



ENTERED  
06/25/2020

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)	
	)	Chapter 11
	)	
NEIMAN MARCUS GROUP LTD LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 20-32519 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket No. 739</b>

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**ORDER (I) SETTING BAR DATES FOR FILING PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT UNDER SECTION 503(b)(9), (II) ESTABLISHING AMENDED SCHEDULES BAR DATE AND REJECTION DAMAGES BAR DATE, (III) APPROVING THE FORM OF AND MANNER FOR FILING PROOFS OF CLAIM, INCLUDING SECTION 503(b)(9) REQUESTS, (IV) APPROVING NOTICE OF BAR DATES, AND (V) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Bar Date Order”) (a) establishing deadlines for filing proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code, in these chapter 11 cases, (b) establishing the Amended Schedules Bar Date and the Rejection Damages Bar Date (each as defined herein), (c) approving the form and manner for filing such claims, including any section 503(b)(9) requests for payment, and (d) approving notice of the Bar Dates (as defined herein), and (b) granting related relief, all as more fully set forth in

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Neiman Marcus Group LTD LLC (9435); Bergdorf Goodman Inc. (5530); Bergdorf Graphics, Inc. (9271); BG Productions, Inc. (3650); Mariposa Borrower, Inc. (9015); Mariposa Intermediate Holdings LLC (5829); NEMA Beverage Corporation (3412); NEMA Beverage Holding Corporation (9264); NEMA Beverage Parent Corporation (9262); NM Bermuda, LLC (2943); NM Financial Services, Inc. (2446); NM Nevada Trust (3700); NMG California Salon LLC (9242); NMG Florida Salon LLC (9269); NMG Global Mobility, Inc. (0664); NMG Notes PropCo LLC (1102); NMG Salon Holdings LLC (5236); NMG Salons LLC (1570); NMG Term Loan PropCo LLC (0786); NMG Texas Salon LLC (0318); NMGP, LLC (1558); The Neiman Marcus Group LLC (9509); The NMG Subsidiary LLC (6074); and Worth Avenue Leasing Company (5996). The Debtors’ service address is: One Marcus Square, 1618 Main Street, Dallas, Texas 75201.

<sup>2</sup> Capitalized terms used and not defined herein have the meanings ascribed to them in the Motion.

the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

**I. The Bar Dates and Procedures for Filing Proofs of Claim.**

1. Each entity<sup>3</sup> that asserts a claim against the Debtors that arose before the Petition Date, including requests for payment under section 503(b)(9) of the Bankruptcy Code, shall be required to file an original, written proof of claim (a "Proof of Claim"), substantially in the form attached hereto as **Exhibit 1** (the "Proof of Claim Form") or Official Form 410.<sup>4</sup> Except

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<sup>3</sup> Except as otherwise defined herein and in the Motion, all terms specifically defined in the Bankruptcy Code shall have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term "entity" (including individuals, partnerships, corporations, joint ventures, and trusts) has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

<sup>4</sup> Copies of Official Form 410 may be obtained by: (a) calling the Debtors' restructuring hotline at 877-670-2127 (U.S./Canada) or 949-504-4475 (International); (b) visiting the Debtors' restructuring website at:

in the cases of governmental units and certain other exceptions explicitly set forth herein, *all Proofs of Claim must be filed so that they are actually received on or before July 20, 2020, at 5:00 p.m., prevailing Central Time (the “Claims Bar Date”), at the addresses and in the form set forth herein.* The Claims Bar Date applies to all types of claims against the Debtors that arose or are deemed to have arisen before the Petition Date, except for claims specifically exempt from complying with the applicable Bar Dates (as defined herein) as set forth in the Motion or this Order.

2. Each employee and former employee of the Debtors and their non-Debtor affiliates that asserts a claim against the Debtors that arose before the Petition Date is authorized to file a Proof of Claim that redacts personally identifiable information. Such employees and former employees that file a redacted Proof of Claim are required to serve an unredacted Proof of Claim upon the proposed co-counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn.: Anup Sathy, P.C., and Chad J. Husnick, P.C., 601 Lexington Avenue, New York, New York 10022, Attn.: Matthew C. Fagen and Gary Kavarsky, and Jackson Walker L.L.P., 1401 McKinney Street, Suite 1900, Houston, TX 77010, Attn: Matthew D. Cavanaugh, Jennifer F. Wertz, Kristhy M. Peguero, and Veronica A. Polnick.

3. The Debtors are authorized to take reasonable action to prevent employees’ and former employees’ personally identifiable information from being publicly available on the claims register.

4. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date,

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<http://cases.stretto.com/NMG>; and/or (c) visiting the website maintained by the Court at <http://www.txs.uscourts.gov/bankruptcy>.

including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code, must file Proofs of Claims, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party, must file such Proofs of Claim *so they are actually received on or before November 3, 2020, at 5:00 p.m., prevailing Central Time* (the “Governmental Bar Date”), at the address and in the form set forth herein.

5. Unless otherwise ordered, all entities asserting claims arising from the Debtors’ rejection of executory contracts and unexpired leases shall file a Proof of Claim on account of such rejection by the latest of: (a) the Claims Bar Date or the Governmental Bar Date, as applicable; (b) 5:00 p.m. prevailing Central Time on the date that is thirty (30) days following entry of the order approving the Debtors’ rejection of the applicable executory contract or unexpired lease; or (c) 5:00 p.m. prevailing Central Time on the date that is thirty (30) days following the receipt of notice of rejection of an unexpired lease if such notice is sent pursuant to any rejection procedures approved by Court order in these chapter 11 cases (the “Rejection Damages Bar Date”).

6. If the Debtors amend the Schedules after having given notice of the Bar Dates, the Debtors shall give notice by first-class mail of any amendment to holders of claims affected thereby, and, except for entities that are exempt from complying with the applicable Bar Dates, as set forth in this Bar Date Order, the deadline for those holders to file Proofs of Claim, if necessary, shall be the latest of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date the notice of the Schedule amendment is mailed (the “Amended Schedules Bar Date” and together with the Claims Bar Date, the Governmental Bar Date, and the Rejection Damages Bar Date, as applicable, the “Bar Date” or “Bar Dates”).

7. All Proofs of Claim must be filed so as to be *actually received* by the Claims and Noticing Agent on or before the applicable Bar Date. If Proofs of Claim are not received by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, as applicable, except in the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be barred from asserting such claims against the Debtors and precluded from voting on any plans of reorganization filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.

## II. Parties Exempted from the Bar Date.

8. The following categories of claimants, in the capacities described below, shall not be required to file a Proof of Claim by the Bar Date:

- a. any entity that already has filed a signed Proof of Claim against the applicable Debtor with the Claims and Noticing Agent in a form substantially similar to Official Form 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any entity whose claim has previously been allowed by a final order of the Court;
- d. any Debtor having a claim against another Debtor;
- e. any entity whose claim is solely against any non-Debtor affiliates;
- f. any entity whose claim has been paid by a Debtor pursuant to a Court order;
- g. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;

- h. any current or former officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;
- i. any entity holding a claim for which a separate deadline is fixed by this Court;
- j. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date;
- k. any entity holding an equity interest in any Debtor;
- l. any holder of a claim arising under or in connection with the Debtors' prepetition senior secured asset-based credit facility or any administrative agent or other agent for lenders under such facility;
- m. any holder of a claim arising under or in connection with the Debtors' prepetition last-out term loan facility or any administrative agent or other agent for lenders under such facility;
- n. any holder of a claim arising under or in connection with the Debtors' prepetition senior secured term loan facility or any administrative agent or other agent for lenders under such facility;
- o. any holder of a claim arising under or in connection with the Debtors' prepetition 14.000% second lien notes due 2024; *provided* that the indenture trustee for each of the Debtors' 14.000% second lien notes due 2024 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder;
- p. any holder of a claim arising under or in connection with the Debtors' prepetition 8.000% senior secured third lien notes due 2024; *provided* that the indenture trustee for each of the Debtors' 8.000% senior secured third lien notes due 2024 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder;
- q. any holder of a claim arising under or in connection with the Debtors' prepetition 8.750% senior secured third lien notes due 2024; *provided* that the indenture trustee for each of the Debtors' 8.750% senior secured third lien notes due 2024 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder;
- r. any holder of a claim arising under or in connection with the Debtors' prepetition 8.000% senior cash pay notes due 2021; *provided* that the indenture trustee for each of the Debtors' 8.000% senior cash pay notes due

2021 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder;

- s. any holder of a claim arising under or in connection with the Debtors' prepetition 8.750%/9.500% senior PIK toggle notes due 2021; *provided* that the indenture trustee for each of the Debtors' 8.750%/9.500% senior PIK toggle notes due 2021 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder;
- t. any holder of a claim arising under or in connection with the Debtors' prepetition 7.125% senior debentures due 2028; *provided* that the indenture trustee for each of the Debtors' 7.125% senior debentures due 2028 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder; and
- u. any holder of a claim for any fees, expenses, or other obligations arising under, and any person or entity who is not required to file a Proof of Claim pursuant to, any interim or final order approving the Debtors' use of cash collateral or access to postpetition financing.

### III. Substantive Requirements of Proofs of Claim.

9. The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be written in legible English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. **Electronic Signatures Permitted.** Only *original* Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted. Unless otherwise ordered by the Court, any original document containing the original signature of any

party other than the party that files the Proof of Claim shall be retained by the filing party for a period of not less than five (5) years after the Debtors' case is closed, and upon request, such original document must be provided to the Court or other parties for review, pursuant to the Administrative Procedures for the Filing, Signing, and Verifying of Documents by Electronic Means in Texas Bankruptcy Courts.

- d. ***Identification of the Debtor Entity.*** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 20-32519 (DRJ)) or otherwise without identifying a specific Debtor, will be deemed as filed only against Neiman Marcus Group LTD LLC.
- e. ***Claim Against Multiple Debtor Entities.*** Each Proof of Claim must state a claim against ***only one*** Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Neiman Marcus Group LTD LLC. Notwithstanding anything to the contrary set forth in the Bar Date Order, the filing of a Proof of Claim by an administrative agent or indenture trustee in the case of Neiman Marcus Group LTD LLC (No. 20-32519 (DRJ)) will also be deemed to constitute the filing of a Proof of Claim in the cases of all other Debtors against whom a claim may be asserted under the applicable Credit Agreement, Indenture, or other operative documents.
  - i. Solely as an accommodation to the Pension Benefit Guaranty Corporation (the "PBGC"), the Debtors hereby agree to permit the PBGC to file a single, consolidated proof of claim on account of each of its claims, which claim shall be deemed to be filed against all the Debtors (the "PBGC Claim"); provided, however, that the PBGC Claim shall set forth in reasonable detail the basis and amount of the claims asserted against each Debtor, as required by the Bankruptcy Code, the Bankruptcy Rules, and any applicable order of the Court. The PBGC Claim shall be deemed a proof of claim against each Debtor described in the PBGC Claim and PBGC shall not be required to file a proof of claim in the separate case of each such Debtor. Notwithstanding the foregoing, nothing herein shall affect PBGC's obligation to file with the PBGC Claim documents evidencing the basis and amounts of claims asserted against each Debtor.<sup>5</sup>

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<sup>5</sup> The authorization for PBGC to file a single, consolidated proof of claim is for procedural purposes only, intended for administrative convenience and shall not be interpreted or construed to substantively affect any right,



- f. ***Supporting Documentation.*** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten days from the date of such request.
- i. Solely as an accommodation to the ACE Companies and the Chubb Companies (each as defined below), notwithstanding anything to the contrary in this Bar Date Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any order of this Court, or any proof of claim form or the Bar Date Notice, (i) ACE American Insurance Company on its own behalf and on behalf of all of its U.S.-based affiliates and successors (collectively, the "ACE Companies") may file a single consolidated proof of claim (the "ACE Proof of Claim") in the chapter 11 case of Neiman Marcus Group LTD LLC, Case No. 20-32519 (DRJ) (the "Lead Case"), which shall be deemed filed by each of the ACE Companies not only in the Lead Case, but also in the chapter 11 case of each of the Debtors indicated in such ACE Proof of Claim; (ii) Federal Insurance Company on its own behalf and on behalf of all of its U.S.-based affiliates and successors (collectively, the "Chubb Companies") may file a single consolidated proof of claim (the "Chubb Proof of Claim") and collectively with the ACE Proof of Claim the "Consolidated Claims") in the Lead Case, which shall be deemed filed by each of the Chubb Companies not only in the Lead Case, but also in the chapter 11 case of each of the Debtors indicated in such ACE Proof of Claim; and (iii) as the documents supporting the Consolidated Claims are voluminous and contain confidential information, and with the written consent of the Debtors, the documents supporting the Consolidated Claims will not be filed with the Consolidated Claims. Provided, however, that each of the Consolidated Claims will include a schedule of the policies and/or agreements upon which the Consolidated Claims are

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objection, claim or defense of any party (including any Debtor) to the PBGC Claim, including the amount, extent, validity, priority, perfection, or enforceability of any claim or security interest asserted by the PBGC Claim. For the avoidance of doubt, the authorization granted hereby is without prejudice to the right of any party (including any Debtor) to object to the PBGC Claim on the basis of insufficient information or any other [permitted] basis, or to seek to disallow, and/or expunge the proof of claim to the extent it is determined that all or any portion of the claims or security interests asserted in the PBGC Claim are not allowable against any such party or parties (including any Debtor).

based. Provided, further, that the Debtors reserve the right to request all documents supporting the Consolidated Claims subject to appropriate protections for confidential information. The authorization granted hereby to allow the ACE Companies and the Chubb Companies to file the Consolidated Claims is for procedural purposes only, is intended for administrative convenience, and shall not be interpreted or construed to substantively affect any right, objection, claim, or defense of any party in interest to the Consolidated Claims, including, (i) the amount, extent, validity, priority, perfection, or enforceability of any claim or security interest asserted by the Consolidated Claims and, (ii) the right of the ACE Companies or the Chubb Companies to (a) assert joint and several liability against some or all of the Debtors, (b) modify the Debtor(s) against which the Consolidated Claims are asserted, or (c) amend the amount or nature of the Consolidated Claims; *provided, however*, that the Consolidated Claims shall not be disallowed, reduced or expunged solely on the basis that the Consolidated Claims are filed (i) only in the Lead Case and only against Neiman Marcus Group LTD LLC (instead of in the bankruptcy cases of each or any of the other Debtors), and/or (ii) only by either of ACE American Insurance Company or Federal Insurance Company (instead of by each of the ACE Companies or the Chubb Companies, respectively). For the avoidance of doubt, the authorization granted hereby is without prejudice to the right of any party to object to the Consolidated Claims on the basis of insufficient information or to seek to disallow and/or expunge the Consolidated Claims to the extent it is determined that all or any portion of the Consolidated Claims are not allowable against any individual Debtor.

- g. ***Timely Service.*** Each Proof of Claim must be filed, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface available on the Claims and Noticing Agent's website at <https://cases.stretto.com/NMG> or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be ***actually received*** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or other applicable Bar Date, at the following addresses:

**If by First-Class Mail:**

Neiman Marcus Group LTD LLC, et al., Claims Processing  
c/o Stretto  
410 Exchange, Suite 100

Irvine, CA 92602

**If by Hand Delivery or Overnight Mail:**  
Neiman Marcus LTD LLC, et al., Claims Processing  
c/o Stretto  
410 Exchange, Suite 100  
Irvine, CA 92602

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR  
ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

- h. *Receipt of Service.* Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

**IV. Identification of Known Creditors.**

10. The Debtors shall mail notice of the Claims Bar Date (or the Governmental Bar Date, as applicable) only to their known creditors, and such mailing shall be made to the last known mailing address for each such creditor, as reflected in the Debtors' books and records at such time.

**V. Procedures for Providing Notice of the Bar Date.**

**A. Mailing of Bar Date Notices.**

11. No later than five (5) business days after the Debtors file the Schedules, the Debtors shall cause a written notice of the Bar Dates, substantially in the form attached hereto as **Exhibit 2** (the "Bar Date Notice") and a Proof of Claim Form (together, the "Bar Date Package") to be mailed via first class mail to the following entities:

- a. the Office of the United States Trustee for the Southern District of Texas;
- b. the entities listed as holding the 50 largest unsecured claims against the Debtors (on a consolidated basis);
- c. the administrative agent under the Debtors' prepetition revolving credit facility and counsel thereto;
- d. the lenders under the Debtors' prepetition revolving credit facility;

- e. the administrative agent under the Debtors' prepetition term loan facility and counsel thereto;
- f. the lenders under the Debtors' prepetition term loan facility;
- g. the indenture trustee for the Debtors' 14.000% second lien notes due 2024 and counsel thereto;
- h. the holders of the Debtors' 14.000% second lien notes due 2024;
- i. the indenture trustee for the Debtors' 8.000% senior secured third lien notes due 2024 and counsel thereto;
- j. the holders of the Debtors' 8.000% senior secured third lien notes due 2024;
- k. the indenture trustee for the Debtors' 8.750% senior secured third lien notes due 2024 and counsel thereto;
- l. the holders of the Debtors' 8.750% senior secured third lien notes due 2024;
- m. the indenture trustee for the Debtors' 8.000% senior cash pay notes due 2021 and counsel thereto;
- n. the holders of the Debtors' 8.000% senior cash pay notes due 2021;
- o. the indenture trustee for the Debtors' 8.750%/9.500% senior PIK toggle notes due 2021 and counsel thereto;
- p. the holders of the Debtors' 8.750%/9.500% senior PIK toggle notes due 2021;
- q. the indenture trustee for the Debtors' 7.125% senior debentures due 2028;
- r. the holders of the Debtors' 7.125% senior debentures due 2028;
- s. all creditors and other known holders of Claims against the Debtors as of the date of entry of the Bar Date Order, including all entities listed in the Schedules as holding claims against the Debtors;
- t. all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- u. all entities that have filed Proofs of Claim in these chapter 11 cases as of the date of the Bar Date Order;
- v. all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered;

- w. all entities who are party to executory contracts and unexpired leases with the Debtors;
- x. all entities who are party to active litigation with the Debtors;
- y. all current and former employees (to the extent that contact information for former employees is available in the Debtors' records);
- z. all regulatory authorities that regulate the Debtors' businesses, including environmental and permitting authorities;
- aa. the Office of the Attorney General for the state of Texas and each of the states in which the Debtors conduct business;
- bb. the District Director of the Internal Revenue Service for the Southern District of Texas;
- cc. all other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- dd. the United States Securities and Exchange Commission; and
- ee. the Office of the United States Attorney for the Southern District of Texas;

12. The Debtors shall provide all known creditors listed in the Debtors' Schedules with a personalized Proof of Claim Form, which will set forth: (a) the identity of the Debtor against which the creditor's claim is scheduled; (b) the amount of the scheduled claim, if any; (c) whether the claim is listed as contingent, unliquidated, or disputed; and (d) whether the claim is listed as secured, unsecured priority, or unsecured non-priority. Each creditor shall have an opportunity to inspect the Proof of Claim Form provided by the Debtors and correct any information that is missing, incorrect, or incomplete. Additionally, any creditor may choose to submit a Proof of Claim on a different form as long as it is substantially similar to Official Form 410.

13. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their

names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to 14 days in advance of the applicable Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

**B. Publication of Bar Date Notice.**

14. The Debtors shall cause notice of the Claims Bar Date and the Governmental Bar Date to be given by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the Bar Date Notice to be published as soon as reasonably practicable after entry of the Bar Date Order, modified for publication in substantially the form annexed hereto as **Exhibit 3** (the "Publication Notice"), on one occasion in the national edition of the *Wall Street Journal* and any such other local publications that the Debtors deem appropriate and disclose in their Affidavit of Service.

15. Notice of the Bar Dates as set forth in this order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

**VI. Consequences of Failure to File a Proof of Claim.**

16. Any entity that is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Claim with respect thereto) and

the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim. Without limiting the foregoing sentence, any creditor asserting a claim entitled to priority pursuant to section 503(b)(9) of the Bankruptcy Code that fails to file a Proof of Claim in accordance with this Bar Date Order shall not be entitled to any priority treatment on account of such claim pursuant to section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is identified on Schedule F of the Schedules as not contingent, not disputed, and liquidated.

17. Any such entity that is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be prohibited from voting to accept or reject any chapter 11 plan filed in these chapter 11 cases, participating in any distribution in these chapter 11 cases on account of such claim, or receiving further notices regarding such claim.

**VII. Miscellaneous.**

18. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

19. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

20. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Bar Date Order are immediately effective and enforceable upon its entry.

21. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Bar Date Order in accordance with the Motion.

22. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Bar Date Order.

**Signed: June 25, 2020.**



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**DAVID R. JONES**  
**UNITED STATES BANKRUPTCY JUDGE**



**Exhibit 1**

**Proof of Claim Form**

**Exhibit 2**

**Proposed Bar Date Notice**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
	)	
NEIMAN MARCUS GROUP LTD LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 20-32519 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket No. ___</b>

**NOTICE OF DEADLINES FOR THE FILING OF  
PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT  
PURSUANT TO SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF  
THE FOLLOWING DEBTOR ENTITIES:**

DEBTOR	CASE NO.
Neiman Marcus Group LTD LLC	20-32519
Bergdorf Goodman Inc.	20-32513
Bergdorf Graphics, Inc.	20-32510
BG Productions, Inc.	20-32509
Mariposa Borrower, Inc.	20-32518
Mariposa Intermediate Holdings LLC	20-32520
NEMA Beverage Corporation	20-32497
NEMA Beverage Holding Corporation	20-32498
NEMA Beverage Parent Corporation	20-32499
NM Bermuda, LLC	20-32507
NM Financial Services, Inc.	20-32512
NM Nevada Trust	20-32511
NMG California Salon LLC	20-32502
NMG Florida Salon LLC	20-32501
NMG Global Mobility, Inc.	20-32506
NMG Notes PropCo LLC	20-32515

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Neiman Marcus Group LTD LLC (9435); Bergdorf Goodman Inc. (5530); Bergdorf Graphics, Inc. (9271); BG Productions, Inc. (3650); Mariposa Borrower, Inc. (9015); Mariposa Intermediate Holdings LLC (5829); NEMA Beverage Corporation (3412); NEMA Beverage Holding Corporation (9264); NEMA Beverage Parent Corporation (9262); NM Bermuda, LLC (2943); NM Financial Services, Inc. (2446); NM Nevada Trust (3700); NMG California Salon LLC (9242); NMG Florida Salon LLC (9269); NMG Global Mobility, Inc. (0664); NMG Notes PropCo LLC (1102); NMG Salon Holdings LLC (5236); NMG Salons LLC (1570); NMG Term Loan PropCo LLC (0786); NMG Texas Salon LLC (0318); NMGP, LLC (1558); The Neiman Marcus Group LLC (9509); The NMG Subsidiary LLC (6074); and Worth Avenue Leasing Company (5996). The Debtors' service address is: One Marcus Square, 1618 Main Street, Dallas, Texas 75201.

DEBTOR	CASE NO.
NMG Salon Holdings LLC	20-32504
NMG Salons LLC	20-32503
NMG Term Loan PropCo LLC	20-32514
NMG Texas Salon LLC	20-32500
NMGP, LLC	20-32505
The Neiman Marcus Group LLC	20-32517
The NMG Subsidiary LLC	20-32516
Worth Avenue Leasing Company	20-32508

**PLEASE TAKE NOTICE THAT:**

On May 7, 2020 (the “Petition Date”), Neiman Marcus Group LTD LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), filed voluntary petitions for relief under chapter 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

On [●], 2020 the Court entered an order [Docket No. [●]] the (“Bar Date Order”)<sup>2</sup> establishing certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code (“Proofs of Claim”).

For your convenience, enclosed with this notice (this “Notice”) is a Proof of Claim form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these cases (the “Schedules”). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim as listed in the Schedules.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the Southern District of Texas. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**I. THE BAR DATES.**

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these chapter 11 cases (collectively the “Bar Dates”).

- a. ***The Claims Bar Date.*** Pursuant to the Bar Date Order, except as described below, all entities (except governmental units) holding claims against the Debtors that

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, ***including requests for payment pursuant to section 503(b)(9), are required to file Proofs of Claim by July 20, 2020, at 5:00 p.m., prevailing Central Time***). Except as expressly set forth in this Notice and the Bar Date Order, the Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims.

- b. ***The Governmental Bar Date.*** Pursuant to the Bar Date Order, ***all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file Proofs of Claim by the Governmental Bar Date (i.e., by November 3, 2020, at 5:00 p.m., prevailing Central Time)***. The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.
- c. ***The Rejection Damages Bar Date.*** Pursuant to the Bar Date Order, all entities holding claims arising from the Debtors' rejection of executory contracts and unexpired leases are required to file Proofs of Claim by the Rejection Damages Bar Date, ***(i.e., by the date that is the latest of: (a) the Claims Bar Date or the Governmental Bar Date, as applicable, (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days following entry of the order approving the rejection of the applicable executory contract or unexpired lease; or (c) 5:00 p.m. prevailing Central Time on the date that is thirty (30) days following the receipt of notice of rejection of an unexpired lease if such notice is sent pursuant to any rejection procedures approved by Court order in these chapter 11 cases (the "Rejection Damages Bar Date").***
- d. ***Amended Schedules Bar Date.*** Pursuant to the Bar Date Order, all entities holding claims affected by the amendment to the Debtors' Schedules are required to file Proofs of Claim by the Amended Schedules Bar Date ***(i.e., by the date that is the latest of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date on which the Debtors mail notice of the amendment to the Schedules).***

## II. WHO MUST FILE A PROOF OF CLAIM.

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date ***must*** file Proofs of Claim on or before the Claims Bar Date, Governmental Bar Date, or any other bar date set forth in the Bar Date Order, as applicable:

- a. any entity whose claim against a Debtor is ***not*** listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires

to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;

- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any former or present full-time, part-time, salaried, or hourly employees must submit Proofs of Claim relating to any grievance prior to the Claims Bar Date to the extent grounds for such grievances arose on or prior to the Petition Date;
- d. any entity that believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the schedules; and
- e. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

### **III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM.**

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates, in the capacities described below, need *not* file Proofs of Claims:

- a. any entity that already has filed a signed Proof of Claim against the applicable Debtor with the Claims and Noticing Agent in a form substantially similar to Official Form 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any entity whose claim has previously been allowed by a final order of the Court;
- d. any Debtor having a claim against another Debtor;
- e. any entity whose claim is solely against any non-Debtor affiliate;
- f. any entity whose claim has been paid by a Debtor pursuant to a Court order;
- g. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including

- claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- h. any current or former officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;
  - i. any entity holding a claim for which a separate deadline is fixed by this Court;
  - j. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date;
  - k. any entity holding an equity interest in any Debtor;
  - l. any holder of a claim arising under or in connection with the Debtors' prepetition senior secured asset-based credit facility or any administrative agent or other agent for lenders under such facility;
  - m. any holder of a claim arising under or in connection with the Debtors' prepetition last-out term loan facility or any administrative agent or other agent for lenders under such facility;
  - n. any holder of a claim arising under or in connection with the Debtors' prepetition senior secured term loan facility or any administrative agent or other agent for lenders under such facility;
  - o. any holder of a claim arising under or in connection with the Debtors' prepetition 14.000% second lien notes due 2024; *provided* that the indenture trustee for each of the Debtors' 14.000% second lien notes due 2024 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder;
  - p. any holder of a claim arising under or in connection with the Debtors' prepetition 8.000% senior secured third lien notes due 2024; *provided* that the indenture trustee for each of the Debtors' 8.000% senior secured third lien notes due 2024 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder;
  - q. any holder of a claim arising under or in connection with the Debtors' prepetition 8.750% senior secured third lien notes due 2024; *provided* that the indenture trustee for each of the Debtors' 8.750% senior secured third lien notes due 2024 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder;
  - r. any holder of a claim arising under or in connection with the Debtors' prepetition 8.000% senior cash pay notes due 2021; *provided* that the indenture trustee for each of the Debtors' 8.000% senior cash pay notes due 2021 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder;

- s. any holder of a claim arising under or in connection with the Debtors' prepetition 8.750%/9.500% senior PIK toggle notes due 2021; *provided* that the indenture trustee for each of the Debtors' 8.750%/9.500% senior PIK toggle notes due 2021 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder;
- t. any holder of a claim arising under or in connection with the Debtors' prepetition 7.125% senior debentures due 2028; *provided* that the indenture trustee for each of the Debtors' 7.125% senior debentures due 2028 shall file a single master Proof of Claim by the Claims Bar Date with regard to all of the claims thereunder; and
- u. any holder of a claim for any fees, expenses, or other obligations arising under, and any person or entity who is not required to file a Proof of Claim pursuant to, any interim or final order approving the Debtors' use of cash collateral or access to postpetition financing.

#### IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. ***Contents.*** Each Proof of Claim must: (i) be written in legible English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. ***Section 503(b)(9) Claim.*** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. ***Electronic Signatures Permitted.*** Only ***original*** Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted. Unless otherwise ordered by the Court, any original document containing the original signature of any party other than the party that files the Proof of Claim shall be retained by the filing party for a period of not less than five (5) years after the Debtors' case is closed, and upon request, such original document must be provided to the Court or other parties for review, pursuant to the Administrative Procedures for the Filing, Signing, and Verifying of Documents by Electronic Means in Texas Bankruptcy Courts.
- d. ***Identification of the Debtor Entity.*** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case



number. A Proof of Claim filed under the joint administration case number (No. 20-32519 (DRJ)) or otherwise without identifying a specific Debtor, will be deemed as filed only against Neiman Marcus Group LTD LLC.

- e. ***Claim Against Multiple Debtor Entities.*** Each Proof of Claim must state a claim against ***only one*** Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Neiman Marcus Group LTD LLC. Notwithstanding anything to the contrary set forth in the Bar Date Order, the filing of a Proof of Claim by an administrative agent or indenture trustee in the case of Neiman Marcus Group LTD LLC (No. 20-32519 (DRJ)) will also be deemed to constitute the filing of a Proof of Claim in the cases of all other Debtors against whom a claim may be asserted under the applicable Credit Agreement, Indenture, or other operative documents.
  - i. Solely as an accommodation to the Pension Benefit Guaranty Corporation (the "**PBGC**"), the Debtors hereby agree to permit the PBGC to file a single, consolidated proof of claim on account of each of its claims, which claim shall be deemed to be filed against all the Debtors (the "**PBGC Claim**"); provided, however, that the PBGC Claim shall set forth in reasonable detail the basis and amount of the claims asserted against each Debtor, as required by the Bankruptcy Code, the Bankruptcy Rules, and any applicable order of the Court. The PBGC Claim shall be deemed a proof of claim against each Debtor described in the PBGC Claim and PBGC shall not be required to file a proof of claim in the separate case of each such Debtor. Notwithstanding the foregoing, nothing herein shall affect PBGC's obligation to file with the PBGC Claim documents evidencing the basis and amounts of claims asserted against each Debtor.<sup>3</sup>
- f. ***Supporting Documentation.*** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten days from the date of such request.

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<sup>3</sup> The authorization for PBGC to file a single, consolidated proof of claim is for procedural purposes only, intended for administrative convenience and shall not be interpreted or construed to substantively affect any right, objection, claim or defense of any party (including any Debtor) to the PBGC Claim, including the amount, extent, validity, priority, perfection, or enforceability of any claim or security interest asserted by the PBGC Claim. For the avoidance of doubt, the authorization granted hereby is without prejudice to the right of any party (including any Debtor) to object to the PBGC Claim on the basis of insufficient information or any other [permitted] basis, or to seek to disallow, and/or expunge the proof of claim to the extent it is determined that all or any portion of the claims or security interests asserted in the PBGC Claim are not allowable against any such party or parties (including any Debtor).

- i. Solely as an accommodation to the ACE Companies and the Chubb Companies (each as defined below), notwithstanding anything to the contrary in this Bar Date Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any order of this Court, or any proof of claim form or the Bar Date Notice, (i) ACE American Insurance Company on its own behalf and on behalf of all of its U.S.-based affiliates and successors (collectively, the “ACE Companies”) may file a single consolidated proof of claim (the “ACE Proof of Claim”) in the chapter 11 case of Neiman Marcus Group LTD LLC, Case No. 20-32519 (DRJ) (the “Lead Case”), which shall be deemed filed by each of the ACE Companies not only in the Lead Case, but also in the chapter 11 case of each of the Debtors indicated in such ACE Proof of Claim; (ii) Federal Insurance Company on its own behalf and on behalf of all of its U.S.-based affiliates and successors (collectively, the “Chubb Companies”) may file a single consolidated proof of claim (the “Chubb Proof of Claim” and collectively with the ACE Proof of Claim the “Consolidated Claims”) in the Lead Case, which shall be deemed filed by each of the Chubb Companies not only in the Lead Case, but also in the chapter 11 case of each of the Debtors indicated in such ACE Proof of Claim; and (iii) as the documents supporting the Consolidated Claims are voluminous and contain confidential information, and with the written consent of the Debtors, the documents supporting the Consolidated Claims will not be filed with the Consolidated Claims. Provided, however, that each of the Consolidated Claims will include a schedule of the policies and/or agreements upon which the Consolidated Claims are based. Provided, further, that the Debtors reserve the right to request all documents supporting the Consolidated Claims subject to appropriate protections for confidential information. The authorization granted hereby to allow the ACE Companies and the Chubb Companies to file the Consolidated Claims is for procedural purposes only, is intended for administrative convenience, and shall not be interpreted or construed to substantively affect any right, objection, claim, or defense of any party in interest to the Consolidated Claims, including, (i) the amount, extent, validity, priority, perfection, or enforceability of any claim or security interest asserted by the Consolidated Claims and, (ii) the right of the ACE Companies or the Chubb Companies to (a) assert joint and several liability against some or all of the Debtors, (b) modify the Debtor(s) against which the Consolidated Claims are asserted, or (c) amend the amount or nature of the Consolidated Claims; *provided, however*, that the Consolidated Claims shall not be disallowed, reduced or expunged solely on the basis that the Consolidated Claims are filed (i) only in the Lead Case and only against Neiman Marcus Group LTD LLC (instead of in the bankruptcy cases of each or any of the other Debtors), and/or (ii) only by either of ACE American

Insurance Company or Federal Insurance Company (instead of by each of the ACE Companies or the Chubb Companies, respectively). For the avoidance of doubt, the authorization granted hereby is without prejudice to the right of any party to object to the Consolidated Claims on the basis of insufficient information or to seek to disallow and/or expunge the Consolidated Claims to the extent it is determined that all or any portion of the Consolidated Claims are not allowable against any individual Debtor.

- g. **Timely Service.** Each Proof of Claim must be filed, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface available on the Claims and Noticing Agent's website at <http://cases.stretto.com/NMG> or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be **actually received** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or other applicable Bar Date, at the following addresses:

**If by First-Class Mail:**

Neiman Marcus Group LTD LLC, et al., Claims Processing  
c/o Stretto  
410 Exchange, Suite 100  
Irvine, CA 92602

**If by Hand Delivery or Overnight Mail:**

Neiman Marcus Group LTD LLC, et al., Claims Processing  
c/o Stretto  
410 Exchange, Suite 100  
Irvine, CA 92602

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC  
MAIL WILL NOT BE ACCEPTED.**

- h. **Receipt of Service.** Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

**V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM.**

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date order on or before the applicable Bar Date, please be advised that:

- a. YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);

- b. THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- d. YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

## **VI. RESERVATION OF RIGHTS.**

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

## **VII. THE DEBTORS' SCHEDULES AND ACCESS THERETO.**

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim forms regarding the nature, amount, and status of your claim(s). If the Debtors believe that you may hold claims against more than one Debtor entity, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim against one Debtor entity, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which sets forth the amount of your claim (if any) as scheduled; identifies the Debtor entity against which it is scheduled; specifies whether your claim is listed in the Schedules as disputed, contingent, or unliquidated; and identifies whether your claim is scheduled as a secured, unsecured priority, or unsecured non-priority claim.

As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need *not* file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

## **VIII. ADDITIONAL INFORMATION.**

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on the Debtors' website at <https://cases.stretto.com/NMG>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://www.txs.uscourts.gov/bankruptcy>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are

required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:00 a.m. and 5:00 p.m., prevailing Central Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of Texas, United States Courthouse, 515 Rusk Avenue, Houston, Texas 77002.

If you require additional information regarding the filing of a Proof of Claim, you may contact the Debtors' restructuring hotline at: 877-670-2127 (U.S./Canada) or 949-504-4475 (International).

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

**Exhibit 3**

**Proposed Publication Notice**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
	)	
NEIMAN MARCUS GROUP LTD LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 20-32519 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF DEADLINES FOR THE FILING  
OF PROOFS OF CLAIM, INCLUDING REQUESTS FOR  
PAYMENTS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

**THE CLAIMS BAR DATE IS JULY 20, 2020, AT 5:00 P.M. PREVAILING CENTRAL TIME**

**THE GOVERNMENTAL CLAIMS BAR DATE IS NOVEMBER 3, 2020  
AT 5:00 P.M. PREVAILING CENTRAL TIME**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

***Deadlines for Filing Proofs of Claim.*** On [●], 2020, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. [●]] (the “Bar Date Order”) establishing certain deadlines for the filing of proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code (collectively, “Proofs of Claim”), in the chapter 11 cases of the following debtors and debtors in possession (collectively, the “Debtors”):

DEBTOR	CASE NO.
Neiman Marcus Group LTD LLC	20-32519
Bergdorf Goodman Inc.	20-32513
Bergdorf Graphics, Inc.	20-32510
BG Productions, Inc.	20-32509
Mariposa Borrower, Inc.	20-32518

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Neiman Marcus Group LTD LLC (9435); Bergdorf Goodman Inc. (5530); Bergdorf Graphics, Inc. (9271); BG Productions, Inc. (3650); Mariposa Borrower, Inc. (9015); Mariposa Intermediate Holdings LLC (5829); NEMA Beverage Corporation (3412); NEMA Beverage Holding Corporation (9264); NEMA Beverage Parent Corporation (9262); NM Bermuda, LLC (2943); NM Financial Services, Inc. (2446); NM Nevada Trust (3700); NMG California Salon LLC (9242); NMG Florida Salon LLC (9269); NMG Global Mobility, Inc. (0664); NMG Notes PropCo LLC (1102); NMG Salon Holdings LLC (5236); NMG Salons LLC (1570); NMG Term Loan PropCo LLC (0786); NMG Texas Salon LLC (0318); NMGP, LLC (1558); The Neiman Marcus Group LLC (9509); The NMG Subsidiary LLC (6074); and Worth Avenue Leasing Company (5996). The Debtors’ service address is: One Marcus Square, 1618 Main Street, Dallas, Texas 75201.

DEBTOR	CASE NO.
Mariposa Intermediate Holdings LLC	20-32520
NEMA Beverage Corporation	20-32497
NEMA Beverage Holding Corporation	20-32498
NEMA Beverage Parent Corporation	20-32499
NM Bermuda, LLC	20-32507
NM Financial Services, Inc.	20-32512
NM Nevada Trust	20-32511
NMG California Salon LLC	20-32502
NMG Florida Salon LLC	20-32501
NMG Global Mobility, Inc.	20-32506
NMG Notes PropCo LLC	20-32515
NMG Salon Holdings LLC	20-32504
NMG Salons LLC	20-32503
NMG Term Loan PropCo LLC	20-32514
NMG Texas Salon LLC	20-32500
NMGP, LLC	20-32505
The Neiman Marcus Group LLC	20-32517
The NMG Subsidiary LLC	20-32516
Worth Avenue Leasing Company	20-32508

***The Bar Dates.*** Pursuant to the Bar Date Order, ***all*** entities (except governmental units), including individuals, partnerships, estates, and trusts that have a claim or potential claim against the Debtors that arose prior to May 7, 2020, no matter how remote or contingent such right to payment or equitable remedy may be, ***including*** requests for payment under section 503(b)(9) of the Bankruptcy Code, **MUST FILE A PROOF OF CLAIM** on or before ***July 20, 2020, at 5:00 p.m., prevailing Central Time (the “Claims Bar Date”).*** Governmental entities that have a claim or potential claim against the Debtors that arose prior to May 7, 2020, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before ***November 3, 2020, at 5:00 p.m., prevailing Central Time (the “Governmental Bar Date”).*** All entities holding claims arising from the Debtors’ rejection of executory contracts and unexpired leases are required to file Proofs of Claim by ***the date that is: (a) the latest of the Claims Bar Date or the Governmental Bar Date, as applicable; (b) the date that is thirty (30) days following entry of the order approving the Debtors’ rejection of the applicable executory contract or unexpired lease; or (c) 5:00 p.m. prevailing Central Time on the date that is thirty (30) days following the receipt of notice of rejection of an unexpired lease if such notice is sent pursuant to any rejection procedures approved by Court order in these chapter 11 cases (the “Rejection Damages Bar Date”).*** All entities holding claims affected by an amendment to the Debtors’ Schedules are required to file Proofs of Claim by ***the latest of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central Time, on the date that is thirty (30) days from the date on which the Debtors mail notice of the amendment to the Schedules (the “Amended Schedules Bar Date”).***

**ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM, INCLUDING ANY REQUEST FOR PAYMENT UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE ON OR BEFORE THE CLAIMS BAR DATE OR THE GOVERNMENTAL BAR**



**DATE, AS APPLICABLE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN.**

***Filing a Proof of Claim.*** Each Proof of Claim must be filed, including supporting documentation, by either (i) electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), (ii) electronic submission using the interface available on the Claims and Noticing Agent's website at <https://cases.stretto.com/NMG> or (iii) if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be ***actually received*** by the Claims and Noticing Agent on or before the Claims Bar Date or the Governmental Bar Date, or any other applicable Bar Date, at the following addresses:

**If by First-Class Mail:**

Neiman Marcus Group LTD LLC, et al., Claims Processing  
c/o Stretto  
410 Exchange, Suite 100  
Irvine, CA 92602

**If by Hand Delivery or Overnight Mail:**

Neiman Marcus Group LTD LLC, et al., Claims Processing  
c/o Stretto  
410 Exchange, Suite 100  
Irvine, CA 92602

***Contents of Proofs of Claim.*** Each Proof of Claim must: (1) be written in legible English; (2) include a claim amount denominated in United States dollars; (3) clearly identify the Debtor against which the claim is asserted (4) conform substantially with the Proof of Claim form provided by the Debtors or Official Form 410; (5) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink; and (6) include as attachments any and all supporting documentation on which the claim is based. ***Please note*** that each Proof of Claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, a Proof of Claim is treated as if filed only against Neiman Marcus Group LTD LLC, or if a Proof of Claim is otherwise filed without identifying a specific Debtor, the Proof of Claim may be deemed as filed only against Neiman Marcus Group LTD LLC.

***Electronic Signatures Permitted.*** Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted. Unless otherwise ordered by the Court, any original document containing the original signature of any party other than the party that files the Proof of Claim shall be retained by the filing party for a period of not less than five (5) years after the Debtors' case is closed, and upon request, such original document must be provided to the Court or other parties for review, pursuant to the Administrative Procedures for the Filing, Signing, and Verifying of Documents by Electronic Means in Texas Bankruptcy Courts.

***Section 503(b)(9) Requests for Payment.*** Any Proof of Claim that asserts a right to payment arising under section 503(b)(9) of the Bankruptcy Code must also: (1) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (2) attach any documentation identifying the particular invoices for which such 503(b)(9) claim is being asserted; and (3) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

***Additional Information.*** If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related documents you may do so by: (i) calling the Debtors' restructuring hotline at 877-670-2127 (U.S./Canada) or 949-504-4475 (International); and/or (ii) visiting the Debtors' restructuring website at: <https://cases.stretto.com/NMG>.