

Evans Jill K.
Form 4/A
October 18, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Evans Jill K.

2. Issuer Name and Ticker or Trading Symbol
ALPINE TOTAL DYNAMIC DIVIDEND FUND [AOD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2500 WESTCHESTER AVENUE,
STE. 215

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2007

____ Director
____ Officer (give title below) Other (specify below)
Portfolio Manager

PURCHASE, NY 10577

4. If Amendment, Date Original Filed(Month/Day/Year)
10/08/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Shares of Beneficial Interest	01/30/2007		P	3,000	A	\$ 20	3,000	D
Common Shares of Beneficial Interest	01/30/2007		P	100	A	\$ 20	3,100	D
Common Shares of Beneficial Interest	04/29/2009		G	1,550	D	\$ 0	1,550 ⁽¹⁾	I
								by Trust FBO reporting

Interest									person
Common Shares of Beneficial Interest	10/06/2010	P	6,500	A	\$ 5.55	8,050	I (2)		by Trust FBO reporting person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Evans Jill K.
2500 WESTCHESTER AVENUE, STE. 215
PURCHASE, NY 10577

Portfolio Manager

Signatures

/s/ Jill K. Evans 10/18/2010

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares were previously owned directly but were transferred to a trust for which the reporting person is the trustee and an indirect beneficiary.

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- (2) This Form 4 amends and restates in its entirety the Form 4 filed on October 8, 2010, to correct disclosure with respect to the ownership form of the securities and the nature of indirect beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. E=2>

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

- (1) Net earnings for the first quarter of 2005 includes a pretax loss of \$15.3 million related to the disposition of Chef's Catalog.
- (2) Net earnings for the fourth quarter of 2005 includes a pretax gain of \$6.2 million related to the sale of our credit card portfolio, tax benefits aggregating \$7.6 million related to favorable settlements associated with previous state tax filings and reductions in previously recorded deferred tax liabilities.
- (3) Net earnings for the second quarter of 2004 reflect a \$7.5 million tax benefit related to favorable settlements associated with previous state tax filings.
- (4) 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.

15. SUBSEQUENT EVENTS

Explanation of Responses:

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The Company was acquired on October 6, 2005 through a merger transaction with Newton Acquisition Merger Sub, Inc., a wholly-owned subsidiary of Neiman Marcus, Inc. (formerly Newton Acquisition, Inc.) (Parent). The acquisition was accomplished through the merger of Newton Acquisition Merger Sub, Inc. with and into the Company, with the Company being the surviving entity (the Acquisition). Subsequent to the Acquisition, we are a subsidiary of the Parent, which is controlled by Newton Holding, LLC (Holding). Both the Parent and Holding were formed by investment funds affiliated with Texas Pacific Group and Warburg Pincus LLC (the Sponsors).

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The Acquisition was financed by:

Borrowings under a senior secured asset-based revolving credit facility (Asset-Based Revolving Credit Facility) and our \$1,975.0 million secured term loan credit facility (Senior Secured Term Loan Facility);

the issuance of \$700.0 million principal amount of 9.0%/9.75% senior notes due 2015 (Senior Notes);

the issuance of \$500.0 million principal amount of 10.375% senior subordinated notes due 2015 (Senior Subordinated Notes); and

equity investments from Parent funded by direct and indirect equity investments from the Sponsors, co-investors and management.

16. CONDENSED CONSOLIDATING FINANCIAL INFORMATION

All the Company's obligations under the Asset-Based Revolving Credit Facility, the Senior Secured Term Loan Facility, the Senior Notes and the Senior Subordinated Notes are guaranteed by the Parent and certain of the Company's existing and future domestic subsidiaries (principally, Bergdorf Goodman, Inc. through which the Company conducts the operations of its Bergdorf Goodman stores and the NM Nevada Trust which holds legal title to certain real property and intangible assets used by the Company in conducting its operations). Non-guarantor subsidiaries consist principally of Gurwitch Products, L.L.C., Kate Spade LLC and Neiman Marcus Funding Corporation through which the Company previously conducted its credit card operations prior to the Credit Card Sale. The guarantees by the Parent and each subsidiary guarantor are full and unconditional and joint and several.

The following condensed consolidating financial information represents the financial information of The Neiman Marcus Group, Inc. and its wholly-owned subsidiary guarantors, prepared on the equity basis of accounting. The information is presented in accordance with the requirements of Rule 3-10 under the Securities and Exchange Commission's Regulation S-X. The financial information may not

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necessarily be indicative of results of operations, cash flows or financial position had the subsidiary guarantors operated as independent entities.

July 30, 2005					
Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated	
(in thousands)					
ASSETS					
Current assets:					
Cash and cash equivalents	\$ 317,346	\$ 795	\$ 535,341	\$	\$ 853,482
Accounts receivable, net of allowance	7,910	2,929	18,688	359	29,886
Merchandise inventories	650,916	78,390	22,011	(2,951)	748,366
Other current assets	68,905	5,603	2,239		76,747
Total current assets	1,045,077	87,717	578,279	(2,592)	1,708,481
Property and equipment, net	697,514	136,503	20,992		855,009
Goodwill and intangibles, net	14,875	23,700	32,942		71,517
Other assets	24,035	371	1,247		25,653
Investments in subsidiaries	706,376			(706,376)	
Total assets	\$ 2,487,877	\$ 248,291	\$ 633,460	\$ (708,968)	\$ 2,660,660
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities:					
Accounts payable	\$ 233,116	\$ 32,199	\$ 17,213	\$ 359	\$ 282,887
Accrued liabilities	245,378	60,396	25,014	2,149	332,937
Notes payable and current maturities of long-term liabilities	200		1,250		1,450
Total current liabilities	478,694	92,595	43,477	2,508	617,274
Long-term liabilities:					
Long-term debt	249,780				249,780
Other long-term liabilities	185,457	18,626	3,465		207,548
Total long-term liabilities	435,237	18,626	3,465		457,328
Minority interest				12,112	12,112
Total shareholders' equity	1,573,946	137,070	586,518	(723,588)	1,573,946
Total liabilities and shareholders' equity	\$ 2,487,877	\$ 248,291	\$ 633,460	\$ (708,968)	\$ 2,660,660

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July 31, 2004

Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
(in thousands)				
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 363,166	\$ 828	\$ 4,373	\$ 368,367
Accounts receivable, net of allowance	15,551	2,883	533,467	(214) 551,687
Merchandise inventories	625,974	77,611	19,834	(3,142) 720,277
Other current assets	57,810	6,233	1,792	65,835
Total current assets	1,062,501	87,555	559,466	(3,356) 1,706,166
Property and equipment, net	600,788	136,411	13,284	750,483
Goodwill and intangibles, net	23,746	32,000	32,946	88,692
Other assets	69,619	1,088	1,600	72,307
Investment in unrestricted subsidiaries	497,109			(497,109)
Total assets	\$ 2,253,763	\$ 257,054	\$ 607,296	\$ (500,465) \$ 2,617,648
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$ 244,982	\$ 31,642	\$ 12,872	\$ (214) \$ 289,282
Accrued liabilities	218,427	53,695	13,199	1,512 286,833
Notes payable and current maturities of long-term liabilities	313		1,250	1,563
Current portion of borrowings under Credit Card Facility			150,000	150,000
Total current liabilities	463,722	85,337	177,321	1,298 727,678
Long-term liabilities:				
Long-term debt	249,757		75,000	324,757
Deferred income taxes	20,381			20,381
Other long-term liabilities	149,341	13,397	1,234	163,972
Total long-term liabilities	419,479	13,397	76,234	509,110
Minority interest				10,298 10,298
Total shareholders' equity	1,370,562	158,320	353,741	(512,061) 1,370,562
Total liabilities and shareholders' equity	\$ 2,253,763	\$ 257,054	\$ 607,296	\$ (500,465) \$ 2,617,648

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Year ended July 30, 2005

Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated	
(in thousands)					
Revenues	\$ 3,175,675	\$ 518,492	\$ 146,234	\$ (18,477)	\$ 3,821,924
Cost of goods sold including buying and occupancy costs (excluding depreciation)	2,009,096	339,543	60,613	(18,668)	2,390,584
Selling, general and administrative expenses (excluding depreciation)	796,060	112,101	66,432		974,593
Income from credit card operations, net			(71,644)		(71,644)
Depreciation expense	84,831	18,301	4,555		107,687
Loss on disposition of Chef's catalog	7,048	8,300			15,348
Gain on Credit Card Sale			(6,170)		(6,170)
Operating earnings	278,640	40,247	92,448	191	411,526
Interest expense, net	7,019		5,359		12,378
Intercompany royalty charges (income)	195,572	(195,572)			
Equity in earnings of subsidiaries	(319,262)			319,262	
Earnings before income taxes and minority interest	395,311	235,819	87,089	(319,071)	399,148
Income taxes	146,487				146,487
Earnings before minority interest	248,824	235,819	87,089	(319,071)	252,661
Minority interest in net earnings of subsidiaries				(3,837)	(3,837)
Net earnings	\$ 248,824	\$ 235,819	\$ 87,089	\$ (322,908)	\$ 248,824

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Year ended July 31, 2004

	Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)				
Revenues	\$ 2,969,417	\$ 450,526	\$ 122,999	\$ (18,171)	\$ 3,524,771
Cost of goods sold including buying and occupancy costs (excluding depreciation)	1,901,967	298,795	48,439	(18,297)	2,230,904
Selling, general and administrative expenses (excluding depreciation)	745,773	99,079	56,634		901,486
Income from credit card operations, net			(55,750)		(55,750)
Depreciation expense	77,659	17,137	4,246		99,042
Impairment and other charges		3,853			3,853
Operating earnings	244,018	31,662	69,430	126	345,236
Interest expense, net	13,792		2,131		15,923
Intercompany royalty charges (income)	164,994	(164,994)			
Equity in earnings of subsidiaries	(260,532)			260,532	
Earnings before income taxes and minority interest	325,764	196,656	67,299	(260,406)	329,313
Income taxes	120,932				120,932
Earnings before minority interest	204,832	196,656	67,299	(260,406)	208,381
Minority interest in net earnings of subsidiaries				(3,549)	(3,549)
Net earnings	\$ 204,832	\$ 196,656	\$ 67,299	\$ (263,955)	\$ 204,832

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Year ended August 2, 2003

Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated	
(in thousands)					
Revenues	\$ 2,631,779	\$ 368,032	\$ 96,257	\$ (15,715)	\$ 3,080,353
Cost of goods sold including buying and occupancy costs (excluding depreciation)	1,722,278	254,242	37,610	(16,441)	1,997,689
Selling, general and administrative expenses (excluding depreciation)	693,557	90,807	46,625		830,989
Income from credit card operations, net			(53,313)		(53,313)
Depreciation expense	66,716	12,707	3,455		82,878
Impairment and other charges					
Operating earnings	149,228	10,276	61,880	726	222,110
Interest expense, net	16,243		27		16,270
Intercompany royalty charges (income)	150,573	(150,573)			
Equity in earnings of subsidiaries	(206,139)			206,139	
Earnings before income taxes and minority interest	188,551	160,849	61,853	(205,413)	205,840
Income taxes	79,248				79,248
Earnings before minority interest & change in accounting principle	109,303	160,849	61,853	(205,413)	126,592
Minority interest in net earnings of subsidiaries				(2,488)	(2,488)
Net earnings before change in accounting principle	109,303	160,849	61,853	(207,901)	124,104
Change in accounting principle writedown of intangible assets, net of taxes		(14,801)			(14,801)
Net earnings	\$ 109,303	\$ 146,048	\$ 61,853	\$ (207,901)	\$ 109,303

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Year ended July 30, 2005

Company	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
(in thousands)				
CASH FLOWS OPERATING ACTIVITIES				
Net earnings	\$ 248,824	\$ 235,819	\$ 87,089	\$ (322,908) \$ 248,824
Adjustments to reconcile net earnings to net cash provided by operating activities:				
Depreciation	84,831	18,301	4,555	107,687
Loss on disposition of Chef's catalog	7,048	8,300		15,348
Gain on Credit Card Sale			(6,170)	(6,170)
Net cash received from Credit Card Sale			533,656	533,656
Minority Interest			3,837	3,837
Other, primarily costs related to defined benefit pension and other long-term benefit plans	28,050	1,474	(2,996)	26,528
Intercompany royalty income payable (receivable)	195,572	(195,572)		
Equity in earnings of subsidiaries	(319,262)		319,262	
Changes in operating assets and liabilities, net	(117,739)	(51,468)	85,088	(84,310)
Net cash provided by operating activities	127,324	16,854	701,222	845,400
CASH FLOWS INVESTING ACTIVITIES				
Capital expenditures	(173,064)	(16,887)	(12,584)	(202,535)
Net increase in cash restricted for repayment of borrowings under Credit Card Facility			(40,713)	(40,713)
Proceeds from the sale of Chef's Catalog	14,419			14,419
Net cash used for investing activities	(158,645)	(16,887)	(53,297)	(228,829)
CASH FLOWS FINANCING ACTIVITIES				
Proceeds from borrowings on lines of credit			10,000	10,000
Repayment of borrowings on lines of credit	(113)		(10,000)	(10,113)
Repayment of borrowings under Credit Card Facility			(112,500)	(112,500)
Acquisitions of treasury stock	(3,088)			(3,088)
Proceeds from stock-based compensation awards	16,100			16,100
Cash dividends paid	(27,398)			(27,398)
Distributions paid			(4,457)	(4,457)
Net cash used for financing activities	(14,499)		(116,957)	(131,456)
CASH AND CASH EQUIVALENTS				
(Decrease) increase during the period	(45,820)	(33)	530,968	485,115
Beginning balance	363,166	828	4,373	368,367

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Year ended July 30, 2005

Ending balance	\$	317,346	\$	795	\$	535,341	\$	853,482
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Year ended July 31, 2004

Company	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
(in thousands)				
CASH FLOWS OPERATING ACTIVITIES				
Net earnings	\$ 204,832	\$ 196,656	\$ 67,299	\$ (263,955) \$ 204,832
Adjustments to reconcile net earnings to net cash provided by operating activities:				
Depreciation	77,659	17,137	4,246	99,042
Impairment of intangible assets and other charges		3,853		3,853
Minority Interest			3,549	3,549
Other, primarily costs related to defined benefit pension and other long-term benefit plans	58,454	2,693	(4,651)	56,496
Intercompany royalty income payable (receivable)	164,994	(164,994)		
Equity in earnings of subsidiaries	(260,532)		260,532	
Changes in operating assets and liabilities, net	3,442	(35,387)	(283,129)	(126)
Net cash provided by (used for) operating activities	248,849	19,958	(216,235)	52,572
CASH FLOWS INVESTING ACTIVITIES				
Capital expenditures	(94,591)	(19,747)	(6,135)	(120,473)
Proceeds from sale of other assets	3,183			3,183
Net cash used for investing activities	(91,408)	(19,747)	(6,135)	(117,290)
CASH FLOWS FINANCING ACTIVITIES				
Proceeds from borrowings on lines of credit			2,750	2,750
Repayment of borrowings on lines of credit			(1,500)	(1,500)
Repayment of borrowings under Credit Card Facility			225,000	225,000
Acquisitions of treasury stock	(7,553)			(7,553)
Proceeds from stock-based compensation awards	23,797			23,797
Cash dividends paid	(12,632)			(12,632)
Distributions paid			(3,727)	(3,727)
Net cash provided by financing activities	3,612		222,523	226,135
CASH AND CASH EQUIVALENTS				
Increase during the period	161,053	211	153	161,417
Beginning balance	202,113	617	4,220	206,950
Ending balance	\$ 363,166	\$ 828	\$ 4,373	\$ 368,367

Year ended August 2, 2003

Company	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
(in thousands)				
CASH FLOWS OPERATING ACTIVITIES				
Net earnings	\$ 109,303	\$ 146,048	\$ 61,853	\$ (207,901) \$ 109,303
Adjustments to reconcile net earnings to net cash provided by operating activities:				
Depreciation	66,716	12,707	3,455	82,878
Impairment of intangible assets and other charges		14,801		14,801
Minority Interest			2,488	2,488
Other, primarily costs related to defined benefit pension and other long-term benefit plans	30,816	3,351	(2,534)	31,633
Intercompany royalty income payable (receivable)	150,573	(150,573)		
Equity in earnings of subsidiaries	(206,139)		206,139	
Changes in operating assets and liabilities, net	(15,917)	(4,083)	(55,725)	(726)
	135,352	22,251	7,049	164,652
CASH FLOWS INVESTING ACTIVITIES				
Capital expenditures	(104,757)	(22,321)	(2,490)	(129,568)
	(104,757)	(22,321)	(2,490)	(129,568)
CASH FLOWS FINANCING ACTIVITIES				
Proceeds from borrowings on lines of credit	81,051			81,051
Repayment of borrowings on lines of credit	(81,051)			(81,051)
Acquisitions of treasury stock	(15,020)			(15,020)
Proceeds from stock-based compensation awards	10,680			10,680
Distributions paid			(2,432)	(2,432)
	(4,340)		(2,432)	(6,772)
CASH AND CASH EQUIVALENTS				
Increase (decrease) during the period	26,255	(70)	2,127	28,312
Beginning balance	175,858	687	2,093	178,638
	\$ 202,113	\$ 617	\$ 4,220	\$ 206,950

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NOTE 17. CONDENSED CONSOLIDATING FINANCIAL INFORMATION

All of the Company's obligations under the 2028 Debentures are guaranteed by the Parent. Non-guarantor subsidiaries consist principally of Bergdorf Goodman, Inc. through which the Company conducts the operations of its Bergdorf Goodman stores, NM Nevada Trust which holds legal title to certain real property and intangible assets used by the Company in conducting its operations, Gurwitch Products, L.L.C., Kate Spade LLC and Neiman Marcus Funding Corporation through which the Company previously conducted its credit card operations prior to the Credit Card Sale. The guarantee by the Parent is full and unconditional and joint and several.

The following condensed consolidating financial information represents the financial information of The Neiman Marcus Group, Inc. and its non-guarantor subsidiaries, prepared on the equity basis of accounting. The information is presented in accordance with the requirements of Rule 3-10 under the Securities and Exchange Commission's Regulation S-X. The financial information may not necessarily be indicative of results of operations, cash flows or financial position had the non-guarantor subsidiaries operated as independent entities.

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July 30, 2005

	Company	Non-Guarantor Subsidiaries	Eliminations	Consolidated
(in thousands)				
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 317,346	\$ 536,136	\$	\$ 853,482
Accounts receivable, net of allowance	7,910	21,617	359	29,886
Merchandise inventories	650,916	100,401	(2,951)	748,366
Other current assets	68,905	7,842		76,747
Total current assets	1,045,077	665,996	(2,592)	1,708,481
Property and equipment, net	697,514	157,495		855,009
Goodwill and intangibles, net	14,875	56,642		71,517
Other assets	24,035	1,618		25,653
Investments in subsidiaries	706,376		(706,376)	
Total assets	\$ 2,487,877	\$ 881,751	\$ (708,968)	\$ 2,660,660
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$ 233,116	\$ 49,412	\$ 359	\$ 282,887
Accrued liabilities	245,378	85,410	2,149	332,937
Notes payable and current maturities of long-term liabilities	200	1,250		1,450
Total current liabilities	478,694	136,072	2,508	617,274
Long-term liabilities:				
Long-term debt	249,780			249,780
Other long-term liabilities	185,457	22,091		207,548
Total long-term liabilities	435,237	22,091		457,328
Minority interest			12,112	12,112
Total shareholders' equity	1,573,946	723,588	(723,588)	1,573,946
Total liabilities and shareholders' equity	\$ 2,487,877	\$ 881,751	\$ (708,968)	\$ 2,660,660

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July 31, 2004

	Company	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)			
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 363,166	\$ 5,201	\$	\$ 368,367
Accounts receivable, net of allowance	15,551	536,350	(214)	551,687
Merchandise inventories	625,974	97,445	(3,142)	720,277
Other current assets	57,810	8,025		65,835
Total current assets	1,062,501	647,021	(3,356)	1,706,166
Property and equipment, net	600,788	149,695		750,483
Goodwill and intangibles, net	23,746	64,946		88,692
Other assets	69,619	2,688		72,307
Investment in unrestricted subsidiaries	497,109		(497,109)	
Total assets	\$ 2,253,763	\$ 864,350	\$ (500,465)	\$ 2,617,648
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$ 244,982	\$ 44,514	\$ (214)	\$ 289,282
Accrued liabilities	218,427	66,894	1,512	286,833
Notes payable and current maturities of long-term liabilities	313	1,250		1,563
Current portion of borrowings under Credit Card Facility		150,000		150,000
Total current liabilities	463,722	262,658	1,298	727,678
Long-term liabilities:				
Long-term debt	249,757	75,000		324,757
Deferred income taxes	20,381			20,381
Other long-term liabilities	149,341	14,631		163,972
Total long-term liabilities	419,479	89,631		509,110
Minority interest			10,298	10,298
Total shareholders' equity	1,370,562	512,061	(512,061)	1,370,562
Total liabilities and shareholders' equity	\$ 2,253,763	\$ 864,350	\$ (500,465)	\$ 2,617,648

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Year ended July 30, 2005

	Company	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)			
Revenues	\$ 3,175,675	\$ 664,726	\$ (18,477)	\$ 3,821,924
Cost of goods sold including buying and occupancy costs (excluding depreciation)	2,009,096	400,156	(18,668)	2,390,584
Selling, general and administrative expenses (excluding depreciation)	796,060	178,533		974,593
Income from credit card operations, net		(71,644)		(71,644)
Depreciation expense	84,831	22,856		107,687
Loss on disposition of Chef's catalog	7,048	8,300		15,348
Gain on Credit Card Sale		(6,170)		(6,170)
Operating earnings	278,640	132,695	191	411,526
Interest expense, net	7,019	5,359		12,378
Intercompany royalty charges (income)	195,572	(195,572)		
Equity in earnings of subsidiaries	(319,262)		319,262	
Earnings before income taxes and minority interest	395,311	322,908	(319,071)	399,148
Income taxes	146,487			146,487
Earnings before minority interest	248,824	322,908	(319,071)	252,661
Minority interest in net earnings of subsidiaries			(3,837)	(3,837)
Net earnings	\$ 248,824	\$ 322,908	\$ (322,908)	\$ 248,824

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Year ended July 31, 2004

	Company	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)			
Revenues	\$ 2,969,417	\$ 573,525	\$ (18,171)	\$ 3,524,771
Cost of goods sold including buying and occupancy costs (excluding depreciation)	1,901,967	347,234	(18,297)	2,230,904
Selling, general and administrative expenses (excluding depreciation)	745,773	155,713		901,486
Income from credit card operations, net		(55,750)		(55,750)
Depreciation expense	77,659	21,383		99,042
Impairment and other charges		3,853		3,853
Operating earnings	244,018	101,092	126	345,236
Interest expense, net	13,792	2,131		15,923
Intercompany royalty charges (income)	164,994	(164,994)		
Equity in earnings of subsidiaries	(260,532)		260,532	
Earnings before income taxes and minority interest	325,764	263,955	(260,406)	329,313
Income taxes	120,932			120,932
Earnings before minority interest	204,832	263,955	(260,406)	208,381
Minority interest in net earnings of subsidiaries			(3,549)	(3,549)
Net earnings	\$ 204,832	\$ 263,955	\$ (263,955)	\$ 204,832

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Year ended August 2, 2003

	Company	Non-Guarantor Subsidiaries	Eliminations	Consolidated
	(in thousands)			
Revenues	\$ 2,631,779	\$ 464,289	\$ (15,715)	\$ 3,080,353
Cost of goods sold including buying and occupancy costs (excluding depreciation)	1,722,278	291,852	(16,441)	\$ 1,997,689
Selling, general and administrative expenses (excluding depreciation)	693,557	137,432		830,989
Income from credit card operations, net		(53,313)		(53,313)
Depreciation expense	66,716	16,162		82,878
Impairment and other charges				
Operating earnings	149,228	72,156	726	222,110
Interest expense, net	16,243	27		16,270
Intercompany royalty charges (income)	150,573	(150,573)		
Equity in earnings of subsidiaries	(206,139)		206,139	
Earnings before income taxes and minority interest	188,551	222,702	(205,413)	205,840
Income taxes	79,248			79,248
Earnings before minority interest & change in accounting principle	109,303	222,702	(205,413)	126,592
Minority interest in net earnings of subsidiaries			(2,488)	(2,488)
Net earnings before change in accounting principle	109,303	222,702	(207,901)	124,104
Change in accounting principle writedown of intangible assets, net of taxes		(14,801)		(14,801)
Net earnings	\$ 109,303	\$ 207,901	\$ (207,901)	\$ 109,303

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Year ended July 30, 2005

Company	Non-Guarantor Subsidiaries	Eliminations	Consolidated
(in thousands)			
CASH FLOWS OPERATING ACTIVITIES			
Net earnings	\$ 248,824	\$ 322,908	\$ (322,908) \$ 248,824
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation	84,831	22,856	107,687
Loss on disposition of Chef's catalog	7,048	8,300	15,348
Gain on Credit Card Sale		(6,170)	(6,170)
Net cash received from Credit Card Sale		533,656	533,656
Minority Interest		3,837	3,837
Other, primarily costs related to defined benefit pension and other long-term benefit plans	28,050	(1,522)	26,528
Intercompany royalty income payable (receivable)	195,572	(195,572)	
Equity in earnings of subsidiaries	(319,262)		319,262
Changes in operating assets and liabilities, net	(117,739)	33,620	(84,310)
Net cash provided by operating activities	127,324	718,076	845,400
CASH FLOWS INVESTING ACTIVITIES			
Capital expenditures	(173,064)	(29,471)	(202,535)
Net increase in cash restricted for repayment of borrowings under Credit Card Facility		(40,713)	(40,713)
Proceeds from the sale of Chef's Catalog	14,419		14,419
Net cash used for investing activities	(158,645)	(70,184)	(228,829)
CASH FLOWS FINANCING ACTIVITIES			
Proceeds from borrowings on lines of credit		10,000	10,000
Repayment of borrowings on lines of credit	(113)	(10,000)	(10,113)
Repayment of borrowings under Credit Card Facility		(112,500)	(112,500)
Acquisitions of treasury stock	(3,088)		(3,088)
Proceeds from stock-based compensation awards	16,100		16,100
Cash dividends paid	(27,398)		(27,398)
Distributions paid		(4,457)	(4,457)
Net cash used for financing activities	(14,499)	(116,957)	(131,456)
CASH AND CASH EQUIVALENTS			
(Decrease) increase during the period	(45,820)	530,935	485,115
Beginning balance	363,166	5,201	368,367
Ending balance	\$ 317,346	\$ 536,136	\$ 853,482

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Year ended July 31, 2004

Company	Non-Guarantor Subsidiaries	Eliminations	Consolidated
(in thousands)			
CASH FLOWS OPERATING ACTIVITIES			
Net earnings	\$ 204,832	\$ 263,955	\$ (263,955) \$ 204,832
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation	77,659	21,383	99,042
Impairment of intangible assets and other charges		3,853	3,853
Minority Interest			3,549
Other, primarily costs related to defined benefit pension and other long-term benefit plans	58,454	(1,958)	56,496
Intercompany royalty income payable (receivable)	164,994	(164,994)	
Equity in earnings of subsidiaries	(260,532)		260,532
Changes in operating assets and liabilities, net	3,442	(318,516)	(126) (315,200)
Net cash provided by (used for) operating activities	248,849	(196,277)	52,572
CASH FLOWS INVESTING ACTIVITIES			
Capital expenditures	(94,591)	(25,882)	(120,473)
Proceeds from sale of other assets	3,183		3,183
Net cash used for investing activities	(91,408)	(25,882)	(117,290)
CASH FLOWS FINANCING ACTIVITIES			
Proceeds from borrowings on lines of credit		2,750	2,750
Repayment of borrowings on lines of credit		(1,500)	(1,500)
Repayment of borrowings under Credit Card Facility		225,000	225,000
Acquisitions of treasury stock	(7,553)		(7,553)
Proceeds from stock-based compensation awards	23,797		23,797
Cash dividends paid	(12,632)		(12,632)
Distributions paid		(3,727)	(3,727)
Net cash provided by financing activities	3,612	222,523	226,135
CASH AND CASH EQUIVALENTS			
Increase during the period	161,053	364	161,417
Beginning balance	202,113	4,837	206,950
Ending balance	\$ 363,166	\$ 5,201	\$ 368,367

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Year ended August 2, 2003

Company	Non-Guarantor Subsidiaries	Eliminations	Consolidated
(in thousands)			
CASH FLOWS OPERATING ACTIVITIES			
Net earnings	\$ 109,303	\$ 207,901	\$ (207,901) \$ 109,303
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation	66,716	16,162	82,878
Impairment of intangible assets and other charges		14,801	14,801
Minority Interest			2,488
Other, primarily costs related to defined benefit pension and other long-term benefit plans	30,816	817	31,633
Intercompany royalty income payable (receivable)	150,573	(150,573)	
Equity in earnings of subsidiaries	(206,139)		206,139
Changes in operating assets and liabilities, net	(15,917)	(59,808)	(726) (76,451)
Net cash provided by operating activities	135,352	29,300	164,652
CASH FLOWS INVESTING ACTIVITIES			
Capital expenditures	(104,757)	(24,811)	(129,568)
Net cash used for investing activities	(104,757)	(24,811)	(129,568)
CASH FLOWS FINANCING ACTIVITIES			
Proceeds from borrowings on lines of credit	81,051		81,051
Repayment of borrowings on lines of credit	(81,051)		(81,051)
Acquisitions of treasury stock	(15,020)		(15,020)
Proceeds from stock-based compensation awards	10,680		10,680
Distributions paid		(2,432)	(2,432)
Net cash used for financing activities	(4,340)	(2,432)	(6,772)
CASH AND CASH EQUIVALENTS			
Increase (decrease) during the period	26,255	2,057	28,312
Beginning balance	175,858	2,780	178,638
Ending balance	\$ 202,113	\$ 4,837	\$ 206,950

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The Neiman Marcus Group, Inc.

Valuation and Qualifying Accounts and Reserves

(in thousands)

Three years ended July 30, 2005

Column A	Column B	Column C		Column D	Column E
Description	Balance at Beginning of Period	Additions		Deductions	Balance at End of Period
		Charged to Costs and Expenses	Charged to Other Accounts		
Year ended July 30, 2005					
Allowance for doubtful accounts (deducted from accounts receivable)	\$ 10,078	\$ 14,734	\$ (11,116)(A)	\$ (13,366)(B)	\$ 330
Reserve for estimated sales returns	\$ 31,487	\$ 462,806		\$ (458,554)(C)	\$ 35,739
Year ended July 31, 2004					
Allowance for doubtful accounts (deducted from accounts receivable)	\$ 424	\$ 7,639	\$ 11,820(D)	\$ (9,805)(B)	\$ 10,078
Reserve for estimated sales returns	\$ 26,674	\$ 388,357		\$ (383,544)(C)	\$ 31,487
Year ended August 2, 2003					
Allowance for doubtful accounts (deducted from accounts receivable)	\$ 398	\$ 33		\$ (7)(B)	\$ 424
Reserve for estimated sales returns	\$ 24,162	\$ 327,580		\$ (325,068)(C)	\$ 26,674

- (A) Reserve eliminated in connection with the sale of our proprietary credit card receivables.
- (B) Write-off of uncollectible accounts net of recoveries and other miscellaneous deductions.
- (C) Gross margin on actual sales returns, net of commissions.
- (D) Reserve established in connection with the transition from Off-Balance Sheet Accounting to Financing Accounting for our borrowings under our revolving credit card securitization program.

The Neiman Marcus Group
7.125% Senior Debentures due 2028
PROSPECTUS
, 2006

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

The estimated expenses incurred or expected to be incurred in connection with this registration statement and the transactions contemplated hereby, all of which will be borne by us, are as follows:

Printing expenses	\$ 75,000
Legal fees	175,000
Accounting fees	30,000
Miscellaneous	20,000
	<hr/>
Total	\$ 300,000
	<hr/>

Item 14. Indemnification of Directors and Officers.

The following is a summary of the statutes, charter and bylaw provisions or other arrangements under which the Registrants' directors and officers are insured or indemnified against liability in their capacities as such. All of the directors and officers of the Registrants are covered by insurance policies maintained and held in effect by Neiman Marcus, Inc. against certain liabilities for actions taken in their capacities as such, including liabilities under the Securities Act.

Neiman Marcus, Inc. and The Neiman Marcus Group, Inc. are organized under the laws of the State of Delaware. Section 145 of the General Corporation Law of the State of Delaware (the "Delaware Statute") provides that a Delaware corporation may indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), other than an action by or in the right of such corporation, by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise (an "indemnified capacity"). The indemnity may include expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal. Similar provisions apply to actions brought by or in the right of the corporation, except that no indemnification shall be made without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director has actually and reasonably incurred. Section 145 of the Delaware Statute further authorizes a corporation to purchase and maintain insurance on behalf of any indemnified person against any liability asserted against him and incurred by him in any indemnified capacity, or arising out of his status as such, regardless of whether the corporation would otherwise have the power to indemnify him under the Delaware Statute.

The amended and restated certificate of incorporation of Neiman Marcus, Inc. provides that the company shall, to the full extent permitted by the Delaware statute, indemnify all persons whom it may indemnify pursuant thereto.

The bylaws of The Neiman Marcus Group, Inc. provide for indemnification of any director or officer to the fullest extent permitted by law, as long as he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the company and, with

respect to any criminal action, had no reason to believe his or her conduct was unlawful. In addition, for actions by or in the right of the corporation, no indemnification shall be made where the director or officer has been adjudged to be liable to the company, unless and only to the extent that the court in which the action was brought determines that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity. In all cases, unless indemnification is ordered by a court, determination that indemnification is properly authorized under the bylaws shall be made by the shareholders, or a majority vote of the directors not party to the action or of the members of a committee of the board not party to the action, or by independent legal counsel by written legal opinion. Finally, the bylaws also provide that the company may purchase or maintain insurance on behalf of a current or former director, officer, employee or agent against any liability asserted against him or incurred by him in any such capacity, whether or not the company would have the power or the obligation to indemnify him against such liability.

Item 15. Recent Sales of Unregistered Securities.

Since March 31, 2003, the registrants have issued and sold the following securities without registration under the Securities Act.

Since April 29, 2005, Neiman Marcus, Inc. (formerly known as Newton Acquisition, Inc.) ("Parent") has issued an aggregate of 1,000,000 shares of common stock to Newton Holding, LLC ("Holding") in exchange for aggregate capital contributions of \$1,420,000,900 and Newton Acquisition Merger Sub, Inc. (subsequently merged with and into The Neiman Marcus Group, Inc.) ("Merger Sub") has issued 900 shares of common stock to Parent in exchange for a capital contribution of \$900. The shares were issued in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act.

On September 28, 2005, Merger Sub sold \$700,000,000 aggregate principal amount of senior notes and \$500,000,000 aggregate principal amount of senior subordinated notes to Credit Suisse Securities (USA) LLC (formerly known as Credit Suisse First Boston LLC), Deutsche Bank Securities, Inc., Banc of America Securities LLC, and Goldman, Sachs & Co. (the "Initial Purchasers") for aggregate consideration of \$1,171,750,000, representing an aggregate underwriting discount of \$28,250,000 from the aggregate offering price of \$1,200,000,000 at which the Initial Purchasers subsequently resold the notes to investors. The sale to the Initial Purchasers was made in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act. The Initial Purchasers resold the notes (i) to qualified institutional buyers in compliance with Rule 144A under the Securities Act and (ii) outside the United States to non-U.S. persons in offshore transactions in compliance with Regulation S under the Securities Act.

On October 5, 2005, Merger Sub issued, in the aggregate, 100 redeemable shares of Series A Preferred Stock to the equity owners of Parent and one of their affiliates in exchange for an unsecured promissory note in the principal amount of \$150 million (subject to adjustment under specified circumstances). The shares were issued in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act. On October 6, 2005, the Merger Sub redeemed the shares of Series A Preferred Stock and cancelled the promissory note.

On October 6, 2005, Parent issued an aggregate of 12,263.83 shares of common stock to certain members of management of The Neiman Marcus Group, Inc. in exchange for \$7,739,030 in cash and \$9,982,200 of common stock of The Neiman Marcus Group. The shares of Parent common stock were issued in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act.

On October 6, 2005, Parent issued to Mr. Burton Tansky 7,283.1603 options to purchase shares of common stock of Parent in exchange for options to purchase shares of The Neiman Marcus

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Group with an aggregate value of \$7,908,125. The shares of Parent common stock were issued in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act.

Item 16. Exhibits and Financial Statement Schedule.

- (a)
Exhibits

A list of exhibits filed with this registration statement on Form S-1 is set forth on the Exhibit Index and is incorporated in this Item 16(a) by reference.

- (b)
Financial Statement Schedule

Schedule II Valuation and Qualifying Accounts and Reserves included in the prospectus

Item 17. Undertakings.

Each of the undersigned registrants hereby undertakes as follows:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(A) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933.

(B) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(C) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the exchange offer.

(4) that, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, if the registrants are subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that

was part of the registration statement or made in any such document immediately prior to such date of first use; and

(5) that, for the purpose of determining liability of the registrants under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrants undertake that in a primary offering of securities of the undersigned registrants pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrants will be sellers to the purchaser and will be considered to offer or sell such securities to such purchaser:

(A) Any preliminary prospectus or prospectus of the undersigned registrants relating to the offering required to be filed pursuant to Rule 424;

(B) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrants or used or referred to by the undersigned registrants;

(C) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrants or their securities provided by or on behalf of the undersigned registrants; and

(D) Any other communication that is an offer in the offering made by the undersigned registrants to the purchaser.

(6) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrants pursuant to the provisions described under Item 20 or otherwise, the registrants have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrants of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrants will, unless in the opinion of counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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Signature	Capacity	Date
*	Director	August 17, 2006
Kewsong Lee		
*	Director	August 17, 2006
Carrie Wheeler		
*By: /s/ NELSON A. BANGS		
Nelson A. Bangs, as attorney-in-fact	II-5	

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Signature	Capacity	Date
*	Director	August 17, 2006
Carrie Wheeler		
*By: /s/ NELSON A. BANGS		
Nelson A. Bangs, as attorney-in-fact	II-6	

EXHIBIT INDEX

Exhibit No.	Exhibit
2.1	Agreement and Plan of Merger, dated May 1, 2005, among The Neiman Marcus Group, Inc., Newton Acquisition, Inc., and Newton Merger Sub, Inc., incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated May 4, 2005.
2.2	Purchase, Sale and Servicing Transfer Agreement dated as of June 8, 2005, among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A. and HSBC Finance Corporation, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated June 8, 2005.
3.1	Amended and Restated Certificate of Incorporation of The Neiman Marcus Group, Inc., incorporated herein by reference to The Neiman Marcus Group Inc.'s Current Report on Form 8-K dated October 12, 2005.
3.2	Amended and Restated Bylaws of The Neiman Marcus Group, Inc., incorporated herein by reference to The Neiman Marcus Group Inc.'s Current Report on Form 8-K dated October 12, 2005.
3.3	Amended and Restated Certificate of Incorporation of Neiman Marcus, Inc., incorporated herein by reference to The Neiman Marcus Group, Inc.'s Registration Statement on Form S-1 (Registration No. 333-133184) dated April 10, 2006
3.4	Amended and Restated By-Laws of Neiman Marcus, Inc., incorporated herein by reference to The Neiman Marcus Group, Inc.'s Registration Statement on Form S-1 (Registration No. 333-133184) dated April 10, 2006
4.1	Indenture, dated as of May 27, 1998, between The Neiman Marcus Group, Inc. and The Bank of New York, as trustee, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended July 31, 2004.
4.2	Form of 7.125% Senior Notes Due 2028, dated May 27, 1998, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended July 31, 2004.
4.3	Senior Indenture dated as of October 6, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc., the Subsidiary Guarantors, and Wells Fargo Bank, National Association, trustee, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
4.4	Senior Subordinated Indenture dated as of October 6, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc., the Subsidiary Guarantors, and Wells Fargo Bank, National Association, trustee, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
4.5	Form of 9 ³ / ₈ % Senior Notes due 2015, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
4.6	Form of 10 ³ / ₈ % Senior Subordinated Notes due 2015, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
4.7	Registration Rights Agreement dated October 6, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc., the Subsidiary Guarantors, The Neiman Marcus Group, Inc., and the Initial Purchasers, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
4.8	First Supplemental Indenture, dated as of July 11, 2006, to the Indenture, dated as of May 27, 1998, among The Neiman Marcus Group, Inc., Neiman Marcus, Inc. and The Bank of New York Trust Company, N.A., as successor trustee, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated July 11, 2006.

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- 4.9 Second Supplemental Indenture, dated as of August 14, 2006, to the Indenture, dated as of May 27, 1998, among The Neiman Marcus Group, Inc., Neiman Marcus, Inc. and The Bank of New York Trust Company, N.A., as successor trustee, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated August 15, 2006.
 - 5.1 Opinion of Nelson A. Bangs, Esq.(1)
 - 5.2 Opinion of Cleary Gottlieb Steen and Hamilton LLP.(1)
 - 10.1 Employment Agreement dated as of October 6, 2005 by and among The Neiman Marcus Group, Inc., Newton Acquisition Merger Sub, Inc., Newton Acquisition, Inc., and Burton M. Tansky, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.2 Rollover Agreement dated as of October 4, 2005 by and among The Neiman Marcus Group, Inc., Newton Acquisition, Inc., and Burton M. Tansky, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.3 Form of Rollover Agreement by and among The Neiman Marcus Group, Inc., Newton Acquisition, Inc. and certain members of management, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.4 Credit Agreement dated as of October 6, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc., The Neiman Marcus Group, Inc., the Subsidiary Guarantors, Deutsche Bank Trust Company Americas, as administrative agent and collateral agent, Credit Suisse and Deutsche Bank Securities Inc., as joint lead arrangers, Banc of America Securities LLC and Goldman Sachs Credit Partners L.P., as co-arrangers, Credit Suisse, Deutsche Bank Securities Inc., Banc of America Securities LLC and Goldman Sachs Credit Partners L.P., as joint bookrunners, and Credit Suisse, Banc of America Securities LLC and Goldman Sachs Credit Partners L.P., as co-syndication agents, General Electric Capital Corporation as documentation agent and the lenders thereunder, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.5 Credit Agreement dated as of October 6, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc., The Neiman Marcus Group, Inc., the Subsidiary Guarantors, Credit Suisse, as administrative agent and collateral agent, Credit Suisse and Deutsche Bank Securities Inc. as joint lead arrangers, Banc of America Securities LLC and Goldman Sachs Credit Partners L.P. as co-arrangers, Credit Suisse, Deutsche Bank Securities Inc., Banc of America Securities LLC and Goldman Sachs Credit Partners L.P. as joint bookrunners, Deutsche Bank Securities Inc., Banc of America Securities LLC and Goldman Sachs Credit Partners L.P. as co-syndication agents and the lenders thereunder, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.6 Pledge and Security Agreement dated as of October 6, 2005 among Newton Acquisition Merger Sub, Inc., The Neiman Marcus Group, Inc., Newton Acquisition, Inc., the Subsidiary Guarantors and Deutsche Bank Trust Company Americas, as administrative agent and collateral agent, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.7 Pledge and Security and Intercreditor Agreement dated as of October 6, 2005, among Newton Acquisition Merger Sub, Inc., The Neiman Marcus Group, Inc., Newton Acquisition, Inc., the Subsidiary Guarantors and Credit Suisse, as administrative agent and collateral agent, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
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- 10.8 Lien Subordination and Intercreditor Agreement dated as of October 6, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc., the Subsidiary Guarantors, Deutsche Bank Trust Company Americas, as revolving facility agent, and Credit Suisse, as term loan agent, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.9 Form of First Priority Mortgage, Assignment of Leases and Rents, Security Agreement and Financing Statement from The Neiman Marcus Group, Inc. to Credit Suisse, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.10 Form of First Priority Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement and Financing Statement from The Neiman Marcus Group, Inc. to Credit Suisse, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.11 Form of Second Priority Mortgage, Assignment of Leases and Rents, Security Agreement and Financing Statement from The Neiman Marcus Group, Inc. to Deutsche Bank Trust Company Americas, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.12 Form of Second Priority Leasehold Mortgage, Assignment of Lease and Rents, Security Agreement and Financing Statement from The Neiman Marcus Group, Inc. to Deutsche Bank Trust Company Americas, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.13 Amendment No. 1 dated as of October 6, 2005 to the Credit Agreement dated as of October 6, 2005 among The Neiman Marcus Group, Inc., Newton Acquisition, Inc., each subsidiary of The Neiman Marcus Group, Inc. from time to time party thereto, the Lenders thereunder, and Credit Suisse, as administrative agent and as collateral agent for the Lenders, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated October 12, 2005.
 - 10.14 Newton Acquisition, Inc. Management Equity Incentive Plan, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated December 5, 2005.
 - 10.15 Stock Option Agreement made as of November 29, 2005 between The Neiman Marcus Group, Inc. and Burton M. Tansky, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated December 5, 2005.
 - 10.16 Form of Stock Option Agreement made as of November 29, 2005 between The Neiman Marcus Group, Inc. and certain eligible key employees, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated December 5, 2005.
 - 10.17 Amendment No. 2 dated as of January 26, 2006 to the Credit Agreement dated as of October 6, 2005, as amended, among The Neiman Marcus Group, Inc., Newton Acquisition, Inc., each subsidiary of The Neiman Marcus Group, Inc. from time to time party thereto, the Lenders thereunder and Credit Suisse, as administrative agent and collateral agent for the Lenders, incorporated by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated January 30, 2006.
 - 10.18 Employment Agreement between The Neiman Marcus Group, Inc. and Karen Katz, dated February 1, 2006, effective as of October 6, 2005, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated February 1, 2006.
 - 10.19 Management Services Agreement, dated as of October 6, 2005 among Newton Acquisition Merger Sub, Inc., Newton Acquisition, Inc., TPG GenPar IV, L.P., TPG GenPar III, L.P. and Warburg Pincus LLC incorporated herein by reference to The Neiman Marcus Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 28, 2006.
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- 10.20 Registration Rights Agreement, dated as of October 6, 2005, among Newton Acquisition Merger Sub, Inc., Newton Acquisition, Inc., Newton Holding, LLC and the "Holders" identified therein as parties thereto incorporated herein by reference to The Neiman Marcus Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 28, 2006.
 - 10.21 Amendment No. 1, dated as of March 28, 2006 to the Pledge and Security and Intercreditor Agreement dated as of October 6, 2005, among Neiman Marcus, Inc., The Neiman Marcus Group, Inc., the Subsidiaries party thereto and Credit Suisse, as administrative agent and collateral agent, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated March 29, 2006.
 - 10.22 Credit Card Program Agreement, dated as of June 8, 2005, by and among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A. and Household Corporation, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated June 8, 2005.
 - 10.23 Form of Servicing Agreement, by and between The Neiman Marcus Group, Inc. and HSBC Bank Nevada, N.A., incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated June 8, 2005.
 - 10.24 Deferred Compensation Plan for Non-Employee Directors, as amended, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended July 31, 2004.
 - 10.25 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 Neiman Marcus Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended July 31, 2004.
 - 10.26 Credit Agreement dated as of June 9, 2004 among The Neiman Marcus Group, Inc., 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 Neiman Marcus Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended July 31, 2004.
 - 10.27 Form of Non-Qualified Stock Option Agreement, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended July 31, 2004.
 - 10.28 Form of Regular Restricted Stock Agreement, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended July 31, 2004.
 - 10.29 Form of Retention Restricted Stock Agreement, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended July 31, 2004.
 - 10.30 Form of Purchased Restricted Stock Agreement, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended July 31, 2004.
 - 10.31 Form of Non-Qualified Stock Option Agreement with incremental vesting, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended July 31, 2004.
 - 10.32 Confidentiality, Non-Competition and Termination Benefits Agreement between The Neiman Marcus Group, Inc. and Steven P. Dennis dated September 9, 2004, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated September 9, 2004.
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- 10.33 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 Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated September 24, 2004.
- 10.34 The Neiman Marcus Group, Inc. Key Employee Bonus Plan, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated September 24, 2004.
- 10.35 Form of Restricted Stock Unit Agreement, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended October 30, 2004.
- 10.36 Form of Matching Restricted Stock Unit Agreement, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended October 30, 2004.
- 10.37 The Neiman Marcus Group, Inc. 2005 Stock Incentive Plan, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated January 21, 2005.
- 10.38 Change of Control Termination Protection Agreement between The Neiman Marcus Group, Inc. and Burton M. Tansky dated April 1, 2005, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended April 30, 2005.
- 10.39 Form of Change of Control Termination Protection Agreement between The Neiman Marcus Group, Inc. and certain eligible executives, including the Named Executive Officers, dated April 1, 2005, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended April 30, 2005.
- 10.40 The Neiman Marcus Group, Inc. Executive Change of Control Severance Plan dated April 1, 2005, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended April 30, 2005.
- 10.41 The Neiman Marcus Group, Inc. General Change of Control Severance Plan dated April 1, 2005, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended April 30, 2005.
- 10.42 Stockholder Agreement, dated as of May 1, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc. and the other parties signatory thereto, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated May 4, 2005.
- 12 Computation of Ratio of Earnings to Fixed Charges.(1)
- 21 Subsidiaries of Neiman Marcus, Inc.(1)
- 23.1 Consent of Deloitte & Touche LLP.(2)
- 23.2 Consent of Nelson A. Bangs, Esq.(included in Exhibit 5.1 hereto).
- 23.2 Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.2 hereto).
- 24.1 Powers of Attorney (included on signature pages).
- 25.1 Form T-1 statement of eligibility under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as trustee.(3)

(1) Previously filed.

(2) Filed herewith.

(3) Filed with The Neiman Marcus Group, Inc.'s Registration Statement on Form S-3 (Registration No. 333-49893) dated April 10, 1998.
