

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended November 2, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-15059

**NORDSTROM, INC.**

(Exact name of registrant as specified in its charter)

**Washington**

(State or other jurisdiction of  
incorporation or organization)

**91-0515058**

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

**1617 Sixth Avenue, Seattle, Washington**

(Address of principal executive offices)

**98101**

(Zip Code)

**206-628-2111**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

Common stock outstanding as of November 27, 2013: 193,357,203 shares

**NORDSTROM, INC.**  
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## PART I – FINANCIAL INFORMATION

### Item 1. Financial Statements (Unaudited).

#### NORDSTROM, INC. CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

(Amounts in millions except per share amounts)  
(Unaudited)

|  | Quarter Ended    |                  | Nine Months Ended |                  |
|--|------------------|------------------|-------------------|------------------|
|  | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Net sales  | \$ 2,791         | \$ 2,713         | \$ 8,552          | \$ 8,166         |
| Credit card revenues                                 | 93               | 92               | 277               | 270              |
| Total revenues                                       | 2,884            | 2,805            | 8,829             | 8,436            |
| Cost of sales and related buying and occupancy costs | (1,791)          | (1,730)          | (5,468)           | (5,193)          |
| Selling, general and administrative expenses         | (840)            | (798)            | (2,498)           | (2,396)          |
| Earnings before interest and income taxes            | 253              | 277              | 863               | 847              |
| Interest expense, net                                | (35)             | (38)             | (111)             | (118)            |
| Earnings before income taxes                         | 218              | 239              | 752               | 729              |
| Income tax expense                                   | (81)             | (93)             | (286)             | (278)            |
| <b>Net earnings</b>                                  | <b>\$ 137</b>    | <b>\$ 146</b>    | <b>\$ 466</b>     | <b>\$ 451</b>    |
| Earnings per share:                                  |                  |                  |                   |                  |
| Basic  | \$ 0.70          | \$ 0.73          | \$ 2.39           | \$ 2.21          |
| Diluted  | \$ 0.69          | \$ 0.71          | \$ 2.35           | \$ 2.17          |
| Weighted-average shares outstanding:                 |                  |                  |                   |                  |
| Basic  | 194.3            | 200.9            | 195.1             | 204.5            |
| Diluted  | 197.3            | 204.7            | 198.3             | 208.2            |

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

#### NORDSTROM, INC. CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS

(Amounts in millions)  
(Unaudited)

|   | Quarter Ended    |                  | Nine Months Ended |                  |
|---|------------------|------------------|-------------------|------------------|
|   | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Net earnings                                | \$ 137           | \$ 146           | \$ 466            | \$ 451           |
| Postretirement plan adjustments, net of tax | 2                | 1                | 5                 | 4                |
| <b>Comprehensive net earnings</b>           | <b>\$ 139</b>    | <b>\$ 147</b>    | <b>\$ 471</b>     | <b>\$ 455</b>    |

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

**NORDSTROM, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Amounts in millions)

(Unaudited)

|   | November 2, 2013 | February 2, 2013 | October 27, 2012 |
|---|------------------|------------------|------------------|
| <b>Assets</b>   |                  |                  |                  |
| Current assets:   |                  |                  |                  |
| Cash and cash equivalents   | \$ 947           | \$ 1,285         | \$ 1,158         |
| Accounts receivable, net  | 2,146            | 2,129            | 2,088            |
| Merchandise inventories   | 1,795            | 1,360            | 1,650            |
| Current deferred tax assets, net  | 243              | 227              | 222              |
| Prepaid expenses and other  | 122              | 80               | 115              |
| <b>Total current assets</b>   | <b>5,253</b>     | <b>5,081</b>     | <b>5,233</b>     |
| Land, buildings and equipment (net of accumulated depreciation of \$4,347, \$4,064 and \$4,013)           | 2,880            | 2,579            | 2,551            |
| Goodwill  | 175              | 175              | 175              |
| Other assets  | 277              | 254              | 306              |
| <b>Total assets</b>   | <b>\$ 8,585</b>  | <b>\$ 8,089</b>  | <b>\$ 8,265</b>  |
| <b>Liabilities and Shareholders' Equity</b>   |                  |                  |                  |
| Current liabilities:  |                  |                  |                  |
| Accounts payable  | \$ 1,448         | \$ 1,011         | \$ 1,347         |
| Accrued salaries, wages and related benefits  | 358              | 404              | 320              |
| Other current liabilities   | 821              | 804              | 751              |
| Current portion of long-term debt   | 407              | 7                | 6                |
| <b>Total current liabilities</b>  | <b>3,034</b>     | <b>2,226</b>     | <b>2,424</b>     |
| Long-term debt, net   | 2,711            | 3,124            | 3,129            |
| Deferred property incentives, net   | 491              | 485              | 488              |
| Other liabilities   | 361              | 341              | 340              |
| Commitments and contingencies   |                  |                  |                  |
| Shareholders' equity:   |                  |                  |                  |
| Common stock, no par value: 1,000 shares authorized; 193.2, 197.0 and 200.7 shares issued and outstanding | 1,794            | 1,645            | 1,622            |
| Retained earnings   | 236              | 315              | 303              |
| Accumulated other comprehensive loss  | (42)             | (47)             | (41)             |
| <b>Total shareholders' equity</b>   | <b>1,988</b>     | <b>1,913</b>     | <b>1,884</b>     |
| <b>Total liabilities and shareholders' equity</b>   | <b>\$ 8,585</b>  | <b>\$ 8,089</b>  | <b>\$ 8,265</b>  |

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

**NORDSTROM, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(Amounts in millions except per share amounts)  
(Unaudited)

|  | Common Stock |                 | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | Total           |
|--|--------------|-----------------|----------------------|---|-----------------|
|  | Shares       | Amount          |                      |   |                 |
| <b>Balance at February 2, 2013</b>                         | 197.0        | \$ 1,645        | \$ 315               | \$ (47)                                       | \$ 1,913        |
| Net earnings   | —            | —               | 466                  | —   | 466             |
| Postretirement plan adjustments, net of tax                | —            | —               | —                    | 5   | 5               |
| Dividends (\$0.90 per share)                               | —            | —               | (176)                | —   | (176)           |
| Issuance of common stock under stock<br>compensation plans | 2.7          | 102             | —                    | —   | 102             |
| Stock-based compensation                                   | 0.1          | 47              | —                    | —   | 47              |
| Repurchase of common stock                                 | (6.6)        | —               | (369)                | —   | (369)           |
| <b>Balance at November 2, 2013</b>                         | <b>193.2</b> | <b>\$ 1,794</b> | <b>\$ 236</b>        | <b>\$ (42)</b>                                | <b>\$ 1,988</b> |

|  | Common Stock |                 | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | Total           |
|--|--------------|-----------------|----------------------|---|-----------------|
|  | Shares       | Amount          |                      |   |                 |
| <b>Balance at January 28, 2012</b>                         | 207.6        | \$ 1,484        | \$ 517               | \$ (45)                                       | \$ 1,956        |
| Net earnings   | —            | —               | 451                  | —   | 451             |
| Postretirement plan adjustments, net of tax                | —            | —               | —                    | 4   | 4               |
| Dividends (\$0.81 per share)                               | —            | —               | (166)                | —   | (166)           |
| Issuance of common stock under stock<br>compensation plans | 2.9          | 101             | —                    | —   | 101             |
| Stock-based compensation                                   | 0.1          | 37              | —                    | —   | 37              |
| Repurchase of common stock                                 | (9.9)        | —               | (499)                | —   | (499)           |
| <b>Balance at October 27, 2012</b>                         | <b>200.7</b> | <b>\$ 1,622</b> | <b>\$ 303</b>        | <b>\$ (41)</b>                                | <b>\$ 1,884</b> |

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

**NORDSTROM, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Amounts in millions)

(Unaudited)

|   | Nine Months Ended |                  |
|---|-------------------|------------------|
|   | November 2, 2013  | October 27, 2012 |
| <b>Operating Activities</b>   |                   |                  |
| Net earnings  | \$ 466            | \$ 451           |
| Adjustments to reconcile net earnings to net cash provided by operating activities: |                   |                  |
| Depreciation and amortization expenses  | 332               | 314              |
| Amortization of deferred property incentives and other, net                         | (40)              | (47)             |
| Deferred income taxes, net  | (45)              | (31)             |
| Stock-based compensation expense  | 47                | 42               |
| Tax benefit from stock-based compensation   | 17                | 19               |
| Excess tax benefit from stock-based compensation                                    | (19)              | (20)             |
| Provision for bad debt expense  | 44                | 38               |
| Change in operating assets and liabilities:   |                   |                  |
| Accounts receivable   | (59)              | (84)             |
| Merchandise inventories   | (385)             | (449)            |
| Prepaid expenses and other assets   | (42)              | (28)             |
| Accounts payable  | 354               | 339              |
| Accrued salaries, wages and related benefits  | (47)              | (71)             |
| Other current liabilities   | 7                 | (18)             |
| Deferred property incentives  | 64                | 43               |
| Other liabilities   | 24                | 9                |
| Net cash provided by operating activities   | <u>718</u>        | <u>507</u>       |
| <b>Investing Activities</b>   |                   |                  |
| Capital expenditures  | (621)             | (369)            |
| Change in restricted cash   | —                 | 200              |
| Change in credit card receivables originated at third parties                       | (1)               | (10)             |
| Other, net  | (9)               | (7)              |
| Net cash used in investing activities   | <u>(631)</u>      | <u>(186)</u>     |
| <b>Financing Activities</b>   |                   |                  |
| Principal payments on long-term borrowings  | (5)               | (505)            |
| Increase in cash book overdrafts  | 29                | 36               |
| Cash dividends paid   | (176)             | (166)            |
| Payments for repurchase of common stock   | (374)             | (506)            |
| Proceeds from issuances under stock compensation plans                              | 85                | 83               |
| Excess tax benefit from stock-based compensation                                    | 19                | 20               |
| Other, net  | (3)               | (2)              |
| Net cash used in financing activities   | <u>(425)</u>      | <u>(1,040)</u>   |
| Net decrease in cash and cash equivalents   | (338)             | (719)            |
| Cash and cash equivalents at beginning of period                                    | 1,285             | 1,877            |
| <b>Cash and cash equivalents at end of period</b>                                   | <u>\$ 947</u>     | <u>\$ 1,158</u>  |
| <b>Supplemental Cash Flow Information</b>   |                   |                  |
| Cash paid during the period for:  |                   |                  |
| Interest (net of capitalized interest)  | \$ 113            | \$ 108           |
| Income taxes paid, net of refunds   | \$ 369            | \$ 360           |

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

**NORDSTROM, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollar and share amounts in millions except per share and per option amounts)  
(Unaudited)

**NOTE 1: BASIS OF PRESENTATION**

The accompanying condensed consolidated financial statements include the balances of Nordstrom, Inc. and its subsidiaries. All intercompany transactions and balances are eliminated in consolidation. The interim condensed consolidated financial statements have been prepared on a basis consistent in all material respects with the accounting policies described and applied in our 2012 Annual Report on Form 10-K ("Annual Report"), and reflect all adjustments of a normal recurring nature that are, in management's opinion, necessary for the fair presentation of the results of operations, financial position and cash flows for the periods presented.

The condensed consolidated financial statements as of and for the periods ended November 2, 2013 and October 27, 2012 are unaudited. The condensed consolidated balance sheet as of February 2, 2013 has been derived from the audited consolidated financial statements included in our 2012 Annual Report. The interim condensed consolidated financial statements should be read together with the consolidated financial statements and related footnote disclosures contained in our 2012 Annual Report.

The preparation of our financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. We base our estimates on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates and assumptions.

Our business, like that of other retailers, is subject to seasonal fluctuations. Due to our Anniversary Sale in July, the holidays in December and the half-yearly sales that normally occur in our second and fourth quarters, our sales are typically higher in the second and fourth quarters of the fiscal year than in the first and third quarters. In 2013, our Anniversary Sale took place in the second quarter, while in 2012 it occurred during both the second and third quarters. This will impact comparisons of performance to the prior year. Results for any quarter are not necessarily indicative of the results that may be achieved for a full fiscal year.

**Reclassification**

Prior to 2013, we presented bad debt expense associated with finance charges and fees as a part of selling, general and administrative expenses. Beginning in the first quarter of 2013, we reclassified these amounts and now present them as a reduction of credit card revenue. Historical results were also reclassified to match the current period presentation. These reclassifications did not impact net earnings, earnings per share, financial position or cash flows.

See Note 9: Segment Reporting for additional changes in the way we view and measure our business and segment performance. None of these changes impact our condensed consolidated financial statements.

**NORDSTROM, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollar and share amounts in millions except per share and per option amounts)  
(Unaudited)

**NOTE 2: ACCOUNTS RECEIVABLE**

The components of accounts receivable are as follows:

|  | November 2, 2013 | February 2, 2013 | October 27, 2012 |
|--|------------------|------------------|------------------|
| Credit card receivables:                 |                  |                  |                  |
| Nordstrom VISA credit card receivables   | \$ 1,317         | \$ 1,348         | \$ 1,315         |
| Nordstrom private label card receivables | 831              | 794              | 777              |
| Total credit card receivables            | 2,148            | 2,142            | 2,092            |
| Allowance for credit losses              | (85)             | (85)             | (95)             |
| Credit card receivables, net             | 2,063            | 2,057            | 1,997            |
| Other accounts receivable <sup>1</sup>   | 83               | 72               | 91               |
| <b>Accounts receivable, net</b>          | <b>\$ 2,146</b>  | <b>\$ 2,129</b>  | <b>\$ 2,088</b>  |

<sup>1</sup>Other accounts receivable consist primarily of third party credit and debit card receivables.

Activity in the allowance for credit losses is as follows:

|                                   | Quarter Ended    |                  | Nine Months Ended |                  |
|-----------------------------------|------------------|------------------|-------------------|------------------|
|                                   | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Allowance at beginning of period  | \$ 85            | \$ 105           | \$ 85             | \$ 115           |
| Bad debt provision                | 14               | 7                | 44                | 38               |
| Write-offs                        | (19)             | (22)             | (61)              | (76)             |
| Recoveries                        | 5                | 5                | 17                | 18               |
| <b>Allowance at end of period</b> | <b>\$ 85</b>     | <b>\$ 95</b>     | <b>\$ 85</b>      | <b>\$ 95</b>     |

The allowance for credit losses reflects our best estimate of the losses inherent in our receivables as of the balance sheet date, including uncollectible finance charges and fees. For purposes of determining impairment and recording the associated allowance for credit losses, we evaluate our credit card receivables on a collective basis as they are composed of large groups of smaller-balance homogeneous loans and, therefore, are not individually evaluated for impairment. We record estimated uncollectible principal balances to the bad debt provision while estimated uncollectible finance charges and fees result in a reduction of credit card revenue.

Under certain circumstances, we may make modifications to payment terms for a customer experiencing financial difficulties in an effort to help the customer avoid a charge-off or bankruptcy, and to maximize our recovery of the outstanding balance. These modifications, which meet the accounting definition of troubled debt restructurings ("TDRs"), include reduced or waived fees and finance charges, and/or reduced minimum payments. Receivables classified as TDRs are as follows:

|   | November 2, 2013 | February 2, 2013 | October 27, 2012 |
|---|------------------|------------------|------------------|
| Credit card receivables classified as TDRs                  | \$ 40            | \$ 53            | \$ 54            |
| Percent of total credit card receivables classified as TDRs | 1.9%             | 2.5%             | 2.6%             |

**NORDSTROM, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollar and share amounts in millions except per share and per option amounts)  
(Unaudited)

**Credit Quality**

The primary indicators of the credit quality of our credit card receivables are aging and delinquency, particularly the levels of account balances delinquent 30 days or more as these are the accounts most likely to be written off. The following table illustrates the aging and delinquency status of our credit card receivables:

|   | November 2, 2013 |               | February 2, 2013 |               | October 27, 2012 |               |
|---|------------------|---------------|------------------|---------------|------------------|---------------|
|   | Balance          | % of total    | Balance          | % of total    | Balance          | % of total    |
| Current   | \$ 2,028         | 94.4%         | \$ 2,018         | 94.2%         | \$ 1,960         | 93.7%         |
| 1 – 29 days delinquent  | 82               | 3.8%          | 84               | 3.9%          | 89               | 4.2%          |
| 30 days or more delinquent:   |                  |               |                  |               |                  |               |
| 30 – 59 days delinquent   | 15               | 0.7%          | 15               | 0.7%          | 17               | 0.9%          |
| 60 – 89 days delinquent   | 10               | 0.5%          | 10               | 0.5%          | 11               | 0.5%          |
| 90 days or more delinquent  | 13               | 0.6%          | 15               | 0.7%          | 15               | 0.7%          |
| <b>Total 30 days or more delinquent</b>                                   | <b>38</b>        | <b>1.8%</b>   | <b>40</b>        | <b>1.9%</b>   | <b>43</b>        | <b>2.1%</b>   |
| <b>Total credit card receivables</b>                                      | <b>\$ 2,148</b>  | <b>100.0%</b> | <b>\$ 2,142</b>  | <b>100.0%</b> | <b>\$ 2,092</b>  | <b>100.0%</b> |
| Receivables not accruing finance charges                                  | \$ 10            |               | \$ 11            |               | \$ 10            |               |
| Receivables 90 days or more delinquent and still accruing finance charges | \$ 7             |               | \$ 8             |               | \$ 9             |               |

We also evaluate credit quality using FICO credit scores. The following table illustrates the distribution of our credit card receivables across FICO score ranges:

| FICO Score Range <sup>1</sup>        | November 2, 2013 |               | February 2, 2013 |               | October 27, 2012 |               |
|--------------------------------------|------------------|---------------|------------------|---------------|------------------|---------------|
|                                      | Balance          | % of total    | Balance          | % of total    | Balance          | % of total    |
| 801+                                 | \$ 329           | 15.3%         | \$ 310           | 14.5%         | \$ 335           | 16.0%         |
| 660 – 800                            | 1,355            | 63.1%         | 1,366            | 63.8%         | 1,326            | 63.4%         |
| 001 – 659                            | 368              | 17.1%         | 379              | 17.7%         | 359              | 17.1%         |
| Other <sup>2</sup>                   | 96               | 4.5%          | 87               | 4.0%          | 72               | 3.5%          |
| <b>Total credit card receivables</b> | <b>\$ 2,148</b>  | <b>100.0%</b> | <b>\$ 2,142</b>  | <b>100.0%</b> | <b>\$ 2,092</b>  | <b>100.0%</b> |

<sup>1</sup>Credit scores for our credit cardholders are updated at least every 60 days for active accounts and every 90 days for inactive accounts. Amounts listed in the table reflect the most recently obtained credit scores as of the dates indicated.

<sup>2</sup>Other consists of amounts not yet posted to customers' accounts and receivables from customers for whom FICO scores are temporarily unavailable.

**NORDSTROM, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollar and share amounts in millions except per share and per option amounts)  
(Unaudited)

**NOTE 3: DEBT AND CREDIT FACILITIES****Debt**

A summary of our long-term debt is as follows:

|  | November 2, 2013 | February 2, 2013 | October 27, 2012 |
|--|------------------|------------------|------------------|
| <b>Secured</b>                                       |                  |                  |                  |
| Series 2011-1 Class A Notes, 2.28%, due October 2016 | \$ 325           | \$ 325           | \$ 325           |
| Mortgage payable, 7.68%, due April 2020              | 43               | 47               | 48               |
| Other  | 9                | 10               | 10               |
|  | <u>377</u>       | <u>382</u>       | <u>383</u>       |
| <b>Unsecured</b>                                     |                  |                  |                  |
| Net of unamortized discount:                         |                  |                  |                  |
| Senior notes, 6.75%, due June 2014                   | 400              | 400              | 400              |
| Senior notes, 6.25%, due January 2018                | 648              | 648              | 648              |
| Senior notes, 4.75%, due May 2020                    | 499              | 498              | 498              |
| Senior notes, 4.00%, due October 2021                | 499              | 499              | 499              |
| Senior debentures, 6.95%, due March 2028             | 300              | 300              | 300              |
| Senior notes, 7.00%, due January 2038                | 344              | 344              | 344              |
| Unamortized fair value hedge                         | 51               | 60               | 63               |
|  | <u>2,741</u>     | <u>2,749</u>     | <u>2,752</u>     |
| Total long-term debt                                 | 3,118            | 3,131            | 3,135            |
| Less: current portion                                | (407)            | (7)              | (6)              |
| <b>Total due beyond one year</b>                     | <u>\$ 2,711</u>  | <u>\$ 3,124</u>  | <u>\$ 3,129</u>  |

**Credit Facilities**

As of November 2, 2013, we had total short-term borrowing capacity available for general corporate purposes of \$800. In March 2013, we terminated both our \$600 unsecured revolving credit facility that was scheduled to expire in June 2016, and our \$200 2007-A Variable Funding Note that was scheduled to expire in January 2014. We replaced these with a new five-year \$800 senior unsecured revolving credit facility ("revolver") that expires in March 2018. Under the terms of our new revolver, we pay a variable rate of interest and a commitment fee based on our debt rating. The new revolver is available for working capital, capital expenditures and general corporate purposes and backs our commercial paper program. During the nine months ended November 2, 2013, we had no issuances under our commercial paper program and no borrowings under our new revolver or the \$600 credit facility prior to termination.

The new revolver requires that we maintain an adjusted debt to Earnings before Interest, Income Taxes, Depreciation, Amortization and Rent ("EBITDAR") leverage ratio of less than four times. As of November 2, 2013, we were in compliance with this covenant.

Subsequent to the quarter ended November 2, 2013, our wholly owned subsidiary in Puerto Rico entered into a \$52 unsecured borrowing facility to support our expansion into that market. The facility expires in November 2018.

Also in March 2013, our wholly owned subsidiary Nordstrom fsb terminated its \$100 variable funding facility. We had no borrowings under this facility prior to termination.

**NORDSTROM, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollar and share amounts in millions except per share and per option amounts)  
(Unaudited)

**NOTE 4: FAIR VALUE MEASUREMENTS**

We disclose our financial assets and liabilities that are measured at fair value in our condensed consolidated balance sheets by level within the fair value hierarchy as defined by applicable accounting standards:

- Level 1: Quoted market prices in active markets for identical assets or liabilities
- Level 2: Other observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3: Unobservable inputs that cannot be corroborated by market data that reflect the reporting entity's own assumptions

We did not have any financial assets or liabilities that were measured at fair value on a recurring basis as of November 2, 2013, February 2, 2013 or October 27, 2012.

Financial instruments not measured at fair value on a recurring basis include cash and cash equivalents, accounts receivable and accounts payable and approximate fair value due to their short-term nature. We estimate the fair value of our long-term debt using quoted market prices of the same or similar issues, and as such this is considered a Level 2 fair value measurement. The following table summarizes the carrying value and fair value estimate of our long-term debt, including current maturities:

|   | November 2, 2013 | February 2, 2013 | October 27, 2012 |
|---|------------------|------------------|------------------|
| Carrying value of long-term debt <sup>1</sup> | \$ 3,118         | \$ 3,131         | \$ 3,135         |
| Fair value of long-term debt                  | 3,463            | 3,665            | 3,746            |

<sup>1</sup>The carrying value of long-term debt includes the remaining unamortized adjustment from our previous effective fair value hedge.

We also measure certain non-financial assets at fair value on a nonrecurring basis, primarily goodwill and long-lived tangible and intangible assets, in connection with periodic evaluations for potential impairment. We recorded no impairment charges for these assets for the nine months ended November 2, 2013 and October 27, 2012. We estimate the fair value of goodwill and long-lived tangible and intangible assets using primarily unobservable inputs, and as such these are considered Level 3 fair value measurements.

**NOTE 5: COMMITMENTS AND CONTINGENT LIABILITIES**

As of November 2, 2013, we had approximately \$100 of fee interest in our Manhattan full-line store subject to lien. We have committed to make future installment payments based on the developer of the property meeting construction and development milestones. Our fee interest in the property is subject to lien until project completion or fulfillment of our existing installment payment commitment.

**NOTE 6: SHAREHOLDERS' EQUITY**

In February 2012, our Board of Directors authorized a program to repurchase up to \$800 of our outstanding common stock, through February 1, 2014. In February 2013, our Board of Directors authorized a new program to repurchase up to \$800 of our outstanding common stock, through March 1, 2015, in addition to the remaining amount available for repurchase under our February 2012 authorization. During the nine months ended November 2, 2013, we repurchased 6.6 shares of our common stock for an aggregate purchase price of \$369 and had \$824 in remaining share repurchase capacity. The actual number and timing of future share repurchases, if any, will be subject to market and economic conditions and applicable Securities and Exchange Commission rules.

**NORDSTROM, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollar and share amounts in millions except per share and per option amounts)  
(Unaudited)

**NOTE 7: STOCK-BASED COMPENSATION**

The following table summarizes our stock-based compensation expense:

|  | Quarter Ended    |                  | Nine Months Ended |                  |
|--|------------------|------------------|-------------------|------------------|
|  | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Stock options  | \$ 10            | \$ 8             | \$ 36             | \$ 29            |
| HauteLook stock compensation   | 2                | 2                | 6                 | 7                |
| Performance share units  | —                | 1                | 1                 | 3                |
| Employee stock purchase plan   | —                | —                | 1                 | 1                |
| Other  | 1                | —                | 3                 | 2                |
| Total stock-based compensation expense, before income tax benefit        | 13               | 11               | 47                | 42               |
| Income tax benefit   | (5)              | (3)              | (16)              | (14)             |
| <b>Total stock-based compensation expense, net of income tax benefit</b> | <b>\$ 8</b>      | <b>\$ 8</b>      | <b>\$ 31</b>      | <b>\$ 28</b>     |

During the nine months ended November 2, 2013 and October 27, 2012, we granted 3.7 and 2.9 options with estimated weighted-average grant-date fair values per option of \$14 and \$15.

**NOTE 8: EARNINGS PER SHARE**

The computation of earnings per share is as follows:

|  | Quarter Ended    |                  | Nine Months Ended |                  |
|--|------------------|------------------|-------------------|------------------|
|  | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Net earnings                               | \$ 137           | \$ 146           | \$ 466            | \$ 451           |
| Basic shares                               | 194.3            | 200.9            | 195.1             | 204.5            |
| Dilutive effect of stock options and other | 3.0              | 3.8              | 3.2               | 3.7              |
| Diluted shares                             | 197.3            | 204.7            | 198.3             | 208.2            |
| <b>Earnings per basic share</b>            | <b>\$ 0.70</b>   | <b>\$ 0.73</b>   | <b>\$ 2.39</b>    | <b>\$ 2.21</b>   |
| <b>Earnings per diluted share</b>          | <b>\$ 0.69</b>   | <b>\$ 0.71</b>   | <b>\$ 2.35</b>    | <b>\$ 2.17</b>   |
| Anti-dilutive stock options and other      | 4.5              | 2.4              | 4.6               | 4.8              |

**NOTE 9: SEGMENT REPORTING**

As discussed in Note 1: Basis of Presentation, beginning in the first quarter of 2013, we reclassified amounts in our financial statements to better reflect the way we view and measure our business. As we continue to execute our long-term growth strategy and make investments across operating segments, aligning expenses with the associated benefits enhances our ability to evaluate segment performance. Historical results were also reclassified to match the current period presentation. These reclassifications did not impact net earnings, earnings per share, financial position or cash flows.

We previously recorded all of our Nordstrom Rewards loyalty program expenses in our Credit segment. We now allocate all of our Nordstrom Rewards expenses to the Retail segment, including the face value of Nordstrom Notes, which customers earn based on their level of spending and which can be redeemed for goods or services. Consistent with our previous segment reporting, our Retail segment net sales include sales from the redemption of Nordstrom Notes. In order to present the consolidated financial results in accordance with generally accepted accounting principles, our Corporate/Other column includes the elimination of net sales when customers used Nordstrom Notes and also includes an adjustment to reduce the Nordstrom Notes expense from face value to their estimated cost.

In addition, certain technology expenses we previously included in Corporate/Other are now allocated to the Retail and Credit segments.

**NORDSTROM, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollar and share amounts in millions except per share and per option amounts)  
(Unaudited)

In our Credit segment, we previously presented bad debt expense associated with finance charges and fees as part of selling, general and administrative expenses. We reclassified these amounts and now present them as a reduction of credit card revenue. There was no impact to Credit earnings before income taxes for this reclassification.

The following tables set forth information for our reportable segments:

|  | Retail   | Corporate/Other | Total Retail Business <sup>1</sup> | Credit | Total    |
|--|----------|-----------------|------------------------------------|--------|----------|
| <b>Quarter Ended November 2, 2013</b>            |          |                 |                                    |        |          |
| Net sales  | \$ 2,749 | \$ 42           | \$ 2,791                           | \$ —   | \$ 2,791 |
| Credit card revenues                             | —        | —               | —                                  | 93     | 93       |
| Earnings (loss) before interest and income taxes | 274      | (66)            | 208                                | 45     | 253      |
| Interest expense, net                            | —        | (29)            | (29)                               | (6)    | (35)     |
| Earnings (loss) before income taxes              | 274      | (95)            | 179                                | 39     | 218      |
| <b>Quarter Ended October 27, 2012</b>            |          |                 |                                    |        |          |
| Net sales  | \$ 2,657 | \$ 56           | \$ 2,713                           | \$ —   | \$ 2,713 |
| Credit card revenues                             | —        | —               | —                                  | 92     | 92       |
| Earnings (loss) before interest and income taxes | 257      | (31)            | 226                                | 51     | 277      |
| Interest expense, net                            | —        | (32)            | (32)                               | (6)    | (38)     |
| Earnings (loss) before income taxes              | 257      | (63)            | 194                                | 45     | 239      |
| <b>Nine Months Ended November 2, 2013</b>        |          |                 |                                    |        |          |
| Net sales  | \$ 8,707 | \$ (155)        | \$ 8,552                           | \$ —   | \$ 8,552 |
| Credit card revenues                             | —        | —               | —                                  | 277    | 277      |
| Earnings (loss) before interest and income taxes | 949      | (215)           | 734                                | 129    | 863      |
| Interest expense, net                            | —        | (93)            | (93)                               | (18)   | (111)    |
| Earnings (loss) before income taxes              | 949      | (308)           | 641                                | 111    | 752      |
| <b>Nine Months Ended October 27, 2012</b>        |          |                 |                                    |        |          |
| Net sales  | \$ 8,296 | \$ (130)        | \$ 8,166                           | \$ —   | \$ 8,166 |
| Credit card revenues                             | —        | —               | —                                  | 270    | 270      |
| Earnings (loss) before interest and income taxes | 923      | (202)           | 721                                | 126    | 847      |
| Interest expense, net                            | —        | (99)            | (99)                               | (19)   | (118)    |
| Earnings (loss) before income taxes              | 923      | (301)           | 622                                | 107    | 729      |

<sup>1</sup>Total Retail Business is not a reportable segment, but represents a subtotal of the Retail segment and Corporate/Other, and is consistent with our presentation in Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following table summarizes net sales within our reportable segments:

|                            | Quarter Ended    |                  | Nine Months Ended |                  |
|----------------------------|------------------|------------------|-------------------|------------------|
|                            | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Nordstrom full-line stores | \$ 1,657         | \$ 1,730         | \$ 5,472          | \$ 5,560         |
| Direct                     | 305              | 248              | 1,031             | 799              |
| Nordstrom                  | 1,962            | 1,978            | 6,503             | 6,359            |
| Nordstrom Rack             | 709              | 613              | 1,970             | 1,747            |
| HauteLook and Jeffrey      | 78               | 66               | 234               | 190              |
| Total Retail segment       | 2,749            | 2,657            | 8,707             | 8,296            |
| Corporate/Other            | 42               | 56               | (155)             | (130)            |
| <b>Total net sales</b>     | <b>\$ 2,791</b>  | <b>\$ 2,713</b>  | <b>\$ 8,552</b>   | <b>\$ 8,166</b>  |

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

(Dollar and share amounts in millions except per share and per square foot amounts)

### CAUTIONARY STATEMENT

Certain statements in this Quarterly Report on Form 10-Q contain or may suggest "forward-looking" information (as defined in the Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties, including, but not limited to, anticipated financial outlook for the fiscal year ending February 1, 2014, anticipated annual same-store sales rate, anticipated Return on Invested Capital and trends in our operations. Such statements are based upon the current beliefs and expectations of the company's management and are subject to significant risks and uncertainties. Actual future results may differ materially from historical results or current expectations depending upon factors including, but not limited to:

- successful execution of our growth strategy, including expansion into new markets, acquisitions, investments in our stores and online, our ability to realize the anticipated benefits from such growth initiatives, and the timely completion of construction associated with newly planned stores, relocations and remodels, all of which may be impacted by the financial health of third parties,
- our ability to manage the transformation of our business/financial model as we increase our investments in growth opportunities, including our online business and our ability to manage related organizational changes,
- our ability to maintain relationships with our employees and to effectively attract, develop and retain our future leaders,
- effective inventory management, disruptions in our supply chain and our ability to control costs,
- the impact of any systems failures, cybersecurity and/or security breaches, including any security breach that results in the theft, transfer or unauthorized disclosure of customer, employee or company information or our compliance with information security and privacy laws and regulations in the event of such an incident,
- successful execution of our information technology strategy,
- efficient and proper allocation of our capital resources,
- our ability to safeguard our reputation and maintain our vendor relationships,
- the impact of economic and market conditions and the resultant impact on consumer spending patterns,
- our ability to respond to the business environment, fashion trends and consumer preferences, including changing expectations of service and experience in stores and online,
- the effectiveness of planned advertising, marketing and promotional campaigns in the highly competitive retail industry,
- weather conditions, natural disasters, health hazards, national security or other market disruptions, or the prospects of these events and the impact on consumer spending patterns,
- our compliance with applicable banking-related laws and regulations impacting our ability to extend credit to our customers, employment laws and regulations, certain international laws and regulations, other laws and regulations applicable to us, including the outcome of claims and litigation and resolution of tax matters, and ethical standards,
- impact of the current regulatory environment and financial system and health care reforms,
- compliance with debt covenants, availability and cost of credit, changes in interest rates, and trends in debt repayment patterns, personal bankruptcies, and bad debt write-offs, and
- the timing and amounts of share repurchases by the company, if any, or any share issuances by the company, including issuances associated with option exercises or other matters.

These and other factors, including those factors described in Part I, "Item 1A. Risk Factors" in our 2012 Annual Report on Form 10-K, could affect our financial results and cause actual results to differ materially from any forward-looking information we may provide. We undertake no obligation to update or revise any forward-looking statements to reflect subsequent events, new information or future circumstances.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

(Continued) (Dollar and share amounts in millions except per share and per square foot amounts)

### OVERVIEW

We continually aspire to improve the customer experience, both in stores and online, and across our regular-price and off-price channels. Over the years, our ability to deliver a compelling service experience has been the biggest driver of our results and ability to create shareholder value. We have focused on improving our multi-channel capabilities, and while each channel represents a meaningful growth opportunity individually, the synergies they create contribute significantly to our ability to attract, retain, and serve customers into the future.

Our performance in the third quarter was consistent with the first half of the year. While our overall sales performance was below our initial expectations, we were encouraged with the momentum in our Direct and Rack businesses. Our continued disciplined execution around inventory and expenses has helped mitigate the sales softness in our full-line stores. Third quarter results were also impacted by a timing shift of our Anniversary Sale, historically our largest sale event of the year, which took place in the second quarter this year, but occurred in both the second and third quarters last year. Combined second and third quarter same-store sales, which eliminates the impact of the Anniversary Sale event shift, yields an increase of 2.4% compared with the same period last year. The estimated impact of the event shift increased earnings per diluted share in the second quarter and reduced earnings per diluted share in the third quarter by approximately \$0.06.

Women's apparel continued its momentum, performing above the Nordstrom average for both the quarter and year-to-date. We successfully executed our strategic changes in Women's apparel through increased focus on key brands, an improved shopping environment and product innovation. We are appealing to new customers with our repositioned Savvy department and with the expansion of Topshop merchandise, now in 41 stores and online, with more planned for next year.

During the third quarter, we relocated our Glendale, California store and incorporated new design concepts that reflect our customers' desire for stores that are easier to shop. We emphasized selling floor flexibility to enable us to quickly adjust and evolve departments over time. We used this approach in our 2013 remodels and plan to incorporate additional new designs in our future renovations and store openings.

Our Direct sales grew 29% year-to-date and is our fastest-growing business. With two consecutive years of at least 30% sales growth, we are on track for a similar increase this year. We continue to make investments to expand our online merchandise selection and personalize the customer experience, and are finalizing plans to add a third fulfillment center on the east coast in 2015 to better meet customers' expectations of fast and reliable delivery.

Rack net sales increased 16% during the quarter compared with the same period last year, reflecting 20 stores opened since the third quarter of 2012. During the first nine months of 2013, we opened 18 Nordstrom Rack stores and relocated one Nordstrom Rack store. Some of these store openings represented new markets for us, including two in new states. We also expanded the services we offer by enabling our mobile point-of-sale devices in the Rack to locate and send merchandise to customers from any of our Rack stores. In addition, our Rack stores can now accept HauteLook merchandise returns, adding convenience for our customers while driving incremental traffic to our Racks and further integrating the customer experience across channels.

Our HauteLook business grew over 25% year-to-date. HauteLook has nearly 15 million members, which has more than tripled since our acquisition in 2011. We recently opened a 900,000 square foot fulfillment center in California that will support significant growth across all of our channels. In addition, we added to HauteLook a persistent selection of Nordstrom Rack merchandise to complement the existing flash sale offering. We are encouraged by both the growth and integration taking place in this part of our business.

Our credit business plays an important role in reaching new customers and strengthening existing customer relationships through our Nordstrom Rewards loyalty program. We now have 3.7 million active members, a 15% increase over last year. Our overall credit card portfolio remains healthy, with delinquency and write-off trends around a five-year low.

Our long-term strategy to improve the customer experience is creating multiple growth opportunities. We continue to make investments in our stores, online and in new markets such as Canada and Manhattan. While we are making improvements within each individual channel, we recognize that our customers view us simply as Nordstrom. Our customers who shop with us in multiple channels spend three to four times more than other customers. To create a seamless customer experience, we continue to leverage technology, Nordstrom Rewards, inventory access, supply chain, marketing, and merchandise returns across the company.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.****(Continued)** (Dollar and share amounts in millions except per share and per square foot amounts)**RESULTS OF OPERATIONS**

Our reportable segments are Retail and Credit. Our Retail segment includes our Nordstrom branded full-line stores and website, our Nordstrom Rack stores, our Last Chance clearance store and our other retail channels including HauteLook and our Jeffrey stores. For purposes of discussion and analysis of our results of operations, we combine our Retail segment results with revenues and expenses in the "Corporate/Other" column of Note 9: Segment Reporting in the Notes to Condensed Consolidated Financial Statements (collectively, the "Retail Business"). We analyze our results of operations through earnings before interest and income taxes for our Retail Business and Credit segment, while interest expense and income taxes are discussed on a total company basis.

As discussed in Note 1: Basis of Presentation and Note 9: Segment Reporting in the Notes to Condensed Consolidated Financial Statements, beginning in the first quarter of 2013, we reclassified amounts in our financial statements to better reflect the way we view and measure our business. As we continue to execute our long-term growth strategy and make investments across operating segments, aligning expenses with the associated benefits enhances our ability to evaluate segment performance. Historical results were also reclassified to match the current period presentation. These reclassifications did not impact net earnings, earnings per share, financial position or cash flows.

We now allocate Nordstrom Rewards loyalty program expenses to our Retail Business. We previously recorded all Nordstrom Rewards expenses in our Credit segment. In addition, certain technology expenses we previously included in our Retail Business are now allocated to our Credit segment. These changes within our Retail Business and Credit segment did not impact the presentation of expenses in our consolidated financial statements. In our Credit segment, we previously presented bad debt expense associated with finance charges and fees as part of selling, general and administrative expenses. We reclassified these amounts and now present them as a reduction of credit card revenue.

**Retail Business****Summary**

The following table summarizes the results of our Retail Business for the quarter and nine months ended November 2, 2013, compared with the quarter and nine months ended October 27, 2012:

|  | Quarter Ended            |                             |                  |                             |
|--|--------------------------|-----------------------------|------------------|-----------------------------|
|  | November 2, 2013         |                             | October 27, 2012 |                             |
|  | Amount                   | % of net sales <sup>1</sup> | Amount           | % of net sales <sup>1</sup> |
| Net sales  | \$ 2,791                 | 100.0%                      | \$ 2,713         | 100.0%                      |
| Cost of sales and related buying and occupancy costs | (1,790)                  | (64.1%)                     | (1,729)          | (63.7%)                     |
| Gross profit   | 1,001                    | 35.9%                       | 984              | 36.3%                       |
| Selling, general and administrative expenses         | (793)                    | (28.4%)                     | (758)            | (27.9%)                     |
| <b>Earnings before interest and income taxes</b>     | <b>\$ 208</b>            | <b>7.5%</b>                 | <b>\$ 226</b>    | <b>8.3%</b>                 |
|  | <b>Nine Months Ended</b> |                             |                  |                             |
|  | November 2, 2013         |                             | October 27, 2012 |                             |
|  | Amount                   | % of net sales <sup>1</sup> | Amount           | % of net sales <sup>1</sup> |
| Net sales  | \$ 8,552                 | 100.0%                      | \$ 8,166         | 100.0%                      |
| Cost of sales and related buying and occupancy costs | (5,464)                  | (63.9%)                     | (5,190)          | (63.6%)                     |
| Gross profit   | 3,088                    | 36.1%                       | 2,976            | 36.4%                       |
| Selling, general and administrative expenses         | (2,354)                  | (27.5%)                     | (2,255)          | (27.6%)                     |
| <b>Earnings before interest and income taxes</b>     | <b>\$ 734</b>            | <b>8.6%</b>                 | <b>\$ 721</b>    | <b>8.8%</b>                 |

<sup>1</sup>Subtotals and totals may not foot due to rounding.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**
**(Continued)** (Dollar and share amounts in millions except per share and per square foot amounts)

**Retail Business Net Sales**

|                            | Quarter Ended    |                  | Nine Months Ended |                  |
|----------------------------|------------------|------------------|-------------------|------------------|
|                            | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Net sales by channel:      |                  |                  |                   |                  |
| Nordstrom full-line stores | \$ 1,657         | \$ 1,730         | \$ 5,472          | \$ 5,560         |
| Direct                     | 305              | 248              | 1,031             | 799              |
| Nordstrom                  | 1,962            | 1,978            | 6,503             | 6,359            |
| Nordstrom Rack             | 709              | 613              | 1,970             | 1,747            |
| HauteLook and Jeffrey      | 78               | 66               | 234               | 190              |
| Total Retail segment       | 2,749            | 2,657            | 8,707             | 8,296            |
| Corporate/Other            | 42               | 56               | (155)             | (130)            |
| <b>Total net sales</b>     | <b>\$ 2,791</b>  | <b>\$ 2,713</b>  | <b>\$ 8,552</b>   | <b>\$ 8,166</b>  |

|                    |      |       |      |       |
|--------------------|------|-------|------|-------|
| Net sales increase | 2.9% | 13.8% | 4.7% | 11.4% |
|--------------------|------|-------|------|-------|

**Same-store sales increase (decrease) by channel:<sup>1</sup>**

|                            |             |              |             |             |
|----------------------------|-------------|--------------|-------------|-------------|
| Nordstrom full-line stores | (4.2%)      | 8.1%         | (1.5%)      | 4.6%        |
| Direct                     | 23.2%       | 38.3%        | 29.0%       | 40.6%       |
| Nordstrom                  | (0.7%)      | 11.2%        | 2.3%        | 8.1%        |
| Nordstrom Rack             | 3.7%        | 8.1%         | 2.3%        | 7.5%        |
| HauteLook <sup>2</sup>     | 22.3%       | —            | 26.4%       | —           |
| <b>Total</b>               | <b>0.1%</b> | <b>10.7%</b> | <b>2.5%</b> | <b>7.7%</b> |

|   |        |        |        |        |
|---|--------|--------|--------|--------|
| Sales per square foot                     | \$ 109 | \$ 109 | \$ 335 | \$ 328 |
| 4-wall sales per square foot <sup>3</sup> | \$ 92  | \$ 94  | \$ 292 | \$ 294 |

<sup>1</sup> Same-store sales include sales from stores that have been open at least one full year at the beginning of the year. Fiscal year 2012 includes an extra week (the 53<sup>rd</sup> week) as a result of our 4-5-4 retail reporting calendar. We report same-store sales by comparing the fiscal 2013 period against the same fiscal period in 2012. The 53<sup>rd</sup> week is not included in same-store sales calculations.

<sup>2</sup> Beginning in 2013, HauteLook is included in our same-store sales calculation.

<sup>3</sup> 4-wall sales per square foot is calculated as net sales for Nordstrom full-line, Nordstrom Rack, and Jeffrey stores divided by their weighted-average square footage. Weighted-average square footage includes a percentage of period-end square footage for new stores equal to the percentage of the period during which they were open.

Total company net sales increased 2.9% for the quarter and 4.7% for the nine months ended November 2, 2013, compared with the same periods in 2012. Overall same-store sales increased 0.1% for the quarter and 2.5% for the nine months ended November 2, 2013. Total company net sales and same-store sales for the third quarter were unfavorably impacted by the Anniversary Sale event shift, which took place in the second quarter in 2013, but occurred during the second and third quarter in the prior year. Combined second and third quarter same-store sales, which eliminates the impact of the Anniversary Sale event shift, increased 2.4% compared with the same period in 2012.

Nordstrom net sales for the third quarter of 2013 were \$1,962, a decrease of 0.8% compared with the same period in 2012, while net sales were \$6,503 for the nine months ended November 2, 2013, an increase of 2.3% compared with the same period in 2012. Nordstrom same-store sales decreased 0.7% for the third quarter and increased 2.3% for the nine months ended November 2, 2013 compared with the same periods in 2012. The average selling price increased on a same-store basis for the quarter and nine months ended November 2, 2013. On a same-store basis, the number of items sold decreased for the quarter ended November 2, 2013 and increased for the nine months ended November 2, 2013. Category highlights for the quarter ended November 2, 2013 included Cosmetics, Women's Apparel, and Women's Shoes, and category highlights for the nine months ended November 2, 2013 included Cosmetics, Men's Shoes, and Men's Apparel.



**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**
**(Continued)** (Dollar and share amounts in millions except per share and per square foot amounts)

**Retail Business Selling, General and Administrative Expenses**

|  | Quarter Ended    |                  | Nine Months Ended |                  |
|--|------------------|------------------|-------------------|------------------|
|  | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Selling, general and administrative expenses     | \$ 793           | \$ 758           | \$ 2,354          | \$ 2,255         |
| Selling, general and administrative expense rate | 28.4%            | 27.9%            | 27.5%             | 27.6%            |

Our Retail selling, general and administrative expenses ("Retail SG&A") rate increased 46 basis points for the quarter ended November 2, 2013, compared with the same period in 2012, mostly due to expense deleverage from the impact of the Anniversary Sale event shift and our planned growth-related investments in technology, fulfillment and the Rack and Canada expansion. Our Retail SG&A rate decreased 10 basis points for the nine months ended November 2, 2013, compared with the same period in 2012, primarily due to a reduction in variable expenses correlated with our performance. Our Retail SG&A increased \$35, or 4.6%, for the quarter and \$99, or 4.3% for the nine months ended November 2, 2013, compared with the same periods in 2012. The increases were primarily due to higher sales volume and the incremental costs related to our planned growth-related investments.

**Credit Segment**
**Summary**

The table below provides a detailed view of the operational results of our Credit segment, consistent with the segment disclosure provided in Note 9: Segment Reporting in the Notes to Condensed Consolidated Financial Statements. In order to better reflect the economic contribution of our credit and debit card program, intercompany merchant fees are also included in the table below, which represents the estimated costs that would be incurred if our cardholders used third party cards.

Interest expense is assigned to the Credit segment in proportion to the amount of estimated debt and equity needed to fund our credit card receivables. Based on our research, debt as a percentage of credit card receivables for other credit card companies ranges from 70% to 90%. As such, we believe a mix of 80% debt and 20% equity is an appropriate estimate.

|   | Quarter Ended<br>November 2, 2013 |  | Quarter Ended<br>October 27, 2012 |  |
|---|-----------------------------------|--|-----------------------------------|--|
|   | Amount                            | Annualized %<br>of average credit card<br>receivables <sup>1</sup> | Amount                            | Annualized %<br>of average credit card<br>receivables <sup>1</sup> |
| Credit card revenues  | \$ 93                             | 17.6%  | \$ 92                             | 17.7%  |
| Credit expenses   | (48)                              | (9.1%)   | (41)                              | (8.0%)   |
| <b>Credit segment earnings before interest and<br/>income taxes, as presented in segment<br/>disclosure</b> | <b>45</b>                         | <b>8.5%</b>  | <b>51</b>                         | <b>9.7%</b>  |
| Interest expense  | (6)                               | (1.1%)   | (6)                               | (1.2%)   |
| Intercompany merchant fees  | 20                                | 3.9%   | 18                                | 3.5%   |
| <b>Credit segment contribution, before income taxes</b>   | <b>\$ 59</b>                      | <b>11.2%</b>   | <b>\$ 63</b>                      | <b>12.0%</b>   |

**Credit and debit card volume:**

|                     |                 |                 |
|---------------------|-----------------|-----------------|
| Outside             | \$ 1,052        | \$ 1,055        |
| Inside              | 1,033           | 936             |
| <b>Total volume</b> | <b>\$ 2,085</b> | <b>\$ 1,991</b> |

|                                 |          |          |
|---------------------------------|----------|----------|
| Average credit card receivables | \$ 2,113 | \$ 2,096 |
|---------------------------------|----------|----------|

<sup>1</sup>Subtotals and totals may not foot due to rounding.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**
**(Continued)** (Dollar and share amounts in millions except per share and per square foot amounts)

|   | Nine Months Ended<br>November 2, 2013 |  | Nine Months Ended<br>October 27, 2012 |  |
|---|---------------------------------------|--|---------------------------------------|--|
|   | Amount                                | Annualized %<br>of average credit card<br>receivables <sup>1</sup> | Amount                                | Annualized %<br>of average credit card<br>receivables <sup>1</sup> |
| Credit card revenues  | \$ 277                                | 17.9%  | \$ 270                                | 17.6%  |
| Credit expenses   | (148)                                 | (9.6%)   | (144)                                 | (9.4%)   |
| <b>Credit segment earnings before interest and<br/>income taxes, as presented in segment<br/>disclosure</b> | <b>129</b>                            | <b>8.3%</b>  | <b>126</b>                            | <b>8.2%</b>  |
| Interest expense  | (18)                                  | (1.2%)   | (19)                                  | (1.2%)   |
| Intercompany merchant fees  | 68                                    | 4.4%   | 61                                    | 4.0%   |
| <b>Credit segment contribution, before income<br/>taxes</b>   | <b>\$ 179</b>                         | <b>11.6%</b>   | <b>\$ 168</b>                         | <b>11.0%</b>   |
| Credit and debit card volume:   |                                       |  |                                       |  |
| Outside   | \$ 3,176                              |  | \$ 3,136                              |  |
| Inside  | 3,476                                 |  | 3,111                                 |  |
| <b>Total volume</b>   | <b>\$ 6,652</b>                       |  | <b>\$ 6,247</b>                       |  |
| Average credit card receivables   | \$ 2,066                              |  | \$ 2,039                              |  |

<sup>1</sup>Subtotals and totals may not foot due to rounding.

**Credit Card Revenues**

|                                   | Quarter Ended    |                  | Nine Months Ended |                  |
|-----------------------------------|------------------|------------------|-------------------|------------------|
|                                   | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Finance charge revenue            | \$ 61            | \$ 61            | \$ 181            | \$ 179           |
| Interchange – third party         | 21               | 20               | 64                | 59               |
| Late fees and other revenue       | 11               | 11               | 32                | 32               |
| <b>Total credit card revenues</b> | <b>\$ 93</b>     | <b>\$ 92</b>     | <b>\$ 277</b>     | <b>\$ 270</b>    |

Credit card revenues include finance charges, interchange fees, late fees and other revenue. Finance charges represent interest earned on unpaid balances while interchange fees are earned from the use of Nordstrom VISA credit cards at merchants outside of Nordstrom. Late fees are assessed when a credit card account becomes past due. We consider an account delinquent if the minimum payment is not received by the payment due date.

Credit card revenues increased \$1 for the quarter and \$7 for the nine months ended November 2, 2013, compared with the same periods in the prior year, due to a 4.7% increase in total quarterly volume and a 6.5% increase in total volume for the nine month period that was partially offset by continued improvements in customer payment rates.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.****(Continued)** (Dollar and share amounts in millions except per share and per square foot amounts)**Credit Expenses**

Credit expenses are summarized in the following table:

|                                    | Quarter Ended    |                  | Nine Months Ended |                  |
|------------------------------------|------------------|------------------|-------------------|------------------|
|                                    | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Occupancy expenses                 | \$ 1             | \$ 1             | \$ 4              | \$ 3             |
| Operational and marketing expenses | 33               | 33               | 100               | 103              |
| Bad debt provision                 | 14               | 7                | 44                | 38               |
| <b>Total Credit expenses</b>       | <b>\$ 48</b>     | <b>\$ 41</b>     | <b>\$ 148</b>     | <b>\$ 144</b>    |

Total Credit expenses increased \$7 for the quarter and \$4 for the nine months ended November 2, 2013, compared with the same periods in the prior year. The increases were primarily due to decreases to our allowance for credit losses by \$10 in both the first and third quarters of 2012, partially offset by continued improvement in our portfolio delinquencies and write-off results.

**Allowance for Credit Losses and Credit Trends**

The following table summarizes activity in the allowance for credit losses:

|                                   | Quarter Ended    |                  | Nine Months Ended |                  |
|-----------------------------------|------------------|------------------|-------------------|------------------|
|                                   | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Allowance at beginning of period  | \$ 85            | \$ 105           | \$ 85             | \$ 115           |
| Bad debt provision                | 14               | 7                | 44                | 38               |
| Write-offs                        | (19)             | (22)             | (61)              | (76)             |
| Recoveries                        | 5                | 5                | 17                | 18               |
| <b>Allowance at end of period</b> | <b>\$ 85</b>     | <b>\$ 95</b>     | <b>\$ 85</b>      | <b>\$ 95</b>     |

|  |      |      |      |      |
|--|------|------|------|------|
| Annualized net write-offs as a percentage of average credit card receivables | 2.6% | 3.3% | 2.8% | 3.8% |
|--|------|------|------|------|

|   |      |      |      |      |
|---|------|------|------|------|
| Annualized net write-offs (including finance charges and fees) as a percentage of average credit card receivables | 3.1% | 3.9% | 3.4% | 4.5% |
|---|------|------|------|------|

|  | November 2, 2013 | October 27, 2012 |
|--|------------------|------------------|
| 30 days or more delinquent as a percentage of ending credit card receivables | 1.8%             | 2.1%             |
| Allowance as a percentage of ending credit card receivables                  | 4.0%             | 4.5%             |

The allowance for credit losses reflects our best estimate of the losses inherent in our receivables as of the balance sheet date, including uncollectible finance charges and fees. For purposes of determining impairment and recording the associated allowance for credit losses, we evaluate our credit card receivables on a collective basis as they are composed of large groups of smaller-balance homogeneous loans and, therefore, are not individually evaluated for impairment. We record estimated uncollectible principal balances to the bad debt provision while estimated uncollectible finance charges and fees result in a reduction of credit card revenue.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.****(Continued)** (Dollar and share amounts in millions except per share and per square foot amounts)**Total Company Results****Interest Expense, Net**

Interest expense, net was \$35 for the quarter and \$111 for the nine months ended November 2, 2013, compared with \$38 for the quarter and \$118 for the nine months ended October 27, 2012. We capitalized more interest expense due to increased store expansion, including Manhattan, and other capital investments, resulting in lower interest expense for the quarter and nine months ended November 2, 2013.

**Income Tax Expense**

|                    | Quarter Ended    |                  | Nine Months Ended |                  |
|--------------------|------------------|------------------|-------------------|------------------|
|                    | November 2, 2013 | October 27, 2012 | November 2, 2013  | October 27, 2012 |
| Income tax expense | \$ 81            | \$ 93            | \$ 286            | \$ 278           |
| Effective tax rate | 37.2%            | 38.7%            | 38.0%             | 38.1%            |

The effective tax rate for the quarter and the nine months ended November 2, 2013 decreased compared with the same periods in 2012 primarily due to an increase in the benefit from state tax credits, partially offset by changes in our reserves for state taxes.

**Fiscal 2013 Outlook**

Our updated expectations for fiscal 2013, which are shown in comparison to the reclassified 53-week fiscal 2012 where applicable, are as follows:

|  |                                    |
|--|------------------------------------|
| Total sales  | Approximately 3.5 percent increase |
| Same-store sales <sup>1</sup>  | Approximately 2.5 percent increase |
| Credit card revenues <sup>2</sup>  | \$0 to \$5 increase                |
| Gross profit rate <sup>3</sup>   | 35 to 40 basis point decrease      |
| Selling, general and administrative expenses (% of net sales) <sup>2</sup> | 0 to 10 basis point increase       |
| Interest expense, net  | \$10 decrease                      |
| Effective tax rate   | 38.3%                              |
| Earnings per diluted share <sup>4</sup>                                    | \$3.65 to \$3.70                   |
| Diluted shares outstanding <sup>4</sup>                                    | Approximately 198 million          |

<sup>1</sup>Beginning in 2013, same-store sales include HauteLook. Same-store sales for 2013 are compared with the first 52 weeks of 2012.

<sup>2</sup>Impacted by financial statement reclassifications as described in Note 9: Segment Reporting in the Notes to Condensed Consolidated Financial Statements.

<sup>3</sup>Includes both our Retail gross profit and our Credit segment occupancy costs, as a percentage of net sales.

<sup>4</sup>This outlook does not include the impact of any future share repurchases.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**
**(Continued)** (Dollar and share amounts in millions except per share and per square foot amounts)

**Return on Invested Capital ("ROIC") (Non-GAAP financial measure)**

We believe ROIC is a useful financial measure for investors in evaluating the efficiency and effectiveness of our use of capital and believe ROIC is an important component of shareholders' return over the long term. In addition, we incorporate ROIC in our executive incentive measures. For the 12 fiscal months ended November 2, 2013, ROIC increased to 14.0% compared with 12.9% for the 12 fiscal months ended October 27, 2012, primarily due to an increase in our earnings before interest and income tax expense.

ROIC is not a measure of financial performance under generally accepted accounting principles ("GAAP") and should be considered in addition to, and not as a substitute for, return on assets, net earnings, total assets or other financial measures prepared in accordance with GAAP. Our method of determining non-GAAP financial measures may differ from other companies' methods and therefore may not be comparable to those used by other companies. The financial measure calculated under GAAP which is most directly comparable to ROIC is return on assets. The following is a reconciliation of the components of ROIC and return on assets:

|  | <b>12 Fiscal Months Ended</b> |                         |
|--|-------------------------------|-------------------------|
|  | <b>November 2, 2013</b>       | <b>October 27, 2012</b> |
| Net earnings   | \$ 751                        | \$ 687                  |
| Add: income tax expense  | 458                           | 421                     |
| Add: interest expense  | 154                           | 157                     |
| Earnings before interest and income tax expense                                | <u>1,363</u>                  | <u>1,265</u>            |
| Add: rent expense  | 122                           | 97                      |
| Less: estimated depreciation on capitalized operating leases <sup>1</sup>      | (65)                          | (52)                    |
| Net operating profit   | <u>1,420</u>                  | <u>1,310</u>            |
| Estimated income tax expense <sup>2</sup>                                      | (538)                         | (497)                   |
| <b>Net operating profit after tax</b>  | <u><u>\$ 882</u></u>          | <u><u>\$ 813</u></u>    |
| Average total assets <sup>3</sup>  | \$ 8,277                      | \$ 8,341                |
| Less: average non-interest-bearing current liabilities <sup>4</sup>            | (2,385)                       | (2,230)                 |
| Less: average deferred property incentives <sup>3</sup>                        | (487)                         | (500)                   |
| Add: average estimated asset base of capitalized operating leases <sup>5</sup> | 882                           | 673                     |
| <b>Average invested capital</b>  | <u><u>\$ 6,287</u></u>        | <u><u>\$ 6,284</u></u>  |
| <b>Return on assets</b>  | <b>9.1%</b>                   | <b>8.2%</b>             |
| <b>ROIC</b>  | <b>14.0%</b>                  | <b>12.9%</b>            |

<sup>1</sup>Capitalized operating leases is our best estimate of the asset base we would record for our leases that are classified as operating if they had met the criteria for a capital lease, or we had purchased the property. Asset base is calculated as described in footnote 5 below.

<sup>2</sup>Based upon our effective tax rate multiplied by the net operating profit for the 12 fiscal months ended November 2, 2013 and October 27, 2012.

<sup>3</sup>Based upon the trailing 12-month average.

<sup>4</sup>Based upon the trailing 12-month average for accounts payable, accrued salaries, wages and related benefits, and other current liabilities.

<sup>5</sup>Based upon the trailing 12-month average of the monthly asset base. The asset base for each month is calculated as the trailing 12-months of rent expense multiplied by eight. The multiple of eight times rent expense is a commonly used method of estimating the asset base we would record for our capitalized operating leases described in footnote 1.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

**(Continued)** (Dollar and share amounts in millions except per share and per square foot amounts)

### **LIQUIDITY AND CAPITAL RESOURCES**

We maintain a level of liquidity sufficient to allow us to cover our seasonal cash needs and to maintain appropriate levels of short-term borrowings. We believe that our operating cash flows, available credit facilities and potential future borrowings are sufficient to finance our cash requirements for the next 12 months and beyond.

Over the long term, we manage our cash and capital structure to maximize shareholder return, maintain our financial position, manage refinancing risk and allow flexibility for strategic initiatives. We regularly assess our debt and leverage levels, capital expenditure requirements, debt service payments, interest rate risks, dividend payouts, potential share repurchases and other future investments. We believe that as of November 2, 2013, our existing cash and cash equivalents on-hand of \$947, available credit facilities of \$800 and potential future operating cash flows and borrowings will be sufficient to fund these scheduled future payments and potential long-term initiatives.

For the nine months ended November 2, 2013, cash and cash equivalents decreased by \$338 to \$947, primarily due to payments for capital expenditures of \$621 and repurchases of common stock of \$374, partially offset by cash provided by operations of \$718.

#### **Operating Activities**

Net cash provided by operating activities increased \$211 for the nine months ended November 2, 2013, compared with the same period in 2012, due primarily to improvements in working capital.

#### **Investing Activities**

Net cash used in investing activities was \$631 for the nine months ended November 2, 2013, compared with net cash used of \$186 for the same period in 2012. The increase is primarily due to the \$200 change in accumulated restricted cash used to pay debt maturing in the first quarter of 2012, as well as increased capital expenditures for the nine months ended November 2, 2013. The increase in capital expenditures relates to payments in the second quarter of 2013 for our Manhattan store and a new fulfillment center, and increased spending in line with our overall capital growth initiatives.

#### **Financing Activities**

Net cash used in financing activities was \$425 for the nine months ended November 2, 2013, compared with \$1,040 for the same period in 2012. During the nine months ended November 2, 2013, we made payments of \$374 for repurchases of common stock, compared with \$506 for the same period in 2012. Additionally, we retired our \$500 securitized Series 2007-2 Class A & B Notes upon maturity in April 2012 using accumulated restricted cash described in Investing Activities above.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.****(Continued)** (Dollar and share amounts in millions except per share and per square foot amounts)**Free Cash Flow (Non-GAAP financial measure)**

Free Cash Flow is one of our key liquidity measures, and in conjunction with GAAP measures, provides investors with a meaningful analysis of our ability to generate cash from our business. For the nine months ended November 2, 2013, Free Cash Flow decreased to \$(51) compared with \$(2) for the nine months ended October 27, 2012, primarily due to an increase in capital expenditures related to payments in the second quarter of 2013 for our Manhattan store and a new fulfillment center.

Free Cash Flow is not a measure of financial performance under GAAP and should be considered in addition to, and not as a substitute for, operating cash flows or other financial measures prepared in accordance with GAAP. Our method of determining non-GAAP financial measures may differ from other companies' methods and therefore may not be comparable to those used by other companies. The financial measure calculated under GAAP which is most directly comparable to Free Cash Flow is net cash provided by operating activities. The following is a reconciliation of net cash provided by operating activities to Free Cash Flow:

|   | Nine Months Ended |                   |
|---|-------------------|-------------------|
|   | November 2, 2013  | October 27, 2012  |
| <b>Net cash provided by operating activities</b>                    | \$ 718            | \$ 507            |
| Less: capital expenditures  | (621)             | (369)             |
| Less: cash dividends paid   | (176)             | (166)             |
| Less: change in credit card receivables originated at third parties | (1)               | (10)              |
| Add: change in cash book overdrafts                                 | 29                | 36                |
| <b>Free Cash Flow</b>   | <b>\$ (51)</b>    | <b>\$ (2)</b>     |
| <b>Net cash used in investing activities</b>                        | <b>\$ (631)</b>   | <b>\$ (186)</b>   |
| <b>Net cash used in financing activities</b>                        | <b>\$ (425)</b>   | <b>\$ (1,040)</b> |

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.****(Continued)** (Dollar and share amounts in millions except per share and per square foot amounts)**Credit Capacity and Commitments**

As of November 2, 2013, we had total short-term borrowing capacity available for general corporate purposes of \$800. In March 2013, we terminated both our \$600 unsecured revolving credit facility that was scheduled to expire in June 2016, and our \$200 2007-A Variable Funding Note that was scheduled to expire in January 2014. We replaced these with a new five-year \$800 senior unsecured revolving credit facility ("revolver") that expires in March 2018. Under the terms of our new revolver, we pay a variable rate of interest and a commitment fee based on our debt rating. The new revolver is available for working capital, capital expenditures and general corporate purposes and backs our commercial paper program. During the nine months ended November 2, 2013, we had no issuances under our commercial paper program and no borrowings under our new revolver or the \$600 credit facility prior to termination.

Subsequent to the quarter ended November 2, 2013, our wholly owned subsidiary in Puerto Rico entered into a \$52 unsecured borrowing facility to support our expansion into that market. The facility expires in November 2018.

Also in March 2013, our wholly owned subsidiary Nordstrom fsb terminated its \$100 variable funding facility. We had no borrowings under this facility prior to termination.

**Impact of Credit Ratings**

Under the terms of our revolver, any borrowings we may enter into will accrue interest for Euro-Dollar Rate Loans at a floating base rate tied to LIBOR, for Canadian Dealer Offer Rate Loans at a floating rate tied to CDOR, and for Base Rate Loans at the highest of: (i) the Euro-Dollar rate plus 100 basis points, (ii) the federal funds rate plus 50 basis points and (iii) the prime rate.

The rate depends upon the type of borrowing incurred, plus in each case an applicable margin. This applicable margin varies depending upon the credit ratings assigned to our long-term unsecured debt. At the time of this report, our long-term unsecured debt ratings, outlook and resulting applicable margin were as follows:

|                   | <b>Credit Ratings</b> | <b>Outlook</b> |
|-------------------|-----------------------|----------------|
| Moody's           | Baa1                  | Stable         |
| Standard & Poor's | A-                    | Stable         |

  

|                                 | <b>Base Interest Rate</b> | <b>Applicable Margin</b> |
|---------------------------------|---------------------------|--------------------------|
| Euro-Dollar Rate Loan           | LIBOR                     | 0.9%                     |
| Canadian Dealer Offer Rate Loan | CDOR                      | 0.9%                     |
| Base Rate Loan                  | various                   | —                        |

Should the ratings assigned to our long-term unsecured debt improve, the applicable margin associated with any such borrowings may decrease, resulting in a slightly lower cost of capital under this facility. Should the ratings assigned to our long-term unsecured debt worsen, the applicable margin associated with our borrowings may increase, resulting in a slightly higher cost of capital under this facility.

**Debt Covenant**

The new revolver requires that we maintain an adjusted debt to Earnings before Interest, Income Taxes, Depreciation, Amortization and Rent ("EBITDAR") leverage ratio of less than four times (see the following additional discussion of Adjusted Debt to EBITDAR).

As of November 2, 2013, we were in compliance with this covenant. We will continue to monitor this covenant and believe that we will remain in compliance with this covenant during the remainder of fiscal 2013.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.****(Continued)** (Dollar and share amounts in millions except per share and per square foot amounts)**Adjusted Debt to EBITDAR (Non-GAAP financial measure)**

Adjusted Debt to EBITDAR is one of our key financial metrics, and we believe that our debt levels are best analyzed using this measure. Our goal is to manage debt levels to maintain our current investment-grade credit rating and operate with an efficient capital structure. In evaluating our debt levels, this measure provides a reflection of our credit worthiness that could impact our credit rating and cost of capital. We also have a debt covenant that requires an adjusted debt to EBITDAR leverage ratio of less than four times. As of November 2, 2013 and October 27, 2012, our Adjusted Debt to EBITDAR was 2.1.

Adjusted Debt to EBITDAR is not a measure of financial performance under GAAP and should be considered in addition to, and not as a substitute for, debt to net earnings, net earnings, debt or other financial measures prepared in accordance with GAAP. Our method of determining non-GAAP financial measures may differ from other companies' methods and therefore may not be comparable to those used by other companies. The financial measure calculated under GAAP which is most directly comparable to Adjusted Debt to EBITDAR is debt to net earnings. The following is a reconciliation of the components of Adjusted Debt to EBITDAR and debt to net earnings:

|   | 2013 <sup>1</sup> | 2012 <sup>1</sup> |
|---|-------------------|-------------------|
| Debt  | \$ 3,118          | \$ 3,135          |
| Add: estimated capitalized operating lease liability <sup>2</sup> | 981               | 776               |
| Less: fair value hedge adjustment included in long-term debt      | (51)              | (63)              |
| <b>Adjusted Debt</b>  | <b>\$ 4,048</b>   | <b>\$ 3,848</b>   |
| Net earnings  | \$ 751            | \$ 687            |
| Add: income tax expense   | 458               | 421               |
| Add: interest expense, net  | 153               | 155               |
| Earnings before interest and income taxes                         | 1,362             | 1,263             |
| Add: depreciation and amortization expenses                       | 448               | 411               |
| Add: rent expense   | 122               | 97                |
| Add: non-cash acquisition-related charges                         | 9                 | 22                |
| <b>EBITDAR</b>  | <b>\$ 1,941</b>   | <b>\$ 1,793</b>   |
| <b>Debt to Net Earnings</b>                                       | <b>4.2</b>        | <b>4.6</b>        |
| <b>Adjusted Debt to EBITDAR</b>                                   | <b>2.1</b>        | <b>2.1</b>        |

<sup>1</sup>The components of Adjusted Debt are as of November 2, 2013 and October 27, 2012, while the components of EBITDAR are for the 12 months ended November 2, 2013 and October 27, 2012.

<sup>2</sup>Based upon the estimated lease liability as of the end of the period, calculated as the trailing 12-months of rent expense multiplied by eight. The multiple of eight times rent expense is a commonly used method of estimating the debt we would record for our leases that are classified as operating if they had met the criteria for a capital lease, or we had purchased the property.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

We discussed our interest rate risk and our foreign currency exchange risk in Part II, "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" in our 2012 Annual Report on Form 10-K filed with the Commission on March 18, 2013. There have been no material changes to these risks since that time.

### **Item 4. Controls and Procedures.**

#### **Disclosure Controls and Procedures**

As of the end of the period covered by this Quarterly Report on Form 10-Q, the Company performed an evaluation under the supervision and with the participation of management, including our President and Chief Financial Officer, of the design and effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based upon that evaluation, our President and Chief Financial Officer concluded that, as of the end of the period covered by this Quarterly Report, our disclosure controls and procedures were effective in the timely and accurate recording, processing, summarizing and reporting of material financial and non-financial information within the time periods specified within the Commission's rules and forms. Our President and Chief Financial Officer also concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our President and Chief Financial Officer, to allow timely decisions regarding required disclosure.

#### **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) or 15d-15(f) of the Exchange Act) during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II - OTHER INFORMATION****Item 1. Legal Proceedings.**

We are subject from time to time to various claims and lawsuits arising in the ordinary course of business, including lawsuits alleging violations of state and/or federal wage and hour and other employment laws, privacy and other consumer-based claims. Some of these lawsuits include certified classes of litigants, or purport or may be determined to be class or collective actions and seek substantial damages or injunctive relief, or both, and some may remain unresolved for several years. We believe the recorded reserves in our condensed consolidated financial statements are adequate in light of the probable and estimable liabilities. As of the date of this report, we do not believe any currently identified claim, proceeding or litigation, either alone or in the aggregate, will have a material impact on our results of operations, financial position or cash flows. Since these matters are subject to inherent uncertainties, our view of them may change in the future.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.****(c) Repurchases**

(Dollar and share amounts in millions, except per share amounts)

Following is a summary of our third quarter share repurchases:

|  | <b>Total Number<br/>of Shares<br/>(or Units)<br/>Purchased</b> | <b>Average<br/>Price Paid<br/>Per Share<br/>(or Unit)</b> | <b>Total Number of<br/>Shares (or Units)<br/>Purchased as Part of<br/>Publicly Announced<br/>Plans or Programs</b> | <b>Maximum Number (or<br/>Approximate Dollar Value)<br/>of Shares (or Units) that May<br/>Yet Be Purchased Under<br/>the Plans or Programs<sup>1</sup></b> |
|--|--|---|--|--|
| August 2013<br>(August 4, 2013 to August 31, 2013)       | 0.8  | \$ 57.48  | 0.8  | \$ 935   |
| September 2013<br>(September 1, 2013 to October 5, 2013) | 1.3  | \$ 56.65  | 1.3  | \$ 865   |
| October 2013<br>(October 6, 2013 to November 2, 2013)    | 0.7  | \$ 57.56  | 0.7  | \$ 824   |
| <b>Total</b>   | <b>2.8</b>   |   | <b>2.8</b>   |  |

<sup>1</sup>In February 2012, our Board of Directors authorized a program to repurchase up to \$800 of our outstanding common stock, through February 1, 2014. In February 2013, our Board of Directors authorized a new program to repurchase up to \$800 of our outstanding common stock, through March 1, 2015, in addition to the remaining amount available for repurchase under our February 2012 authorization. During the nine months ended November 2, 2013, we repurchased 6.6 shares of our common stock for an aggregate purchase price of \$369 and had \$824 in remaining share repurchase capacity. The actual number and timing of future share repurchases, if any, will be subject to market and economic conditions and applicable Securities and Exchange Commission rules.

**Item 6. Exhibits.**

Exhibits are incorporated herein by reference or are filed or furnished with this report as set forth in the Index to Exhibits on page 31 hereof.

## SIGNATURES

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 thereunto duly authorized.

NORDSTROM, INC.  
(Registrant)

/s/ Michael G. Koppel  
Michael G. Koppel  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Date: December 2, 2013

**NORDSTROM, INC.****Index to Exhibits**

| <b>Exhibit</b> |   | <b>Method of Filing</b>           |
|----------------|---|-----------------------------------|
| 31.1           | Certification of President required by Section 302(a) of the Sarbanes-Oxley Act of 2002   | Filed herewith electronically     |
| 31.2           | Certification of Chief Financial Officer required by Section 302(a) of the Sarbanes-Oxley Act of 2002   | Filed herewith electronically     |
| 32.1           | Certification of President and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Furnished herewith electronically |
| 101.INS        | XBRL Instance Document  | Filed herewith electronically     |
| 101.SCH        | XBRL Taxonomy Extension Schema Document   | Filed herewith electronically     |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document   | Filed herewith electronically     |
| 101.LAB        | XBRL Taxonomy Extension Labels Linkbase Document  | Filed herewith electronically     |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document  | Filed herewith electronically     |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase Document  | Filed herewith electronically     |

**Certification required by Section 302(a) of the Sarbanes-Oxley Act of 2002**

I, Blake W. Nordstrom, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Nordstrom, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Blake W. Nordstrom

Blake W. Nordstrom  
President of Nordstrom, Inc.

Date: December 2, 2013

**Certification required by Section 302(a) of the Sarbanes-Oxley Act of 2002**

I, Michael G. Koppel, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Nordstrom, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Michael G. Koppel

Michael G. Koppel  
Executive Vice President and  
Chief Financial Officer of Nordstrom, Inc.

Date: December 2, 2013

**NORDSTROM, INC.**  
**1617 SIXTH AVENUE**  
**SEATTLE, WASHINGTON 98101**  
**CERTIFICATION PURSUANT TO**  
**18 U.S.C. SECTION 1350,**  
**AS ADOPTED PURSUANT TO**  
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Nordstrom, Inc (the "Company") on Form 10-Q for the period ended November 2, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Blake W. Nordstrom, President (Principal Executive Officer), and Michael G. Koppel, Executive Vice President and Chief Financial Officer (Principal Financial Officer), of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

December 2, 2013

/s/ Blake W. Nordstrom

Blake W. Nordstrom  
President of Nordstrom, Inc.

/s/ Michael G. Koppel

Michael G. Koppel  
Executive Vice President and  
Chief Financial Officer of Nordstrom, Inc.