# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 8-K

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) November 19, 2007

NORDSTROM, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

WASHINGTON 001-15059 91-0515058

(STATE OR OTHER JURISDICTION (COMMISSION FILE (I.R.S. EMPLOYER OF INCORPORATION) NUMBER) IDENTIFICATION NO.)

1617 SIXTH AVENUE, SEATTLE, WASHINGTON 98101 (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (206) 628-2111

INAPPLICABLE (FORMER NAME OR FORMER ADDRESS IF CHANGED SINCE LAST REPORT)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

—	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (1 CFR 240.14a-12) $$
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### ITEM 2.02 Results of Operations and Financial Condition

On November 19, 2007, Nordstrom, Inc. issued an earnings release announcing its results of operations for the quarter and nine months ended November 3, 2007, its financial position as of November 3, 2007, and its cash flows for the nine months ended November 3, 2007. A copy of this earnings release is attached as Exhibit 99.1.

#### ITEM 7.01 Regulation FD Disclosure

On November 19, 2007, Nordstrom, Inc. issued an earnings release announcing its results of operations for the quarter and nine months ended November 3, 2007, its financial position as of November 3, 2007, and its cash flows for the nine months ended November 3, 2007. A copy of this earnings release is attached as Exhibit 99.1.

On November 19, 2007, Nordstrom, Inc. issued a press release announcing that its Board of Directors has authorized a \$1.0 billion share repurchase program and approved its quarterly dividend. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

#### ITEM 9.01 Financial Statements and Exhibits

99.1 Nordstrom earnings release dated November 19, 2007 relating to the Company's results of operations for the quarter and nine months ended November 3, 2007, its financial position as of November 3, 2007, and its cash flows for the nine months ended November 3, 2007.

#### **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORDSTROM, INC.

By: /s/Lisa G. Iglesias
Lisa G. Iglesias

Executive Vice President, General Counsel and Corporate

Secretary

Dated: November 19, 2007

### EXHIBIT INDEX

**EXHIBIT** 

NUMBER DESCRIPTION

99.1

Nordstrom earnings release dated November 19, 2007 relating to the Company's results of operations for the quarter and nine months ended November 3, 2007, its financial position as of November 3, 2007, and its cash flows for the nine months ended November 3, 2007.

For Immediate Release
----November 19, 2007

### NORDSTROM REPORTS THIRD QUARTER RESULTS AND ANNOUNCES EXPANDED SHARE REPURCHASE AND APPROVAL OF QUARTERLY DIVIDEND

SEATTLE - November 19, 2007 - Nordstrom, Inc. (NYSE: JWN) today reported net earnings of \$165.7 million, or \$0.68 per diluted share for the third quarter ended November 3, 2007. For the same period last year, net earnings and earnings per diluted share were \$135.7 million and \$0.52, respectively. Total sales in the third quarter were \$1.97 billion, an increase of 5.3 percent compared to sales of \$1.87 billion during the same period in fiscal 2006. Third quarter same-store sales increased 2.2 percent.

Our results include \$20.9 million, net of tax, or \$0.09 per diluted share, for the sale of the Faconnable business, which closed during the third quarter. Third quarter adjusted earnings per diluted share of \$0.59, which excludes the gain on the sale of Faconnable, increased 13 percent compared to the same quarter last year. Included in our earnings per diluted share is a \$0.01 benefit of a reduction in weighted average shares outstanding resulting from our stock repurchase program during the quarter.

The 53rd week in fiscal 2006 created a timing shift in the 4-5-4 calendar for fiscal 2007, which has 52 weeks. This timing shift positively impacted sales results for the third quarter of 2007.

#### THIRD QUARTER HIGHLIGHTS

Our focus continues to be to grow market share by providing customers with a well-edited selection of designer, luxury, and quality fashion merchandise. We will also continue to strive to offer friendly, knowledgeable, welcoming service, both in our stores and online with an integrated offering and experience. The company is focused on improving results through existing and new stores and Nordstrom.com.

-Same-store sales increased 2.2 percent for the quarter, within the company's revised low to mid-single digit same-store sales outlook. Merchandise categories with performance above the same-store average for the quarter were designer product across categories, accessories, and men's apparel.

-Gross profit, as a percent of sales, decreased 38 basis points compared to last year's third quarter. Merchandise margin rate was unfavorably impacted by increased markdowns. During the quarter, the company made good progress in aligning inventory levels to business trends. We believe inventories will be in-line by year-end.

-Selling, general and administrative expenses, as a percent to sales, decreased 70 basis points versus the same period of the prior year primarily due to reduced performance based incentives.

-The company opened three stores in the third quarter in Natick, Mass., Novi, Mich., and Denver, Colo. and a Nordstrom Rack store in Tukwila, Wash. These stores have generated a great response from customers and to date have exceeded expectations.

### SHARE REPURCHASE & CAPITAL STRUCTURE

The company's board of directors has authorized an additional \$1.0 billion in share repurchase to bring the total authorization to \$2.5 billion. The increased share repurchase authorization reflects management and the board's continued confidence in the company's long-term growth potential, financial outlook and positive cash flow generation. In advance of the revised authorization, management and the board of directors conducted a review of the company's capital structure and concluded that Nordstrom should add a moderate amount of leverage, recognizing the greater capacity for debt associated with the credit card business and the general under-leverage position of the balance sheet relative to current operating cash flows. Management plans to establish a new balance sheet leverage target, which should lower the company's weighted average cost of capital and still support the current range of credit ratings (low single "A" with S&P, "Baa1" with Moody's).

Nordstrom repurchased approximately 16.4 million shares of its common stock during the third quarter for approximately \$750 million. The amount spent during the third quarter represents roughly half of the \$1.5 billion

share repurchase program that was authorized at the beginning of the quarter. Repurchases under the revised program may be made through the end of 2009. The actual number and timing of share repurchases will be subject to market conditions and applicable SEC rules.

#### CAPITAL INVESTMENT UPDATE

Nordstrom's board of directors recently approved the company's budget for capital expenditures for the 2008 through 2012 fiscal years. The total amount planned is for \$3.0 billion over the five years, with approximately 80% of the capital allocated to new stores, store relocations and store remodels.

#### QUARTERLY DIVIDEND

Our board of directors has declared a quarterly dividend of \$0.135 per share, payable on December 14, 2007, to shareholders of record on November 30, 2007.

#### 2007 OUTLOOK

For the fiscal year ending February 2, 2008, the company anticipates earnings per diluted share in the range of \$2.87 to \$2.91. Our outlook includes the effects of the company's securitization transaction backed by the co-branded Visa and private label receivables, the gain on the sale of Faconnable, share repurchases through the third quarter, and other noncomparable items. Outlined in the table below are the anticipated relative effects on earnings per diluted share from non-comparable operating items expected for the remaining quarter of the 2007 fiscal year.

Updated full-year 2007 operating plan versus the prior year: Fiscal 2007 --------- <del>Same-</del> store Sales  $\frac{3\%}{10}$ 

**increase** Gross Profit

<del>(%)</del> approximately

flat Selling,

General and

Admin. Expense (%)

10 to 25

basis point <del>increase</del>

**Interest** 

Expense, net

<del>\$20 to \$25</del>

million

<del>increase</del> Other Income

<del>\$25 to \$35</del>

million <del>increase</del>

**Effective** Tax Rate

38.6%

Earnings per Diluted

Share (which includes the

gain on the

sale of Faconnable)

\$2.87 to

\$2.91 **Diluted** 

**Shares** 

**Outstanding** 250.0

million Prior Year

Earnings per Diluted

Share \$2.55

Actual and planned performance for the quarters of fiscal 2007: First Second Third Fourth Fiscal Quarter Quarter Quarter Quarter 2007 (Actual) (Actual) (Actual)(2) (Plan) (Plan) Same-store sales: 9.5% 5.9% 2.2% **Approximately** 3% to flat 4% Earnings per diluted share: (a)Expected results from  $\frac{comparable}{}$ operations: \$0.59 \$0.79 \$0.57 \$0.93 to \$2.88 to \$0.97 \$2.92 (b) Impact of including noncomparable events: 1. **Securitization** Transaction(1) (\$0.01) (\$0.03) <del>(\$0.02) (\$0.01)</del> (\$0.06) 2. 53rd week timing shift & calendar \$0.02 (\$0.03) \$0.03(\$0.02) - 3.2006 Visa/Mastercard settlement -(\$0.02)(\$0.02) 4. 2006 53rd week results (\$0.02) (\$0.02) 5. Gain on sale of Faconnable (2) - \$0.09\$0.09 Reported results (combine a + b above) \$0.60 \$0.71 \$0.68 \$0.88 to \$2.87 to \$0.92 \$2.91

(1)Notes on the \$850 million securitization transaction:

-With the completion of the securitization transaction, the company began a new accounting treatment for the co-branded Visa receivables and securitized debt, which is secured by both the co-branded Visa and private label receivables. In the first quarter, pre-existing co-branded Visa receivables totaling \$943 million were recorded on the balance sheet initially at fair value with no allowance for credit losses. Normal write-offs for uncollectible Visa receivables and other costs net, estimated at \$20 million, will be recorded in Other Income over the eight month period following the transaction. This period is equal to the average repayment life of the acquired receivables. This expense activity is expected to reduce annual earnings per diluted share by \$0.06 and will be non-recurring in future periods beyond the 2007 fiscal year.

-Income and expenses from our co-branded Visa receivables that were

previously reported net in Other income (under securitization accounting guidance) are reclassified in our earnings statement. In fiscal 2007, bad debt and write-off expense is expected to increase approximately \$25 to \$35 million and impact the SG&A rate by 30 to 40 basis points, with an accelerated portion in the second quarter. Interest expense, partially offset by interest income, is expected to increase approximately \$20 to \$25 million. Other income is expected to increase \$35 to \$45 million. The net combination of these expenses and income is anticipated to reduce annual earnings per diluted share by \$0.01.

#### (2) Notes on the sale of Faconnable:

-We closed the sale of the Faconnable business in the third quarter of 2007, and the company realized a gain of \$33.9 million on that sale. The gain on the sale of Faconnable, net of tax of \$13 million, had an impact of \$0.09 on earnings per diluted share.

#### FOURTH QUARTER 2007 OUTLOOK

For the fourth quarter of 2007, earnings per diluted share are expected in the range of \$0.88 to \$0.92, including a \$0.05 negative impact from the non-comparable items described in the performance table earlier.

The timing shift from the fiscal 2006 53rd week is expected to have a negative impact on the fourth quarter 2007 sales results. During the quarter, the impact of the shift will be more significant than it was in the first three quarters of 2007, as a week of holiday shopping is shifting from December to November. When compared to the planned same-store sales rate of

approximately flat for the 2007 fourth quarter, the monthly same-store sales rates in November are expected to be above the anticipated quarterly rate. In December, the monthly same-store sales rate is expected to be below the anticipated quarterly rate.

#### CONFERENCE CALL INFORMATION:

Company management will be hosting a conference call and webcast to discuss third quarter results at 4:30 p.m. (ET) today. To participate, please dial 212-547-0138 ten minutes prior to the call (passcode: NORD). A telephone replay will be available by dialing 866-396-6249 beginning approximately one hour after the conclusion of the call until 2:59 a.m. (ET) on November 23, 2007. Interested parties may also access the call in listen-only mode over the Internet by visiting the Investor Relations section of the company's corporate Web site at http://www.nordstrom.com. An archived version of the webcast will be available at this location until December 17, 2007.

Nordstrom, Inc. is one of the nation's leading fashion specialty retailers, with 157 US stores located in 28 states. Founded in 1901 as a shoe store in Seattle, today Nordstrom operates 101 full-line stores, 51 Nordstrom Racks, two Jeffrey boutiques, one free-standing shoe store, and two clearance stores. In addition, Nordstrom serves customers through its online presence at www.nordstrom.com and through its catalogs. Nordstrom, Inc. is publicly traded on the NYSE under the symbol JWN.

Certain statements in this news release contain "forward-looking" information (as defined in the Private Securities Litigation Reform Act of 1995) that involves risks and uncertainties, including anticipated results for the fiscal year ending February 2, 2008 and our fourth quarter, anticipated monthly, quarterly and annual same-store sales rate, planned capital structure and targeted leverage position, capital investments, the timing and amounts of share repurchases, and trends in company operations. Actual future results and trends may differ materially from historical results or current expectations depending upon factors including, but not limited to, our ability to respond to the business environment and fashion trends, effective inventory management, the impact of economic and competitive market forces, successful  $% \left( 1\right) =\left( 1\right) \left( 1$ execution of our store growth strategy including the timely completion of construction associated with newly planned stores, relocations, and remodels,, our compliance with information security and privacy laws and regulations, employment laws and regulations and other laws and regulations applicable to the company, successful execution of our multi-channel strategy, our ability to safeguard our brand and reputation, efficient and proper allocation of our capital resources, successful execution of our technology strategy, the impact of terrorist activity or war on our customers and the retail industry, trends in personal bankruptcies and bad debt write-offs, changes in interest rates, our ability to maintain our relationships with our employees, our ability to control costs, weather conditions and hazards of nature that affect consumer traffic and consumers' purchasing patterns, and the timing and amounts of share repurchases by the company. Our SEC reports, including our Form 10-K for the fiscal year ended February 3, 2007, contain other information on these and other factors that could affect our financial results and cause actual results to differ materially from any forward-looking information we may provide. The company undertakes no obligation to update or revise any forward-looking statements to reflect subsequent events, new information or future circumstances.

# NORDSTROM, INC.

```
CONSOLIDATED STATEMENTS OF EARNINGS - 3rd Quarter
  (unaudited; amounts in thousands, except per share data and percentages)
 Quarter % of
 sales (1)
Quarter % of
  sales (1)
ended (except
   as ended
  (except as
    11/3/07
  indicated)
   10/28/06
indicated) --
  - Net sales
  <del>$1,970,444</del>
    <del>100.0%</del>
  $1,872,103
 100.0% Cost
 of sales and
    <del>related</del>
   buying &
   occupancy
    costs
 (1,228,506)
   <del>(62.3%)</del>
 (1,160,123)
(62.0%)
      - Gross
    profit
<del>741,938 37.7%</del>
711,980 38.0%
   <del>Selling,</del>
 general and
administrative
   expenses
   (552,632)
    (28.0%)
   (538, 210)
 (28.7%) Gain
  on sale of
  Faconnable
 33,925 1.7 -
  Operating
```

income 223,231 11.3% 173,770 9.3% **Interest** <del>expense, net</del> (20,408)(1.0%) (11,419)(0.6%) Other income, net 68,779 3.5% 58,819 3.1% -

```
before income
 tax expense
271,602 13.8%
<del>221,170 11.8%</del>
  Income tax
    expense
  <del>(105,878)</del>
  (39.0\%)(2)
   (85,497)
(38.7%)(2)
          Net
   earnings
<del>$165,724 8.4%</del>
<del>$135,673 7.2%</del>
Earnings per
 share Basic
 $0.69 $0.53
Diluted $0.68
    <del>$0.52</del>
 ADDITIONAL
DATA Weighted
   average
    shares
 outstanding
Basic 241,521
   <del>256,757</del>
   Diluted
    245,344
   <del>261,616</del>
```

**Earnings** 

(1)Subtotals and totals may not foot due to rounding.

(2)Percent of earnings before income taxes.

NORDSTROM, INC. CONSOLIDATED STATEMENTS OF EARNINGS - Year to Date -----

(unaudited; amounts in thousands, except per share data and percentages) Nine Months % of sales (1)

```
Nine Months %
 of sales (1)
ended (except
   as ended
  (except as
    11/3/07
  indicated)
   10/28/06
indicated) --
  - <del>Net sales</del>
  $6,313,814
    <del>100.0%</del>
  $5,929,794
 100.0% Cost
 of sales and
    related
   buying &
   occupancy
     costs
 (3,957,178)
    (62.7\%)
  (3,729,759)
<del>(62.9%)</del>
      Gross
    profit
   2,356,636
     <del>37.3%</del>
   2,200,035
     <del>37.1%</del>
   <del>Selling,</del>
 general and
administrative
   expenses
 (1,722,780)
    <del>(27.3%)</del>
 (1,611,982)
 <del>(27.2%) Gain</del>
  on sale of
  Faconnable
33,925 0.5%
  Operating
    income
667,781 10.6%
 588,053 9.9%
   Interest
 expense, net
   (44,431)
    (0.7%)
   (34,953)
 (0.6%) Other
 income, net
194,946 3.1%
<del>173,508 2.9%</del>
   Earnings
before income
 tax expense
818,296 13.0%
726,608 12.3%
  Income tax
    expense
   (315, 345)
  (38.5\%)(2)
   (280,950)
(38.7\%)(2)
          Net
   earnings
$502,951 8.0%
$445,658 7.5%
 Earnings per
 share Basic
 $2.01 $1.70
Diluted $1.98
```

\$1.67
ADDITIONAL
DATA Weighted
average
shares
outstanding
Basic 250,164
261,920
Diluted
254,475
266,893

(1)Subtotals and totals may not foot due to rounding.

(2)Percent of earnings before income taxes.

## NORDSTROM, INC. CONSOLIDATED BALANCE SHEETS

(unaudited; amounts in thousands)

11/3/07 2/3/07 10/28/06 ----------------- Assets Current assets: Cash and cash <del>equivalents</del> \$ 107,913 \$ 402,559 \$ <del>208,715</del> **Accounts** receivable, net 1,734,043684,376 667,748 **Investment** in asset

<del>backed</del>

```
securities
    428, 175
    313,656
 Merchandise
 inventories
  1,242,163
    997,289
  <del>1,228,230</del>
    Current
<del>deferred tax</del>
 <del>assets, net</del>
    190,264
    169,320
    <del>169,858</del>
    Prepaid
expenses and
other 68,409
    <del>60, 474</del>
65,711
         Total
    current
    assets
  3,342,792
  <del>2,742,193</del>
  2,653,918
     <del>Land,</del>
  buildings
      and
  equipment,
      net
  <del>1,910,193</del>
  1,757,215
  1,748,395
   <del>Goodwill</del>
    53,613
    <del>51,714</del>
    <del>51,714</del>
   Acquired
 tradename
    84,000
<del>84,000 Other</del>
    assets
    180,854
    <del>186,456</del>
170,355
Total assets
  <del>$5,487,452</del>
  $4,821,578
  $4,708,382
 Liabilities
      and
Shareholders!
    Equity
    Current
<del>liabilities:</del>
  Commercial
    paper $
 <del>392,000 $</del>
    - Accounts
    <del>payable</del>
    738,037
    576,796
    758, 402
    Accrued
  salaries,
  wages and
    related
   benefits
    <del>265,657</del>
    339,965
    253,440
     <del>Other</del>
    current
```

**liabilities** 437,884 <del>433, 487</del> 385,767 **Income taxes** <del>payable</del> 42,422 76,095 42,970 Current <del>portion of</del> <del>long-term</del> debt 209,019 <del>6,800</del> **Total** current 2,085,019 1,433,143 1,547,151

<del>106,572</del> **liabilities** <del>Long-term</del> <del>debt, net</del> <del>1,489,916</del> 623,652624,631 Deferred property incentives, net 354,814 <del>356,062</del> 351,733 <del>Other</del> **liabilities** <del>249,666</del> 240,200 223,262 Commitments and contingent **liabilities** Shareholders' equity: Common stock, no par value: 1,000,000 shares authorized; 232,034, 257,313 and 256,904 shares issued and **outstanding** 927,527 826,421 791,678 Retained **earnings** 407,758

Total
shareholders'
equity
1,308,037
2,168,521

1,350,680 1,171,364 Accumulated other comprehensive loss (27,248) (8,580) (1,437) Total
liabilities
and
shareholders'
equity
\$5,487,452
\$44,821,578
\$44,708,382

1,961,605

### NORDSTROM, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

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(unaudited; amounts in thousands)

Nine Months ended ended 11/3/07 10/28/06 --**Operating Activities** Net earnings \$ 502,951 \$ 445,658 **Adjustments** to <del>reconcile</del> net earnings to <del>net cash</del> (used in) provided by <del>operating</del> activities: **Depreciation** and **amortization** <del>of</del> **buildings** 

and
equipment
202,523
205,816
Gain on
sale of
Faconnable

Nine Months

```
(33,925)
Amortization
of deferred
  property
 incentives
 and other,
     net
  <del>(30,190)</del>
  (25, 255)
Stock-based
compensation
   expense
   <del>20,875</del>
   25,075
  Deferred
   income
 taxes, net
(33,443)
  (49,755)
Tax benefit
 of stock-
    based
  <del>payments</del>
   <del>27,203</del>
   29,691
 Excess tax
   benefit
from stock-
    based
  payments
  <del>(25,228)</del>
  (25,384)
  Provision
   for bad
     <del>debt</del>
   expense
   71,334
   <del>10,715</del>
  Change in
  operating
 assets and
liabilities:
  Accounts
 <del>receivable</del>
(1, 143, 339)
  (38,652)
 Investment
  <del>in asset</del>
   backed
 securities
   <del>420,387</del>
   242,204
Merchandise
inventories
  (282,554)
  (235,623)
   <del>Prepaid</del>
  expenses
  (10,084)
  (10,092)
    Other
   assets
  (28,481)
   (4,203)
  Accounts
   <del>payable</del>
   <del>131,625</del>
   213,294
   Accrued
  salaries,
  wages and
   related
  benefits
  (66,536)
  (34,861)
    <del>Other</del>
   current
liabilities
     <del>(60)</del>
  \frac{(22,559)}{}
   Income
```

```
taxes
  <del>payable</del>
  (21,902)
  (38,647)
  Deferred
  property
 incentives
   41,839
   13,779
    Other
<del>liabilities</del>
    <del>2,487</del>
<del>11,328</del>
  Net cash
 (used in)
provided by
 operating
 activities
 (254, 518)
712,529
 Investing
 Activities
   Capital
expenditures
 (358, 119)
 (187,748)
  Proceeds
 from sale
     <del>of</del>
 215,761
  Proceeds
 from sale
```

Proceeds
from sale
of
Faconnable
215,761
Proceeds
from sale
of assets
12,205
Purchases
of short
term
investments
(109,550)
Sales of
short-term
investments
- 163,550
Other, net
3,471
(6,380)

Net cash used in investing activities (126,682) (140,128)

<del>Financing</del> **Activities Proceeds** from <del>commercial</del> paper 392,000 Proceeds from longterm <del>borrowings</del> 1,220,000 100,000 **Principal** payments on <del>long-term</del> debt (176,838)(306, 465)**Increase** 

(decrease) <del>in cash</del> book **overdrafts** <del>23,036</del>  $\frac{(21,511)}{(21,511)}$ **Proceeds** from exercise of stock <del>options</del> 32,10238,917 **Proceeds** from **employee** stock purchase plan 17,591 <del>16,300</del> Excess tax **benefit** from stockbased payments <del>25, 228</del> 25,384 Cash <del>dividends</del> paid (102, 912)(83, 139) Repurchase of common stock (1,339,999)(595,521) Other, net <del>(3,654)</del> (307) Net cash provided by (used in) financing activities 86,554 (826, 342)Net <del>decrease in</del> cash and <del>cash</del> **equivalents**  $\frac{.}{(294,646)}$ <del>(253, 941)</del> Cash and cash **equivalents** at <del>beginning</del> of period 402,559 462,656 Cash and cash **equivalents** at end of period \$ 107,913 \$ <del>208,715</del>

### NORDSTROM, INC. GAAP TO NON-GAAP RECONCILIATIONS

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(unaudited; dollar amounts in thousands, except per share and per square foot amounts)

#### GAAP and Non-GAAP Financial Measures:

For the quarter ended November 3, 2007, the company reports adjusted pre-tax margin, adjusted net earnings and adjusted earnings per diluted share, which exclude the gain on the sale of Faconnable and adjusted inventory per square foot which excludes inventory related to the Faconnable business. These adjusted amounts are non-GAAP financial measures within the meaning of Regulation G of the Securities and Exchange Commission and are not measures of operating performance calculated in accordance with generally accepted accounting principles ("GAAP"). As a result, these measures should not be considered in isolation of, or as a substitute for pre-tax margin, net earnings, earnings per diluted share, or inventory per square foot. Adjusted pre-tax margin, adjusted net earnings, adjusted earnings per diluted share, and adjusted inventory per square foot as the company calculates them, may not be comparable to similarly titled measures employed by other companies. Management believes that because the gain on sale of Faconnable is nonrecurring in nature, the use of these non-GAAP financial measures enable management and investors to evaluate, and compare from period to period, the company's results from operations in a more meaningful and consistent manner. Management uses pre-tax margin, net earnings, earnings per diluted share, and inventory per square foot excluding this non-recurring item as an internal measure of business operating performance. A reconciliation of reported GAAP amounts to the adjusted non-GAAP financial measures is included below.

GAAP Adjustment due to As Adjusted Sale of Faconnable Pre-tax margin <del>13.8%</del> (1.7%)12.1% **Increase** in net earnings 22% (15%) 7% **Earnings** per diluted share 0.68 (0.09) 0.59 **Increase** in inventory per square foot over

last year