------|-------------------|
| <b>Net earnings:</b>   |                  |                                  |                   |
| As reported  | \$ 204,832       | \$ 109,303                       | \$ 99,574         |
| Add: stock-based employee compensation recorded under intrinsic value method, net of related taxes             | 3,119            | 2,422                            | 2,427             |
| Less: stock-based employee compensation expense determined under fair value based method, net of related taxes | (11,806)         | (10,269)                         | (8,969)           |
| Pro forma  | \$ 196,145       | \$ 101,456                       | \$ 93,032         |
| <b>Basic earnings per share:</b>   |                  |                                  |                   |
| As reported  | \$ 4.27          | \$ 2.30                          | \$ 2.10           |
| Pro forma  | \$ 4.09          | \$ 2.14                          | \$ 1.96           |
| <b>Diluted earnings per share:</b>   |                  |                                  |                   |
| As reported  | \$ 4.19          | \$ 2.29                          | \$ 2.08           |
| Pro forma  | \$ 4.01          | \$ 2.12                          | \$ 1.94           |

The fair value of each option grant is estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions used for grants in 2004, 2003 and 2002:

|                         | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|-------------------------|------------------|----------------------------------|-------------------|
| Expected life (years)   | 5                | 5                                | 7                 |
| Expected volatility     | 32.7%            | 36.6%                            | 40.7%             |
| Risk-free interest rate | 3.1%             | 3.0%                             | 5.4%              |

The weighted-average fair value of options granted was \$14.79 in 2004, \$11.40 in 2003 and \$12.73 in 2002.

The effects on pro forma net earnings and earnings per share of expensing the estimated fair value of stock options are not necessarily representative of the effects on reported net earnings for future periods due to such factors as the vesting periods of stock options and the potential issuance of additional stock options in future years. In addition, the Black-Scholes option-pricing model has inherent limitations in calculating the fair value of stock options for which no active market exists since the model does not consider the inability to sell or transfer options, vesting requirements and a reduced exercise period upon termination of employment - all of which would reduce the fair value of the options.

**Income Taxes.** The Company is routinely under audit by federal, state or local authorities in the area of income taxes. These audits include questioning the timing and amount of deductions and the allocation of income among various tax jurisdictions. In evaluating the exposure associated with various tax filing positions, the Company accrues charges for probable exposures. Based on its annual evaluations of tax positions, the Company believes it has appropriately accrued for probable exposures. To the extent the Company were to prevail in matters for which accruals have been established or be required to pay amounts in excess of recorded reserves, the Company's effective tax rate in a given financial statement period could be materially impacted.

**Basic and Diluted Net Income Per Share.** Basic net income per share is computed by dividing net income by the weighted average number of shares of common stock outstanding. The dilutive effect of stock options and other common stock equivalents, including contingently returnable shares, is included in the calculation of diluted earnings per share using the treasury stock method.

**Recent Accounting Pronouncements.** In December 2003, the Financial Accounting Standards Board (FASB), revised SFAS No. 132, *Employers' Disclosures about Pensions and other Postretirement Benefits*, (SFAS No. 132R) which requires additional disclosures about the assets, obligations, cash flows, and net periodic benefit cost of defined benefit pension plans and other defined benefit postretirement plans. SFAS No. 132R was effective January 31, 2004 and the Company has provided the revised disclosures.

In December 2003, the U.S. Congress enacted the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (Act) that will provide a prescription drug subsidy, beginning in 2006, to companies that sponsor postretirement health care plans that provide drug benefits. Additional legislation is anticipated that will clarify whether a company is eligible for the subsidy, the amount of the subsidy available and the procedures to be followed in obtaining the subsidy. In May 2004, the FASB issued Staff Position 106-2 *Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003* that provides guidance on the accounting and disclosure for the effects of the Act. The Company is evaluating the impact of the Act on its Postretirement Plan as well as future actions that the Company might take in response to the Act. As a result, the Company is currently unable to quantify the effects of this legislation on its obligations pursuant to the Postretirement Plan.

**NOTE 2. Securitization of Credit Card Receivables**

Pursuant to a revolving credit card securitization program (the Credit Card Facility), the Company transfers substantially all of its credit card receivables to a wholly-owned subsidiary, Neiman Marcus Funding Corporation, which in turn sells such receivables to the Neiman Marcus Credit Card Master Trust (Trust). At the inception of the Credit Card Facility in September 2000, the Trust issued certificates representing undivided interests in the credit card receivables to both third-party investors (Sold Interests) and to the Company (Retained Interests). In order to maintain the committed level of securitized assets, cash collections on the securitized receivables are used by the Trust to purchase new credit card balances from the Company in accordance with the terms of the Credit Card Facility.

The Company continues to service the credit card receivables and receives a contractually defined servicing fee. Total credit card receivables held by the Trust and serviced by the Company aggregated \$527.7 million as of July 31, 2004. Servicing fees earned by the Company were \$6.3 million in each of 2004, 2003 and 2002.

The Sold Interests are represented by Class A Certificates, aggregating \$225 million at face value. The holders of the Class A Certificates are entitled to monthly interest distributions at the contractually-defined rate of one month LIBOR plus 0.27 percent annually. The distributions to the Class A Certificate holders are payable from the finance charge income generated by the credit card receivables held by the Trust.

The Retained Interests held by the Company are represented by the Class B Certificate (\$23.8 million face value), the Class C Certificate (\$68.2 million face value) and the Seller's Certificate (representing the excess of the total receivables sold to the Trust over the Sold Interests and the Class B and Class C Certificates). In addition, the Company holds rights to certain residual cash flows comprised of excess finance charge collections (IO Strip). Pursuant to the terms of the Trust, the Company's rights to payments with respect to the Class B Certificate, the Class C Certificate, the Seller's Certificate and the IO Strip are subordinated to the rights of the holders of the Class A Certificates. As a result, the credit quality of the Class A Certificates is enhanced, thereby lowering the interest cost paid by the Trust on the Class A Certificates.

The Retained Interests are shown as Undivided interests in NMG Credit Card Master Trust on the Company's consolidated balance sheets. Recourse to the Company with respect to the sale of assets is limited to the Retained Interests held by the Company. The certificates representing the Retained Interests are securities that the Company intends to hold to maturity and are carried at amortized cost of \$231.6 million at August 2, 2003 and \$196.5 million at August 3, 2002. The IO Strip is treated as an available-for-sale security and is carried at its estimated fair value of \$11.5 million at August 2, 2003 and \$12.1 million at August 3, 2002. In determining the fair value of the Retained Interest at August 2, 2003, the key economic assumptions used were 1) a weighted average life of receivables of 4 months, 2) expected annual credit losses of 0.79 percent, 3) a net interest spread of 16.36 percent and 4) a weighted average discount rate of 5.95%. Changes in the fair value of the IO Strip are reflected as a component of other comprehensive income. Income is recorded on the Retained Interests and the IO Strip on the basis of their estimated effective yield to maturity and is recorded as a reduction of selling, general and administrative expenses.

The table below summarizes the amount of cash flows between the Company and the Trust:

| (in millions)   | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|---|------------------|----------------------------------|-------------------|
| <b>Principal collections:</b>                               |                  |                                  |                   |
| Reinvested by the Trust in revolving period securitizations | \$ 1,958.9       | \$ 1,719.9                       | \$ 1,721.0        |
| Reinvested portion allocable to Retained Interests          | 483.4            | 922.4                            | 959.1             |
| Servicing fees received by the Company                      | 6.3              | 6.3                              | 6.3               |
| Excess cash flows related to the IO Strip                   | \$ 53.6          | \$ 46.7                          | \$ 42.6           |

The table below provides historical credit card delinquencies and net credit losses:

| (in millions, except percentages)        | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|--|------------------|----------------------------------|-------------------|
| Total face value of receivables          | \$ 527.7         | \$ 471.0                         | \$ 437.1          |
| Delinquent principal over 90 days        | 1.8%             | 1.8%                             | 1.5%              |
| Annual credit losses (net of recoveries) | \$ 14.3          | \$ 14.3                          | \$ 15.9           |

Beginning in April 2005, cash collections will be used by the Trust to repay the \$225 million principal balance of the Class A Certificates in six monthly installments of \$37.5 million (Amortization Period). As a result of certain provisions in the securitization agreement, the Company holds certain rights to repurchase the Class A Certificates (Repurchase Option) subsequent to the commencement of the Amortization Period and, therefore, retains effective control over the credit card receivables held by the Trust at the time the Repurchase Option becomes exercisable. The Company believes that the Repurchase Option will become exercisable in September 2005.





From the inception of the Credit Card Facility until December 2003, the Company's transfers and sales of credit card receivables pursuant to the terms of the Credit Card Facility were accounted for as sales (Off-Balance Sheet Accounting). As a result, \$225 million of credit card receivables were removed from the Company's balance sheet at the inception of the Credit Card Facility and the Trust's \$225 million repayment obligation to the holders of the certificates representing the Sold Interests was not shown as a liability on the Company's consolidated balance sheet.

Transfers to the Trust ceased to qualify for Off-Balance Sheet Accounting beginning in December 2003 since the contractual life of the receivables transferred after November 2003 is estimated to extend to September 2005 when the Repurchase Option becomes exercisable. Rather, these transfers were recorded as secured borrowings by the Company (Financing Accounting). As a consequence, the credit card receivables generated after November 2003 remained on the Company's balance sheet as assets and the portions of Class A Certificates that funded such receivables were reflected as a liability. The transition period from Off-Balance Sheet Accounting to Financing Accounting (Transition Period) lasted approximately four months (December 2003 to March 2004). During the Transition Period, cash collections of receivables were allocated to the previous Sold Interests and Retained Interests until such time as those balances were reduced to zero. By the end of the Transition Period, the Company's entire credit card portfolio was included in accounts receivable in its consolidated balance sheet and the \$225 million repayment obligation was shown as a liability.

A reconciliation of the outstanding balance of the Company's accounts receivable to the balances recorded by the Company at July 31, 2004 and August 2, 2003 is as follows:

| (in millions)   | July 31,<br>2004 | August 2,<br>2003 |
|---|------------------|-------------------|
| Credit card receivables   | \$ 518.0         | \$ 468.1          |
| Other receivables   | 33.7             | 22.6              |
|   | 551.7            | 490.7             |
| Less: Sold Interests originally qualifying for Off-Balance Sheet Accounting |                  | (225.0)           |
| Net balance   | \$ 551.7         | \$ 265.7          |
| Amounts reflected in the Company's balance sheet:                           |                  |                   |
| Undivided interests in NMG Credit Card Master Trust                         | \$               | \$ 243.1          |
| Accounts receivable   | 551.7            | 22.6              |
|   | \$ 551.7         | \$ 265.7          |
| Current portion of borrowings under Credit Card Facility                    | \$ 150.0         | \$                |
| Long-term borrowings under Credit Card Facility                             | 75.0             |                   |
|   | \$ 225.0         | \$                |

As of the start of the Transition Period in December 2003, the carrying value of the Sold and Retained Interests exceeded face value by approximately \$7.6 million as a result of the application of the provisions of current accounting rules related to the calculation of the gains on sale of the previous Sold Interests and the valuation of both Sold and Retained Interests. During the Transition Period, the \$7.6 million premium was amortized as a reduction of the Company's net earnings from its credit card portfolio (recorded as a reduction of selling, general and administrative expenses in the consolidated statements of earnings). Of the \$7.6 million premium, \$5.3 million was amortized in the second quarter of 2004 and the remaining \$2.3 million was amortized in the third quarter of 2004.

A summary of the income and expenses related to the Company's accounts receivable portfolio, included as components of selling, general and administrative expenses in the consolidated statements of earnings, is:

| (in millions)   | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|---|------------------|----------------------------------|-------------------|
| <b>Income:</b>  |                  |                                  |                   |
| Finance charge income   | \$ 39.9          | \$                               | \$                |
| Gains on sales of Sold Interests  | 3.2              | 8.0                              | 9.6               |
| Income from Retained Interests, net   | 21.5             | 39.0                             | 33.6              |
| Servicing fee income  | 6.3              | 6.3                              | 6.3               |
| <b>Expenses:</b>  |                  |                                  |                   |
| Interest expense on Class A Certificates                                    | (2.1)            |                                  |                   |
| Bad debt expense, net   | (7.6)            |                                  |                   |
| Amortization of premium   | (7.6)            |                                  |                   |
| Credit contribution before administration, promotion and marketing expenses | \$ 53.6          | \$ 53.3                          | \$ 49.5           |

**NOTE 3. Goodwill and Intangible Assets**

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The significant components of goodwill and intangible assets, included in other assets in the accompanying consolidated balance sheets, are as follows:

| (in thousands) | July 31,<br>2004 | August 2,<br>2003 |
|----------------|------------------|-------------------|
| Goodwill       | \$ 23,747        | \$ 23,747         |
| Trademarks     | 64,945           | 68,797            |
|                | \$ 88,692        | \$ 92,544         |

The Company adopted the provisions of SFAS No. 142, *Goodwill and Other Intangible Assets* as of the beginning of the first quarter of 2003. SFAS No. 142 established a new fair value-based accounting model for the valuation of goodwill and indefinite-lived intangible assets recorded in connection with business combinations. Pursuant to the provisions of SFAS No. 142, goodwill and indefinite-lived intangible assets are measured for impairment by applying a fair value-based test at least annually and are not amortized.

In connection with the adoption of the provisions of SFAS No. 142, the Company engaged third-party appraisal experts to assist with the determination of the fair value of its goodwill and intangible assets. Fair value was determined using a discounted cash flow methodology. For each of the Company's operating segments, a summary of the intangible assets recorded by the Company as of the beginning of the first quarter of 2003 in accordance with the cost-based accounting model established by previous accounting principles and the adjustments required during 2003 and 2004 in accordance with the fair value model of SFAS No. 142 are as follows:

| (in thousands)              | Carrying Value at August 4, 2002 | At Adoption | SFAS No. 142 Adjustments |             | Adjusted Carrying Value |
|-----------------------------|----------------------------------|-------------|--------------------------|-------------|-------------------------|
|                             |                                  |             | During 2003              | During 2004 |                         |
| <b>Direct Marketing</b>     |                                  |             |                          |             |                         |
| Goodwill                    | \$ 23,747                        | \$          | \$                       | \$          | \$ 23,747               |
| Indefinite-lived tradenames | 60,732                           | (24,066)    | (813)                    | (3,853)     | 32,000                  |
| <b>Other</b>                |                                  |             |                          |             |                         |
| Indefinite-lived tradenames | 32,945                           |             |                          |             | 32,945                  |
|                             | \$ 117,424                       | \$ (24,066) | \$ (813)                 | \$ (3,853)  | \$ 88,692               |

The \$24.1 million writedown in the carrying value of the indefinite-lived intangible assets of the Company's Direct Marketing segment required upon adoption of SFAS No. 142 is reflected as a change in accounting principle (\$14.8 million, net of taxes) in the accompanying consolidated statement of earnings for 2003. The additional writedowns of \$0.8 million in 2003 (included in selling, general and administrative expenses) and \$3.9 million in 2004 were required based upon current estimates of future cash flows.

The Company ceased amortization of its goodwill and indefinite-lived intangible assets as of the beginning of 2003. Amortization expense was approximately \$5.3 million in 2002 and reduced diluted earnings per share by \$0.07 for the period.

**NOTE 4. Accrued Liabilities**

The significant components of accrued liabilities are as follows:

| (in thousands)                           | July 31, 2004 | August 2, 2003 |
|--|---------------|----------------|
| Accrued salaries and related liabilities | \$ 63,452     | \$ 43,704      |
| Amounts due customers                    | 40,318        | 36,770         |
| Self-insurance reserves                  | 39,067        | 34,897         |
| Sales returns                            | 31,487        | 26,674         |
| Loyalty program liability                | 14,283        | 11,514         |
| Sales tax                                | 12,712        | 21,341         |
| Income taxes payable                     | 12,519        | 28,994         |
| Other                                    | 72,995        | 62,365         |
| Total                                    | \$ 286,833    | \$ 266,259     |



**NOTE 5. Long-term Debt**

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The significant components of the Company's long-term debt are as follows:

| (in thousands)              | Interest<br>Rate | July 31,<br>2004 | August 2,<br>2003 |
|-----------------------------|------------------|------------------|-------------------|
| Senior unsecured notes      | 6.65%            | \$ 124,941       | \$ 124,926        |
| Senior unsecured debentures | 7.125%           | 124,816          | 124,807           |
| Credit Card Facility        | LIBOR + 0.27%    | 225,000          |                   |
|                             |                  | 474,757          | 249,733           |
| Less: current portion       |                  | 150,000          |                   |
| Long-term debt              |                  | \$ 324,757       | \$ 249,733        |

Effective June 9, 2004, the Company entered into a five-year unsecured revolving credit agreement (the Credit Agreement) with a group of seventeen banks that provides for borrowings of up to \$350 million. The Credit Agreement replaces a previous \$300 million unsecured credit facility. At July 31, 2004, the Company had no borrowings outstanding under the Credit Agreement.

The Company has two types of borrowing options under the Credit Agreement, a committed borrowing and a competitive bid borrowing. The rate of interest payable under a committed borrowing is based on one of two pricing options selected by the Company, the level of outstanding borrowings and the rating of the Company's senior unsecured long-term debt by Moody's and Standard & Poor's. The pricing options available to the Company under a committed borrowing are based on either LIBOR plus 0.40 percent to 1.50 percent or a base rate. The base rate is determined based on the higher of the Prime Rate or the Federal Funds Rate plus 0.50 percent and a base rate margin of up to 0.50 percent. The rate of interest payable under a competitive bid borrowing is based on one of two pricing options selected by the Company. The pricing options are based on either LIBOR plus a competitive bid margin or an absolute rate, both determined in the competitive auction process.

The Credit Agreement contains covenants that require the Company, among other things, to maintain certain leverage and fixed charge ratios. The Credit Agreement also places restrictions on the Company related to 1) the incurrence of liens on its assets and indebtedness by its subsidiaries, 2) sales, consolidations and mergers, 3) transactions with affiliates and 4) certain common stock repurchase transactions. In addition, the Credit Agreement provides for 1) acceleration of amounts due, including the nonpayment of amounts due pursuant to the Credit Agreement on a timely basis and the acceleration of other indebtedness greater than \$25 million owed by the Company, 2) customary events of default and 3) termination in the event of a change in control of the Company. Changes in the ratings of the senior unsecured long-term debt do not represent an event of default, accelerate repayment of outstanding borrowings or alter any other terms of the Credit Agreement. At July 31, 2004, the Company was in compliance with the covenants and terms of the Credit Agreement.

In May 1998, the Company issued \$250 million of unsecured senior notes and debentures to the public. This debt is comprised of \$125 million of 6.65 percent senior notes, due 2008 and \$125 million of 7.125 percent senior debentures, due 2028. Interest on the securities is payable semiannually. Based upon quoted prices, the fair value of the Company's senior notes and debentures aggregated \$268.3 million as of July 31, 2004 and \$265.0 million as of August 2, 2003.

The Company's unsecured senior notes and debentures contain covenants related primarily to 1) limitations on liens on Company assets, 2) timely payment of principal and interest and 3) matters related to corporate organization. In addition, the unsecured senior notes and debentures provide for customary events of default and acceleration of amounts due, including the nonpayment of amounts due and the acceleration of other indebtedness greater than \$15 million owed by the Company.





At July 31, 2004, the Company has \$225.0 million borrowings under its revolving Credit Card Facility. Repayment of this obligation begins in April 2005 in six monthly installments of \$37.5 million. Therefore, \$150.0 million of this obligation is included in current liabilities and \$75.0 million is included in long-term liabilities as of July 31, 2004 in the accompanying consolidated balance sheets. Outstanding borrowings under the Credit Card Facility bear interest at a contractually-defined rate of one-month LIBOR plus 0.27 percent (1.65 percent at July 31, 2004) and are payable monthly to the holders of the Class A Certificates. The interest distributions to the Class A Certificate holders are payable from the finance charge income generated by the credit card receivables. For the periods prior to December 2003 when the borrowings under the Credit Card Facility qualified for Off-Balance Sheet Accounting, the interest distributions to the Class A Certificate holders were charged to selling, general and administrative expenses and aggregated \$1.8 million in 2004, \$4.2 million in 2003 and \$5.9 million in 2002.

The significant components of interest expense are as follows:

| (in thousands)                         | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|--|------------------|----------------------------------|-------------------|
| Credit Agreement                       | \$ 422           | \$ 430                           | \$ 1,532          |
| Senior notes                           | 8,308            | 8,308                            | 8,468             |
| Senior debentures                      | 8,904            | 8,904                            | 9,075             |
| Credit Card Facility                   | 1,778            |                                  |                   |
| Debt issue cost amortization and other | 1,679            | 1,298                            | 2,008             |
| Total interest expense                 | \$ 21,091        | \$ 18,940                        | \$ 21,083         |
| Less:                                  |                  |                                  |                   |
| Interest income                        | \$ 2,132         | \$ 1,245                         | \$ 2,561          |
| Capitalized interest                   | 3,036            | 1,425                            | 3,116             |
| Interest expense, net                  | \$ 15,923        | \$ 16,270                        | \$ 15,406         |

**NOTE 6. Common Shareholders Equity**

**Authorized Capital.** On September 15, 1999, the shareholders of the Company approved a proposal to amend the Company's Restated Certificate of Incorporation to increase the Company's authorized capital to 250 million shares of common stock consisting of 100 million shares of Class A Common Stock, 100 million shares of Class B Common Stock, 50 million shares of a new Class C Common Stock (having one-tenth [1/10] of one vote per share) and 50 million shares of preferred stock.

**Common Stock.** Common stock is entitled to dividends if and when declared by the Board of Directors and each share of Class A and Class B Common Stock outstanding carries one vote. Holders of Class A Common Stock have the right to elect up to 18 percent of the Board of Directors and holders of Class B Common Stock have the right to elect at least 82 percent of the Board of Directors. The Class A Common Stock and Class B Common Stock are identical in all other respects. Holders of common stock have no cumulative voting, conversion, redemption or preemptive rights.

**Cash dividend program.** In the second quarter of 2004, the Company's Board of Directors initiated a quarterly cash dividend of \$0.13 per share. The Company declared dividends on January 30, 2004, April 30, 2004 and July 30, 2004 aggregating \$18.9 million, of which dividends payable of \$6.3 million were included in accrued liabilities in the accompanying consolidated balance sheet as of July 31, 2004 and were paid in August 2004.

**Stock Repurchase Program.** In prior years, the Company's Board of Directors authorized various stock repurchase programs and increases in the number of shares subject to repurchase. In 2004, the Company repurchased 175,600 shares at an average purchase price of \$40.01 during the first quarter and 10,450 shares at an average price of \$50.48 during the fourth quarter. During the second quarter of 2003, the Company repurchased 524,177 shares at an average purchase price of \$28.65. During 2002, there were no stock repurchases under the stock repurchase program. As of July 31, 2004, approximately 1.2 million shares remain available for repurchase under the Company's stock repurchase programs.

**Shareholder Rights Plan.** In October 1999, the Company adopted a shareholder rights plan designed to ensure that its shareholders receive fair and equal treatment in the event of any proposed takeover of the Company and to guard against partial tender offers and other abusive takeover tactics to gain control of the Company without paying all shareholders a fair price. The rights plan was not adopted in response to any specific takeover proposal.

Under the rights plan, one right (Right) is attached to each share of The Neiman Marcus Group, Inc. Class A, Class B and Class C Common Stock. Each Right will entitle the holder to purchase one one-thousandth of a share of a corresponding series of participating preferred stock, with a par value of \$.01 per share, at an exercise price of \$100.00 per one one-thousandth of a share of such series. The Rights are not currently exercisable and will become exercisable only in the event a person or group acquires beneficial ownership of 15 percent or more of the shares of Class B Common Stock or 15 percent or more of total number of shares of Common Stock outstanding. The Rights expire on October 6, 2009 if not earlier redeemed or exchanged.

**Common Stock Incentive Plans.** The Company has established common stock incentive plans allowing for the granting of stock options, stock appreciation rights, restricted stock and other stock-based awards to its employees. The Company previously adopted the 1997 Incentive Plan (1997 Plan) which is currently used for grants of equity-based awards to employees. All outstanding equity-based awards at July 31, 2004 were granted under the Company's 1997 Plan and the 1987 Stock Incentive Plan. At July 31, 2004, there were 1.8 million shares of common stock available for grant under the 1997 Plan.

In 2004 and 2003, the Company made stock-based awards in the form of 1) restricted stock awards for which there was no exercise price payable by the employee and 2) purchased restricted stock awards for which the exercise price was equal to 50 percent of the fair value of the Company's common stock on the date of grant. In 2004, the restricted stock and purchased restricted stock awards aggregated 254,757 shares at a weighted-average exercise price of \$15.89 as of the grant date. In 2003, the restricted stock and purchased restricted stock awards aggregated 105,110 shares at a weighted-average exercise price of \$8.88 as of the grant date. The Company did not make any restricted stock grants in 2002.

Compensation cost for restricted stock and purchased restricted stock awards is recognized in an amount equal to the difference between the exercise price of the award and its fair value at the date of grant. Such expense is recorded on a straight-line basis over the expected life of the award with the offsetting entry to additional paid-in capital. For performance accelerated restricted stock, the expected life is determined based on management's best estimate of the number of years from the grant date to the date at which it is probable that the performance targets will be met (four or five years, depending on the grant). Compensation cost is calculated as if all instruments granted that are subject only to a service requirement will vest. Compensation expense related to restricted stock grants was \$3.1 million in 2004, \$2.4 million in 2003 and \$2.4 million in 2002.



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A summary of the status of the Company's 1997 and 1987 Stock Incentive Plans as of July 31, 2004, August 2, 2003 and August 3, 2002 and changes during the fiscal years ended on those dates are presented in the following table:

|                                  | July 31, 2004 |                                 | August 2, 2003 |                                 | August 3, 2002 |                                 |
|----------------------------------|---------------|---------------------------------|----------------|---------------------------------|----------------|---------------------------------|
|                                  | Shares        | Weighted-Average Exercise Price | Shares         | Weighted-Average Exercise Price | Shares         | Weighted-Average Exercise Price |
| Outstanding at beginning of year | 3,079,705     | \$ 29.54                        | 2,894,300      | \$ 28.59                        | 2,753,900      | \$ 28.78                        |
| Granted                          | 903,650       | 43.33                           | 822,525        | 30.93                           | 542,500        | 24.50                           |
| Exercised                        | (780,600)     | 29.34                           | (392,300)      | 25.96                           | (338,550)      | 23.52                           |
| Canceled                         | (193,600)     | 35.16                           | (244,820)      | 28.93                           | (63,550)       | 27.48                           |
| Outstanding at end of year       | 3,009,155     | \$ 33.37                        | 3,079,705      | \$ 29.54                        | 2,894,300      | \$ 28.59                        |
| Exercisable at year end          | 713,110       | \$ 28.68                        | 1,012,790      | \$ 29.39                        | 834,570        | \$ 28.39                        |

Options outstanding at July 31, 2004 were granted at prices (not less than 100 percent of the fair market value on the date of the grant) varying from \$14.375 to \$53.08. Options granted during 2004 cliff vest on the third anniversary of the grant and expire six years from the grant date. Options granted prior to 2003 vest ratably over five years and expire after ten years. There were 151 employees with options outstanding at July 31, 2004.

The following table summarizes information about the Company's stock options as of July 31, 2004:

| Range Of Exercise Prices | Options Outstanding                 |   | Options Exercisable             |                                     |                                 |
|--------------------------|-------------------------------------|---|---------------------------------|-------------------------------------|---------------------------------|
|                          | Shares Outstanding At July 31, 2004 | Weighted-Average Remaining Contractual Life (Years) | Weighted-Average Exercise Price | Shares Outstanding At July 31, 2004 | Weighted-Average Exercise Price |
| \$ 14.38 - \$15.38       | 6,700                               | 0.6   | \$ 14.85                        | 6,700                               | \$ 14.85                        |
| \$ 23.13 - \$29.19       | 833,130                             | 5.9   | \$ 24.44                        | 410,460                             | \$ 24.54                        |
| \$ 30.35 - \$36.50       | 1,333,975                           | 4.8   | \$ 32.83                        | 295,950                             | \$ 34.75                        |
| \$ 43.05 - \$53.08       | 835,350                             | 5.2   | \$ 43.29                        |                                     | \$                              |
|                          | 3,009,155                           | 5.2   | \$ 33.37                        | 713,110                             | \$ 28.68                        |

*Spin-off from Harcourt General, Inc.* On October 22, 1999, Harcourt General, Inc. (Harcourt General) completed the spin-off of its controlling equity position in the Company in a tax-free distribution to its shareholders (Spin-off). Harcourt General distributed approximately 21.4 million of its approximately 26.4 million shares of the Company's common stock and subsequently divested itself entirely of any holdings in the Company's common stock. Each common shareholder of Harcourt General received 0.3013 of a share of Class B Common Stock of the Company for every share of Harcourt General Common Stock and Class B Stock held on October 12, 1999, which was the record date for the distribution. This transaction had no impact on the reported equity of the Company.



The Company is required to indemnify Harcourt General, and each entity of the consolidated group of which Harcourt General is a member, against all federal, state and local taxes incurred by Harcourt General or any member of such group as a result of the failure of the Spin-off to qualify as a tax-free transaction under Section 355(a) of the Internal Revenue Service Code (Code) or the application of Section 355(e). The obligation to indemnify occurs only if the Company takes action which is inconsistent with any representation or statement made to the Internal Revenue Service in connection with the request by Harcourt General for a ruling letter in respect to the Spin-off and as to certain tax aspects of the Spin-off, or if within two years after the date of the Spin-off the Company 1) fails to maintain its status as a company engaged in the active conduct of a trade or business, as defined in Section 355(b) of the Code, 2) merges or consolidates with or into any other corporation, 3) liquidates or partially liquidates, 4) sells or transfers all or substantially all of its assets in a single transaction or a series of related transactions, 5) redeems or otherwise repurchases any Company stock subject to certain exceptions, or 6) takes any other action or actions which in the aggregate would have the effect of causing or permitting one or more persons to acquire, directly or indirectly, stock representing a 50 percent or greater interest in the Company. The Company's obligation to indemnify Harcourt General and its consolidated group shall not apply if, prior to taking any such action the Company has obtained and provided to Harcourt General a written opinion from a law firm acceptable to Harcourt General, or Harcourt General has obtained a supplemental ruling from the Internal Revenue Service, that such action or actions will not result in either (i) the Spin-off failing to qualify under Section 355(a) of the Code, or (ii) the Company's shares failing to qualify as qualified property for purposes of Section 355(c)(2) of the Code by reason of Section 355(e) of the Code.

**NOTE 7. Income Taxes**

The significant components of income tax expense are as follows:

| (in thousands)     | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|--------------------|------------------|----------------------------------|-------------------|
| <b>Current:</b>    |                  |                                  |                   |
| Federal            | \$ 93,963        | \$ 64,758                        | \$ 67,015         |
| State              | 3,328            | 6,854                            | 4,837             |
| Foreign            | 367              | 192                              | 136               |
|                    | 97,658           | 71,804                           | 71,988            |
| <b>Deferred:</b>   |                  |                                  |                   |
| Federal            | 21,177           | 6,944                            | (9,620)           |
| State              | 2,097            | 500                              | (715)             |
|                    | 23,274           | 7,444                            | (10,335)          |
| Income tax expense | \$ 120,932       | \$ 79,248                        | \$ 61,653         |

A reconciliation of income tax expense to the amount calculated based on the federal and state statutory rates are as follows:

| (in thousands)   | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|--|------------------|----------------------------------|-------------------|
| Income tax expense at statutory rate                   | \$ 115,260       | \$ 72,044                        | \$ 56,785         |
| State income taxes, net of federal income tax benefit  | 12,925           | 7,354                            | 4,122             |
| Tax benefit related to favorable state tax settlements | (7,500)          |                                  |                   |
| Other  | 247              | (150)                            | 746               |
| Total  | \$ 120,932       | \$ 79,248                        | \$ 61,653         |





The Company's effective income tax rate was 36.7 percent in 2004, 38.5 percent in 2003 and 38.0 percent in 2002. In the second quarter of 2004, the Company recognized a net income tax benefit of \$7.5 million related to favorable settlements associated with previous state tax filings. Excluding this benefit, the effective tax rate was 39.0 percent for 2004.

Significant components of the Company's net deferred income tax asset are as follows:

| (in thousands)                                    | July 31,<br>2004   | August 2,<br>2003 |
|---|--------------------|-------------------|
| <b>Deferred income tax assets:</b>                |                    |                   |
| Accruals and reserves                             | \$ 27,618          | \$ 29,096         |
| Employee benefits                                 | 42,891             | 41,079            |
| Other   | 2,629              | 1,845             |
| <b>Total deferred tax assets</b>                  | <b>\$ 73,138</b>   | <b>\$ 72,020</b>  |
| <b>Deferred income tax liabilities:</b>           |                    |                   |
| Inventory   | \$ (10,951)        | \$ (6,602)        |
| Depreciation and amortization                     | (49,133)           | (36,803)          |
| Pension accrual                                   | (17,517)           |                   |
| Other   | (6,840)            | (3,714)           |
| <b>Total deferred tax liabilities</b>             | <b>(84,441)</b>    | <b>(47,119)</b>   |
| <b>Net deferred income tax (liability) asset</b>  | <b>\$ (11,303)</b> | <b>\$ 24,901</b>  |
| <b>Net deferred income tax (liability) asset:</b> |                    |                   |
| Current   | \$ 9,078           | \$ 17,586         |
| Non-current                                       | (20,381)           | 7,315             |
| <b>Total</b>                                      | <b>\$ (11,303)</b> | <b>\$ 24,901</b>  |

The net deferred tax liability of \$11.3 million at July 31, 2004 increased \$36.2 million from a net deferred tax asset of \$24.9 million at August 2, 2003. This increase was comprised of the deferred tax provision of \$23.3 million charged to earnings in 2004 as well as amounts charged directly to other comprehensive loss in the statement of shareholders' equity, primarily related to the increase in the funded position of the Pension Plan in 2004 (as more fully described in Note 8). The Company believes it is more likely than not that it will realize the benefits of its recorded deferred tax assets.

**NOTE 8. Employee Benefit Plans**

**Description of Benefit Plans.** The Company sponsors a defined benefit pension plan (Pension Plan) covering substantially all full-time employees. The Company also sponsors an unfunded supplemental executive retirement plan (SERP Plan) which provides certain employees additional pension benefits. Benefits under both plans are based on the employees' years of service and compensation over defined periods of employment.

Retirees and active employees hired prior to March 1, 1989 are eligible for certain limited postretirement health care benefits (Postretirement Plan) if they meet certain service and minimum age requirements. The cost of these benefits is accrued during the years in which an employee provides services. The Company paid postretirement health care benefit claims of \$1.8 million during 2004, \$2.3 million during 2003 and \$1.7 million during 2002.

The Company has a qualified defined contribution 401(k) plan, which covers substantially all employees. Employees make contributions to the plan and the Company matches 100 percent of the first 2 percent and 25 percent of the next 4 percent of an employee's contribution up to a maximum of 6 percent of the employee's compensation. The Company also sponsors an unfunded key employee deferred compensation plan, which provides certain employees additional benefits, a profit sharing and a defined contribution retirement plan for employees of Kate Spade LLC and a qualified defined contribution 401(k) plan for employees of Gurwitch Products, LLC. The Company's aggregate contributions to these plans were approximately \$9.5 million for 2004, \$9.3 million for 2003 and \$8.9 million for 2002.

**Costs of Benefits.** The components of the expenses incurred by the Company under its Pension Plan, SERP Plan and Postretirement Plan are as follows:

| (in thousands)                                     | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|--|------------------|----------------------------------|-------------------|
| <b>Pension Plan:</b>                               |                  |                                  |                   |
| Service cost                                       | \$ 10,827        | \$ 9,110                         | \$ 8,422          |
| Interest cost                                      | 16,484           | 15,196                           | 13,571            |
| Expected return on plan assets                     | (16,527)         | (14,591)                         | (14,389)          |
| Net amortization of losses and prior service costs | 3,192            | 407                              | 283               |
| Pension Plan expense                               | \$ 13,976        | \$ 10,122                        | \$ 7,887          |
| <b>SERP Plan:</b>                                  |                  |                                  |                   |
| Service cost                                       | \$ 1,345         | \$ 1,159                         | \$ 961            |
| Interest cost                                      | 3,849            | 3,700                            | 3,199             |
| Net amortization of losses and prior service costs | 1,444            | 1,181                            | 200               |
| SERP Plan expense                                  | \$ 6,638         | \$ 6,040                         | \$ 4,360          |
| <b>Postretirement Plan:</b>                        |                  |                                  |                   |
| Service cost                                       | \$ 81            | \$ 92                            | \$ 86             |
| Interest cost                                      | 1,570            | 1,614                            | 1,214             |
| Net amortization of losses                         | 450              | 322                              |                   |
| Postretirement expense                             | \$ 2,101         | \$ 2,028                         | \$ 1,300          |

**Benefit Obligations.** The Company's obligations for the Pension Plan, SERP Plan and Postretirement Plan are valued annually as of the beginning of each fiscal year. With respect to the Pension Plan and the SERP Plan, the Company's obligations consist of both a projected benefit obligation (PBO) and an accumulated benefit obligation (ABO). The PBO represents the actuarial present value of benefits ultimately payable to plan participants for both past and future services expected to be provided by the plan participants to the Company. The ABO represents the actuarial present value of benefits payable to plan participants for only services rendered at the valuation date. The Company's obligations pursuant to its Pension Plan, SERP Plan and Postretirement Plan are as follows:

| (in thousands)                          | Pension Plan |            | SERP Plan |           | Postretirement Plan |           |
|---|--------------|------------|-----------|-----------|---------------------|-----------|
|   | 2004         | 2003       | 2004      | 2003      | 2004                | 2003      |
| <b>Projected benefit obligations:</b>   |              |            |           |           |                     |           |
| Beginning of year                       | \$ 244,997   | \$ 197,599 | \$ 57,638 | \$ 46,480 | \$ 24,907           | \$ 22,924 |
| Service cost                            | 10,827       | 9,110      | 1,345     | 1,159     | 81                  | 92        |
| Interest cost                           | 16,484       | 15,196     | 3,849     | 3,700     | 1,570               | 1,614     |
| Actuarial loss (gain)                   | 16,829       | 29,446     | 4,713     | 7,665     | (4,378)             | 2,035     |
| Benefits paid, net                      | (7,714)      | (6,354)    | (1,681)   | (1,366)   | (1,186)             | (1,758)   |
| End of year                             | \$ 281,423   | \$ 244,997 | \$ 65,864 | \$ 57,638 | \$ 20,994           | \$ 24,907 |
| <b>Accumulated benefit obligations:</b> |              |            |           |           |                     |           |
| Beginning of year                       | \$ 207,834   | \$ 175,903 | \$ 49,082 | \$ 38,689 |                     |           |
| End of year                             | \$ 240,082   | \$ 207,834 | \$ 56,209 | \$ 49,082 |                     |           |

A summary of expected benefit payments related to the Company's Pension Plan, SERP Plan and Postretirement Plan is as follows:

| (in thousands)         | Pension<br>Plan | SERP<br>Plan | Postretirement<br>Plan |
|------------------------|-----------------|--------------|------------------------|
| Fiscal year 2005       | \$8,800         | \$2,412      | \$1,484                |
| Fiscal year 2006       | 9,454           | 2,553        | 1,535                  |
| Fiscal year 2007       | 10,192          | 2,733        | 1,567                  |
| Fiscal year 2008       | 11,039          | 2,760        | 1,593                  |
| Fiscal year 2009       | 12,009          | 3,293        | 1,614                  |
| Fiscal years 2010-2014 | \$78,041        | \$22,337     | \$8,042                |

**Actuarial Assumptions.** Significant assumptions related to the calculation of the Company's obligations pursuant to its employee benefit plans include the discount rate used to calculate the actuarial present value of benefit obligations to be paid in the future, the expected long-term rate of return on assets held by the Pension Plan, the average rate of compensation increase by Pension Plan and SERP Plan participants and the health care cost trend rate for the Postretirement Plan. These actuarial assumptions are reviewed annually based upon currently available information. The assumptions utilized by the Company in calculating the projected benefit obligations and periodic expense of its Pension Plan, SERP Plan and Postretirement Plan are as follows:

|  | July 31,<br>2004 | Years Ended<br>August 1,<br>2003 | August 1,<br>2002 |
|--|------------------|----------------------------------|-------------------|
| <b>Pension Plan:</b>                             |                  |                                  |                   |
| Discount rate                                    | 6.25%            | 6.50%                            | 7.25%             |
| Expected long-term rate of return on plan assets | 8.00%            | 8.00%                            | 8.00%             |
| Rate of future compensation increase             | 4.50%            | 4.50%                            | 5.00%             |
| <b>SERP Plan:</b>                                |                  |                                  |                   |
| Discount rate                                    | 6.25%            | 6.50%                            | 7.25%             |
| Rate of future compensation increase             | 4.50%            | 4.50%                            | 5.00%             |
| <b>Postretirement Plan:</b>                      |                  |                                  |                   |
| Discount rate                                    | 6.25%            | 6.50%                            | 7.25%             |
| Initial health care cost trend rate              | 10.00%           | 11.00%                           | 12.00%            |
| Ultimate health care cost trend rate             | 5.00%            | 5.00%                            | 5.00%             |

**Discount rate.** The assumed discount rate utilized is based, in part, upon the Moody's Aa corporate bond yield as of the measurement date. The discount rate is utilized principally in calculating the actuarial present value of the Company's obligations and periodic expense pursuant to its employee benefit plans. At July 31, 2004, the discount rate was 6.25 percent. To the extent the discount rate increases or decreases, the Company's Pension Plan obligation is decreased or increased accordingly.

The estimated effect of a 0.25 percent decrease in the discount rate would increase the Pension Plan obligation by \$10.1 million and increase annual Pension Plan expense by \$1.1 million. The estimated effect of a 0.25 percent decrease in the discount rate would increase the SERP Plan obligation by \$2.2 million and increase the SERP Plan annual expense by \$0.2 million. The estimated effect of a 0.25 percent decrease in the

discount rate would increase the Postretirement Plan obligation by \$0.6 million and increase the Postretirement Plan annual expense by an immaterial amount.

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Expected long-term rate of return on plan assets. The assumed expected long-term rate of return on assets is the weighted average rate of earnings expected on the funds invested or to be invested to provide for the pension obligation. During 2004, the Company utilized 8.0 percent as the expected long-term rate of return on plan assets. The Company periodically evaluates the allocation between investment categories of the assets held by the Pension Plan. The expected average long-term rate of return on assets is based principally on the counsel of the Company's outside actuaries and advisors. This rate is utilized primarily in calculating the expected return on plan assets component of the annual pension expense. To the extent the actual rate of return on assets realized over the course of a year is greater than the assumed rate, that year's annual pension expense is not affected. Rather this gain reduces future pension expense over a period of approximately 12 to 18 years. To the extent the actual rate of return on assets is less than the assumed rate, that year's annual pension expense is likewise not affected. Rather this loss increases pension expense over approximately 12 to 18 years.

Rate of future compensation increase. The assumed average rate of compensation increase is the average annual compensation increase expected over the remaining employment periods for the participating employees. The Company utilized a rate of 4.5 percent for the periods beginning July 31, 2004. This rate is utilized principally in calculating the obligation and annual expense for the Pension and SERP Plans. The estimated effect of a 0.25 percent increase in the assumed rate of compensation increase would increase the projected benefit obligation for the Pension Plan by \$1.8 million and increase annual pension expense by \$0.4 million. The estimated effect of a 0.25 percent increase in the assumed rate of compensation increase would increase the SERP Plan projected benefit obligation by \$0.8 million and increase the SERP Plan annual expense by \$0.2 million.

Health care cost trend rate. The assumed health care cost trend rate represents the Company's estimate of the annual rates of change in the costs of the health care benefits currently provided by the Postretirement Plan. The health care cost trend rate implicitly considers estimates of health care inflation, changes in health care utilization and delivery patterns, technological advances and changes in the health status of the plan participants. The Company utilized a health care cost trend rate of 10% as of July 31, 2004, trending down over time to an ultimate health care cost trend rate of 5%. If the assumed health care cost trend rate were increased one percentage point, Postretirement Plan costs for 2004 would have been \$0.2 million higher and the accumulated postretirement benefit obligation as of July 31, 2004 would have been \$1.8 million higher. If the assumed health care trend rate were decreased one percentage point, Postretirement Plan costs for 2004 would have been \$0.1 million lower and the accumulated postretirement benefit obligation as of July 31, 2004 would have been \$1.5 million lower.

Funding Policy and Plan Assets. The Company's policy is to fund the Pension Plan at or above the minimum required by law. In 2004, the Company made voluntary contributions of \$30.0 million in the second quarter for the plan year ended July 31, 2003 and \$15.0 million in the fourth quarter for the plan year ended July 31, 2004. In addition, the Company made contributions of \$5.8 million in 2003 for the plan year ended July 31, 2003. In the third quarter of 2003, the Company made a required contribution of \$11.5 million and a voluntary contribution of \$13.5 million to the Pension Plan for the plan year ended July 31, 2002. Based upon currently available information, the Company will not be required to make contributions to the Pension Plan for the plan year ended July 31, 2004.



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Assets held by the Pension Plan are invested in accordance with the provisions of an investment policy approved by the Company. The asset allocation for the Company's Pension Plan at the end of 2004 and the target allocation for 2005, by asset category, are as follows:

|                         | <b>Pension Plan</b>                                  |                                       |
|-------------------------|--|---------------------------------------|
|                         | <b>Percentage<br/>of<br/>Plan Assets<br/>at 2004</b> | <b>2005<br/>Target<br/>Allocation</b> |
| Equity Securities       | 53%  | 80%                                   |
| Fixed Income Securities | 38%  | 20%                                   |
| Cash and Equivalents    | 8%   |                                       |
| Other                   | 1%   |                                       |
| Total                   | 100%   | 100%                                  |

For 2005, the Company revised its investment policy. The Pension Plan's strategic asset allocation was structured to reduce volatility through diversification and enhance return to approximate the amounts and timing of the expected benefit payments.

Changes in the assets held by the Pension Plan in 2004 and 2003 are as follows:

| <b>(in thousands)</b>                     | <b>2004</b> | <b>2003</b> |
|---|-------------|-------------|
| Fair value of assets at beginning of year | \$ 183,044  | \$ 145,945  |
| Actual return on assets                   | 22,767      | 12,693      |
| Company contributions                     | 45,000      | 30,760      |
| Benefits paid                             | (7,714)     | (6,354)     |
| Fair value of assets at end of year       | \$ 243,097  | \$ 183,044  |

**Funded Status.** The funded status of the Company's Pension Plan, SERP Plan and Postretirement Plan is as follows:

| <b>(in thousands)</b>   | <b>Pension Plan</b> |             | <b>SERP Plan</b> |             | <b>Postretirement Plan</b> |             |
|---|---------------------|-------------|------------------|-------------|----------------------------|-------------|
|   | <b>2004</b>         | <b>2003</b> | <b>2004</b>      | <b>2003</b> | <b>2004</b>                | <b>2003</b> |
| Projected benefit obligation  | \$ 281,423          | \$ 244,997  | \$ 65,864        | \$ 57,638   | \$ 20,994                  | \$ 24,907   |
| Fair value of plan assets   | 243,097             | 183,044     |                  |             |                            |             |
| Excess of projected benefit obligation over fair value of plan assets | (38,326)            | (61,953)    | (65,864)         | (57,638)    | (20,994)                   | (24,907)    |
| Unrecognized net actuarial loss (gain)                                | 83,599              | 75,921      | 17,316           | 13,285      | 2,859                      | 7,643       |
| Unrecognized prior service (income) cost                              | (190)               | (223)       | 3,172            | 3,934       | 206                        | 250         |
| Unrecognized net obligation at transition                             | 471                 | 785         |                  |             |                            |             |
| Net prepaid (accrued) benefit obligation in the                       | \$ 45,554           | \$ 14,530   | \$ (45,376)      | \$ (40,419) | \$ (17,929)                | \$ (17,014) |



consolidated balance  
sheets

|   |    |         |    |          |    |          |    |          |
|---|----|---------|----|----------|----|----------|----|----------|
| Accumulated benefit obligation                | \$ | 240,082 | \$ | 207,834  | \$ | 56,209   | \$ | 49,082   |
| Fair value of plan assets                     |    | 243,097 |    | 183,044  |    |          |    |          |
| Excess (deficiency) of assets over obligation | \$ | 3,015   | \$ | (24,790) | \$ | (56,209) | \$ | (49,082) |

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The Company's Pension Plan and SERP Plan obligations and funded status of such plans are recognized in the Company's consolidated balance sheets as follows:

| (in thousands)   | Pension Plan |             | SERP Plan   |             |
|--|--------------|-------------|-------------|-------------|
|  | 2004         | 2003        | 2004        | 2003        |
| Prepaid asset (accrued obligation)   | \$ 45,554    | \$ (24,790) | \$ (56,209) | \$ (49,082) |
| Intangible asset   |              | 562         | 3,172       | 3,934       |
| Other comprehensive loss - additional minimum liability                    |              | 38,758      | 7,661       | 4,729       |
| Net prepaid (accrued) benefit obligation in the consolidated balance sheet | \$ 45,554    | \$ 14,530   | \$ (45,376) | \$ (40,419) |

In 2003, the Company was required to record additional minimum liabilities of \$39.3 million related to the Pension Plan and \$8.7 million related to the SERP Plan. In recording the additional minimum liabilities, the Company reduced shareholders' equity by \$43.5 million (\$26.7 million, net of tax).

In 2004, the fair value of the assets held by the Pension Plan exceeded the accumulated benefit obligation. As a result, the previously recorded additional minimum liability was reversed and shareholders' equity increased by \$38.8 million (\$23.8 million, net of tax). The additional minimum liability for the SERP Plan increased by \$2.2 million and reduced shareholders' equity by \$1.8 million, net of tax.

The projected benefit obligation of the Pension Plan exceeded the plan's assets by \$38.3 million in 2004 and by \$62.0 million in 2003. The underfunded status is reflected in the Company's consolidated balance sheet as follows:

|   | 2004        | 2003        |
|---|-------------|-------------|
| Prepaid pension contribution reflected in the consolidated balance sheet and not yet charged to expense | \$ 45,554   | \$ 14,530   |
| Liability charged to shareholders' equity and not yet recognized in expense                             |             | (38,758)    |
| Liability reflected in other assets and not yet charged to expense                                      |             | (562)       |
| Unrecognized liability not yet recognized in expense  | (83,880)    | (37,163)    |
| Underfunded status  | \$ (38,326) | \$ (61,953) |

The unrecognized liability of \$83.9 million for the Pension Plan at July 31, 2004 relates primarily to the delayed recognition of differences between the Company's actuarial assumptions and actual results. In addition, the Company had cumulative unrecognized liabilities for the SERP Plan and Postretirement Plan aggregating \$23.6 million at July 31, 2004.

**NOTE 9. Effect of Change in Vacation Policy**

During the third quarter of 2002, the Company terminated its prior vacation plan and the Board of Directors of the Company approved a new policy related to vacation pay for its employees. The new policy was communicated to employees during the third quarter of 2002. Pursuant to the new policy, which was effective as of April 28, 2002, eligible employees earn vacation pay ratably over the course of the year in which the services are rendered.

Pursuant to the previous plan, eligible employees received an annual vacation grant at the beginning of each service year. Such grants were made in anticipation of future service; however, eligible employees were allowed to take vacation time to the extent of the vacation grant as of the grant date. Further, in the event of termination, an employee was entitled to receive cash compensation to the extent of the untaken balance of the annual grant. As a result, the Company recorded vacation expense ratably over the twelve months prior to each annual grant such that the liability for the annual grant was fully recorded as of the grant date.

With the termination of the prior vacation plan, the previously recorded vacation liability of \$16.6 million, which amount represented the vacation time that would have been granted to employees on April 28, 2002 pursuant to the previous plan, was eliminated and credited to operating earnings in the third quarter of 2002.

**NOTE 10. Impairment and Other Charges**

In the fourth quarter of 2004, the Company recorded a \$3.9 million pretax impairment charge related to the writedown to fair value of the net carrying value of the Chef's Catalog tradename intangible asset.

In the fourth quarter of 2002, the Company recorded a \$3.1 million pretax impairment charge. The charge related to the write-down of the net carrying values of the fixed assets of three Kate Spade LLC stores to estimated fair value.

In the third quarter of 2002, the Company recorded an \$8.2 million pretax charge. The charge related to 1) the write-off of the remaining net carrying value of its cost method investment in WeddingChannel.com, Inc. in light of its continued operating losses, 2) the write-down of the carrying values of the fixed assets of two Neiman Marcus Galleries stores to estimated fair value and 3) the accrual of the estimated loss associated with the abandonment of excess warehouse space held by the Company pursuant to a long-term operating lease.

In the second quarter of 2002, the Company incurred expenses of approximately \$2.0 million in connection with cost reduction strategies. These expenses consisted primarily of severance costs and lease termination expenses incurred in connection with the closing of the Neiman Marcus Galleries store in Seattle, Washington.

**NOTE 11. Commitments and Contingencies**

The Company leases certain property and equipment under various non-cancelable capital and operating leases. The leases provide for monthly fixed rentals and/or contingent rentals based upon sales in excess of stated amounts and normally require the Company to pay real estate taxes, insurance, common area maintenance costs and other occupancy costs. Generally, the leases have primary terms ranging from 1 to 99 years and include renewal options ranging from 5 to 80 years.

Rent expense under operating leases are as follows:

| (in thousands)                               | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|--|------------------|----------------------------------|-------------------|
| Minimum rent                                 | \$ 42,800        | \$ 41,200                        | \$ 37,400         |
| Contingent rent                              | 20,300           | 16,500                           | 17,000            |
| Amortization of deferred real estate credits | (5,200)          | (3,900)                          | (1,000)           |
| Total rent expense                           | \$ 57,900        | \$ 53,800                        | \$ 53,400         |

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Future minimum rental commitments, excluding renewal options, under capital leases and non-cancelable operating leases are as follows: fiscal year 2005 \$47.3 million; fiscal year 2006 \$45.2 million; fiscal year 2007 \$40.3 million; fiscal year 2008 \$38.6 million; fiscal year 2009 \$36.5 million; all years thereafter \$567.0 million.

Common area maintenance costs were \$11.9 million for 2004, \$12.5 million for 2003 and \$10.0 million for 2002.

**Litigation.** The Company is involved in various suits and claims in the ordinary course of business. Management does not believe that the disposition of any such suits and claims will have a material adverse effect upon the consolidated results of operations, cash flows or the financial position of the Company.

**Other.** The Company had approximately \$15.0 million of outstanding irrevocable letters of credit relating to purchase commitments and insurance and other liabilities at July 31, 2004. The Company had approximately \$2.8 million in surety bonds at July 31, 2004 relating primarily to merchandise imports, state sales tax and utility requirements.

#### **NOTE 12. Earnings Per Share**

The weighted average shares used in computing basic and diluted earnings per share (EPS) are presented in the table below. No adjustments were made to net earnings for the computations of basic and diluted EPS during the periods presented.

| (in thousands of shares)                              | July 31,<br>2004 | Years Ended<br>August 2,<br>2003 | August 3,<br>2002 |
|---|------------------|----------------------------------|-------------------|
| Weighted average shares outstanding                   | 48,349           | 47,750                           | 47,726            |
| Less shares of non-vested restricted stock            | (352)            | (288)                            | (282)             |
| Shares for computation of basic EPS                   | 47,997           | 47,462                           | 47,444            |
| Effect of dilutive stock options and restricted stock | 876              | 333                              | 391               |
| Shares for computation of diluted EPS                 | 48,873           | 47,795                           | 47,835            |
| Shares represented by antidilutive stock options      | 8                | 1,469                            | 1,223             |

Antidilutive stock options were not included in the computation of diluted EPS because the exercise price of those options was greater than the average market price of the common shares.

#### **NOTE 13. Accumulated Other Comprehensive Income (Loss)**

The following table shows the components of accumulated other comprehensive income (loss):

#### **NOTE 11. Commitments and Contingencies**

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| (in thousands)                                      | July 31,<br>2004 | August 2,<br>2003 | August 3,<br>2002 |
|---|------------------|-------------------|-------------------|
| Unrealized (loss) gain on financial instruments:    |                  |                   |                   |
| Foreign currency contracts                          | \$ (546)         | \$ 387            | \$ 502            |
| IO Strip  |                  | 357               | 414               |
| Minimum pension liability adjustments               | (4,673)          | (26,744)          |                   |
| Other   | 683              | 427               | (10)              |
| Total accumulated other comprehensive (loss) income | \$ (4,536)       | \$ (25,573)       | \$ 906            |

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**NOTE 14. Segment Reporting**

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The Company has identified two reportable segments: Specialty Retail Stores and Direct Marketing. The Specialty Retail Stores segment includes all Neiman Marcus and Bergdorf Goodman retail stores, including Neiman Marcus clearance stores. The Direct Marketing segment conducts both print catalog and online operations under the Neiman Marcus, Horchow and Chef's Catalog brand names. Other includes the operations of Kate Spade LLC and Gurwitch Products, LLC.

Both the Specialty Retail Stores and Direct Marketing segments, as well as Kate Spade LLC and Gurwitch Products, LLC, derive their revenues from the sales of high-end fashion apparel, accessories, cosmetics and fragrances from leading designers, precious and fashion jewelry and decorative home accessories.

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies. The Company's senior management evaluates the performance of the Company's assets on a consolidated basis. Interest expense is not allocated by segment.

The following tables set forth the information for the Company's reportable segments:

| (in thousands)                      | July 31,<br>2004    | Years Ended<br>August 2,<br>2003 | August 3,<br>2002   |
|-------------------------------------|---------------------|----------------------------------|---------------------|
| <b>REVENUES</b>                     |                     |                                  |                     |
| Specialty Retail Stores             | \$ 2,850,088        | \$ 2,507,045                     | \$ 2,416,833        |
| Direct Marketing                    | 570,626             | 493,473                          | 444,019             |
| Other                               | 104,057             | 79,835                           | 71,118              |
| <b>Total</b>                        | <b>\$ 3,524,771</b> | <b>\$ 3,080,353</b>              | <b>\$ 2,931,970</b> |
| <b>OPERATING EARNINGS</b>           |                     |                                  |                     |
| Specialty Retail Stores             | \$ 310,579          | \$ 198,201                       | \$ 170,465          |
| Direct Marketing                    | 61,307              | 45,754                           | 22,835              |
| Other                               | 12,989              | 9,011                            | 4,848               |
| Subtotal                            | 384,875             | 252,966                          | 198,148             |
| Corporate expenses                  | (35,786)            | (30,856)                         | (23,841)            |
| Effect of change in vacation policy |                     |                                  | 16,576              |
| Impairment and other charges        | (3,853)             |                                  | (13,233)            |
| <b>Total</b>                        | <b>\$ 345,236</b>   | <b>\$ 222,110</b>                | <b>\$ 177,650</b>   |
| <b>CAPITAL EXPENDITURES</b>         |                     |                                  |                     |
| Specialty Retail Stores             | \$ 101,101          | \$ 120,867                       | \$ 160,268          |
| Direct Marketing                    | 13,319              | 6,761                            | 10,118              |
| Other                               | 6,053               | 1,940                            | 1,513               |
| <b>Total</b>                        | <b>\$ 120,473</b>   | <b>\$ 129,568</b>                | <b>\$ 171,899</b>   |
| <b>DEPRECIATION EXPENSE</b>         |                     |                                  |                     |
| Specialty Retail Stores             | \$ 88,265           | \$ 72,055                        | \$ 67,126           |
| Direct Marketing                    | 8,058               | 8,692                            | 8,321               |
| Other                               | 2,719               | 2,131                            | 2,320               |
| <b>Total</b>                        | <b>\$ 99,042</b>    | <b>\$ 82,878</b>                 | <b>\$ 77,767</b>    |

**NOTE 15. Quarterly Financial Information (Unaudited)**

| (in millions, except for<br>per share data) | Year Ended July 31, 2004 |                   |                  |                   |            | Total |
|---|--------------------------|-------------------|------------------|-------------------|------------|-------|
|   | First<br>Quarter         | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |            |       |
| Revenues                                    | \$ 818.8                 | \$ 1,048.4        | \$ 873.2         | \$ 784.5          | \$ 3,524.8 |       |
| Gross profit                                | \$ 308.4                 | \$ 329.4          | \$ 328.5         | \$ 231.2          | \$ 1,197.5 |       |
| Net earnings                                | \$ 56.2                  | \$ 59.2(1)        | \$ 68.8          | \$ 20.6(2)        | \$ 204.8   |       |
| Earnings per share:                         |                          |                   |                  |                   |            |       |
| Basic                                       | \$ 1.18                  | \$ 1.23           | \$ 1.43          | \$ 0.43           | \$ 4.27    |       |
| Diluted                                     | \$ 1.16                  | \$ 1.21           | \$ 1.40          | \$ 0.42           | \$ 4.19    |       |

| (in millions, except for<br>per share data)       | Year Ended August 2, 2003 |                   |                  |                   |            | Total |
|---|---------------------------|-------------------|------------------|-------------------|------------|-------|
|   | First<br>Quarter          | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |            |       |
| Revenues  | \$ 727.8                  | \$ 934.8          | \$ 718.6         | \$ 699.1          | \$ 3,080.4 |       |
| Gross profit                                      | 272.5                     | 279.4             | 253.4            | 196.6             | 1,001.9    |       |
| Earnings before change in<br>accounting principle | 43.3                      | 32.5              | 41.1             | 7.2               | 124.1      |       |
| Change in accounting principle                    | (14.8)                    |                   |                  |                   | (14.8)     |       |
| Net earnings                                      | \$ 28.5                   | \$ 32.5           | \$ 41.1          | \$ 7.2            | \$ 109.3   |       |
| Basic earnings per share:                         |                           |                   |                  |                   |            |       |
| Earnings before change in<br>accounting principle | \$ 0.91                   | \$ 0.68           | \$ 0.87          | \$ 0.15           | \$ 2.61    |       |
| Change in accounting principle                    | (0.31)                    |                   |                  |                   | (0.31)     |       |
| Basic earnings per share                          | \$ 0.60                   | \$ 0.68           | \$ 0.87          | \$ 0.15           | \$ 2.30    |       |
| Diluted earnings per share:                       |                           |                   |                  |                   |            |       |
| Earnings before change in<br>accounting principle | \$ 0.90                   | \$ 0.68           | \$ 0.87          | \$ 0.15           | \$ 2.60    |       |
| Change in accounting principle                    | (0.31)                    |                   |                  |                   | (0.31)     |       |
| Diluted earnings per share                        | \$ 0.59                   | \$ 0.68           | \$ 0.87          | \$ 0.15           | \$ 2.29    |       |

(1) Net earnings for the second quarter of 2004 reflect a \$7.5 million net income tax benefit related to favorable settlements associated with previous state tax filings.

(2) Net earnings for the fourth quarter of 2004 include a \$3.9 million pretax impairment charge related to the writedown to fair value in the net carrying value of the Chef's Catalog tradename intangible asset.

**NOTE 16. Restatements**

Subsequent to the issuance of the 2004 financial statements, the Company corrected errors in its previously issued financial statements related to 1) the classification of construction allowances in its balance sheets and statements of cash flows and 2) the classification of changes in the Retained Interests held by the Company in connection with the Credit Card Facility in its statements of cash flows. Previously reported operating earnings, net income, earnings per share and shareholders' equity were not impacted by these corrections.

**Construction Allowances.** On February 7, 2005, the Chief Accountant of the Securities and Exchange Commission (SEC) released a letter regarding various lease accounting issues and the application of generally accepted accounting principles to such issues. Following the issuance of the letter by the SEC, the Company reviewed its accounting policies related to construction allowances and determined that its classification of construction allowances in its balance sheets and statements of cash flows was not in accordance with generally accepted accounting principles.

The Company periodically receives allowances from developers related to the construction of its stores. Historically, the Company recorded these allowances as a reduction of capital expenditures and, as result, the carrying values of property and equipment. After its review related to the accounting for construction allowances, the Company has corrected the classification of these construction allowances from a reduction of property and equipment to deferred real estate credits on its balance sheets. These deferred real estate credits are amortized over the lease term which is consistent with the amortization period for the constructed assets.

In addition, capital expenditures, as presented in the statements of cash flows, were previously presented net of the construction allowances received. The Company has corrected the error in the classification of the cash receipts of construction allowances to cash flows from operating activities and, as a result, restated the statements of cash flows.

**Retained Interests.** Pursuant to the terms of the Credit Card Facility, as more fully described in Note 2, the Company's Retained Interests fluctuate monthly based on the underlying balance of the Company's credit card receivables. The Company has previously reflected the changes in its Retained Interests in the determination of cash flows from investing activities. The Company has determined that such presentation is not in accordance with generally accepted accounting principles and has corrected such error by restating its statements of cash flows to include the changes in its Retained Interests in the determination of cash flows from operating activities.

The following table summarizes the impact of these restatements on the Company's previously issued financial statements:

|  | Restatements                 |                            |                                     |                |
|--|------------------------------|----------------------------|-------------------------------------|----------------|
|  | As<br>Originally<br>Reported | Construction<br>Allowances | Changes in<br>Retained<br>Interests | As<br>Restated |
| <b>Fiscal Year 2004</b>                              |                              |                            |                                     |                |
| <b>Consolidated Balance Sheet:</b>                   |                              |                            |                                     |                |
| Property and equipment, net                          | \$ 693,772                   | \$ 56,711                  | \$                                  | \$ 750,483     |
| Other assets, net                                    | 145,812                      | 15,187                     |                                     | 160,999        |
| Total assets   | 2,545,750                    | 71,898                     |                                     | 2,617,648      |
| Deferred real estate credits                         |                              | 71,898                     |                                     | 71,898         |
| Total long-term liabilities                          | 437,212                      | 71,898                     |                                     | 509,110        |
| <b>Consolidated Statement of Cash Flows:</b>         |                              |                            |                                     |                |
| Net cash (used for) provided by operating activities | \$ (192,336)                 | \$ 2,343                   | \$ 242,565                          | \$ 52,572      |
| Net cash provided by (used for) investing activities | 127,618                      | (2,343)                    | (242,565)                           | (117,290)      |
| <b>Fiscal Year 2003</b>                              |                              |                            |                                     |                |
| <b>Consolidated Balance Sheet:</b>                   |                              |                            |                                     |                |
| Property and equipment, net                          | \$ 674,185                   | \$ 59,608                  | \$                                  | \$ 733,793     |
| Other assets, net                                    | 114,124                      | 10,734                     |                                     | 124,858        |
| Total assets   | 2,034,430                    | 70,342                     |                                     | 2,104,772      |
| Deferred real estate credits                         |                              | 70,342                     |                                     | 70,342         |
| Total long-term liabilities                          | 357,967                      | 70,342                     |                                     | 428,309        |
| <b>Consolidated Statement of Cash Flows:</b>         |                              |                            |                                     |                |
| Net cash (used for) provided by operating activities | \$ 169,041                   | \$ 29,574                  | \$ (33,963)                         | \$ 164,652     |
| Net cash provided by (used for) investing activities | (133,957)                    | (29,574)                   | 33,963                              | (129,568)      |
| <b>Fiscal Year 2002</b>                              |                              |                            |                                     |                |
| <b>Consolidated Statement of Cash Flows:</b>         |                              |                            |                                     |                |
| Net cash provided by (used for) operating activities | \$ 212,394                   | \$ 22,653                  | \$ 12,115                           | \$ 247,162     |
| Net cash used for investing activities               | (137,131)                    | (22,653)                   | (12,115)                            | (171,899)      |

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE NEIMAN MARCUS GROUP, INC.

By: /s/ Nelson A. Bangs  
 Nelson A. Bangs  
 Senior Vice President and General Counsel

Dated: May 27, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the following capacities and on the dates indicated.

| <b>Signature</b>                             | <b>Title</b>  | <b>Date</b>  |
|--|---|--------------|
| /s/ Burton M. Tansky<br>Burton M. Tansky     | President and Chief Executive<br>Officer, Director                                    | May 27, 2005 |
| /s/ James E. Skinner<br>James E. Skinner     | Senior Vice President and Chief<br>Financial Officer<br>(principal financial officer) | May 27, 2005 |
| /s/ T. Dale Stapleton<br>T. Dale Stapleton   | Vice President and<br>Controller<br>(principal accounting officer)                    | May 27, 2005 |
| /s/ Richard A. Smith<br>Richard A. Smith     | Chairman of the Board   | May 27, 2005 |
| /s/ Robert A. Smith<br>Robert A. Smith       | Vice Chairman   | May 27, 2005 |
| /s/ Brian J. Knez<br>Brian J. Knez           | Vice Chairman   | May 27, 2005 |
| /s/ John R. Cook<br>John R. Cook             | Director  | May 27, 2005 |
| /s/ Gary L. Countryman<br>Gary L. Countryman | Director  | May 27, 2005 |
| /s/ Matina S. Horner<br>Matina S. Horner     | Director  | May 27, 2005 |
| /s/ Vincent M. O Reilly                      | Director  | May 27, 2005 |



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Vincent M. O Reilly

/s/ Walter J. Salmon  
Walter J. Salmon

Director

May 27, 2005

/s/ Carl Sewell  
Carl Sewell

Director

May 27, 2005

/s/ Dr. Paula Stern  
Dr. Paula Stern

Director

May 27, 2005

## SCHEDULE II

The Neiman Marcus Group, Inc.

Valuation and Qualifying Accounts and Reserves

(in thousands)

Three years ended July 31, 2004

| Description   | Column A | Column B                             | Column C                            |  | Column D        | Column E                       |
|---|----------|--------------------------------------|-------------------------------------|--|-----------------|--------------------------------|
|   |          | Balance at<br>Beginning of<br>Period | Charged to<br>Costs and<br>Expenses | Additions<br>Charged to<br>Other<br>Accounts | Deductions      | Balance at<br>End of<br>Period |
| <u>Year ended July 31, 2004</u>   |          |                                      |                                     |  |                 |                                |
| Allowance for doubtful accounts<br>(deducted from accounts<br>receivable) | \$       | 424                                  | \$ 7,639                            | \$ 11,820(A)                                 | \$ (9,805)(B)   | \$ 10,078                      |
| Reserve for estimated sales<br>returns                                    | \$       | 26,674                               | \$ 388,357                          | \$   | \$ (383,544)(C) | \$ 31,487                      |
| <u>Year ended August 2, 2003</u>  |          |                                      |                                     |  |                 |                                |
| Allowance for doubtful accounts<br>(deducted from accounts<br>receivable) | \$       | 398                                  | \$ 33                               | \$   | \$ (7)(B)       | \$ 424                         |
| Reserve for estimated sales<br>returns                                    | \$       | 24,162                               | \$ 327,580                          | \$   | \$ (325,068)(C) | \$ 26,674                      |
| <u>Year ended August 3, 2002</u>  |          |                                      |                                     |  |                 |                                |
| Allowance for doubtful accounts<br>(deducted from accounts<br>receivable) | \$       | 355                                  | \$ 43                               | \$   | \$              | \$ 398                         |
| Reserve for estimated sales<br>returns                                    | \$       | 21,501                               | \$ 296,470                          | \$   | \$ (293,809)(C) | \$ 24,162                      |

(A) Reserve established in connection with the transition from Off-Balance Sheet Accounting to Financing Accounting for the Company's borrowings under its revolving credit card securitization program.

(B) Write-off of uncollectible accounts net of recoveries and other miscellaneous deductions.

(C) Gross margin on actual sales returns, net of commissions.