C.F.B., Inc.
Form S-4
October 10, 2006
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Subject to completion, as filed with the Securities and Exchange Commission on October 10, 2006

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Burlington Coat Factory Warehouse Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware	5311	22-1970303
(State of Incorporation)	(Primary Standard Industrial Classification Code Number)	(I.R.S. employer identification number)

1830 Route 130 North

Burlington, New Jersey 08016

(609) 387-7800

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

Paul C. Tang, Esq.

Burlington Coat Factory Warehouse Corporation

Executive Vice President and General Counsel

1830 Route 130 North

Burlington, New Jersey 08016

(609) 387-7800

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Joshua N. Korff, Esq.

Kirkland & Ellis LLP

Citicorp Center

153 East 53rd Street

New York, New York 10022

(212) 446-4800

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: The exchange will occur as soon as practicable.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ¨

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
11 1/8% Senior Notes due 2014	$ 305,000,000	$ 32,635
Guarantees(2)	N/A	N/A

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) promulgated under the Securities Act of 1933, as amended (the Securities Act).

(2) No separate consideration will be received for the guarantees, and no separate fee is payable, pursuant to Rule 457(n) under the Securities Act.

THE REGISTRANTS HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANTS SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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ADDITIONAL REGISTRANTS

Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.	Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices
Burlington Coat Factory of Alabama, LLC	Alabama	5311	20-4632712	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Realty of Huntsville LLC	Alabama	5311	22-1970303	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Warehouse of Anchorage, Inc.	Alaska	5311	93-1046485	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of Arizona, LLC	Arizona	5311	20-4632763	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Realty of Desert Sky, Inc.	Arizona	5311	86-1031005	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Realty of Mesa, Inc.	Arizona	5311	86-1031006	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of Arkansas, LLC	Arkansas	5311	20-4632817	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Baby Depot of California, LLC	California	5311	20-4633089	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of California, LLC	California	5311	20-4632887	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Realty of Dublin, Inc.	California	5311	94-3399808	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Realty of Florin, Inc.	California	5311	94-3399809	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800

Burlington Coat Factory Realty of Ventura, Inc.	**California**	**5311**	**77-0518590**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of San Bernadino, LLC	**California**	**5311**	**20-4633016**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
MJM Designer Shoes of California, LLC	**California**	**5311**	**20-4632945**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Colorado, LLC	**Colorado**	**5311**	**20-4633153**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Connecticut, LLC	**Connecticut**	**5311**	**20-4633202**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Realty of East Windsor, Inc.	**Connecticut**	**5311**	**06-1391139**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**

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Cohoes Fashions of Connecticut, LLC	Connecticut	5311	20-4633634	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of Delaware, LLC	Delaware	5311	20-4633728	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of Texas, Inc.	Delaware	5311	20-4633830	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of Texas, L.P.	Delaware	5311	20-4633782	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Investments Holdings, Inc.	Delaware	5311	20-4663833	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Purchasing, Inc.	Delaware	5311	20-4633884	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Realty Corp.	Delaware	5311	22-3246670	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
C.F.I.C. Corporation	Delaware	5311	51-0282085	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
C.F.B., Inc.	Delaware	5311	51-0282080	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
C.L.B., Inc.	Delaware	5311	51-0282081	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
MJM Designer Shoes of Delaware, LLC	Delaware	5311	20-2681523	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Bee Ridge Plaza, LLC	Florida	5311	02-0693864	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800

Burlington Coat Factory of Florida, LLC	**Florida**	**5311**	**58-1975714**	**1830 Route 130 North** **Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory **Realty of Coral Springs, Inc.**	**Florida**	**5311**	**03-0387530**	**1830 Route 130 North** **Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory **Realty of Orlando, Inc.**	**Florida**	**5311**	**59-3558218**	**1830 Route 130 North** **Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory **Realty of Sarasota, Inc.**	**Florida**	**5311**	**22-3869014**	**1830 Route 130 North** **Burlington, New Jersey 08016 (609) 387-7800**

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Burlington Coat Factory Realty of University Square, Inc.	**Florida**	**5311**	**59-3724802**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of West Colonial, Inc.	**Florida**	**5311**	**05-0550581**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
K&T Acquisition Corp.	**Florida**	**5311**	**57-1176343**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
MJM Designer Shoes of Florida, LLC	**Florida**	**5311**	**58-2553674**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Georgia, LLC	**Georgia**	**5311**	**22-2310204**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Morrow, Inc.	**Georgia**	**5311**	**58-2331013**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of Atlanta, Inc.	**Georgia**	**5311**	**22-2310222**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Idaho, LLC	**Idaho**	**5311**	**20-4633933**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Illinois, LLC	**Illinois**	**5311**	**20-4634340**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Bloomingdale, Inc.	**Illinois**	**5311**	**36-4446838**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of River Oaks, Inc.	**Illinois**	**5311**	**36-4171851**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory	**Illinois**	**5311**	**36-3384100**	**1830 Route 130 North**

Warehouse of East St. Louis, Inc.				**Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Realty of Gurnee, Inc.	**Illinois**	**5311**	**36-3898953**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Indiana, LLC	**Indiana**	**5311**	**35-2086329**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Greenwood, Inc.	**Indiana**	**5311**	**36-4494986**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Iowa, LLC	**Iowa**	**5311**	**42-1204776**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Kansas, LLC	**Kansas**	**5311**	**20-4634554**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**

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Burlington Coat Factory of Kentucky, Inc.	**Kentucky**	**5311**	**62-1247906**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Louisiana, LLC	**Louisiana**	**5311**	**20-4634617**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Maine, LLC	**Maine**	**5311**	**20-4634794**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Maryland, LLC	**Maryland**	**5311**	**20-4634824**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Massachusetts, LLC	**Massachusetts**	**5311**	**58-2669608**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of North Attleboro, Inc.	**Massachusetts**	**5311**	**04-3344507**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Cohoes Fashions of Massachusetts, LLC	**Massachusetts**	**5311**	**20-4634868**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Michigan, LLC	**Michigan**	**5311**	**20-4635333**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of Detroit, Inc.	**Michigan**	**5311**	**38-2424219**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of Grand Rapids, Inc.	**Michigan**	**5311**	**31-1045013**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of Redford, Inc.	**Michigan**	**5311**	**36-3251099**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Minnesota, LLC	**Minnesota**	**5311**	**20-4635381**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**

Burlington Coat Factory of Mississippi, LLC	**Mississippi**	**5311**	**20-4804503**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Missouri, LLC	**Missouri**	**5311**	**20-4635447**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Des Peres, Inc.	**Missouri**	**5311**	**43-1842990**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Nebraska, LLC	**Nebraska**	**5311**	**20-4635566**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Nevada, LLC	**Nevada**	**5311**	**20-4635612**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**

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Burlington Coat Realty of Las Vegas, Inc.	**Nevada**	**5311**	**88-0314073**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of New Hampshire, LLC	**New Hampshire**	**5311**	**20-4635690**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Direct Corporation	**New Jersey**	**5311**	**22-3531725**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of New Jersey, LLC	**New Jersey**	**5311**	**20-4635873**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Edgewater Park, Inc.	**New Jersey**	**5311**	**22-3815140**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Paramus, Inc.	**New Jersey**	**5311**	**22-3823189**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Pinebrook, Inc.	**New Jersey**	**5311**	**48-1266066**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of Edgewater Park Urban Renewal Corp.	**New Jersey**	**5311**	**22-3843958**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of New Jersey, Inc.	**New Jersey**	**5311**	**22-2667705**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Cohoes Fashions of New Jersey, LLC	**New Jersey**	**5311**	**20-4635964**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
MJM Designer Shoes of Moorestown, Inc.	**New Jersey**	**5311**	**20-0156497**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
MJM Designer Shoes of New Jersey, LLC	**New Jersey**	**5311**	**20-4635926**	**1830 Route 130 North**

				Burlington, New Jersey 08016 (609) 387-7800
Super Baby Depot of Moorestown, Inc.	**New Jersey**	**5311**	**20-0828544**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of New Mexico, LLC	**New Mexico**	**5311**	**20-4771747**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of New York, LLC	**New York**	**5311**	**20-4636047**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Yonkers, Inc.	**New York**	**5311**	**13-4199049**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**

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Cohoes Fashions of New York, LLC	New York	5311	20-4636764	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Cohoes of Fayetteville, Inc.	New York	5311	22-3213890	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Georgetown Fashions Inc.	New York	5311	11-2463441	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
LC Acquisition Corp.	New York	5311	22-2913067	1830 Route 130 Burlington, New Jersey 08016 (609) 387-7800
MJM Designer Shoes of New York, LLC	New York	5311	20-4636419	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Monroe G. Milstein, Inc.	New York	5311	13-3150740	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of North Carolina, LLC	North Carolina	5311	20-4636810	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of North Dakota, LLC	North Dakota	5311	20-4680654	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of Ohio, LLC	Ohio	5311	20-4636839	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Warehouse of Cleveland, Inc.	Ohio	5311	34-1402739	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of Oklahoma, LLC	Oklahoma	5311	20-4636882	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Realty of Tulsa, Inc.	Oklahoma	5311	20-1593400	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800

Burlington Coat Factory of Oregon, LLC	**Oregon**	**5311**	**93-1113593**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Pennsylvania, LLC	**Pennsylvania**	**5311**	**20-4636915**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Langhorne, Inc.	**Pennsylvania**	**5311**	**51-0420881**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of West Mifflin, Inc.	**Pennsylvania**	**5311**	**25-1900644**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Whitehall, Inc.	**Pennsylvania**	**5311**	**52-2367723**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**

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Burlington Coat Factory Warehouse Inc.	Pennsylvania	5311	52-1097225	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Warehouse of Bristol, LLC	Pennsylvania	5311	20-4637002	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Warehouse of Cheltenham, Inc.	Pennsylvania	5311	52-2004601	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Warehouse of Langhorne, Inc.	Pennsylvania	5311	22-3737338	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Warehouse of Montgomeryville, Inc.	Pennsylvania	5311	23-2777799	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Factory Warehouse of Reading, Inc.	Pennsylvania	5311	22-2263811	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Warehouse of Wilkes-Barre, Inc.	Pennsylvania	5311	23-2857838	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
MJM Designer Shoes of Pennsylvania, LLC	Pennsylvania	5311	20-4636967	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of Rhode Island, LLC	Rhode Island	5311	20-4637038	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Cohoes Fashions of Cranston, Inc.	Rhode Island	5311	05-0478167	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory of South Carolina, LLC	South Carolina	5311	20-4637069	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory Warehouse of Charleston, Inc.	South Carolina	5311	57-0903026	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800

Burlington Coat Factory Realty of Memphis, Inc.	**Tennessee**	**5311**	**71-0911391**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of Hickory Commons, Inc.	**Tennessee**	**5311**	**62-1664387**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of Memphis, Inc.	**Tennessee**	**5311**	**62-1142888**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of Shelby, Inc.	**Tennessee**	**5311**	**62-1283132**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Bellaire, Inc.	**Texas**	**5311**	**76-0682036**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of El Paso, Inc.	**Texas**	**5311**	**20-1985900**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**

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Burlington Coat Factory Realty of Westmoreland, Inc.	**Texas**	**5311**	**75-2940553**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of Baytown, Inc.	**Texas**	**5311**	**76-0682033**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Realty of Houston, Inc.	**Texas**	**5311**	**76-0442092**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Realty of Plano, Inc.	**Texas**	**5311**	**75-2491335**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
MJM Designer Shoes of Texas, Inc.	**Texas**	**5311**	**74-2579897**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Utah, LLC	**Utah**	**5311**	**20-4637069**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Virginia, LLC	**Virginia**	**5311**	**22-2377376**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Pocono Crossing, LLC	**Virginia**	**5311**	**46-0492681**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Reality of Coliseum, Inc.	**Virginia**	**5311**	**54-2040601**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Fairfax, Inc.	**Virginia**	**5311**	**54-2011140**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Warehouse of Coliseum, Inc.	**Virginia**	**5311**	**54-2040603**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Realty of Potomac, Inc.	**Virginia**	**5311**	**52-1848892**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**

Burlington Coat Factory of Washington, LLC	**Washington**	**5311**	**20-4637093**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory Realty of Franklin, Inc.	**Washington**	**5311**	**91-2131354**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of West Virginia, LLC	**West Virginia**	**5311**	**20-4637153**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**
Burlington Coat Factory of Wisconsin, LLC	**Wisconsin**	**5311**	**20-4637125**	**1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800**

Name, address, including zip code, and telephone number, including area code, of agent for service

Paul C. Tang, Esq.

Burlington Coat Factory Warehouse Corporation

Executive Vice President and General Counsel

1830 Route 130 North

Burlington, New Jersey 08016

(609) 387-7800

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. The prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Prospectus **Subject to Completion, Dated October 10, 2006**

$305,000,000

Burlington Coat Factory Warehouse Corporation

Exchange Offer for

11 1/8% Senior Notes due 2014

Set forth below is a summary of the terms of the notes offered hereby. For more details, see Description of Exchange Notes.

Offer for outstanding 11 1/8% Senior Notes due 2014, in the aggregate principal amount of $305,000,000 (which we refer to as the Old Notes) in exchange for up to $305,000,000 in aggregate principal amount of 11 1/8% Senior Notes due 2014 which have been registered under the Securities Act of 1933, as amended (which we refer to as the Exchange Notes and, together with the Old Notes, the notes).

Terms of the Exchange Offer:

Expires 5:00 p.m., New York City time, , 2006, unless extended.

Not subject to any condition other than that the exchange offer does not violate applicable law or any interpretation of the staff of the Securities and Exchange Commission.

We can amend or terminate the exchange offer.

We will exchange all 11 1/8% Senior Notes due 2014 that are validly tendered and not validly withdrawn.

We will not receive any proceeds from the exchange offer.

The exchange of notes will not be taxable exchange for U.S. federal income tax purposes.

You may withdraw tendered outstanding Old Notes any time before the expiration of the exchange offer.

Terms of the Exchange Notes:

The Exchange Notes will be general unsecured obligations and will rank equally in right of payment with all existing and future unsecured senior debt, senior in right of payment to all existing and future senior subordinated debt and effectively subordinated in right of payment to secured indebtedness to the extent of the value of the assets securing such indebtedness, including all borrowings under senior secured credit facilities.

The Exchange Notes mature on April 15, 2014. The Exchange Notes will accrue interest at a rate of 11 1/8% per year, payable semi-annually in cash in arrears on April 15 and October 15 of each year, commencing on April 15, 2007. Interest on the Exchange Notes will accrue from the last interest date on which interest was paid on your Old Notes, October 15, 2006, if you effectively tender your Old Notes for Exchange Notes.

We may redeem the Exchange Notes in whole or in part from time to time. See Description of Exchange Notes.

We may also redeem up to 35% of the Exchange Notes using the proceeds of certain equity offerings completed before April 15, 2009. See Description of Exchange Notes.

The terms of the Exchange Notes are identical to our outstanding Old Notes except for transfer restrictions and registration rights.

For a discussion of specific risks that you should consider before tendering your outstanding 11 1/8% Senior Notes due 2014 in the exchange offer, see Risk Factors beginning on page 13.

There is no public market for the Old Notes.

Each broker-dealer that receives Exchange Notes pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the Exchange Notes. A broker dealer who acquired Old Notes as a result of market making or other trading activities may use this exchange offer prospectus, as supplemented or amended, in connection with any resales of the Exchange Notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Exchange Notes or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is [ ], 2006

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You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. The selling noteholders are offering to sell, and seeking offers to buy, 11 $^{1}/8$% Senior Notes due 2014 only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our 11 $^{1}/8$% Senior Notes due 2014.

Each broker-dealer that receives new securities for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of these new securities. By so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new securities received in exchange for securities where those securities were acquired by this broker-dealer as a result of market-making activities or other trading activities. We have agreed that, starting on the expiration date and ending on the close of business 180 days after the expiration date, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

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TRADEMARKS

Our trademarks include BCF, BCF Burlington Coat Factory, Burlington Coat Factory, Cohoes, Luxury Linens, MJM Designer Shoes and Depot.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. It does not contain all the information that you may consider important in making your investment decision. Therefore, you should read the entire prospectus carefully, including, in particular, the section entitled Risk Factors and the financial statements and the related notes to those statements. In this prospectus, unless we indicate otherwise or the context requires, we, us, our, Company, Issuer, BCF, BCFWC and Burlington Coat Factory refers to Burlington Coat Factory Warehouse Corporation and its consolidated subsidiaries. The term Holdings refers to Burlington Coat Factory Investments Holdings, Inc. and its subsidiaries, except with respect to any discussions regarding the Holdings Senior Discount Notes due 2014, in which case Holdings refers only to Burlington Coat Factory Investments Holdings, Inc. and not to any of its subsidiaries. The term Parent refers only to Burlington Coat Factory Holdings, Inc. and not to any of its subsidiaries. We maintain our records on the basis of a 52 or 53 week fiscal year ending on the Saturday closest to May 31. Therefore, references to fiscal 2006, fiscal 2005, fiscal 2004, and fiscal 2003, refer to our fiscal years ended June 3, 2006, May 28, 2005, May 29, 2004 and May 31, 2003, respectively. We define our comparative store sales as sales of those stores (net of sales discounts) that have been open at least 425 days for the entire comparative period.

Burlington Coat Factory Warehouse Corporation

We are a nationally recognized retailer of high-quality, branded apparel at every day low prices (EDLP). We opened our first store in Burlington, New Jersey in 1972, selling primarily coats and outerwear. Since then, we have expanded our store base to 365 stores in 42 states (exclusive of three stores closed due to hurricane damage), and diversified our product categories by offering an extensive selection of in-season better and moderate brands, fashion-focused merchandise, including: ladies sportswear, menswear, coats, family footwear, baby furniture and accessories, as well as home décor and gifts. We employ a hybrid business model which enables us to offer the low prices of off-price retailers and the branded merchandise, product breadth and product diversity of department stores. We acquire desirable, first-quality, labeled merchandise directly from nationally-recognized manufacturers such as Ralph Lauren, Jones New York, Calvin Klein, Nine West, and Nautica. For the fiscal year ended June 3, 2006, we generated total revenues of approximately $3.4 billion.

As of June 3, 2006, we operated stores under the names Burlington Coat Factory Warehouse (BCFW) (338 stores exclusive of three stores closed due to hurricane damage), MJM Designer Shoes (18 stores), Cohoes Fashions (7 stores), and Super Baby Depot (2 stores). The average BCFW store is approximately 85,000 square feet, generally twice the size of most competitive off-price formats. We also offer merchandise for sale through our wholly-owned internet subsidiary, Burlington Coat Factory Direct Corporation, at www.burlingtoncoatfactory.com, www.coat.com and www.babydepot.com.

We purchase a majority of our merchandise pre-season, when department stores make a large portion of their purchases, and the balance of our merchandise in-season (replenishment, re-orders and opportunistic purchases), when off-price retailers make a large portion of their purchases. This unique buying strategy, along with a no-frills merchandising approach enables us to offer merchandise at prices substantially below full retail prices. Our strategy of up-front purchasing allows us to acquire a product line with depth of style, size and color more extensive than the product lines of our off-price competitors. Merchandise is displayed on easy-access racks, and sales assistance is provided in specialty departments on a store-by-store basis.

We offer products in two primary categories, Apparel and Other Products, as follows:

- Apparel includes departments that offer clothing items for men, women and children, and apparel accessories such as shoes, jewelry, perfumes and watches. Net sales from continuing operations of Apparel products were approximately 80% of total net sales for fiscal 2006.

- Other Products includes departments that offer baby furniture and accessories, linens and home furnishings. Net sales from continuing operations of Other Products were approximately 20% of total net sales for fiscal 2006.

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Holding Company Structures

Holdings is a newly-created wholly-owned subsidiary of Parent that has no material assets or operations other than its ownership of our Company, BCFWC. BCFWC is a wholly-owned subsidiary of Holdings, and is primarily a holding company with few material assets (including one store location and related inventory and the equity interests of its subsidiaries).

Our Competitive Strengths

We compete for customers with off-price retailers, department stores, mass merchants and specialty apparel stores. We believe the combination of the following competitive strengths differentiates our business:

Compelling Value Proposition to Consumers. Our hybrid business model offers the low prices of an off-price retailer as well as the branded merchandise, product breadth and product diversity traditionally associated with department stores. Our business model appeals to both customers seeking low prices and to shoppers with specific merchandise needs for a wide range of style, color and size options. We maintain specific strengths in menswear, juvenile furniture, brand-name and designer coats and brand-name apparel. In contrast to department and specialty stores, our merchandise selection is offered at EDLP. Department stores initially price merchandise at full retail value, then implement a series of promotional and sale events to achieve a lower average sale price. Our customers do not need to wait for promotions to receive the best value. Further, our no-frills operations lead to merchandise generally being available at an additional discount to department store sale prices. We offer an attractive option for the growing segment of shoppers seeking department store styles and selection, but also low and consistent prices.

Deep Vendor Relationships with Mutually Attractive Economics. We have long-standing and strong relationships with an extensive network of more than 1,000 vendors. Some of these relationships span up to three decades. We believe our vendor relationships, combined with our buyer- and seller-friendly sourcing terms, make us a sought-after business partner. We seldom require margin guarantee provisions in our supply contracts, providing low-risk accounts to vendors. In contrast, department stores often negotiate margin guarantees into their vendor contracts, exposing these vendors to financial risk. Additionally, our strategy of purchasing a majority of our merchandise pre-season allows us to acquire a product line with a depth of style, size and color that is more extensive than the product lines of our off-price competitors, which make a large portion of their purchases in-season. We purchase no more than 5% of our annual demand from any one supplier and do not maintain any long-term or exclusive commitments to purchase from any single manufacturer.

Strong Operational Track Record. Our operations have generated profits every year since our inception in 1972.

Diversified Revenue Base with Low Volatility. As of June 3, 2006, we operate 365 stores (exclusive of three stores closed due to hurricane damage) in 42 states. We offer merchandise across departments, including: ladies sportswear, menswear, coats, family footwear, baby furniture and accessories, home décor and gifts. We have diversified our product mix from primarily coats and outerwear as we have grown our other apparel and specialty divisions over time. Ladies coats and men s outerwear comprised 11.0% of our net sales for the fiscal year ended June 3, 2006, down from 13.7% in fiscal 2005.

Recently Remodeled Store Base and Expanded Distribution Network. We have invested heavily in our operations over the past few years by building a new distribution center and refurbishing many of our stores. Over 70% of our existing stores as of June 3, 2006 had been opened, remodeled or expanded within the past seven years in connection with the adoption of our new store prototype. In 2004, we completed our distribution facility in Edgewater Park, New Jersey, and in April 2006, we opened our fourth distribution center on the west

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coast in San Bernardino, California which currently is fully operational. Given our current distribution center utilization rates, we believe we could double our store base without adding distribution capacity.

Strong Incumbent Management Team. We have an experienced senior management team consisting of 36 individuals. Three of the five senior executives have an average experience of 23 years with us and we recently hired an Executive Vice President, Chief Merchandising Officer with 30 years of retail experience, most recently as an executive of a women s apparel specialty store company. Included in our senior management are 14 merchandise managers with an average tenure of 18 years. We also recently hired an Executive Vice President, Chief Financial Officer with 22 years of operational, financial, and significant retail experience. We attribute our success in retaining highly desirable personnel in part to the entrepreneurial culture we foster. This rewarding culture draws highly motivated individuals, many of whom have spent nearly their entire careers rising through our ranks. Our management team has been central to our proven track record of consistent profitability.

Our Business Strategy

We intend to pursue the following key elements of our current business strategy:

Offer a wide and appealing selection of brand-name apparel at EDLP. We offer a merchandise selection substantially broader than that of our off-price competitors and similar to the selection found at a department store. Unlike other off-price retailers, we offer a full selection of style, size, and color to our customers. In contrast to merchandise at department and specialty stores, our merchandise is offered at EDLP, allowing customers to obtain the best value at our stores without waiting for sales or promotions. Further, we provide a more inviting shopping environment than our off-price competitors, with wider aisles and easy to navigate merchandise displays.

Provide the widest selection of famous-maker and designer coats of any retailer. Although ladies coats and men s outerwear for the fiscal year ended June 3, 2006 comprised only 11.0% of our net sales, our extensive and attractively priced coat selection continues to attract first-time and repeat customers in need of outerwear. Over the last two decades, we have successfully cross-sold our broad product lines to the destination coat shopper. Management believes our model successfully turns many coat customers into repeat shoppers.

Cultivate exceptionally strong vendor relationships. Our relationships with over 1,000 vendors have been built over decades and are difficult for competitors to replicate. These relationships exist throughout our merchandising division. Our sourcing terms enable us to be a strong, long-term partner of our vendors. Unlike department stores, we seldom require margin guarantee provisions in our supply contracts. As a result, we believe vendors enjoy the benefit of our lower risk, clean accounts.

Purchase early in each fashion season and reorder in rapid response to trends. We purchase large quantities of merchandise early in each fashion season and reorder merchandise in rapid response to sales trends. We buy the majority of our merchandise pre-season, when department stores make a large portion of their purchases, and the balance in-season, when off-price retailers make a large portion of their purchases. This strategy helps us maintain a sizable, current and varied selection of apparel throughout the year with lower average prices than department stores and superior selection compared with our off-price competitors. Additionally, our ability to drop-ship to our stores allows us to move current merchandise quickly and in-season.

Adhere to an opportunistic yet disciplined real estate strategy. We have grown our store base consistently since our founding in 1972, developing more than 98% of our stores organically, rather than through acquisition. We have maintained an average rent per square foot that we believe is well below the rents per square foot paid by many of our off-price competitors. Further, 88% of our stores are leased, rather than owned. Our current

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typical lease contracts have an initial period of five years, with several renewal options of five years each, and a majority of our leases provide us with a one-time, one-sided termination option after three years. By competitively maintaining our leases, by re-evaluating our current leases and by strategically evaluating opportunities nationwide, we are able to maintain a highly efficient and flexible cost structure and to secure new, desirable real estate at highly favorable terms.

Continue to pursue new store opportunities. We have a proven track record of successful new store expansion. We believe there is ample opportunity for continued store growth. Over the last five fiscal years we have added an average of 20 new stores per year. Our value proposition of large, fashionable assortments at low prices resonates across the country. In addition, we have lower market penetration than many of our off-price competitors, and we believe there is ample opportunity for continued expansion. We believe we can continue to expand our store base at a pace consistent with our recent history.

Achieve gains in operating efficiencies and customer satisfaction. Our management continues to drive operating improvements in our business. We further believe that our new cash back return policy will help increase customer satisfaction. By the end of August 2006, the cash back return policy was implemented in all of our stores, and the national advertisement campaign announcing the policy began in September 2006. We continue to explore ideas to improve our field operations, distribution, and merchandising initiatives including an improvement in planning and allocation on a region-by-region and store-by-store basis.

The Transactions

On January 18, 2006, we entered into a merger agreement (the Merger Agreement) with Burlington Coat Factory Holdings, Inc. (Parent) and BCFWC Mergersub, Inc. (Merger Sub), each a newly formed holding company owned by affiliates of Bain Capital Partners, LLC (Bain Capital), pursuant to which Merger Sub, a wholly-owned subsidiary of Parent, merged with and into our Company (the Merger). As consideration for the Merger, each former holder of our common stock was entitled to receive a cash amount equal to $45.50 per common share. Funds associated with Bain Capital own approximately 98.4% of Parent s basic common stock, with the remainder held by existing members of management. Additionally, management holds options to purchase 7.5% of the basic shares outstanding.

As a result of the Transactions (as defined below), our shares are no longer listed on the New York Stock Exchange, and we continue our operations as a privately held company. We financed the Merger and paid related costs and expenses with the following:

Approximately $225.0 million of drawings (excluding a seasonal working capital adjustment) under $800.0 million of an ABL senior secured revolving credit facility, referred to herein as the ABL Credit Facility;

$900.0 million senior secured term loan facility, referred to herein as the term loan facility and, together with the ABL Credit Facility, the senior secured credit facilities;

$305.0 million aggregate principal amount 11 $^{1}/8$% Senior Notes due 2014 issued at a discount which generated $299 million in proceeds and offered to be exchanged hereby;

$99.3 million aggregate principal amount at maturity of senior unsecured discount notes of Holdings, which were offered at a substantial discount and generated gross proceeds of approximately $75.0 million at issuance, referred to herein as the Holdings Senior Discount Notes;

Existing cash estimated at $192.5 million; and

$445.0 million of invested equity from funds associated with Bain Capital and $0.8 million in cash from members of management (collectively all of the transactions described in this paragraph, the Transactions).

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We retained approximately $32.9 million in capital leases and other existing debt in an amount that was adjusted based on balances at the time of closing of the Merger.

Executive Offices

Our principal offices are located at 1830 Route 130 North, Burlington, New Jersey 08016. Our telephone number is (609) 387-7800. Our web site address is www.burlingtoncoatfactory.com. The information on our website is not deemed to be part of this prospectus.

Purpose of the Exchange Offer

On April 13, 2006, we sold, through a private placement exempt from the registration requirements of the Securities Act, $305,000,000 of our 11 1/8% Senior Notes due 2014, all of which are eligible to be exchanged for Exchange Notes. We refer to these notes as Old Notes in this prospectus.

Simultaneously with the private placement, we entered into a registration rights agreement with the initial purchasers of the Old Notes. Under the registration rights agreement, we are required to use our reasonable best efforts to cause a registration statement for substantially identical Notes, which will be issued in exchange for the Old Notes, to be filed within 180 days and to become effective on or within 210 days of issuance of the Old Notes. We refer to the Notes to be registered under this exchange offer registration statement as Exchange Notes and collectively with the Old Notes, we refer to them as the Notes in this prospectus. You may exchange your Old Notes for Exchange Notes in this exchange offer. You should read the discussion under the headings Summary of the Exchange Offer, The Exchange Offer and Description of Exchange Notes for further information regarding the Exchange Notes.

We did not register the Old Notes under the Securities Act or any state securities law, nor do we intend to after the exchange offer. As a result, the Old Notes may only be transferred in limited circumstances under the securities laws. If the holders of the Old Notes do not exchange their Old Notes in the exchange offer, they lose their right to have the Old Notes registered under the Securities Act, subject to certain limitations. Anyone who still holds Old Notes after the exchange offer may be unable to resell their Old Notes.

Summary of the Exchange Offer

The Exchange Offer

Securities Offered	$305,000,000 principal amount of 11 1/8% Senior Notes due 2014.
The Exchange Offer	We are offering to exchange the Old Notes for a like principal amount at maturity of the Exchange Notes. Old Notes may be exchanged only in integral principal at maturity multiples of $1,000. This exchange offer is being made pursuant to a registration rights agreement dated as of April 13, 2006 which granted the initial purchasers and any subsequent holders of the Old Notes certain exchange and registration rights. This exchange offer is intended to satisfy those exchange and registration rights with respect to the Old Notes. After the exchange offer is complete, you will no longer be entitled to any exchange or registration rights with respect to your Old Notes.

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Expiration Date; Withdrawal of Tender	The exchange offer will expire 5:00 p.m., New York City time, on , 2006, or a later time if we choose to extend this exchange offer. You may withdraw your tender of Old Notes at any time prior to the expiration date. All outstanding Old Notes that are validly tendered and not validly withdrawn will be exchanged. Any Old Notes not accepted by us for exchange for any reason will be returned to you at our expense as promptly as possible after the expiration or termination of the exchange offer.
Resales	We believe that you can offer for resale, resell and otherwise transfer the Exchange Notes without complying with the registration and prospectus delivery requirements of the Securities Act if: you acquire the Exchange Notes in the ordinary course of business: you are not participating, do not intend to participate, and have no arrangement or understanding with any person to participate, in the distribution of the Exchange Notes; you are not an affiliate of ours, as defined in Rule 405 of the Securities Act; and you are not a broker-dealer. If any of these conditions is not satisfied and you transfer any Exchange Notes without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the Securities Act. We do not assume, or indemnify you against, this liability. Each broker-dealer acquiring Exchange Notes issued for its own account in exchange for Old Notes, which it acquired through market-making activities or other trading activities, must acknowledge that it will deliver a proper prospectus when any Exchange Notes issued in the exchange offer are transferred. A broker-dealer may use this prospectus for an offer to resell, a resale or other retransfer of the Exchange Notes issued in the exchange offer.
Conditions to the Exchange Offer	Our obligation to accept for exchange, or to issue the Exchange Notes in exchange for, any Old Notes is subject to certain customary conditions relating to compliance with any applicable law, or any applicable interpretation by any staff of the Securities and Exchange Commission, or any order of any governmental agency or court of law. We currently expect that each of the conditions will be satisfied and that no waivers will be necessary. See The Exchange Offer Conditions to the Exchange Offer.
Procedures for Tendering Notes Held in the Form of Book-Entry Interests	The Old Notes were issued as global securities and were deposited upon issuance with Wells Fargo Bank, N.A. which issued uncertificated depositary interests in those outstanding Old Notes,

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	which represent a 100% interest in those Old Notes, to The Depositary Trust Company.
	Beneficial interests in the outstanding Old Notes, which are held by direct or indirect participants in the Depository Trust Company, are shown on, and transfers of the Old Notes can only be made through, records maintained in book-entry form by The Depository Trust Company.
	You may tender your outstanding Old Notes by instructing your broker or bank where you keep the Old Notes to tender them for you. In some cases you may be asked to submit the BLUE-colored Letter of Transmittal that may accompany this prospectus. By tendering your Old Notes you will be deemed to have acknowledged and agreed to be bound by the terms set forth under The Exchange Offer. Your outstanding Old Notes will be tendered in multiples of $1,000.
	A timely confirmation of book-entry transfer of your outstanding Old Notes into the exchange agent s account at The Depository Trust Company, under the procedure described in this prospectus under the heading The Exchange Offer must be received by the exchange agent on or before 5:00 p.m., New York City time, on the expiration date.
United States Federal Income Tax Considerations	The exchange offer should not result in any income, gain or loss to the holders of old notes or to us for United States Federal Income Tax Purposes. See Certain U.S. Federal Income Tax Considerations.
Use of Proceeds	We will not receive any proceeds from the issuance of the Exchange Notes in the exchange offer.
Exchange Agent	Wells Fargo Bank, N.A. is serving as the exchange agent for the exchange offer.
Shelf Registration Statement	In limited circumstances, holders of Old Notes may require us to register their Old Notes under a shelf registration statement.

Terms of the Exchange Notes

Issuer	Burlington Coat Factory Warehouse Corporation.
Notes Offered	$305,000,000 million aggregate principal amount of Exchange Notes due 2014 of BCFWC.
Maturity Date	April 15, 2014.
Interest	Interest on the Exchange Notes will accrue at a rate of 11 1/8% per year, payable semi-annually in cash in arrears on April 15 and October 15 of each year, commencing on April 15, 2007. Interest on the Exchange Notes will accrue from the last interest date on which interest was paid on your Old Notes if you effectively tender your Old Notes for Exchange Notes.
Guarantees	Holdings and each of our current and future restricted subsidiaries jointly, severally and unconditionally guarantee the Exchange Notes. The Exchange Notes will be guaranteed on a senior unsecured basis. If we create or acquire a new domestic subsidiary, then that subsidiary will guarantee the Exchange Notes on a senior unsecured basis, unless we designate the subsidiary as an unrestricted subsidiary under the indenture governing the Exchange Notes. Holders of the Exchange Notes should not attribute significant value to the Holdings guarantee, as Holdings does not have any assets other than the capital stock of BCFWC, and the covenants in the indenture relating to the Exchange Notes do not apply to Holdings.
Ranking	The Exchange Notes and any guarantees will be general unsecured obligations of us and the guarantors, and will rank equally in right of payment to all of our and the guarantors indebtedness and other obligations that are not, by their terms, expressly subordinated in right of payment to the Exchange Notes and the guarantees. The Exchange Notes and any guarantees will be senior in right of payment to any future indebtedness and other obligations of us or the guarantors that are, by their terms, expressly subordinated in right of payment to the Exchange Notes and the guarantees. The Exchange Notes and any guarantees will be effectively subordinated to all senior secured indebtedness and other obligations of us and the guarantors (including our senior secured revolving credit facility) to the extent of the value of the assets securing such obligations.
Optional Redemption	Prior to April 15, 2010, we may redeem some or all of the Exchange Notes at any time at a price of 100% of the principal amount of the Exchange Notes redeemed plus a make-whole premium. On or after April 15, 2010, we may redeem some or all of the Exchange Notes at any time at the redemption prices described under Description of Exchange Notes Optional Redemption, plus accrued and unpaid interest. In addition, at any time prior to April 15, 2009, we may also redeem up to 35% of the aggregate principal amount of the Exchange Notes with the net cash proceeds of certain equity offerings at the redemption price specified under Description of Exchange Notes Optional Redemption, plus accrued and unpaid interest.

Mandatory Offer to Repurchase Following Certain Asset Sales	If we sell certain assets and do not reinvest the net proceeds in compliance with the indenture, we must offer to repurchase the Exchange Notes at 100% of their principal amount, plus accrued and unpaid interest (if any).
Change of Control	If we experience certain kinds of changes of control, we must offer to purchase the Exchange Notes at 101% of their principal amount, plus accrued and unpaid interest (if any). There can be no assurance that we will have sufficient funds to purchase notes tendered. See Risk Factors Related to the Offering We may not have the funds to purchase the notes upon the changes of control offer as required by the indentures governing the notes.
Certain Covenants	The indenture contains covenants that limit, among other things, our ability and the ability of our restricted subsidiaries to: incur additional indebtedness; pay dividends on our capital stock or repurchase our capital stock; make investments; use assets as security in other transactions; and sell certain assets or merge with or into other companies.
Use of Proceeds	We will not receive any proceeds from the issues of the Exchange Notes in the Exchange Offer. We used the proceeds from the sale of the Old Notes and borrowings under our senior secured credit facilities and the equity contribution to fund the acquisition of Burlington Coat Factory Warehouse Corporation and pay related fees and expenses. See Use of Proceeds.

Risk Factors

Investment in the Exchange Notes involves substantial risks. See Risk Factors for a discussion of certain risks relating to an investment in the Exchange Notes.

For more complete information about the notes, see Description of Exchange Notes section of this prospectus.

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SUMMARY HISTORICAL AND PRO FORMA FINANCIAL AND OPERATING DATA

We maintain our records on the basis of a 52 or 53 week fiscal year ending on the Saturday closest to May 31. Results for fiscal 2005 and fiscal 2004 represent the operating results of BCFWC and its subsidiaries as reflected in the consolidated financial statements of Burlington Coat Factory Investments Holdings, Inc. (collectively referred to as the Predecessor Company). Results for 2006 are represented by (i) the results of Holdings (the Successor Company) for the period from April 13, 2006 through June 3, 2006, subsequent to the acquisition of our Company by Bain Capital and other investors and (ii) results of the Predecessor Company for the period from May 29, 2005 through April 12, 2006, prior to the acquisition of our Company by Bain Capital and other investors. Set forth below is summary historical consolidated financial data and summary pro forma consolidated financial data for the Predecessor Company and the Successor Company at the dates and for the periods indicated.

The following table sets forth selected historical consolidated financial information for Predecessor Company for the periods presented prior to the acquisition of our Company by Bain Capital and other investors and selected historical financial data and summary pro forma consolidated financial data for the Successor Company for periods presented after such acquisition. The statement of operations data and cash flow data for the fiscal years ended May 28, 2005 and May 29, 2004 and the period from May 29, 2005 through April 12, 2006, and the balance sheet data as of May 28, 2005 and May 29, 2004 have been derived from the audited financial statements of the Predecessor Company. The statement of operations data and cash flow for the period from April 13, 2006 through June 3, 2006, and the balance sheet date as of June 3, 2006 have been derived from the audited financial statements of the Successor Company.

The unaudited pro forma consolidated statement of operations for the twelve months ended June 3, 2006 gives effect to the Transactions, as if the Transactions had occurred as of May 29, 2005. The summary pro forma financial data for the twelve months ended June 3, 2006 were derived by adding our financial data for the period from May 29, 2005 to April 12, 2006 to our financial data for the period from April 13, 2006 to June 3, 2006 and by applying pro forma adjustments to those numbers. The pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable. The summary unaudited pro forma consolidated financial data are for informational purposes only and do not purport to represent what our results of operations or financial position actually would be if the Transactions had occurred at any date, nor do such data purport to project the results of operations for any future period. Unless otherwise stated, the pro forma amounts presented below represent those of Holdings and its subsidiaries.

The summary historical and pro forma consolidated financial data and operating data should be read in conjunction with Selected Historical Consolidated Financial and Other Data, Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes appearing elsewhere in this prospectus.

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	Predecessor			Successor	
	Fiscal Year Ended				
	May 29, 2004	May 28, 2005	May 29, 2005 through April 12, 2006	April 13, through June 3, 2006	Pro Forma Twelve Months Ended June 3, 2006
	(dollars in thousands)				
Consolidated Statements of Operations:					
Revenues:					
Net Sales	$ 2,833,484	$ 3,171,242	$ 3,017,633	$ 421,180	$ 3,438,813
Other Revenue	26,476	28,598	27,675	4,066	31,533
	2,859,960	3,199,840	3,045,308	425,246	3,470,346
Costs and Expenses:					
Cost of Sales (Exclusive of Depreciation and Amortization)	1,765,478	1,987,159	1,916,798	266,465	2,183,263
Selling and Administrative Expenses	899,984	957,759	897,231	154,691	1,078,193
Depreciation	83,915	89,858	78,804	18,097	136,213
Amortization	75	98	494	9,758	48,267
Interest Expense	5,863	7,334	4,609	18,093	135,870
Other (Income) Loss, Net	(10,335)	(14,619)	(3,572)	(4,876)	(1,395)
	2,744,980	3,027,589	2,894,364	462,228	3,580,411
Income (Loss) from Continuing Operations Before Provision (Benefit) for Income Tax	114,980	172,251	150,944	(36,982)	(110,065)
Provision (Benefit) for Income Tax	42,641	66,204	56,605	(9,816)	(41,285)
Income (Loss) from Continuing Operations	$ 72,339	$ 106,047	$ 94,339	$ (27,166)	$ (68,780)
Balance Sheet Data:					
Total Assets	$ 1,579,178	$ 1,673,268	$ *	$ 3,200,549	
Working Capital(1)	330,007	407,240	*	233,165	
Total Debt	134,585	133,537	*	1,518,479	
Stockholders Equity	845,432	926,153	*	419,512	
Statement of Cash Flow Data:					
Net Cash Provided By (Used In) Continuing Operations:					
Operating Activities(2)	$ 23,336	$ 142,024	$ 430,979	$ (52,893)	
Investing Activities(2)	(118,330)	(98,493)	(63,920)	(2,057,669)	
Financing Activities(2)	98,784	(25,384)	(102,063)	1,855,989	
Capital Expenditures(3)	125,775	97,340	69,558	6,275	
Other Financial Data:					
Rent Expense(4)	$ 115,900	$ 125,300	$ 113,317	$ 19,327	
Cash Rent Expense(5)	114,294	123,149	113,214	17,996	
Number of Stores (at end of period)	349	362	367	365	
Comparative Store Sales Growth (Decline)(6)	(0.3)%	6.3%	*	*	
Cash Interest Expense(7)	$ 5,160	$ 9,363	$ 5,538	$ 6,223	
Ratio of Earnings to Fixed Charges(8)	3.6x	4.6x	4.6x	**	0.4x

* Information not available for interim periods.

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Due to losses for the period April 13, 2006 to June 3, 2006, the coverage ratio was less than 1:1. BCFWC must generate additional pretax earnings of $37.0 million to achieve a ratio of 1:1 for the period.

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(1) We define working capital as current assets (excluding assets from discontinued operations) minus current liabilities (including the current portion of long-term debt and accrued interest thereon).
(2) Excludes cash provided by or used in discontinued operations.
(3) Includes cash paid for property and equipment and lease acquisition costs.
(4) Rent expense represents (i) basic rent expense on a straight-line basis; (ii) contingent rent expense; (iii) amortization of leasehold purchases; and (iv) amortization of leasehold incentives received from landlords.
(5) Includes cash paid for rent expense, including minimum rent payments and contingent rental payments.
(6) Since fiscal 2004, we have defined comparative store sales to include sales (net of sales discounts) of those stores that have operated at least 425 days for the entire comparative period. Existing stores whose square footage has been changed by more than 20% and relocated stores are classified as new stores for comparative store sales purposes. Prior to fiscal 2004: (i) comparative store sales included sales of those stores that have operated at least 365 days for the entire comparative period; (ii) comparative store sales did not include sales discounts; (iii) comparative store sales included sales of all expanded stores; and (iv) relocated stores were treated as new stores for comparative store sales purposes.
(7) Includes cash paid for interest expense excluding the non cash interest related to Holdings Senior Discount Notes.
(8) For purposes of calculating the ratio of earnings to fixed charges, earnings consist of income from continuing operations before provision for income taxes plus fixed charges. Fixed charges include: interest expense; amortization of capitalized finance costs; and a one-third portion of operating lease expenses (primarily rent) that our management believes is representative of the interest component of operating leases.

RISK FACTORS

You should carefully consider the following risks, which we believe are all of the material risks related to the Exchange Notes and our business, as well as the other information contained in this prospectus, before investing in the notes. Any of the following risks could materially adversely affect our business, financial condition or results of operations. In such case, you may lose all or part of your original investment. We may become subject to additional risks in the future.

Risk Factors Relating to the Exchange Notes

Because there is no public market for the Exchange Notes, you may not be able to sell your Exchange Notes.

The Exchange Notes will be registered under the Securities Act of 1933, as amended, or the Securities Act, but will constitute a new issue of securities, and uncertainty exists with regard to:

- the liquidity of any trading market that may develop;
- the ability of holders to sell their Exchange Notes; or
- the price at which the holders would be able to sell their Exchange Notes.

The Exchange Notes might trade a higher or lower prices than their principal amount or purchase price, depending on many factors, including prevailing interest rates, the market for similar securities and our financial performance.

Any market-making activity will be subject to the limits imposed by the Securities Act and the Exchange Act, and may be limited during the exchange offer or the pendency of an applicable shelf registration statement. An active trading market might not exist for the Exchange Notes and any trading market that does develop might not be liquid.

In addition, any holder of Old Notes who tenders in the exchange offer for the purpose of participating in a distribution of the Exchange Notes may be deemed to have received restricted securities, and if so, will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

Your Old Notes will not be accepted for exchange if you fail to follow the exchange offer procedures.

We will issue Exchange Notes pursuant to this exchange offer only after a timely receipt of your Old Notes (including timely notation in book-entry form). Therefore, if you want to tender your Old Notes, please allow sufficient time to ensure timely delivery. If we do not receive your Old Notes by the expiration date of the exchange offer, we will not accept your Old Notes for exchange. We are under no duty to give notification of defects or irregularities with respect to the tenders of Old Notes for exchange. If there are defects or irregularities with respect to your tender of Old Notes, we will not accept your Old Notes for exchange.

If you do not exchange your Old Notes, your Old Notes will continue to be subject to the existing transfer restrictions and you may be unable to sell your Old Notes.

We did not register the Old Notes, nor do we intend to do so following the exchange offer. The Old Notes that are not tendered will, therefore, continue to be subject to the existing transfer restrictions and may be transferred only in limited circumstances under the securities laws. If you do not exchange your Old Notes, you will be subject to existing transfer restrictions. As a result, if you hold Old Notes after the exchange offer, you may be unable to sell your Old Notes. If a large number of outstanding Old Notes are exchanged for Exchange Notes issued in the exchange offer, it may be difficult for holders of outstanding Old Notes that are not exchanged in the exchange offer to sell their Old Notes, since those Old Notes may not be offered or sold unless

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they are registered or there are exemptions from registration requirements under the Securities Act or state laws that apply to them. In addition, if there are only a small number of Old Notes outstanding, there may not be a very liquid market in those Old Notes. There may be few investors that will purchase unregistered securities in which there is not a liquid market.

If you exchange your Old Notes, you may not be able to resell the Exchange Notes you receive in the exchange offer without registering them and delivering a prospectus.

You may not be able to resell Exchange Notes you receive in the exchange offer without registering those Exchange Notes or delivering a prospectus. Based on interpretations by the Commission in no-action letters, we believe, with respect to Exchange Notes issued in the exchange offer, that:

- holders who are not affiliates of ours within the meaning of Rule 405 of the Securities Act;
- holders who acquire their Exchange Notes in the ordinary course of business;
- holders who do not engage in, intend to engage in, or have arrangements to participate in a distribution (within the meaning of the Securities Act) of the Exchange Notes; and
- are not broker-dealers

do not have to comply with the registration and prospectus delivery requirements of the Securities Act.

Holders described in the preceding sentence must tell us in writing at our request that they meet these criteria. Holders that do not meet these criteria could not rely on interpretations of the SEC in no-action letters, and will have to register the Exchange Notes they receive in the exchange offer and deliver a prospectus for them. In addition, holders that are broker-dealers may be deemed underwriters within the meaning of the Securities Act in connection with any resale of Exchange Notes acquired in the exchange offer. Holders that are broker-dealers must acknowledge that they acquired their outstanding Exchange Notes in market-making activities or other trading activities and must deliver a prospectus when they resell Exchange Notes they acquire in the exchange offer in order not to be deemed an underwriter.

Risk Factors Related to the Offering

Servicing our debt will require a significant amount of cash. Our ability to generate sufficient cash depends on numerous factors beyond our control, and we may be unable to generate sufficient cash flow to service our debt obligations, including making payments on the notes.

Our business may not generate sufficient cash flow from operating activities. Our ability to make payments on and to refinance our debt, including the notes, and to fund planned capital expenditures will depend on our ability to generate cash in the future. To some extent, this is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Lower net sales, or higher provision for uncollectibles, generally will reduce our cash flow. Our future cash flow from operations or borrowings under our senior secured credit facilities may not be sufficient to enable us to service our debt, including the notes, or to meet our other obligations and commitments. If we are unable to generate sufficient cash flow to service our debt and meet our other commitments, we will be required to adopt one or more alternatives, such as refinancing all or a portion of our debt, including the notes, selling material assets or operations or raising additional debt or equity capital. We may not be able to effect any of these actions on a timely basis, on commercially reasonable terms or at all, or that these actions would be sufficient to meet our capital requirements. In addition, the terms of our existing or future debt agreements, including the credit agreement governing our senior secured credit facilities and each indenture governing the notes, may restrict us from effecting any of these alternatives.

If we fail to make scheduled payments on our debt or otherwise fail to comply with our covenants, we will be in default and, as a result:

our debt holders could declare all outstanding principal and interest to be due and payable,

- our secured debt lenders could terminate their commitments and commence foreclosure proceedings against our assets, and

- we could be forced into bankruptcy or liquidation.

Our substantial debt could adversely affect our financial condition and prevent us from fulfilling our obligations under the notes.

After giving effect to the offering of the Old Notes and related use of proceeds we have a substantial amount of debt, which requires significant interest and principal payments. Subject to the limits contained in the indenture governing the notes and our other debt instruments, we may be able to incur additional debt from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our high level of debt could intensify. Specifically, our high level of debt could have important consequences to the holders of the notes, including the following:

- making it more difficult for us to satisfy our obligations with respect to the notes and our other debt;

- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements;

- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes;

- increasing our vulnerability to general adverse economic and industry conditions;

- limiting our flexibility in planning for and reacting to changes in the industry in which we compete;

- placing us at a disadvantage compared to other, less leveraged competitors; and

- increasing our cost of borrowing.

Repayment of our debt, including the notes, is dependent upon a significant amount of cash flow, most of which is generated by our subsidiaries. Our ability to generate cash depends on many factors beyond our control, and any failure to meet our debt service obligations could harm our business, financial condition and results of operations.

We are primarily a holding company with few material assets, other than one store location and related inventory, and the equity interests of our subsidiaries. Our subsidiaries conduct substantially all of our operations and own substantially all of our assets. Therefore, repayment of our indebtedness, including the notes, is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us , by dividend, debt repayment or otherwise. Our subsidiaries may not be able to, or be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the notes. Each of our subsidiaries is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the indentures governing the notes limit the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other inter-company payments to us , these limitations are subject to certain qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the notes.

Our ability to pay interest on and principal of the notes offered hereunder and satisfy our other debt obligations will primarily depend upon our future operating performance. As a result, prevailing economic conditions and financial business and other factors, many of which are beyond our control, will affect our ability to make these payments.

If we do not generate sufficient cash flow from operations to satisfy our debt service obligations, including payments on the notes, we may have to undertake alternative financing plans, such as refinancing or restructuring

our indebtedness, selling assets, reducing or delaying capital investments or seeking to raise additional capital. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments and the indentures governing the notes offered hereby may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness on acceptable terms.

Contractual limitations on our ability to execute any necessary alternative financing plans could exacerbate the effects of any failure to generate sufficient cash flow to satisfy our debt service obligations. Our ABL Credit Facility permits us to borrow up to $800 million (of which $225 million was drawn at closing of the Merger, excluding a seasonal working capital adjustment); however, our ability to borrow thereunder is limited by a borrowing base which is calculated periodically based on specified percentages of the value of eligible inventory and eligible credit card receivables, subject to certain reserves and other adjustments. See Description of Other Indebtedness ABL Credit Facility. The value of our eligible inventory and credit card receivables, which in turn affect our ability to borrow under the ABL Credit Facility, can be affected by events beyond our control, and the value of these items may decline materially.

The notes will be unsecured and will be effectively subordinated to our secured indebtedness.

The notes will not be secured by any of our or our subsidiaries assets. The indenture governing the notes permits us and our subsidiaries to incur secured indebtedness, including pursuant to our senior secured credit facilities, purchase money instruments and other forms of secured indebtedness. As a result, the notes and the guarantees will be effectively subordinated to all of our and the guarantors secured indebtedness and other obligations to the extent of the value of the assets securing such obligations. If we and the guarantors were to become insolvent or otherwise fail to make payment on the notes, holders of any of our and the subsidiary guarantors secured obligations would be paid first and would receive payments from the assets securing such obligations before the holders of the notes would receive any payments. You may therefore not be fully repaid if we or the guarantors become insolvent or otherwise fail to make payment on the notes.

The indenture governing the senior notes and the credit agreement governing our senior secured credit facilities imposes significant operating and financial restrictions on us and our subsidiaries, which may prevent us from capitalizing on business opportunities.

The indenture governing the senior notes and our senior secured credit facilities imposes significant operating and financial restrictions on us. These restrictions limit our ability, among other things, to:

- incur additional indebtedness or enter into sale and leaseback obligations;
- pay certain dividends or make certain distributions on capital stock or repurchase capital stock;
- make certain capital expenditures;
- make certain investments or other restricted payments;
- have our subsidiaries pay dividends or make other payments to us;
- engage in transactions with stockholders or affiliates;
- sell certain assets or merge with or into other companies;

guarantee indebtedness; and

create liens.

As a result of these covenants and restrictions, we are limited in how we conduct our business and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. If we fail to maintain compliance with these covenants in the future, we may not be able to obtain waivers from the lenders and/or amend the covenants.

Our failure to comply with the restrictive covenants described above as well as others that may be contained in our senior secured credit facilities from time to time could result in an event of default, which, if not cured or waived, could result in us being required to repay these borrowings before their due date. If we are forced to refinance these borrowings on less favorable terms, our results of operations and financial condition could be adversely affected.

Our failure to comply with the agreements relating to our outstanding indebtedness, including as a result of events beyond our control, could result in an event of default that could materially and adversely affect our results of operations and our financial condition.

If there were an event of default under any of the agreements relating to our outstanding indebtedness, the holders of the defaulted debt could cause all amounts outstanding with respect to that debt to be due and payable immediately. Our assets or cash flow may not be sufficient to fully repay borrowings under our outstanding debt instruments if accelerated upon an event of default. Further, if we are unable to repay, refinance or restructure our indebtedness under our secured debt, the holders of such debt could proceed against the collateral securing that indebtedness. In addition, any event of default or declaration of acceleration under one debt instrument could also result in an event of default under one or more of our other debt instruments.

If we default on our obligations to pay our other indebtedness, we may not be able to make payments on the notes.

Any default under the agreements governing our indebtedness, including a default under our senior secured credit facilities that is not waived by the required lenders, and the remedies sought by the holders of such indebtedness could make us unable to pay principal, premium, if any, and interest on the notes and could substantially decrease the market value of the notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness (including our senior secured credit facilities), we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under our senior secured revolving credit facility could elect to terminate their commitments, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to seek to obtain waivers from the required lenders under our senior secured credit facilities to avoid being in default. If we breach our covenants under our senior secured credit facilities and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under our senior secured credit facilities, the lenders could exercise their rights as described above, and we could be forced into bankruptcy or liquidation. See Description of Other Indebtedness and Description of Exchange Notes.

We may not have the funds to purchase the notes upon the change of control offer as required by the indenture governing the senior notes.

Upon a change of control, as defined in the senior notes indenture, subject to certain conditions, we are required to offer to repurchase all outstanding senior notes at 101% of the principal amount thereof, plus accrued

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and unpaid interest to the date of repurchase. The source of funds for that purchase of notes will be our available cash or cash generated from our future subsidiaries, if any, operations or other potential sources, including borrowings, sales of assets or sales of equity. Sufficient funds from such sources may not be available at the time of any change of control to make required repurchases of notes tendered. In addition, the terms of our senior secured credit facilities limit our ability to repurchase your senior notes and provide that certain change of control events will constitute an event of default thereunder. Our future debt agreements may contain similar restrictions and provisions. If the holders of the senior notes exercise their right to require us to repurchase all the senior notes upon a change of control, the financial effect of this repurchase could cause a default under our other debt, even if the change of control itself would not cause a default. Accordingly, it is possible that we will not have sufficient funds at the time of the change of control to make the required repurchase of our other debt and the senior notes or that restrictions in our senior secured credit facilities and the indenture with respect to the senior notes will not allow such repurchases. In addition, certain corporate events, such as leveraged recapitalizations that would increase the level of our indebtedness, would not constitute a change of control under the indenture. See Description of Exchange Notes Repurchase at the Option of Holders Change of Control and Description of Other Indebtedness for additional information.

Federal and state statutes could allow courts, under specific circumstances, to void the guarantees, subordinate claims in respect of the notes and require note holders to return payments received from guarantors.

Under U.S. bankruptcy law and comparable provisions of state fraudulent transfer laws, a court could void a guarantee or claims related to the notes or subordinate a guarantee to all of our other debts or to all other debts of a guarantor if, among other things, we or a guarantor, at the time we or such guarantor incurred the indebtedness evidenced by its guarantee:

- intended to hinder, delay or defraud any present or future creditor; or
- received less than reasonably equivalent value or fair consideration for the incurrence of such indebtedness; and
  - the guarantor was insolvent or rendered insolvent by reason of such incurrence;
  - the guarantor was engaged in a business or transaction for which the guarantor s remaining assets constituted unreasonably small capital; or
  - the guarantor intended to incur, or believed that it would incur, debts beyond the guarantor s ability to pay such debts as they mature.

In addition, a court could void any payment by a guarantor pursuant to the notes or a guarantee and require that payment to be returned to such guarantor or to a fund for the benefit of the creditors of the guarantor. The measures of insolvency for purposes of fraudulent transfer laws will vary depending upon the governing law in any proceeding to determine whether a fraudulent transferred has occurred. Generally, however, a guarantor would be considered insolvent if:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets;
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or
- it could not pay its debts as they become due.

On the basis of historical financial information, recent operating history and other factors, we believe that we will not be insolvent, will not have insufficient capital for the business in which we are engaged and will not have incurred debts beyond our ability to pay such debts as they

mature.

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A court may not apply this standard in making such determinations, or a court may not agree with our or any guarantors conclusions in this regard.

Risks Related to Our Business

Our growth strategy includes the addition of a significant number of new stores each year. We may not be able implement this strategy successfully, on a timely basis, or at all. In addition, our growth strategy may strain our resources and cause the performance of our existing stores to suffer.

Our growth will largely depend on our ability to open and operate new stores successfully. We intend to continue to open a significant number of new stores in future years while remodeling a portion of our existing store base annually. The success of this strategy is dependent upon, among other things, the identification of suitable markets and sites for store locations, the negotiation of acceptable lease terms, the hiring, training and retention of competent sales personnel, and the effective management of inventory to meet the needs of new and existing stores on a timely basis. Our proposed expansion also will place increased demands on our operational, managerial and administrative resources. These increased demands could cause us to operate our business less effectively, which in turn could cause deterioration in the financial performance of our existing stores. In addition, to the extent that our new store openings are in existing markets, we may experience reduced net sales volumes in existing stores in those markets. We expect to fund our expansion through cash flow from operations and, if necessary, by borrowings under our ABL Credit Facility; however, if we experience a decline in performance, we may slow or discontinue store openings. We may not be able to execute any of these strategies successfully, on a timely basis, or at all. If we fail to implement these strategies successfully, our financial condition and results of operations would be adversely affected.

If we are unable to renew or replace our store leases or enter into leases for new stores on favorable terms, or if any of our current leases are terminated prior to the expiration of their stated term and we cannot find suitable alternate locations, our growth and profitability could be harmed.

We currently lease 88% of our store locations. Our current leases expire at various dates after five-year terms subject, in many cases, to our option to renew such leases for several additional five-year periods. Our ability to renew any expired lease or, if such lease cannot be renewed, our ability to lease a suitable alternate location, and our ability to enter into leases for new stores on favorable terms will depend on many factors which are not within our control, such as conditions in the local real estate market, competition for desirable properties and our relationships with current and prospective landlords. If we are unable to renew existing leases or lease suitable alternate locations, or enter into leases for new stores on favorable terms, our growth and our profitability may be significantly harmed.

Our net sales, operating income and inventory levels fluctuate on a seasonal basis and decreases in sales or margins during our peak seasons could have a disproportionate effect on our overall financial condition and results of operations.

Our net sales and operating income fluctuate seasonally, with a significant portion of our operating income typically realized during our second and third quarters. In fiscal 2006, we realized 86.8% of our net income during the third quarter. Any decrease in sales or margins during this period could have a disproportionate effect on our financial condition and results of operations. Seasonal fluctuations also affect our inventory levels. We must carry a significant amount of inventory, especially before the holiday season selling period. If we are not successful in selling our inventory, we may have to write down our inventory or sell it at significantly reduced prices or we may not be able to sell such inventory at all, which could have a material adverse effect on our financial condition and results of operations.

Fluctuations in comparative store sales and results of operations could cause our business performance to decline substantially.

Our results of operations for our individual stores have fluctuated in the past and can be expected to continue to fluctuate in the future. Since the beginning of fiscal 2004, our quarterly comparative store sales

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growth rates have ranged from 8.9% to (5.1%). In addition, the rate of increase in our recent comparative store sales has been higher than our historical average and we may not be able to maintain this level of growth in comparative store sales in the future.

Our comparative store sales and results of operations are affected by a variety of factors, including:

- fashion trends;
- calendar shifts of holiday or seasonal periods;
- the effectiveness of our inventory management;
- changes in our merchandise mix;
- weather conditions;
- availability of suitable real estate locations at desirable prices and our ability to locate them;
- the timing of promotional events;
- changes in general economic conditions and consumer spending patterns;
- our ability to understand and meet consumer preferences; and
- actions of competitors.

If our future comparative store sales fail to meet expectations, then our cash flow and profitability could decline substantially. You should refer to the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations for more information.

If we are not able to respond to fashion trends in a timely manner or adjust our product offerings successfully, we may be left with unsold inventory, decreased profits or losses.

Our success depends in part on management s ability to respond to changing fashion tastes and consumer demands and to translate market trends into appropriate, saleable product offerings. Customer tastes and fashion trends change rapidly. If we are unable to successfully identify or react to changing styles or trends and misjudge the market for our product offerings, our sales will be lower and we may be faced with a significant amount of unsold merchandise. In response, we may be forced to increase our marketing promotions or price markdowns, which could have a material adverse effect on our financial condition and results of operations.

Because inventory is both fashion and season sensitive, extreme and/or unseasonable weather conditions could have a disproportionately large effect on our business, financial conditions and results of operations because we would be forced to mark down inventory.

Extreme weather conditions in the areas in which our stores are located could have a material adverse effect on our business, financial condition and results of operations. For example, heavy snowfall or other extreme weather conditions over a prolonged period might make it difficult for our customers to travel to our stores. Our business is also susceptible to unseasonable weather conditions. For example, extended periods of

unseasonably warm temperatures during the winter season or cool weather during the summer season could render a portion of our inventory incompatible with those unseasonable conditions. These prolonged unseasonable weather conditions could adversely affect our business, financial condition and results of operations.

We do not have long-term contracts with any of our vendors and if we are unable to purchase suitable merchandise in sufficient quantities at competitive prices, we may be unable to offer a merchandise mix that is attractive to our customers and our sales may be harmed.

Virtually all of the products that we offer are manufactured by third-party vendors. Many of our key vendors limit the number of retail channels they use to sell their merchandise and competition among retailers to obtain

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and sell these goods is intense. In addition, nearly all of the brands of our top vendors are sold by competing retailers and some of our top vendors also have their own dedicated retail stores. Moreover, we typically buy products from our vendors on a purchase-order basis. We have no long-term purchase contracts with any of our vendors and, therefore, have no contractual assurances of continued supply, pricing or access to products, and any vendor could change the terms upon which they sell to us or discontinue selling to us at any time.

If our relationships with our vendors are disrupted, we may not be able to acquire the merchandise we require in sufficient quantities or on terms acceptable to us. Any inability to acquire suitable merchandise would have a negative effect on our business and operating results because we would be missing products from our merchandise mix unless and until alternative supply arrangements were made, resulting in deferred or lost sales.

Our business could suffer as a result of manufacturers or vendors inability to produce goods for us on time and to our specifications.

We do not own or operate any manufacturing facilities and therefore depend upon independent third parties for the manufacture of all of the goods that we sell. These goods are produced by both domestic and international manufacturers. The inability of manufacturers or vendors to ship orders in a timely manner or to meet our standards could cause us to miss sales of seasonal items, which could have a material adverse effect on our sales, gross margins, financial condition and results of operations.

The raw materials used to manufacture our products and our distribution costs are subject to availability constraints and price volatility, which could result in increased costs.

The raw materials used to manufacture our products are subject to availability constraints and price volatility caused by high demand for petroleum-based synthetic fabrics, weather, supply conditions, government regulations, economic climate and other unpredictable factors. In addition, our transportation and labor costs are subject to price volatility caused by the price of oil, supply of labor, governmental regulations, changes in foreign currency exchange rates, economic climate and other unpredictable factors. Increases in demand for, or the price of, raw materials, distribution services and labor could have a material adverse effect on our business, results of operations and financial condition.

Increases in transportation costs could result in lower profitability.

Rising gasoline prices affect both our customers and our operations. Our customers may have less available cash to spend at our stores because their monthly gas expenses have impacted available cash for the household. The cost of delivering our merchandise from the warehouses to the stores could continue to increase if gasoline prices continue to rise.

Higher labor and health care costs could adversely affect our business.

We compete with other retailers for good and dependable employees. The supply of such employees is limited, and competition to hire and retain them results in higher labor costs. Federal and state minimum hourly wage rates may continue to rise resulting in greater labor costs. In 2006, several states raised their minimum wage rates and several additional states are preparing ballot initiatives on the subject for this November s elections. In addition, the costs of health care continue to increase each year unabatedly. Recently, some states and localities have passed laws mandating the provision of certain levels of health benefits by some employers. Although we are currently not affected by such laws, and legal challenges have been brought against such laws, such requirements may be extended to us in the future.

In recent years, higher labor costs and higher health care expenses have been offset somewhat by declining expenses driven by cheaper production costs and excess supplies overseas. If this trend does not continue, or

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other factors, such as import restrictions, lead to higher apparel costs and we are not able to pass on higher costs to the consumer, our profitability will be adversely affected.

Although we purchase most of our inventory from vendors domestically, apparel production is located primarily overseas.

Factors which affect overseas production could affect our suppliers and vendors and, in turn, our ability to obtain inventory and the price levels at which they may be obtained. Although such factors apply equally to our competitors, factors that cause an increase in merchandise costs or a decrease in supply could lead to lower sales in the retail industry generally.

Such factors include:

- political or labor instability in countries where suppliers are located or at foreign and domestic ports which could result in lengthy shipment delays, which if timed ahead of the fall and winter peak selling periods could materially and adversely affect our ability to stock inventory on a timely basis;
- political or military conflict involving the apparel producing countries, which could cause a delay in the transportation of our products to us and an increase in transportation costs;
- heightened terrorism security concerns, which could subject imported goods to additional, more frequent or more thorough inspections, leading to delays in deliveries or impoundment of goods for extended periods;
- disease epidemics and health related concerns, such as the outbreaks of SARS, bird flu and other diseases, which could result in closed factories, reduced workforces, scarcity of raw materials and scrutiny or embargoing of goods produced in infected areas;
- the migration and development of manufacturers, which can affect where our products are or will be produced;
- fluctuation in our suppliers local currency against the dollar, which may increase our cost of goods sold;
- imposition of regulations and quotas relating to imports; and
- imposition of duties, taxes and other charges on imports.

Any of the foregoing factors, or a combination thereof could have a material adverse effect on our business.

Trade restrictions, including increased tariffs, safeguards or quotas, on apparel and accessories could increase the cost or reduce the supply of merchandise available to us.

Under the World Trade Organization (WTO) Agreement, effective January 1, 2005, the United States and other WTO member countries removed quotas on goods from WTO members, which in certain instances affords greater flexibility in importing textile and apparel products from WTO countries from which our vendors source much of our merchandise. However, as the removal of quotas resulted in an import surge from China, the United States in May 2005 imposed safeguard quotas on seven categories of goods and apparel imported from China, and may impose additional quotas. These and other trade restrictions could have a significant impact on the supply or cost of apparel merchandise. The extent of this impact, if any, and the possible effect on our purchasing patterns and costs, cannot be determined at this time. We cannot predict whether any of the countries in which our merchandise is currently manufactured or may be manufactured in the future will be subject to additional trade restrictions imposed by the U.S. and foreign governments, nor can we predict the likelihood, type or effect of any such restrictions. Trade restrictions, including increased tariffs or quotas, embargoes, safeguards and customs restrictions against apparel items, as

well as U.S. or foreign labor strikes, work stoppages or boycotts could increase the cost or reduce the supply of apparel available to us or may require us to modify our current business practices, any of which could hurt our profitability.

Our business would be disrupted severely if our distribution centers were to shut down.

During fiscal 2006, central distribution and warehousing services were extended to approximately 56% of the dollar volume of our merchandise through our warehouse/distribution facilities in Burlington, New Jersey, Edgewater, New Jersey, Bristol, Pennsylvania, and San Bernardino, California. During fiscal 2007, we expect this percentage to increase as more merchandise is distributed through our new distribution center in San Bernardino, California which opened in April 2006. Most of the merchandise we purchase is shipped directly to our distribution centers, where it is prepared for shipment to the appropriate stores. If any distribution centers were to shut down or lose significant capacity for any reason, our operations would likely be disrupted. Although in such circumstances our stores are capable of receiving inventory directly from the supplier via drop shipment, we would incur significantly higher costs and a reduced control of inventory levels during the time it takes for us to reopen or replace any of the distribution centers.

Our management information systems may fail and cause disruptions in our business.

We rely on our existing management information systems in operating and monitoring all major aspects of our business, including sales, warehousing, distribution, purchasing, inventory control, merchandising planning and replenishment, as well as various financial systems. Although we have redundant computer facilities, extreme situations resulting in loss of those redundant facilities could have an adverse effect on our business. In addition, our failure to continue to upgrade, integrate or expend capital on such systems would lead ultimately to our inability to operate and compete efficiently.

We may be unable to compete favorably in the highly competitive retail industry, and if we lose customers to our competitors, our sales could decline, resulting in lower profitability or losses.

The sale of apparel and accessories is highly competitive. Increased competition could result in price reductions, increased marketing expenditures and loss of market share, all of which could have an adverse effect on our financial condition and results of operations. We compete for sales with a broad range of other retailers, including individual and chain fashion specialty stores and department stores. Our competitors include TJ Maxx, Marshalls, Ross Stores, Kohl s, Stein Mart and JC Penney, among others. In addition to the traditional specialty, department and large discount store-based retailers, we also compete with direct marketers that sell similar lines of merchandise and target customers through catalogs and e-commerce. Some of our competitors may have greater financial, marketing and other resources available to them.

A decline in general economic conditions may lead to reduced consumer demand for our apparel and accessories.

Consumer spending habits, including spending for our apparel and accessories, are affected by, among other things, prevailing economic conditions, levels of employment, salaries, wage rates, the cost and availability of consumer credit, consumer confidence, and consumer perception of economic conditions. A general slowdown in the United States economy and an uncertain economic outlook may adversely affect consumer spending habits, which may result in lower net sales by us. A prolonged economic downturn could have an adverse impact on our business, financial condition, and results of operations.

Acts of terrorism could adversely affect our business.

The economic downturn that followed the terrorist attacks of September 11, 2001 had an adverse impact on our business. Any further acts of terrorism or other future conflict may disrupt commerce and undermine consumer confidence, cause a downturn in the economy generally, cause consumer spending or shopping center traffic to decline or reduce the desire of our guests to make discretionary purchases. Any of the foregoing factors could impact our sales revenue negatively, particularly in the case of any terrorist attack targeting retail space such as a shopping center. Furthermore, an act of terrorism or war, or the threat thereof, could impact our business negatively by interfering with our or our vendors ability to obtain merchandise from foreign

manufacturers. Any future inability to obtain merchandise from our or our vendors foreign manufacturers or to substitute other manufacturers, at similar costs and in a timely manner, could adversely affect our business.

We are subject to numerous regulations. Changes in such regulations could impact the operation of our business through delayed shipments of our goods, or may result in fines, penalties or other obligations that could affect our profitability.

We are subject to minimum wage, employment, customs, truth-in-advertising, truth-in-lending and other laws, including consumer protection regulations, environmental laws and regulations and zoning and occupancy ordinances that regulate retailers generally and/or govern the importation, promotion and sale of merchandise, the use of our proprietary credit cards and the operation of retail stores and warehouse facilities. Although we undertake to monitor changes in these laws, if these laws change without our knowledge, or are violated by our employees, importers, buying agents, manufacturers or distributors, we could experience delays in shipments and receipt of goods or be subject to fines or other penalties under the controlling regulations, any of which could have a material adverse effect on our business, financial condition and results of operations.

Our future growth and profitability could be adversely affected if our advertising and marketing programs are not effective in generating sufficient levels of customer awareness and traffic.

We rely heavily on print advertising, especially direct mail, to promote new store openings, to increase consumer awareness of our product offerings and pricing and to drive store traffic. In addition, we rely and will increasingly rely on other forms of media advertising. Our future growth and profitability will depend in large part upon the effectiveness and efficiency of our advertising and marketing programs. In order for our advertising and marketing programs to be successful, we must:

- manage advertising and marketing costs effectively in order to maintain acceptable operating margins and return on our marketing investment; and

- convert customer awareness into actual store visits and product purchases.

Our planned advertising and marketing expenditures may not result in increased total or comparable net sales or generate sufficient levels of product awareness. We may not be able to manage our advertising and marketing expenditures on a cost-effective basis.

There are a limited number of companies capable of distributing our direct mail advertising at the volume levels we require. If any of these companies cease operations, or if their expenses (e.g., postage, printing and paper costs) increase substantially, then it is likely that our advertising expenses will increase, which will have a negative effect on our business and operating results.

If we become involved in any material litigation or if any existing litigation is concluded in a manner adverse to us, our earnings may decline.

We are, from time to time, subject to various legal proceedings and claims, either asserted or unasserted. Any such claims, whether with or without merit, could be time-consuming and expensive to defend and could divert management s attention and resources. There can be no assurance regarding the outcome of current or future litigation. See Business Legal Proceedings.

Our former Chief Executive Officer with over 50 years of experience recently retired and we are in the process of transitioning to new leadership which may cause business interruptions.

Monroe G. Milstein retired after consummation of the Merger. Monroe Milstein had over 50 years of experience, and was critical to managing the growth of our business. We may experience unforeseen difficulties as we transition to new leadership. Our success is dependent on the continued efforts of our remaining executive officers and our recently hired executive officers, Elizabeth Williams and Thomas Fitzgerald. We entered into

employment agreements with Mark Nesci, Paul Tang, Robert LaPenta, Elizabeth Williams, Thomas Fitzgerald and certain other executives, but any of these or any other key employees may not continue to be employed by us for any particular period of time, or these executives may be hired by our competitors, some of which have considerably more financial resources than we do. The loss of key personnel, or the inability to hire and retain qualified employees, could adversely affect our business, financial condition and results of operations.

The interests of our controlling stockholders may conflict with yours as a holder of the notes.

Funds associated with Bain Capital own over approximately 98.4% of Parent s basic common stock, with the remainder held by existing members of management. Additionally, management holds options to purchase 7.5% of the basic shares outstanding.

The interests of affiliates of Bain Capital may conflict with yours as a holder of outstanding notes. The controlling stockholders may have an incentive to increase the value of its investment or cause us to distribute funds at the expense of our financial condition and impact our ability to make payments on the outstanding notes. In addition, the affiliates of Bain Capital have the power to elect a majority of our board of directors and appoint new officers and management and, therefore, effectively control many other major decisions regarding our operations. The interests of Bain Capital or its associated funds may conflict with your interests as a holder of the outstanding notes. For more information, see Management, Security Ownership of Certain Beneficial Owners and Management and Certain Relationships and Related Transactions.

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FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that are based on current expectations, estimates, forecasts and projections about us, our future performance, our liquidity, the retail clothing industry, our beliefs and management s assumptions. Such forward-looking statements include statements regarding expected financial results and other planned events, including but not limited to, anticipated liquidity and capital expenditures. Words such as anticipate, assume, believe, estimate, expect, intend, plan, seek, project, target, goal, and vari and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual future events or results may differ materially from these statements.

The following is a list of factors, among others, that could cause actual results to differ materially from the forward-looking statements:

general or regional economic conditions;

changing consumer preferences and demand;

weather patterns;

competitive factors, including pricing and promotional activities of major competitors;

industry trends, including changes in buying, inventory and other business practices by customers;

the availability of desirable store locations on suitable terms;

the availability, selection and purchasing of attractive merchandise on favorable terms;

import risks;

our future profitability;

our ability to control costs and expenses;

unforeseen computer related problems;

any unforeseen material loss or casualty;

the effect of inflation;

- an increase in competition within the markets in which we compete;
- regulatory changes;
- our relationships with employees;
- the impact of current and future laws;
- additional terrorist attacks, particularly attacks on or within markets in which we operate; and
- natural and man-made disasters, including but not limited to fire, flood, hail, hurricanes and earthquakes.

These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should, therefore, be considered in light of various factors, including those set forth in this prospectus under Risk Factors and the caption Liquidity and Capital Resources included in Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this prospectus. Moreover, we caution you not to place undue reliance on these forward-looking statements, which speak only as of the date they were made. We do not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

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THE TRANSACTIONS

On January 18, 2006, we entered into the Merger Agreement with Parent and Merger Sub, each a newly formed holding company owned by affiliates of Bain Capital, pursuant to which Merger Sub, a wholly-owned subsidiary of Parent, merged with and into our Company. The Merger closed on April 13, 2006. As consideration for the Merger, each former holder of our common stock was entitled to receive a cash amount equal to $45.50 per common share. Funds associated with Bain Capital own approximately 98.4% of Parent s basic common stock, with the remainder held by existing members of management. Additionally, management holds options to purchase 7.5% of the basic shares outstanding.

As a result of the Transactions, our shares are no longer listed on the New York Stock Exchange, and we continue our operations as a privately held company.

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USE OF PROCEEDS

This exchange offer is intended to satisfy our obligations under the registration rights agreement. We will not receive any cash proceeds from the issuance of the Exchange Notes. In consideration for issuing the Exchange Notes contemplated in this prospectus, you will receive outstanding securities in like principal amount, the form and terms of which are the same as the form and terms of the Exchange Notes, except as otherwise described in this prospectus. The Old Notes surrendered in exchange for Exchange Notes will be retired and canceled. Accordingly, no additional debt will result from the exchange. We have agreed to bear the expense of the exchange offer.

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THE EXCHANGE OFFER

Terms of the Exchange Offer; Period for Tendering Outstanding Old Notes

We issued the Old Notes on April 13, 2006 and entered into a registration rights agreement with the initial purchasers. The Registration Rights Agreement requires that we register the Old Notes with the SEC and offer to exchange the registered Exchange Notes for the outstanding Old Notes.

Upon the terms and subject to the conditions set forth in this prospectus, we will accept any and all Old Notes that were acquired pursuant to Rule 144A or Regulation S validly tendered and not withdrawn prior to 5:00 p.m., New York City time, on the expiration date of the exchange offer. We will issue $1,000 principal amount of Exchange Notes in exchange for each $1,000 principal amount of Old Notes accepted in the exchange offer. Holders may tender some or all of their Old Notes pursuant to the exchange offer. However, Old Notes may be tendered only in integral multiples of $1,000.

The form and terms of the Exchange Notes are the same as the form and terms of the outstanding Old Notes except that:

(1) the Exchange Notes being issued in the exchange offer will be registered under the Securities Act and will not have legends restricting their transfer;

(2) the Exchange Notes being issued in the exchange offer will not contain the registration rights and liquidated damages provisions contained in the outstanding Old Notes; and

(3) interest on the Exchange Notes will accrue from the last interest date on which interest was paid on your Old Notes.

The Exchange Notes will evidence the same debt as the outstanding securities and will be entitled to the benefits of the indenture.

Holders of Old Notes do not have any appraisal or dissenters rights under the Georgia Business Corporation Code, or the indenture in connection with the exchange offer. We intend to conduct the exchange offer in accordance with the applicable requirements of the Securities Exchange Act of 1934, as amended, referred to herein as the Exchange Act, and the rules and regulations of the SEC.

We will be deemed to have accepted validly tendered Old Notes when, as and if we have given oral or written notice of our acceptance to the exchange agent. The exchange agent will act as agent for the tendering holders for the purpose of receiving the Exchange Notes from us.

If any tendered Old Notes are not accepted for exchange because of an invalid tender or the occurrence of specified other events set forth in this prospectus, the certificates for any unaccepted Old Notes will be promptly returned, without expense, to the tendering holder.

Holders who tender Old Notes in the exchange offer will not be required to pay brokerage commissions or fees or transfer taxes with respect to the exchange of Old Notes pursuant to the exchange offer. We will pay all charges and expenses, other than transfer taxes in certain circumstances, in connection with the exchange offer. See Fees and Expenses and Transfer Taxes below.

The exchange offer will remain open for at least 20 full business days. The term expiration date will mean 5:00 p.m., New York City time, on , 2006, unless we, in our sole discretion, extend the exchange offer, in which case the term expiration date will mean the latest date and time to which the exchange offer is extended.

To extend the exchange offer, prior to 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date, we will:

notify the exchange agent of any extension by oral notice (promptly confirmed in writing) or written notice,

mail to the registered holders an announcement of any extension, and issue a notice by press release or other public announcement before such expiration date.

We reserve the right, in our sole discretion:

if any of the conditions below under the heading Conditions to the Exchange Offer shall have not been satisfied,

(a) to delay accepting any Old Notes,

(b) to extend the exchange offer, or

(c) to terminate the exchange offer, or

to amend the terms of the exchange offer in any manner, provided however, that if we amend the exchange offer to make a material change, including the waiver of a material condition, we will extend the exchange offer, if necessary, to keep the exchange offer open for at least five business days after such amendment or waiver; provided further, that if we amend the exchange offer to change the percentage of Notes being exchanged or the consideration being offered, we will extend the exchange offer, if necessary, to keep the exchange offer open for at least ten business days after such amendment or waiver.

Any delay in acceptance, extension, termination or amendment will be followed as promptly as practicable by oral or written notice to the registered holders.

Procedures for Tendering Old Notes Through Brokers and Banks

Since the Old Notes are represented by global book-entry notes, The Depositary Trust Company or DTC, as depositary, or its nominee is treated as the registered holder of the Old Notes and will be the only entity that can tender your Old Notes for Exchange Notes. Therefore, to tender Old Notes subject to this exchange offer and to obtain Exchange Notes, you must instruct the institution where you keep your Old Notes to tender your Old Notes on your behalf so that they are received on or prior to the expiration of this exchange offer.

The BLUE-colored Letter of Transmittal shall be used by you to give such instructions.

IF YOU WISH TO ACCEPT THIS EXCHANGE OFFER, PLEASE INSTRUCT YOUR BROKER OR ACCOUNT REPRESENTATIVE IN TIME FOR YOUR OLD NOTES TO BE TENDERED BEFORE THE 5:00 PM (NEW YORK CITY TIME) DEADLINE ON , 2006.

To tender your Old Notes in the exchange offer you must represent for our benefit that:

You are acquiring the Exchange Notes for your outstanding Old Notes in the ordinary course of business;

You do not have an arrangement or understanding with any person to participate in the distribution of Exchange Notes;

You are not an affiliate as defined under Rule 405 of the Securities Act;

You will also have to acknowledge that if you are not a broker-dealer, you are not engaged in and do not intend to engage in a distribution of the Exchange Notes; and

You will also have to acknowledge that if you are a broker-dealer, and acquired the Old Notes as a result of market making activities or other trading activities, you will deliver a prospectus meeting the requirements of the Securities Act in connection with any for sale of such Exchange Notes.

You must make such representations by executing the Blue colored Letter of Transmittal and delivering it to the institution through which you hold your Old Notes.

Such institution will have to acknowledge that such representations were made by you.

You may tender some or all of your Old Notes in this exchange offer. However, your Old Notes may be tendered only in integral multiples of $1,000.

When you tender your outstanding Old Notes and we accept them, the tender will be a binding agreement between you and us as described in this prospectus.

The method of delivery of outstanding Old Notes and all other required documents to the exchange agent is at your election and risk.

We will decide all questions about the validity, form, eligibility, acceptance and withdrawal of tendered Old Notes, and our reasonable determination will be final and binding on you. We reserve the absolute right to:

reject any and all tenders of any particular Old Note not properly tendered;

refuse to accept any Old Note if, in our reasonable judgment or the judgment of our counsel, the acceptance would be unlawful; and

waive any defects or irregularities or conditions of the exchange offer as to any particular Old Notes before the expiration of the offer.

Our interpretation of the terms and conditions of the exchange offer will be final and binding on all parties. You must cure any defects or irregularities in connection with tenders of Old Notes as we will reasonably determine. Neither us, the exchange agent nor any other person will incur any liability for failure to notify you or any defect or irregularity with respect to your tender of Old Notes. If we waive any terms or conditions pursuant to (3) above with respect to a noteholder, we will extend the same waiver to all noteholders with respect to that term or condition being waived.

Procedures for Brokers and Custodian Banks; DTC ATOP Account

In order to accept this exchange offer on behalf of a holder of Old Notes you must submit or cause your DTC participant to submit an Agent s Message as described below.

The exchange agent, on our behalf will seek to establish an Automated Tender Offer Program (ATOP) account with respect to the outstanding Old Notes at DTC promptly after the delivery of this prospectus. Any financial institution that is a DTC participant, including your broker or bank, may make book-entry tender of outstanding Old Notes by causing the book-entry transfer of such Old Notes into our ATOP account in accordance with DTC s procedures for such transfers. Concurrently with the delivery of Old Notes, an Agent s Message in connection with such book-entry transfer must be transmitted by DTC to, and received by, the exchange agent on or prior to 5:00 pm, New York City Time on the expiration date. The confirmation of a book entry transfer into the ATOP account as described above is referred to herein as a Book-Entry Confirmation.

The term Agent s Message means a message transmitted by the DTC participants to DTC, and thereafter transmitted by DTC to the exchange agent, forming a part of the Book-Entry Confirmation which states that DTC has received an express acknowledgment from the participant in DTC described in such Agent s Message stating that such participant and beneficial holder agree to be bound by the terms of this exchange offer.

Each Agent s Message must include the following information:

Account number of the beneficial owner tendering such Old Notes;

Principal amount of Old Notes tendered by such beneficial owner; and

A confirmation that the beneficial holder of the Old Notes tendered has made the representations for the benefit of the Company set forth under Procedures for Tendering Old Notes Held Through Brokers or Banks above.

BY SENDING AN AGENT S MESSAGE THE DTC PARTICIPANT IS DEEMED TO HAVE CERTIFIED THAT THE BENEFICIAL HOLDER FOR WHOM NOTE ARE BEING TENDERED HAS BEEN PROVIDED WITH A COPY OF THIS PROSPECTUS.

The delivery of Old Notes through DTC, and any transmission of an Agent s Message through ATOP, is at the election and risk of the person tendering Old Notes. We will ask the exchange agent to instruct DTC to promptly return those Old Notes, if any, that were tendered through ATOP but were not accepted by us, to the DTC participant that tendered such Old Notes on behalf of holders of the Old Notes.

Acceptance of Outstanding Old Notes for Exchange; Delivery of Exchange Notes Issued in the Exchange Offer upon Expiration of the Exchange Offer

We will accept validly tendered Old Notes when the conditions to the exchange offer have been satisfied or we have waived them. We will have accepted our validly tendered Old Notes when we have given oral or written notice to the exchange agent. The exchange agent will act as agent for the tendering holders for the purpose of receiving the Exchange Notes from us. If we do not accept any tendered Old Notes for exchange because of an invalid tender or other valid reason, the exchange agent will promptly return the certificates, without expense, to the tendering holder after the exchange offer terminates or expires. If a holder has tendered Old Notes by book-entry transfer, we will promptly credit the Notes to an account maintained with The Depositary Trust Company after the exchange offer terminates or expires.

THE AGENT S MESSAGE MUST BE TRANSMITTED TO EXCHANGE AGENT ON OR BEFORE 5:00 PM, NEW YORK CITY TIME, ON THE EXPIRATION DATE.

Withdrawal Rights

You may withdraw your tender of outstanding Notes at any time before 5:00 p.m., New York City time, on the expiration date.

For a withdrawal to be effective, you should contact your bank or broker where your Old Notes are held and have them send an ATOP notice of withdrawal so that it is received by the exchange agent before 5:00 p.m., New York City time, on the expiration date. Such notice of withdrawal must:

specify the name of the person that tendered the Old Notes to be withdrawn;

identify the Old Notes to be withdrawn, including the CUSIP number and principal amount at maturity of the Old Notes; specify the name and number of an account at the DTC to which your withdrawn Old Notes can be credited.

We will decide all questions as to the validity, form and eligibility of the notices and our determination will be final and binding on all parties. Any tendered Old Notes that you withdraw will not be considered to have been validly tendered. We will promptly return any outstanding Old Notes that have been tendered but not exchanged, or credit them to the DTC account. You may re-tender properly withdrawn Old Notes by following one of the procedures described above before the expiration date.

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Conditions To The Exchange Offer

Notwithstanding any other provision herein, we are not required to accept for exchange, or to issue Exchange Notes in exchange for, any outstanding Old Notes. We may terminate or amend the exchange offer, before the expiration of the exchange offer:

if any federal law, statute, rule or regulation has been adopted or enacted which, in our judgment, would reasonably be expected to impair our ability to proceed with the exchange offer;

if any stop order is threatened or in effect with respect to the registration statement which this prospectus is a part of or the qualification of the indenture under the Trust Indenture Act of 1939; or

if there is a change in the current interpretation by the staff of the SEC which permits holders who have made the required representations to us to resell, offer for resale, or otherwise transfer Exchange Notes issued in the exchange offer without registration of the Exchange Notes and delivery of a prospectus, as discussed above.

These conditions are for our sole benefit and we may assert them at any time before the expiration of the exchange offer. Our failure to exercise any of the foregoing rights will not be a waiver of our rights.

Exchange Agent

You should direct questions, requests for assistance, and requests for additional copies of this prospectus and the BLUE-colored Letter of Transmittal to the exchange agent at:

By Overnight Courier or Mail: **Wells Fargo Bank, N.A.**	**By Registered or Certified Mail:** **Wells Fargo Bank, N.A.**	**By Hand:** **Wells Fargo Bank, N.A.**
Corporate Trust Operations	Corporate Trust Operations	Corporate Trust Services
MAC N9303-121	MAC N9303-121	Northstar East Bldg. 12th Floor
6th & Marquette Avenue	P.O. Box 1517	608 2nd Avenue South
Minneapolis, MN 55479	Minneapolis, MN 55480	Minneapolis, MN 55402
Attn: Reorg	Attn: Reorg	Attn: Reorg
(if by mail, registered or certified recommended)		

By Facsimile:	**To Confirm by Telephone:**
(612) 667-6282	(800) 344-5128; or
Attn: Bondholder Communications	(612) 667-9764
	Attn: Bondholder Communications

Delivery to an address other than set forth above will not constitute a valid delivery.

Fees And Expenses

We will not make any payment to brokers, dealers, or others soliciting acceptances of the exchange offer except for reimbursement of mailing expenses.

We will pay the estimated cash expenses connected with the exchange offer.

Accounting Treatment

The Exchange Notes will be recorded at the same carrying value as the existing Old Notes, as reflected in our accounting records on the date of exchange. Accordingly, we will recognize no gain or loss for accounting purposes. The expenses of the exchange offer will be expensed over the term of the Exchange Notes.

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Transfer Taxes

If you tender outstanding Old Notes for exchange you will not be obligated to pay any transfer taxes. However, if you instruct us to register Exchange Notes in the name of, or request that your Old Notes not tendered or not accepted in the exchange offer be returned to, a person other than you, you will be responsible for paying any transfer tax owed.

YOU MAY SUFFER ADVERSE CONSEQUENCES IF YOU FAIL TO EXCHANGE OUTSTANDING OLD NOTES.

If you do not tender your outstanding Old Notes, you will not have any further registration rights, except for the rights described in the registration rights agreement and described above, and your Old Notes will continue to be subject to restrictions on transfer when we complete the exchange offer. Accordingly, if you do not tender your Old Notes in the exchange offer, your ability to sell your Old Notes could be adversely affected. Once we have completed the exchange offer, holders who have not tendered Notes will not continue to be entitled to any increase in interest rate that the indenture provides for if we do not complete the exchange offer.

Consequences Of Failure to Exchange

The Old Notes that are not exchanged for Exchange Notes pursuant to the exchange offer will remain restricted securities. Accordingly, the Old Notes may be resold only:

to us upon redemption thereof or otherwise;

so long as the outstanding securities are eligible for resale pursuant to Rule 144A, to a person inside the United States who is a qualified institutional buyer within the meaning of Rule 144A under the Securities Act in a transaction meeting the requirements of Rule 144A, in accordance with Rule 144 under the Securities Act, or pursuant to another exemption from the registration requirements of the Securities Act, which other exemption is based upon an opinion of counsel reasonably acceptable to us;

outside the United States to a foreign person in a transaction meeting the requirements of Rule 904 under the Securities Act; or

pursuant to an effective registration statement under the Securities Act, in each case in accordance with any applicable securities laws of any state of the United States.

Resale of the Exchange Notes

With respect to resales of Exchange Notes, based on interpretations by the staff of the SEC set forth in no-action letters issued to third parties, we believe that a holder or other person who receives Exchange Notes (other than a person that is our affiliate within the meaning of Rule 405 under the Securities Act) in exchange for Old Notes in the ordinary course of business and who is not participating, does not intend to participate, and has no arrangement or understanding with any person to participate, in the distribution of the Exchange Notes, will be allowed to resell the Exchange Notes to the public without further registration under the Securities Act and without delivering to the purchasers of the Exchange Notes a prospectus that satisfies the requirements of Section 10 of the Securities Act. However, if any holder acquires Exchange Notes in the exchange offer for the purpose of distributing or participating in a distribution of the Exchange Notes, the holder cannot rely on the position of the staff of the SEC expressed in the no-action letters or any similar interpretive letters, and must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction, unless an exemption from registration is otherwise available. Further, each broker-dealer that receives Exchange Notes for its own account in exchange for Old Notes, where the Old Notes were acquired by the broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of the Exchange Notes.

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Shelf Registration

The registration rights agreement also requires that we file a shelf registration statement if:

we cannot file a registration statement for the exchange offer because the exchange offer is not permitted by law or SEC policy;

a law or SEC policy prohibits a holder from participating in the exchange offer;

a holder cannot resell the Exchange Notes it acquires in the exchange offer without delivering a prospectus and this prospectus is not appropriate or available for resales by the holder; or

a holder is a broker-dealer and holds Notes acquired directly from us or one of our affiliates.

We will also register the Exchange Notes under the securities laws of jurisdictions that holders may request before offering or selling Notes in a public offering. We do not intend to register Exchange Notes in any jurisdiction unless a holder requests that we do so.

Old Notes may be subject to restrictions on transfer until:

a person other than a broker-dealer has exchanged the Old Notes in the exchange offer;

a broker-dealer has exchanged the Old Notes in the exchange offer and sells them to a purchaser that receives a prospectus from the broker, dealer on or before the sale;

the Old Notes are sold under an effective shelf registration statement that we have filed; or

the Old Notes are sold to the public under Rule 144 of the Securities Act.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL AND OTHER DATA

We maintain our records on the basis of a 52 or 53 week fiscal year ending on the Saturday closest to May 31. Results for fiscal 2005, fiscal 2004, fiscal 2003 and fiscal 2002 represent the operating results of BCFWC and its subsidiaries as reflected in the consolidated financial statements of Burlington Coat Factory Investments Holdings, Inc. (collectively referred to as the Predecessor Company). Results for 2006 are represented by (i) the results of Holdings (the Successor Company) for the period from April 13, 2006 through June 3, 2006, subsequent to the acquisition of our Company by Bain Capital and other investors and (ii) results of the Predecessor Company for the period from May 29, 2005 through April 12, 2006, prior to the acquisition of our Company by Bain Capital and other investors. The selected financial information below should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes included elsewhere in this prospectus.

	Predecessor					Successor
	Fiscal Year Ended					
	June 1, 2002	May 31, 2003	May 29, 2004	May 28, 2005	May 29, 2005 through April 12, 2006	April 13, 2006 through June 3, 2006
	(dollars in thousands)					
Consolidated Statements of Operations:						
Revenues:						
Net Sales	$ 2,519,183	$ 2,655,072	$ 2,833,484	$ 3,171,242	$ 3,017,633	$ 421,180
Other Revenue	19,969	23,056	26,476	28,598	27,675	4,066
	2,539,152	2,678,128	2,859,960	3,199,840	3,045,308	425,246
Costs and Expenses:						
Cost of Sales (Exclusive of Depreciation and Amortization)	1,574,991	1,660,170	1,765,478	1,987,159	1,916,798	266,465
Selling and Administrative Expenses	795,523	838,709	899,984	957,759	897,231	154,691
Depreciation	59,469	69,148	83,915	89,858	78,804	18,097
Amortization	31	31	75	98	494	9,758
Interest Expense	958	2,779	5,863	7,334	4,609	18,093
Other (Income) Loss Net	(6,595)	(6,041)	(10,335)	(14,619)	(3,572)	(4,876)
	2,424,377	2,564,796	2,744,980	3,027,589	2,894,364	462,228
Income from Continuing Operations Before Provision for Income Tax	114,775	113,332	114,980	172,251	150,944	(36,982)
Provision (Benefit) for Income Tax	43,435	42,820	42,641	66,204	56,605	(9,816)
Income (Loss) from Continuing Operations	71,340	70,512	72,339	106,047	94,339	(27,166)
Loss from Discontinued Operations (Net of Tax Benefit)(1)	(3,299)	(4,393)	(4,363)	(1,014)		
Net Income (Loss)	$ 68,041	$ 66,119	$ 67,976	$ 105,033	$ 94,339	$ (27,166)
Balance Sheet Data:						
Total Assets	$ 1,292,562	$ 1,337,049	$ 1,579,178	$ 1,673,268	$ *	$ 3,200,549
Working Capital(2)	230,258	195,211	330,007	407,240	*	233,165
Total Debt	23,073	35,505	134,585	133,537	*	1,518,479
Stockholders Equity	710,467	777,152	845,432	926,153	*	419,512

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	Predecessor					Successor
	Fiscal Year Ended					
	June 1, 2002	May 31, 2003	May 29, 2004	May 28, 2005	May 29, 2005 through April 12, 2006	April 13, 2006 through June 3, 2006
	(dollars in thousands)					
Net Cash Provided By (Used In):						
Operating Activities(3)	$ 235,136	$ 76,163	$ 23,336	$ 142,024	$ 430,979	$ (52,893)
Investing Activities(3)	(183,477)	(166,448)	(118,330)	(98,493)	(63,920)	(2,057,669)
Financing Activities(3)	1,655	(388)	98,784	(25,384)	(102,063)	1,855,989
Capital Expenditures(4)	189,564	165,850	125,775	97,340	69,558	6,275
Other Financial Data:						
Rent Expense	$ 100,596	$ 109,500	$ 115,900	$ 125,300	$ 113,317	$ 19,327
Cash Rent Expense(5)	101,488	108,029	114,294	123,149	113,214	17,996
Number of Stores (at end of period)	319	335	349	362	367	365
Comparative Store Sales Growth(6)	(0.3)%	(1.8)%	(0.3)%	6.3%	*	*
Cash Interest Expense(7)	$ 969	$ 2,792	$ 5,160	$ 9,363	$ 5,538	$ 6,223
Ratio of Earnings to Fixed Charges(8)	4.2x	3.9x	3.6x	4.6x	4.6x	**

* Information not available for interim periods.

** Due to losses for the period April 13, 2006 to June 3, 2006, the coverage ratio was less than 1:1. BCFWC must generate additional pretax earnings of $37.0 million to achieve a ratio of 1:1 for the period.

(1) Discontinued operations include the after-tax operations of our stores closed during the fiscal years listed.

(2) We define working capital as current assets (excluding assets from discontinued operations) minus current liabilities (including the current portion of long-term debt and accrued interest thereon).

(3) Excludes cash provided by or used in discontinued operations.

(4) Includes cash paid for property and equipment and lease acquisition costs.

(5) Consists of cash paid for rent expense, including minimum rent payments and contingent rental payments.

(6) Since fiscal 2004, we have defined comparative store sales to include sales (net of sales discounts) of those stores that have operated at least 425 days for the entire comparative period. Existing stores whose square footage has been changed by more than 20% and relocated stores are classified as new stores for comparative store sales purposes. Prior to fiscal 2004: (i) comparative store sales included sales of those stores that have operated at least 365 days for the entire comparative period; (ii) comparative store sales did not include sales discounts; (iii) comparative store sales included sales of all expanded stores; and (iv) relocated stores were treated as new stores for comparative store sales purposes.

(7) Includes cash paid for interest expense and excludes the non-cash interest related to Holdings Senior Discount Notes.

(8) For purposes of calculating the ratio of earnings to fixed charges, earnings consist of income from continuing operations before provision for income taxes plus fixed charges. Fixed charges include: interest expense; amortization of capitalized finance costs; and a one-third portion of operating lease expenses (primarily rent) that our management believes is representative of the interest component of operating leases.

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The unaudited pro forma consolidated statement of operations for the twelve months ended June 3, 2006 gives effect to the Transactions, as if the Transactions had occurred as of May 29, 2005. The summary pro forma financial data for the twelve months ended June 3, 2006 were derived by adding our financial data for the period from May 29, 2005 to April 12, 2006 to our financial data for the period from April 13, 2006 to June 3, 2006 and by applying pro forma adjustments to those numbers. The pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable. The summary unaudited pro forma consolidated financial data are for informational purposes only and do not purport to represent what our results of operations or financial position actually would be if the Transactions had occurred at any date, nor do such data purport to project the results of operations for any future period. Unless otherwise stated, the pro forma amounts presented below represent those of Holdings and its subsidiaries.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS

FOR THE TWELVE MONTHS ENDED JUNE 3, 2006

	Twelve Months Ended June 3, 2006		
	Holdings Actual	Holdings Adjustments for the Transactions	Holdings Pro Forma
	(dollars in thousands)		
Revenues:			
Net Sales	$ 3,438,813	$	$ 3,438,813
Other Revenue	31,741	(208)(1)	31,533
	3,470,554	(208)	3,470,346
Costs and Expenses:			
Cost of Sales (Exclusive of Depreciation and Amortization)	2,183,263		2,183,263
Selling and Administrative Expenses	1,051,922	26,271(2,3,4)	1,078,193
Depreciation	96,901	39,312(5)	136,213
Amortization	10,252	38,015(6)	48,267
Interest Expense	22,702	113,168(7)	135,870
Other (Income) Loss, Net	(8,448)	7,053(8)	(1,395)
	3,356,592	223,819	3,580,411
Income (Loss) from Operations Before Provisions for Income Tax	113,962	(224,027)	(110,065)
Provision (Benefit) for Income Tax	46,789	(88,074)(9)	(41,285)
Net Income (Loss)	$ 67,173	$ (135,953)	$ (68,780)

(1) Reflects the impact of purchase accounting on straight-line rent income.
(2) Reflects the impact of purchase accounting on straight-line rent expense and leasehold amortization.
(3) Reflects the prorata amount of the new annual advisory fee ($3.5 million) to be paid to Bain Capital in accordance with the new management agreement entered into at the Merger closing. See Certain Relationships and Related Transactions.
(4) Reflects the inclusion of payroll expenses related to retention bonuses. See Executive Compensation Employment Agreements.
(5) Reflects the adjustment of historical depreciation expense for the $416.1 million step-up in basis of fixed assets.
(6) Reflects the amortization of $71.4 million of deferred financing fees related to the debt financing of the Merger and the amortization of $637.1 million of net favorable leases.
(7) Reflects the adjustment to interest expense for the new financing arrangements.
(8) Reflects the impact of the Merger on interest income earned on the Company s available cash for investing.
(9) Reflects the income tax effect of the pro forma adjustment at an estimated statutory tax rate of approximately 37.5%.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS

For purposes of the following Management s Discussion and Analysis of Financial Condition and Results of Operations unless indicated otherwise or the context requires, we, us, our, and Company refers to the operations of Burlington Coat Factory Warehouse Corporation and its consolidated subsidiaries, and the financial statements of Burlington Coat Factory Investments Holdings, Inc. and its subsidiaries. We maintain our records on the basis of a 52 or 53 week fiscal year ending on the Saturday closest to May 31. Results for fiscal 2005 and fiscal 2004 represent the results of BCFWC and its subsidiaries (collectively referred to as the Predecessor Company). Results for 2006 are represented by (i) the results of Holdings (the Successor Company) for the period from April 13, 2006 through June 3, 2006, subsequent to the acquisition of BCFWC by Bain Capital and other investors and (ii) results of the Predecessor Company for the period from May 29, 2005 through April 12, 2006, prior to the acquisition of BCFWC by Bain Capital and other investors. The following discussion and analysis should be read in conjunction with the Selected Historical Consolidated Financial and Other Data and the financial statements, including the notes thereto, appearing elsewhere herein.

General

We are a nationally recognized retailer of high-quality, branded apparel at every day low prices. We opened our first store in Burlington, New Jersey in 1972, selling primarily coats and outerwear. Since then, we have expanded our store base to 365 stores (exclusive of three stores closed due to hurricane damage) in 42 states, and diversified our product categories by offering an extensive selection of in-season, fashion-focused merchandise, including: ladies sportswear, menswear, coats, family footwear, baby furniture and accessories, as well as home décor and gifts. We employ a hybrid business model which enables us to offer the low prices of off-price retailers and the branded merchandise, product breadth and product diversity of department stores. We acquire desirable, first-quality, current-brand, labeled merchandise directly from nationally-recognized manufacturers such as Liz Claiborne, Ralph Lauren, Jones New York, Calvin Klein, Nine West, and Nautica.

As of June 3, 2006, we operated 365 stores (exclusive of three stores closed due to hurricane damage) under the names Burlington Coat Factory Warehouse (338 stores), MJM Designer Shoes (18 stores), Cohoes Fashions (7 stores), and Super Baby Depot (2 stores) in 42 states. For the latest fiscal year ended June 3, 2006, we generated revenues of approximately $3.4 billion, which covers May 28, 2005 to April 12, 2006, and April 13, 2006 to June 3, 2006 on a combined basis.

The Transaction

On January 18, 2006, we entered into the Merger Agreement among our Company, Parent and Merger Sub to sell our entire company to entities directly owned by Bain Capital (collectively, the Equity Sponsors).

On April 13, 2006, the transaction was consummated by the Equity Sponsors through a $2.1 billion merger of Merger Sub into our Company with our Company being the surviving corporation in the Merger. Under the Merger Agreement, former holders of our common stock, par value $1.00 per share, received $45.50 per share, or approximately $2.1 billion. Approximately $13.8 million of the $2.1 billion was used, among other things, to settle our equity options. The Merger consideration was funded through the use of our available cash, cash equity contributions from the Equity Sponsors and management and the debt financings as described more fully below.

Following the consummation of the Merger, the Parent entered into a Contribution Agreement with Holdings to effectuate an exchange of shares under Section 351(a) of the Internal Revenue Code of 1986, as amended. The Parent delivered to Holdings all of our outstanding shares, and Holdings simultaneously issued and delivered all of its authorized and outstanding shares of common stock to the Parent.

For the fifty-three weeks ended June 3, 2006, the fees and expenses related to the Merger and the related financing transactions principally consisted of advisory fees and expenses of $14.6 million, financing fees and

expenses of $54.8 million, and Equity Sponsor fees of $21.4 million. Of the $90.8 million of costs, approximately $14.6 million were included in Selling and Administrative Expenses on our Consolidated Statement of Operations, $4.8 million have been accounted for as transaction related costs and the remaining $71.4 million was capitalized as debt issuance costs.

In connection with the Merger we entered into other definitive agreements as further described in Note 2 to the Consolidated Financial Statements entitled Basis of Presentation.

Items Affecting Comparability

Predecessor/Successor bases of accounting

Although our Company continued as the same legal entity after the Merger, the accompanying consolidated balance sheets, statements of operations, cash flows and stockholders equity are presented for two periods: Predecessor and Successor, which relate to the period preceding the Merger and the period succeeding the Merger, respectively. We refer to the operations of our Company and subsidiaries for both the Predecessor and Successor periods. We have prepared our discussion of the results of operations by making pro forma adjustments, assuming the Transactions were consummated on May 29, 2005, to the Successor and Predecessor periods for the twelve month period (fifty-three week period) ended June 3, 2006 (fiscal 2006) to the twelve month period (fifty-two week period) ended May 28, 2005 (fiscal 2005). Although this presentation does not comply with generally accepted accounting principles (GAAP), we believe it provides the most meaningful comparison of our results. The combined operating results have not been prepared as pro forma results under applicable regulations, may not reflect the actual results we would have achieved absent the Merger and may not be predictive of future results of operations.

As a result of the Merger, our assets and liabilities have been preliminarily adjusted to their fair value as of the closing date. The allocation of fair value is subject to change and the change could be material. Depreciation and amortization expenses are higher in successor accounting period due to these fair value assessments resulting in increases to the carrying value of our property, plant and equipment and intangible assets.

Interest expense has increased substantially in the successor accounting period. In connection with our financing arrangements, which includes a $800 million senior secured ABL Credit Facility, a $900 million secured term loan, $305 million senior notes and $99.3 million Holdings Senior Discount Notes, each of which are further described in the liquidity section that follows.

Current Conditions

We experienced an increase in sales in fiscal 2006. Net sales from continuing operations for fiscal 2006 were $3.439 billion compared with $3.171 billion for fiscal 2005, an 8.4% increase. These results reflect a 4.3% comparative store sales increase over the comparative period of a year ago. Gross margin percentage decreased during fiscal 2006 compared with fiscal 2005 due primarily to increases in freight costs, slightly lower initial margins and increased costs related to inventory shrinkage. Gross margin percentage was 36.5% for fiscal 2006 compared with 37.3% for fiscal 2005. Total net income for fiscal 2006 was $67.2 million compared with $105.0 million for fiscal 2005. The decrease in total net income is primarily related to Merger related expenses.

During fiscal 2006, we opened nine BCFW stores and three free-standing MJM Designer Shoes stores. An additional seven BCFW stores were relocated during fiscal 2006 to new locations within their existing trading markets. We continuously monitor and evaluate store profitability. Based upon these evaluations, the decision to permanently close a store or to relocate a store within its same trading market is made. Four BCFW stores and our remaining two Luxury Linens stores were closed during fiscal 2006. In addition, we had three BCFW stores that remain temporarily closed due to damage caused by Hurricanes Katrina and Wilma, but after our fiscal 2006 year ended, we reopened two of these stores. One store in the New Orleans remains closed due to damage caused by Hurricane Katrina. We expect this store to reopen in the Spring of 2007. During fiscal 2007, we plan to open

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19 additional BCFW stores and relocate four stores to new locations within their existing markets. During fiscal 2007, we have decided to close three Cohoes stores and to convert the remaining four Cohoes stores to BCFW stores.

In October 2005, we entered into a lease for approximately 440,000 rentable square feet for a new distribution center in San Bernardino, California. This facility will help us in our supply chain initiative to increase the amount of inventory distributed through our warehouses and decrease the amount of inventory that is drop shipped directly from our vendors to our stores. The initial annual base rent under the lease is approximately $1.46 million.

Key Performance Measures

Management considers numerous factors in assessing our performance. Key performance measures used by management include comparative store sales, inventory turnover, inventory levels, gross margin, net margin and liquidity.

Comparative store sales is a measure of the performance of a store during the current reporting period against the performance of the same store in the corresponding period of the previous year. We experienced an increase in comparative store sales of 4.3% in fiscal 2006 compared with fiscal 2005. This increase is primarily due to stronger demand for apparel merchandise compared with the prior fiscal year.

Inventory turnover is a measure that indicates how efficiently inventory is bought and sold. It measures the length of time we own our inventory. This is significant because usually the longer the inventory is owned, the more likely markdowns may be required to sell the inventory. Inventory turnover is calculated by dividing the retail sales before sales discounts by the average retail stock for the period being measured. Our inventory turnover rate was 2.5 in fiscal 2006 and 2.4 in fiscal 2005.

Inventory levels are monitored by management to assure that the stores are properly stocked to service customer needs while at the same time assuring that stores are not over-stocked, which would necessitate increased markdowns to move slow-selling merchandise. To assist with inventory management, we are currently in the process of implementing a third-party markdown optimization software system throughout our stores as previously discussed under Business Management Information Systems. At the end of fiscal 2006, inventory was $708.2 million versus $720.9 million at the end of fiscal 2005. This decrease in inventory is due to the decreases in inventory in our outerwear, men s and linens divisions. The inventory per store was $1.9 million in fiscal 2006 and $2.0 million in fiscal 2005.

Gross margin is a measure used by management to indicate whether we are selling merchandise at an appropriate gross profit. Gross margin percentage is the difference between net sales and the cost of sales. We experienced a decrease in gross margin percentage for fiscal 2006 to 36.5%, from 37.3% for fiscal 2005. This decrease is primarily related to increases in freight costs, increases in inventory shrinkage, markdowns and slight declines in initial margins.

Net operating margin provides management with an indication of our operating profitability. Net operating margin is the difference between revenues (net sales and other revenue) and the combination of the cost of sales and operating expenses (selling and administrative expenses, amortization and depreciation). Our pro forma net margin was $24.4 million in fiscal 2006 and $164.8 million in fiscal 2005. The decline in operating margin is the result of declines in gross margin, increases in selling, general and administrative costs, and approximately $40.9 million in expenses related to the Merger, and increases in depreciation and amortization also related to the Merger.

Net cash used in investing activities increased $2,023 million for fiscal 2006 compared with fiscal 2005. The increase relates primarily to acquisition costs of the Merger offset in part by a decrease in capital expenditures of $17.9 million. Net cash provided by financing activities increased $1,779 million compared with the prior fiscal year. The increase relates primarily to the proceeds of the debt and equity financings related to the Merger.

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Liquidity measures our ability to generate cash. Management measures liquidity through cash flow and working capital. Cash flow is the measure of cash generated from operating, financing, and investing activities. We experienced an increase in cash flow from operations in fiscal 2006 of $236 million compared with the prior fiscal year. The increase in cash flow for fiscal 2006 is primarily the result of the sale of investments and an increase in our accounts payable. Along with cash flow, working capital assists management in determining our ability to meet our cash requirements.

Working capital measures our current financial position. Working capital is current assets, excluding assets from discontinued operations, minus current liabilities. Working capital at June 3, 2006 was $233.2 million, compared with $407.2 million in fiscal 2005. This decrease in working capital primarily resulted from decreases in cash and investments used to fund the Merger.

Results of Operations

Generally accepted accounting principles do not permit combining the result of the predecessor and successor companies in our consolidated financial statements. However, in order to provide investors with useful information and to facilitate an understanding of fiscal 2006 results in the context of fiscal 2005 financial information, the following table presents historical financial information for the predecessor company for the period from May 29, 2005 to April 12, 2006 and for the successor company for the period from April 13, 2006 to June 3, 2006 and financial information on a pro forma basis as if the Transaction had occurred on May 29, 2005.

	Predecessor			Successor	
	Fiscal Year Ended		May 29, 2005 through April 12, 2006	April 13, 2006 through June 3, 2006	Pro Forma Twelve Months Ended June 3, 2006
	May 29, 2004	May 28, 2005			
	(dollars in thousands)				
Consolidated Statements of Operations:					
Revenues:					
Net Sales	$ 2,833,484	$ 3,171,242	$ 3,017,633	$ 421,180	$ 3,438,813
Other Revenue	26,476	28,598	27,675	4,066	31,533
	2,859,960	3,199,840	3,045,308	425,246	3,470,346
Costs and Expenses:					
Cost of Sales (Exclusive of Depreciation and Amortization)	1,765,478	1,987,159	1,916,798	266,465	2,183,263
Selling and Administrative Expenses	899,984	957,759	897,231	154,691	1,078,193
Depreciation	83,915	89,858	78,804	18,097	136,213
Amortization	75	98	494	9,758	48,267
Interest Expense	5,863	7,334	4,609	18,093	135,870
Other (Income) Loss, Net	(10,335)	(14,619)	(3,572)	(4,876)	(1,395)
	2,744,980	3,027,589	2,894,364	462,228	3,580,411
Income (Loss) from Continuing Operations Before Provision (Benefit) for Income Tax	114,980	172,251	150,944	(36,982)	(110,065)
Provision (Benefit) for Income Tax	42,641	66,204	56,605	(9,816)	(41,285)
Income (Loss) from Continuing Operations	$ 72,339	$ 106,047	$ 94,339	$ (27,166)	$ (68,780)

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The pro forma information for the year ended June 3, 2006 includes an adjustment to selling and administration expenses of $26.3 million to reflect higher rent expense from the impact of purchase accounting, advisory fees paid for a full year and other payroll related expenses due to the Merger, an adjustment to depreciation expense of $39.3 million resulting from fair value adjustments to property, plant and equipment resulting from the Merger, an adjustment of $38.0 million for additional amortization related to Net Favorable Leases and deferred debt charges that resulted from the Merger, an adjustment to interest expense of $113.2 million to reflect the higher level of borrowing under our new credit facility and new debt put in place to finance the Merger, an adjustment of $7.1 million to decrease Other (Income) Loss, Net to reflect the reduction in interest income from the Merger, an adjustment to income taxes of $91.9 million to reflect the tax effects of the Merger s pro forma adjustments based on the Company s effective tax rate resulting in an adjustment (Loss) from Continuing Operation and Net Loss of ($132.2) million. These pro forma adjustments do not purport to represent what our results of operations would actually have been had the Merger occurred on May 29, 2005 or to project our results of operations for any future period.

The following table sets forth the various components of our consolidated statements of operations, expressed as a percentage of net sales, for the periods indicated that are used in connection with the discussion herein.

	Successor	**Predecessor**	
		Fiscal Year Ended	
	Pro Forma June 3, 2006	**May 28, 2005**	**May 29, 2004**
Statement of Operations Data:			
Net Sales	100.0%	100.0%	100.0%
Cost of Sales	63.5	62.7	62.3
Selling & Administrative Expenses	31.3	30.2	31.8
Depreciation	4.0	2.8	3.0
Amortization	1.4		
Interest Expense	3.9	0.2	0.2
Other (Income) Loss, Net		(0.5)	(0.4)
Other Revenue	0.9	0.9	0.9
Income (Loss) from Continuing Operations Before Income Taxes	(3.2)	5.4	4.1
Income Tax Expense (Benefit)	(1.2)	2.1	1.5
Income (Loss) From Continuing Operations	(2.0)%	3.3%	2.6%

Pro Forma Fiscal Year Ended June 3, 2006 Compared with the Fiscal Year Ended May 28, 2005

Sales. Consolidated net sales from continuing operations increased $267.6 million, or 8.4%, for fiscal 2006 compared with fiscal 2005. Comparative stores sales increased 4.3% for fiscal 2006 compared with fiscal 2005. We define our comparative store sales as sales of those stores that have operated at least 425 days for the entire comparative period. Existing stores whose square footage has been changed by more than 20% and relocated stores are classified as new stores for comparative store sales purposes. Sales during the non-comparative 53rd week were $51.0 million.

Nine new Burlington Coat Factory department stores opened during fiscal 2006 and contributed $66.0 million to net sales in fiscal 2006. Burlington Coat Factory stores opened during fiscal 2005 contributed $32.8 million to this year s net sales in their non-comparative periods.

The Cohoes Fashions stores contributed $48.5 million to consolidated sales in fiscal 2006 compared with $46.4 million in fiscal 2005. Comparative store sales increased 0.2% for fiscal 2006 compared with the comparative fiscal 2005 period.

The MJM Designer Shoes stores contributed $59.6 million to sales for fiscal 2006 compared with $44.6 million for fiscal 2005. This increase is due to a comparative store sales increase of 6.8% in fiscal 2006. Sales of our three MJM Designer Shoes stores opened during fiscal 2006 amounted to $6.5 million and the sales of four MJM Designer Shoes stores opened during fiscal 2005 amounted to $5.1 million, during their non-comparative periods.

Other Revenue. Other Revenue (consisting of rental income from leased departments, sublease rental income, layaway and alteration service charges and miscellaneous revenue items) increased to $31.5 million in fiscal 2006 compared with $28.6 million for fiscal 2005. The increase is related primarily to increases in rental income received from leased departments.

Cost of Sales. Cost of sales increased $196.1 million, or 9.9%, for fiscal 2006 compared with fiscal 2005. The dollar increase in cost of sales was due primarily to the increase in net sales during fiscal 2006 compared with fiscal 2005 and to increased freight costs. Cost of sales as a percentage of net sales increased from 62.7% in fiscal 2005 to 63.5% in fiscal 2006. The increase in cost of sales as a percentage of net sales for fiscal 2006 compared with fiscal 2005 was primarily the result of lower initial margins, increased freight charges, increases in inventory shrinkage and increases in markdowns. The increase in freight charges was due primarily to fuel surcharges resulting from increased gasoline and oil prices. Our freight charges could continue to increase if fuel costs continue to rise. This may have an adverse impact on our cost of sales and gross margin to the extent that we do not pass the increased costs through to our customers. Our cost of sales and gross margin may not be comparable to those of other entities, since some entities include all of the costs related to their buying and distribution functions in cost of sales. We include these costs in the Selling and Administrative Expenses line item in the Consolidated Statements of Operations. We include in our Cost of Sales line item all costs of merchandise (net of purchase discounts and certain vendor allowances), inbound freight, warehouse outbound freight and freight related to internally transferred merchandise and certain merchandise acquisition costs, primarily commissions and import fees.

Selling and Administrative Expense. Selling and Administrative Expenses were $1,078.2 million for fiscal 2006, compared with $957.8 million for fiscal 2005. The increase in Selling and Administrative Expenses was due primarily to expenditures related to the Merger of $40.9 million, an increase in the number of stores in operation during fiscal 2006 compared with fiscal 2005, increases in utility costs, advertising expenditures and employee benefits. As a percentage of Net Sales, Selling and Administrative Expenses were 31.3% for fiscal 2006. Excluding the $40.9 million in merger related costs, Selling and Administrative Expenses as a percentage of sales would be 30.2% for fiscal 2006. For fiscal 2005, Selling and Administrative Expenses were 30.2% of sales.

Depreciation Expense. For fiscal 2006, depreciation expense amounted to $136.2 million compared with $89.9 million for fiscal 2005. This increase is attributable primarily to depreciation recognized on capital additions relating to new store purchases, improvements, expansions and remodelings over the past two fiscal years and to depreciation related to the step up in basis of fixed assets resulting from the valuation of assets completed in connection with the Merger.

Amortization Expense. Amortization expense was $48.3 million for fiscal 2006 compared with $.1 million for fiscal 2005. This increase in amortization expense is primarily due to $637.1 million in Net Favorable Leases recorded as a purchase accounting adjustment and $71.4 million in deferred debt charges recorded as a result of the Transactions.

Interest Expense. Interest expense increased to $135.9 million from $7.3 million for fiscal 2006 compared with fiscal 2005. This increase in interest expense is primarily related to our ABL Credit Facility, our secured term loan, our senior notes and our Holdings Senior Discount Notes which all relate to financing activities related to the Merger.

Other Income, Net. Other Income, Net (consisting of investment income, gains and losses from sale of assets and other miscellaneous items) decreased to $1.4 million for fiscal 2006 compared with $14.6 million for fiscal 2005. During fiscal 2006 and fiscal 2005, we received $0.6 million and $4.2 million, respectively, in settlement of claims we had filed in the bankruptcy proceedings of Kmart Corporation in respect of four lease locations which Kmart had subleased to us but had rejected in the bankruptcy proceedings. Of the $4.2 million received during fiscal 2005, $2.8 million related to stores at three locations at which we had continuing operations, and $1.4 million related to one location at which we were required to discontinue operations. There was no investment income for fiscal 2006 and $4.7 million for fiscal 2005. The decrease in investment income is due to decreases in available cash and investments used to finance a portion of the Merger. In addition, in fiscal 2006, we recognized $0.8 million in other income due to a reduction in reserves for claims and losses on the disposition of property and equipment of $2.7 million. Other income items were offset in part by $1.0 million in gains from insurance recoveries. During fiscal 2005, we realized $4.8 million in income due to a reduction in reserves for disputed claims, and $0.8 million in net gains on disposition of property.

Income Tax. Income tax benefit was $41.3 million for fiscal 2006, compared with income tax expense of $66.2 million for fiscal 2005. The effective tax rates for fiscal 2006 and fiscal 2005 were 37.5% and 38.4%, respectively.

Income (Loss) from Continuing Operations. Loss from continuing operations amounted to ($68.8) million for fiscal 2006 compared with Income from Continuing Operations of $106.0 million for fiscal 2005.

Discontinued Operations. There were no discontinued operations recorded in fiscal 2006. During fiscal 2005, we discontinued the operations of three stores and one partnership investment. During fiscal 2005, net sales for these stores amounted to $11.2 million. Gross margin amounted to $2.4 million for fiscal 2005 and loss from discontinued operations amounted to $1.0 million for fiscal 2005.

Net Income (Loss). Net income (loss) decreased ($173.8) million to ($68.8) million for fiscal 2006 from $105.0 million for fiscal 2005.

Stores Damaged by Hurricanes. As a result of the effects of Hurricane Katrina on August 29, 2005 and Hurricane Wilma on October 23, 2005, three of our stores (two in Louisiana and one in Florida) were damaged and remain closed. All merchandise inventories in these three stores, totaling $14.0 million at retail and approximately $7.6 million at cost, were destroyed. We are insured at the selling price of the inventory less a deductible and have been reimbursed in excess of the net book value of the merchandise inventory. All of our long-lived assets at these three stores, which had a net book value of approximately $3.8 million, were damaged or destroyed. We are insured at replacement cost for these assets, except for certain leasehold improvements. During fiscal 2006, we received partial payments on this claim of $12.4 million. During fiscal 2006, we recognized as income $1.0 million in insurance recoveries in excess of the book value of assets damaged. We are unable to determine the amount and timing of any future insurance recoveries.

Fiscal Year Ended May 28, 2005 Compared with the Fiscal Year Ended May 29, 2004

Sales. Consolidated net sales from continuing operations increased $337.8 million, or 11.9%, for fiscal 2005 compared with fiscal 2004, due in part to sales from new stores, and in part to comparative stores sales, which increased 6.3% for fiscal 2005. The increase in comparative store sales was in part the result of colder temperatures throughout the country in the fall months compared with the prior year, and an overall increase in customer demand for apparel merchandise. Comparative store sales of linens and home furnishings (a subset of the home products segment) decreased 2.5% in fiscal 2005 as compared with fiscal 2004. This decrease in the comparative store sales of linens and home furnishings can be attributed to strong competition among retailers of home products. The expansion of stores by competitors, combined with increased product lines being offered by our competitors, has challenged us to continue to find ways to maintain and improve our current market share. In order to counter this trend, we are reevaluating the linen and home furnishings product lines available in our

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stores, expanding the sections that are experiencing strong sales and improving merchandising methods for obtaining home products. Nine new BCFW stores opened during fiscal 2005 contributed $50.9 million to fiscal 2005 net sales. Stores opened during fiscal 2004 contributed $79.0 million to fiscal 2005 net sales from the beginning of fiscal 2005 to the anniversary of their opening date. We closed two BCFW stores during fiscal 2005. Through June 2003, we operated seven stores under the name Decelle. During July 2003, all of these stores were closed. We converted three of these stores to BCFW stores during fiscal 2004 and two of these stores to Cohoes Fashions stores during fiscal 2005. We had no net sales in fiscal 2005 for the Decelle stores. Net sales in fiscal 2004 for the Decelle stores were $3.2 million. The Cohoes Fashions stores contributed $46.4 million to consolidated net sales in fiscal 2005 compared with $38.9 million in fiscal 2004. Cohoes Fashions comparative store sales increased 2.1% in fiscal 2005. During fiscal 2005, we converted two former Decelle stores into Cohoes Fashions stores. These two stores contributed $6.6 million to net sales in fiscal 2005. The MJM Designer Shoes stores contributed $44.6 million to fiscal 2005 net sales compared with $29.4 million in fiscal 2004. As of May 28, 2005, 15 MJM Designer Shoes stores were operating. Four new MJM Designer Shoes stores opened during fiscal 2005 contributed $9.2 million to net sales in fiscal 2005. We opened one new Super Baby Depot store in the second half of fiscal 2005, and converted the sole Totally 4 Kids store into a Super Baby Depot store during the second quarter of fiscal 2005. These two stores contributed $2.2 million to net sales in fiscal 2005.

Other Revenue. Other revenue increased to $28.6 million for fiscal 2005 compared with $26.5 million for fiscal 2004. Other revenue consists primarily of rental income from leased departments, sublease rental income, layaway and alteration service charges, and other miscellaneous revenue items, each of which increased compared with the prior year.

Cost of Sales. Cost of sales increased $221.7 million, or 12.6%, for fiscal 2005 compared with fiscal 2004. The dollar increase in cost of sales was due to the increase in net sales during fiscal 2005 compared with fiscal 2004. Cost of sales as a percentage of net sales increased slightly from 62.3% in fiscal 2004 to 62.7% in fiscal 2005. The increase in cost of sales, as a percentage of sales, for fiscal 2005 compared with fiscal 2004 was primarily the result of increased markdowns.

Selling and Administrative Expenses. Selling and administrative expenses, including amortization of leasehold purchases, increased $58.0 million, or 6.4%, from fiscal 2004 to fiscal 2005. The increase in selling and administrative expenses was due primarily to the increased number of stores in operation during fiscal 2005 compared with fiscal 2004. As a percentage of net sales, selling and administrative expenses were 30.2% for fiscal 2005 and 31.8% for fiscal 2004. This percentage decrease is primarily related to comparative store sales increases during fiscal 2005. As a percentage of net sales, payroll related costs declined 0.8% for fiscal 2005 compared with fiscal 2004 as a result of our budgetary controls over payroll expenditures. In addition, occupancy-related expenses declined 0.5% for fiscal year 2005 as compared with fiscal 2004. During fiscal 2005 and fiscal 2004, we established reserves of $0.3 million and $1.5 million, respectively, for future lease obligations relating to stores closed during these periods, of which $0.8 million was paid during fiscal 2005 and $0.5 million was paid during fiscal 2004.

Depreciation Expense. Depreciation expense amounted to $89.9 million in fiscal 2005 compared with $83.9 million in fiscal 2004. This increase of $6.0 million in fiscal 2005 compared with fiscal 2004 is attributable primarily to capital additions relating to new store purchases, improvements, expansions and remodelings over the past two fiscal years.

Interest Expense. Interest expense increased $1.3 million for fiscal 2005 compared with fiscal 2004. The increase in interest expense is primarily related to the $100.0 million of senior notes issued by us in September 2003 as the interest expense for fiscal 2005 includes twelve months of interest on the notes as compared with fiscal 2004, which included approximately eight months of interest on the notes. The senior notes were repaid in November 2005.

Other Income, Net. Other income, net consists of investment income, gains and losses from sale of assets and other miscellaneous items. Other income, net increased to $14.6 million for fiscal 2005 compared with

$10.3 million for fiscal 2004. During fiscal 2005, we received $4.2 million in connection with settlements of claims we had filed in the bankruptcy proceedings of Kmart Corporation in respect of four lease locations which Kmart had subleased to us but had rejected in the bankruptcy proceedings. Of the $4.2 million, $2.8 million relate to stores at three locations at which we have continuing operations, and $1.4 million relate to one location at which we were required to discontinue operations. During fiscal 2005 and fiscal 2004, we recognized $4.8 million and $5.0 million, respectively, in other income due to a reduction in reserves for disputed claims. For fiscal 2005, we had net gains on disposition of property and equipment of $0.8 million, compared with net gains of $1.6 million for fiscal 2004. Investment related income amounted to $4.7 million fiscal 2005, compared with $2.3 million for the similar period of a year ago. These increases are primarily related to increases in interest income realized from higher amounts of investable funds and to increases in investment rates.

Income Tax. The provision for income taxes was $66.2 million for fiscal 2005 and $42.6 million for fiscal 2004. The effective tax rate for fiscal 2005 was 38.4% compared with 37.1% for fiscal 2004. The increase in the effective tax rate is primarily the result of an increase in our expected effective state income tax rate.

Income from Continuing Operations. Income from continuing operations amounted to $106.0 million for fiscal 2005 compared with $72.3 million for fiscal 2004. Basic and diluted income per share from continuing operations was $2.37 per share for fiscal 2005 compared with basic and diluted income per share from continuing operations of $1.62 per share for fiscal 2004.

Discontinued Operations. During fiscal 2005 we discontinued the operations of three stores and the operations of one of our consolidated investments. Net sales for these entities amounted to $11.2 million in fiscal 2005. Gross margins amounted to $2.4 million for entities closed during fiscal 2005. Net loss from discontinued operations amounted to $1.0 million during fiscal 2005. During fiscal 2004, we discontinued the operations of eight stores. Net sales for these stores and the three stores closed during fiscal 2005 amounted to $22.8 million in fiscal 2004. Gross margins amounted to $7.0 million for stores closed during fiscal 2004. Net loss from discontinued operations amounted to $4.4 million during fiscal 2004. Loss per share from discontinued operations was $0.02 per share for fiscal 2005 and $0.10 per share for fiscal 2004.

Net Income. Net income increased $37.1 million to $105.0 million for fiscal 2005 from $68.0 million for fiscal 2004. Basic and diluted net income per share was $2.35 per share for fiscal 2005 compared with $1.52 per share for the comparative 2004 period.

Liquidity and Capital Resources

We fund inventory expenditures during normal and peak periods through cash flows from operating activities, available cash, and our revolving credit facility. Our working capital needs follow a seasonal pattern, peaking in the second quarter of our fiscal year when inventory is received for the Fall selling season. Our largest source of operating cash flows is cash collections from our customers. In general, our primary uses of cash are financing the remodeling of new and existing stores, debt servicing, and providing for working capital, which principally represents the purchase of inventory.

We have been able to meet our cash needs principally by using cash on hand, cash flows from operations and our revolving credit facility.

We believe that cash generated from operations, along with our existing cash and revolving credit facilities, will be sufficient to fund our expected cash flow requirements, and planned capital expenditures for at least the next 12 months.

Post-Transaction

We have available funds under our ABL Credit Facility, subject to certain conditions. We expect that our primary liquidity requirements will be for debt service, capital expenditures and working capital.

In connection with the Merger and related financing, we have incurred substantial amounts of debt, including amounts outstanding under our $800 million ABL Credit Facility, $900 million term loan, $305 million senior notes, and $99.309 million Holdings Senior Discount Notes. Interest payments on all our indebtedness have significantly reduced our cash flow from operations. As of June 3, 2006, we had total debt of $1.5 billion.

Senior Secured Credit Facilities

$800 Million ABL Credit Facility

Our Company, as lead borrower, the other borrowers named therein, Bank of America as administrative agent and as collateral agent, and the lenders named therein entered into that certain ABL credit agreement dated as of April 13, 2006 (the ABL Agreement). The ABL Agreement establishes a revolving credit loan facility with the principal amount of commitments and loans thereunder not to exceed $800 million (which may be increased or decreased with the provisions of the ABL Agreement). Borrowings under the ABL Credit Facility are limited by a borrowing base which is calculated periodically based on specified percentages of the value of eligible inventory and eligible credit card receivables, subject to certain reserves and other adjustments. The ABL Credit Facility is guaranteed by certain of our U.S. subsidiaries and secured by (a) a perfected first priority lien on all of our inventory, accounts and personal property related to inventory and accounts and our equity interests in certain of our U.S. subsidiaries and (b) a perfected second priority lien on substantially all of our other real and personal property and that of our subsidiaries, in each case subject to various limitations and exceptions. The termination date of the ABL Agreement is the earlier of May 28, 2011 or the date that all obligations under such agreement are satisfied. As of June 3, 2006, we had $212.2 million outstanding under the ABL Credit Facility and unused availability of $267 million.

Term Loan Facility

Our Company, as borrower, Bear Stearns Corporate Lending Inc., as administrative agent and as collateral agent, and the lenders identified therein entered into that certain term loan credit agreement dated as of April 13, 2006 (the Term Loan Agreement). The Term Loan Agreement establishes a term loan in a principal amount not to exceed $900 million. The term loan facility is guaranteed by certain of our subsidiaries and secured by (a) a perfected first priority lien on substantially all of our real and personal property and that of our subsidiaries and (b) a perfected second priority lien on all of our inventory, accounts and personal property related to inventory and accounts and that of our subsidiaries, in each case subject to various limitations and exceptions. At the closing of the Merger, the total amount of the term loan was drawn to finance the transaction. The termination date of the Term Loan Agreement is the earlier of May 28, 2013 or the date upon which all obligations pursuant to the Term Loan Agreement are satisfied. As of June 3, 2006, we had $897.8 million outstanding under our term loan facility.

BCFWC Senior Notes

On April 10, 2006, we issued $305.0 million aggregate principal amount of BCFWC senior notes due April 15, 2014. The senior notes were issued at a discount and yielded $299.0 million at the transaction date. We issued the senior notes in transactions exempt from or not subject to registration under the Securities Act, pursuant to Rule 144A and Regulation S under the Securities Act. As of June 3, 2006, we had $299.2 million outstanding in senior notes.

Interest. Interest on the senior notes will accrue at a rate of 11 $^{1}/_{8}$% per year, payable semi-annually in cash in arrears on April 15 and October 15 of each year, commencing October 15, 2006.

Guarantees. Holdings and each of our current and future restricted subsidiaries have jointly, severally and unconditionally guaranteed senior notes. The senior notes are guaranteed on a senior unsecured basis. If we create or acquire a new domestic subsidiary, then that subsidiary will guarantee the senior notes on a senior

unsecured basis, unless we designate the subsidiary as an unrestricted subsidiary under the indenture governing the senior notes. Holders of the senior notes should not attribute significant value to the Holdings guarantee, as Holdings does not have any assets other than our capital stock, and the covenants in the indenture relating to the senior notes do not apply to Holdings.

Optional Redemption. Prior to April 15, 2010, we may redeem some or all of the senior notes at any time at a price of 100% of the principal amount of the notes redeemed plus a make-whole premium. On or after April 15, 2010, we may redeem some or all of the senior notes at any time at the redemption prices described in the indenture governing the senior notes, plus accrued and unpaid interest, if any. In addition, at any time prior to April 15, 2009, we may also redeem up to 35% of the aggregate principal amount of the senior notes with the net cash proceeds of certain equity offerings at the redemption price specified under the indenture governing the senior notes, plus accrued and unpaid interest, if any.

The Change of Control and Certain Covenants provisions of the indenture governing the Senior Notes are substantially the same as those described below under Holdings Senior Discount Notes Change of Control or Holdings Senior Discount Notes Certain Covenants.

Holdings Senior Discount Notes

On April 10, 2006, we issued, through our newly-formed holding company, Holdings, $99,309,000 aggregate principal amount of 14 1/2% Senior Discount Notes due October 15, 2014. The Senior Discount Notes were issued at a discount and yielded $75.0 million at the transaction date. Holdings issued the Holdings Senior Discount Notes in transactions exempt from or not subject to registration under the Securities Act, pursuant to Rule 144A and Regulation S under the Securities Act.

Interest. Prior to April 15, 2008, no cash interest will accrue on the Holdings Senior Discount Notes. Interest on the Holdings Senior Discount Notes will accrete at rate of 14 1/2% compounded semi-annually to an aggregate accreted value of $99 million, the full principal amount at maturity on April 15, 2008. Thereafter, interest will accrue at a rate of 14 1/2% per year, payable semi-annually in cash in arrears on April 15 and October 15 of each year, commencing on October 15, 2008.

Guarantees. The Holdings Senior Discount Notes are not guaranteed by us or any of our subsidiaries.

Optional Redemption. Holdings may redeem any of the Holdings Senior Discount Notes, in whole or in part, at any time prior to April 15, 2008 at a price equal to 100% of the accreted value of the notes plus a make-whole premium. Holdings may redeem any of the Holdings Senior Discount Notes, in whole or in part, at any time on or after April 15, 2008, at the redemption prices described in the indenture governing the Holdings Senior Discount Notes, plus accrued and unpaid interest, if any. In addition, at any time prior to April 15, 2008, Holdings may redeem up to 35% of the aggregate principal amount of the Holdings Senior Discount Notes with the net cash proceeds of certain equity offerings.

Mandatory Partial Redemption. Holdings will be required to redeem a portion of the Holdings Senior Discount Notes outstanding on April 15, 2011, sufficient to ensure those outstanding Holdings Senior Discount Notes will not be applicable high yield discount obligations within the meaning of Section 163(i)(1) of the Internal Revenue Code of 1986.

Change of Control. Upon a change of control, Holdings may be required to make an offer to purchase each holder s Holdings Senior Discount Notes at a price equal to 101% of the accreted value thereof, plus accrued and unpaid interest, if any, to the date of purchase.

Certain Covenants. The indenture governing the Holdings Senior Discount Notes contains covenants that, among other things, limit Holdings ability and the ability of Holdings restricted subsidiaries to:

- pay dividends on, redeem or repurchase Holdings capital stock;
- make investments and other restricted payments;

- incur additional indebtedness or issue preferred stock;
- create liens;
- permit dividend or other payment restrictions on Holdings restricted subsidiaries;
- sell all or substantially all of Holdings assets or consolidate or merge with or into other companies; and
- engage in transactions with affiliates.

The amount of all restricted payments that can be made by Holdings is approximately equal to 50% of the consolidated net income (as defined in the indenture governing the Holdings Senior Discount Notes) of Holdings since the beginning of the first fiscal quarter following the date on which the Holdings Senior Discount Notes were issued, plus 100% of the net cash proceeds received by Holdings since the date of the indenture from the issue or sale of equity interests. The indenture governing the Holdings Senior Discount Notes prohibits all restricted payments if a default or event of default has occurred under that indenture or if Holdings fixed charge coverage ratio is below 2.0 to 1.0.

Interest Rate Cap Agreements

In May 2006, we hedged a portion of our interest rate risk, consistent with the requirements under the Section 5.14 of the Term Loan Agreement through the use of interest rate cap agreements. We entered into two interest rate caps to manage interest rate risk associated with our long-term debt obligations. Each agreement became effective on May 30, 2006. One interest rate cap agreement has a notional principal amount of $300,000,000 with a cap rate of seven percent, with a reference floating rate which appears on the Telerate Page 3750 two days prior to the reset date, and terminates on May 31, 2011. The other agreement has a notional principal amount of $700,000,000 with a cap rate of seven percent, with the same reference floating rate as the other interest rate cap agreement, and terminates on May 29, 2009. We do not monitor these interest rate cap agreements for hedge effectiveness and, therefore, we do not account for these interest rate cap agreements as hedges. Gains and losses associated with these contracts are accounted for as interest expense and are recorded under the caption Interest Expense on our Consolidated Statement of Operations. We paid $2.5 million for these agreements on May 30, 2006. The fair value of these rate cap agreements is $2.3 million as of June 3, 2006.

The fair value of the interest rate cap agreements are recorded under the caption Intangible Assets on our Consolidated Balance Sheets. From the effective date of each agreement to June 3, 2006, the fair market value of the agreements decreased $0.2 million. This change in fair market value is recorded within the line item Interest Expense on our Consolidated Statements of Operations.

Twelve Months Ended June 3, 2006 Compared with Twelve Months Ended May 28, 2005

Net cash provided by continuing operations of $378.1 million for fiscal 2006 increased by $236.0 million from $142.0 million of net cash provided by continuing operations for the comparative period of fiscal 2005. This increase in net cash from continuing operations was due primarily to an increase in the sale of short term investments and to lower expenditures for inventory purchases during fiscal 2006 compared with fiscal 2005.

Net cash (used in) investing activities increased from $(98.5) million for fiscal 2005 to $(2,121.6) million for fiscal 2006. This increase was primarily attributable to acquisition costs related to the Merger.

Net cash provided by financing activities amounted to $1,753.9 million for fiscal 2006 compared with $(25.4) million of net cash used in financing activities for fiscal 2005. This increase is related to the net debt/equity proceeds related to the financing of the Merger. Working capital decreased to $233.2 million at June 3, 2006 from $407.2 million at May 28, 2005. This decrease in working capital and the increase in net cash used in financing activities were due primarily to the prepayment of our $100 million senior notes in November 2005.

Fiscal Year Ended May 28, 2005 Compared with Fiscal Year Ended May 29, 2004

Net cash provided by continuing operations of $142.0 million for fiscal 2005 increased by $118.7 million from $23.3 million in net cash provided by operating activities for fiscal 2004. This increase in net cash from continuing operations was due primarily to an increase in income from continuing operations of $33.7 million from fiscal 2004, decreases in short term investments and from increases in accounts payable and other current liabilities. Offsetting these increases in part were increases in our merchandise inventory.

Net cash provided by (used in) investing activities decreased uses from $(118.8) million for fiscal year ended May 29, 2004 to $(98.6) million for the fiscal year ended May 28, 2005. This decrease in net cash (used in) investing activities in fiscal 2005 compared with fiscal 2004 was primarily attributable to a decrease in cash paid for property and equipment of $32.4 million, as a result of thirteen fewer new store openings and store relocations during fiscal 2005 compared with fiscal 2004, a decrease in restricted cash and equivalents of $5.2 million and an increase in cash used for lease acquisition costs of $4.0 million.

Net cash provided by (used in) financing activities decreased from $98.8 million for fiscal year ended May 29, 2004 to $(25.4) million for the fiscal year ended May 28, 2005. The decrease in net cash provided by financing activities in fiscal 2005 compared with fiscal 2004 was primarily attributable to the receipt of proceeds from the issuance of our $100 million senior notes in fiscal 2004 and in increase in dividend payments from $1.3 million in fiscal 2004 to $26.8 million in fiscal 2005.

Working capital increased to $407.2 million at May 28, 2005 from $330.0 million at May 29, 2004. The increase is primarily related to increases in merchandise inventory, offset in part by an increase in accounts payable and a decrease in investments.

Capital Expenditures

During fiscal 2006, we opened nine Burlington Coat Factory Warehouse department stores and relocated seven Burlington Coat Factory Warehouse department stores to new locations within their trading areas. We also opened three MJM Designer Shoes stores during fiscal 2006. As of June 3, 2006, we operated 365 stores (exclusive of the three stores temporarily closed due to Hurricanes Katrina and Wilma) under the names Burlington Coat Factory (338 stores), Cohoes Fashions (7 stores), MJM Designer Shoes (18 stores), and Super Baby Depot (2 stores). W incurred $71.9 million in capital expenditures during fiscal 2006 including $58.4 million for store expenditures, $9.7 million for upgrades of warehouse facilities and $3.8 million for computer and other equipment expenditures. For fiscal 2007, we estimate that we will spend approximately $99.5 million for store openings, improvements to warehouse facilities, information technology upgrades and other capital expenditures. Of the $99.5 million, approximately $78.1 million has been allocated for expenditures related to new stores, relocations and other store requirements, and a portion of this we expect will be funded by our landlords. During fiscal 2007, we plan to open 19 additional BCFW stores and to relocate four stores to new locations within their existing markets.

We monitor the availability of desirable locations for its stores from such sources as dispositions by other retail chains and bankruptcy auctions. We may seek to acquire a number of such locations in one or more transactions. If we undertake such transactions, we may seek additional financing to fund acquisition and carrying charges (i.e., the cost of rental, maintenance, tax and other obligations associated with such properties from the time of commitment to acquire to the time that such locations can be readied for opening as Company stores) related to these stores. There can be no assurance, however, that any additional locations will become available from other retailers or that, if available, we will undertake to bid or be successful in bidding for such locations. Furthermore, to the extent that we decide to purchase additional store locations, it may be necessary to finance such acquisitions with additional long-term borrowings.

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Dividends

On November 11, 2005, our Board of Directors declared a cash dividend in the amount of four cents ($0.04) per share payable on January 9, 2006 to stockholders of record on November 28, 2005. The paid dividend amounted to $1.8 million.

Historical Indebtedness

In addition to our indebtedness incurred in the Merger, our long-term borrowings at June 3, 2006 consisted of an industrial development refunding bond of $5.0 million issued by the New Jersey Economic Development Authority (the Refunding Bonds), a $1.1 million loan from the Burlington County Board of Chosen Freeholders, capital lease obligations of $26.2 million and a promissory note in the principal amount of $0.4 million related to one of our store locations.

Refunding Bonds. The Refunding Bonds consist of $5.0 million of outstanding term bonds maturing on September 1, 2010. The term bonds bear interest at the rate of 6.125% per annum. The average interest rate and average scheduled maturity of the Refunding Bonds are 6.125% and 2.5 years, respectively. Payment of the principal and interest are guaranteed under an irrevocable letter of credit in the amount of $5.2 million. Refunding Bonds consisting of $0.7 million of term bonds matured on September 1, 2005.

Loan from Burlington County Board of Freeholders. On December 5, 2001, we borrowed $2.0 million from the Burlington County Board of Chosen Freeholders. The proceeds were used for part of the acquisition and development costs of our warehouse facility in Edgewater Park, New Jersey. The loan is interest-free and matures on January 1, 2012. The loan is to be repaid in monthly installments of $16,667 which began on February 1, 2002. The loan is secured by a letter of credit in the amount of $1.2 million.

Capital Lease Obligations. We have capital lease obligations relating to two of our stores. The lease terms at inception for these locations extended over twenty-three years and twenty-one years. The capital lease obligations equal the present value of the minimum lease payments under the leases and amounted to $27.1 million at inception. At June 3, 2006, capital lease obligations amounted to $26.2 million. During fiscal 2006, $2.4 million of lease payments were applied to interest and $0.3 million were applied against capital lease obligations.

Promissory Note. In January 2006, we purchased the groundlease and sublease related to one of our store locations. We financed this purchase partially through the issuance of a promissory note in the principal amount of $0.5 million. The note bears interest at 4.43% per annum and matures on December 23, 2011. The loan evidenced by the note is to be repaid in equal monthly installments of $7,539 which began on February 23, 2006.

On November 2, 2005, we prepaid our $100 million senior notes that were due September 2010 and September 2013. We had been paying interest on two series of notes, a $36.0 million tranche at 4.06% per year and a $64.0 million tranche at 4.67% per year. We paid off these notes out of existing unrestricted cash as well as from the sale of short-term investments. There was no prepayment penalty associated with the payoff of these notes. Unamortized deferred debt charges of $0.5 million were written off as a result of the early payoff of the notes. We prepaid the senior notes because, at the time, projected working capital requirements did not necessitate the maintenance of the notes.

Letters of Credit. We also had letter of credit agreements with two banks in the amount of $14.7 million and $12.7 million guaranteeing performance under various leases, insurance contracts and utility agreements at June 3, 2006 and May 28, 2005, respectively.

Indebtedness Following the Transactions

On April 13, 2006, our existing $100 million revolving credit facility was terminated. We entered into a senior secured credit facility which consists of the $800 million ABL Credit Facility, and the $900 million term

loan facility. The proceeds of the term loan were used to pay the merger consideration in connection with the Transactions. Our existing Refunding Bonds, our loan from the Burlington County Board of Freeholders and our Promissory Note remain outstanding. The ABL Credit Facility also provides for a $300 million letter of credit sub-facility. See Description of Other Indebtedness.

We believe the ABL Credit Facility and the term loan facility, our cash and cash equivalents and cash flow from operations provide adequate cash to fund our working capital, capital expenditure, our debt service and other cash requirements for our existing businesses for the foreseeable future. Our ability to meet future working capital, capital expenditure and debt service requirements will depend on our future financial performance, which will be affected by a range of economic, competitive and business factors, particularly interest rates and changes in the retail market, many of which are outside of our control.

Certain Information Concerning Contractual Obligations

The following table sets forth certain information regarding our contractual obligations as of June 3, 2006 (in millions):

		Payments During Fiscal Years					
Contractual Obligations	**Total**	**Less Than 1 Year**	**2007**	**2008**	**2009**	**2010**	**Thereafter**
Long-Term Debt(1)	$ 1,520.9	$ 10.1	$ 10.2	$ 10.3	$ 10.4	$ 10.4	$ 1,469.5
Interest	867.8	115.8	114.8	128.5	127.7	127.0	254.0
Capital Lease Obligations(2)	56.4	2.4	2.5	2.5	2.6	2.6	43.8
Operating Leases	535.3	121.9	105.4	86.5	63.1	41.3	117.1
Purchase Obligations	583.7	579.0	2.1	1.1	1.1	0.4	0
Total	$ 3,564.1	$ 829.2	$ 235.0	$ 228.9	$ 204.9	$ 181.7	$ 1,884.4

(1) Excludes interest on Long-Term Debt.

(2) Capital Lease Obligations include future interest payments.