

Bergdorf Graphics, Inc.
Form 424B3
December 07, 2006

PROSPECTUS SUPPLEMENT
(To Prospectus dated June 5, 2006)

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-133184

The Neiman Marcus Group, Inc.

9%/93/4% Senior Notes due 2015
103/8% Senior Subordinated Notes due 2015

Recent Developments

We have attached to this prospectus supplement the Quarterly Report on Form 10-Q of Neiman Marcus, Inc. for the period ended October 28, 2006. The attached information updates and supplements The Neiman Marcus Group, Inc.'s Prospectus dated June 5, 2006.

You should carefully consider the risk factors beginning on page 19 of the Prospectus before investing.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

This prospectus will be used by Credit Suisse Securities (USA) LLC in connection with offers and sales in market-making transactions at certain negotiated prices related to prevailing market prices. Credit Suisse Securities (USA) LLC has advised us that it is currently making a market in the securities; however, it is not obligated to do so and may stop at any time. Credit Suisse Securities (USA) LLC may act as principal or agent in any such transaction. We will not receive the proceeds of the sale of the securities but will bear the expenses of registration. See "Plan of Distribution" in the Prospectus.

Credit Suisse

December 6, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended October 28, 2006

OR

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

Commission file no. 333-133184-12

Neiman Marcus, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

1618 Main Street
Dallas, Texas

(Address of principal executive offices)

20-3509435

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

75201

(Zip code)

Registrant's telephone number, including area code: **(214) 743-7600**

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 whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

There were 1,012,264 shares of the registrant's common stock, par value \$.01 per share, outstanding at October 28, 2006.

NEIMAN MARCUS, INC.

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NEIMAN MARCUS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(in thousands, except shares)	October 28, 2006 (Successor)	July 29, 2006 (Successor)	October 29, 2005 (Successor)
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 159,430	\$ 223,740	\$ 191,532
Reserved cash			134,734
Accounts receivable	46,207	30,164	23,115
Merchandise inventories	971,302	793,621	959,103
Deferred income taxes	33,232	31,503	16,074
Other current assets	42,696	40,211	78,706
Current assets of discontinued operations	16,354	16,617	39,843
Total current assets	1,269,221	1,135,856	1,443,107
Property and equipment, net			
Customer lists, net	1,038,138	1,030,279	1,095,403
Favorable lease commitments, net	518,068	531,632	421,186
Trademarks	460,727	465,197	385,201
Goodwill	1,621,788	1,621,788	1,696,846
Debt issuance costs	1,605,140	1,605,140	1,685,083
Other assets	94,797	97,537	108,028
Non-current assets of discontinued operations	14,994	27,786	11,145
Total assets	79,297	92,746	140,416
	\$ 6,702,170	\$ 6,607,961	\$ 6,986,415
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Accounts payable	\$ 320,212	\$ 300,439	\$ 335,097
Accrued liabilities	431,295	377,968	322,374
Notes payable and current maturities of long-term liabilities	4,179	3,887	200
Senior notes due 2008			134,734
Current liabilities of discontinued operations	28,565	16,764	35,580
Total current liabilities	784,251	699,058	827,985
Long-term liabilities:			
Asset-based revolving credit facility			