

BURLINGTON COAT FACTORY WAREHOUSE CORP

Form S-4/A

September 28, 2011

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As filed with the Securities and Exchange Commission on September 28, 2011

No. 333-175594

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2
to
FORM S-4
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Burlington Coat Factory Warehouse Corporation

Additional Registrants Listed on Schedule A Hereto

(Exact name of registrant as specified in its charter)

| | | |
|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------|
| Delaware (State or other jurisdiction of incorporation or organization) | 5311 (Primary Standard Industrial Classification Code Number) | 22-1970303 (I.R.S. Employer Identification No.) |
|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------|

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)

Copies to:

Joshua N. Korff, Esq.
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022
(212) 446-4800

Approximate date of commencement of proposed sale of the securities to the public: The exchange will occur as soon as practicable after the effective date of this Registration Statement "

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 registered additional securities for an offering pursuant to Rule 462(b) 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. "

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. "

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

Large accelerated filer " Accelerated filer "

Non-Accelerated filer x (Do not check if a smaller reporting company) Smaller reporting Company "

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee(2) |
|-------------------------------------------------------|-----------------|----------------------------------------------------|-------------------------------------|
| | Registered | | |
| 10% Senior Notes due 2019 | \$450,000,000 | \$450,000,000 | \$52,245 |
| Guarantees of 10% Senior Notes due 2019 | \$450,000,000 | | (3) |

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities act of 1933, as amended.
- (2) Previously paid.
- (3) Pursuant to Rule 457(n), no additional registration fee is payable with respect to the guarantees.

The registrant hereby amends this Registration statement on such date or dates as may be necessary to delay its effective date until the registrant 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 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents**Schedule A**

| Exact Name of Additional Registrants | Jurisdiction of Incorporation or Formation | Principal Executive Offices | Primary Standard Industrial Classification Code Number | I.R.S. Employer Identification No. |
|---------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| Burlington Coat Factory of Alabama, LLC | Alabama | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4632712 |
| Burlington Coat Factory Realty of Huntsville LLC | Alabama | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-1970303 |
| Burlington Coat Factory Warehouse of Anchorage, Inc. | Alaska | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 93-1046485 |
| Burlington Coat Factory of Arizona, LLC | Arizona | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4632763 |
| Burlington Coat Factory Realty of Desert Sky, Inc. | Arizona | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 86-1031005 |
| Burlington Coat Factory Realty of Mesa, Inc. | Arizona | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 86-1031006 |
| Burlington Coat Factory of Arkansas, LLC | Arkansas | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4632817 |
| Baby Depot of California, LLC | California | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4633089 |

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|---------------------------------------------------|------------|------------------------------------------------------------------------|------|------------|
| Burlington Coat Factory of California, LLC | California | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4632887 |
| Burlington Coat Factory Realty of Dublin, Inc. | California | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 94-3399808 |
| Burlington Coat Factory Realty of Florin, Inc. | California | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 94-3399809 |

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|--------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| Burlington Coat Factory Realty of Ventura, Inc. | California | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 77-0518590 |
| Burlington Coat Factory of San Bernardino, LLC | California | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4633016 |
| MJM Designer Shoes of California, LLC | California | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4632945 |
| Burlington Coat Factory of Colorado, LLC | Colorado | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4633153 |
| Burlington Coat Factory of Connecticut, LLC | Connecticut | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4633202 |
| Burlington Coat Realty of East Windsor, Inc. | Connecticut | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 06-1391139 |
| Cohoes Fashions of Connecticut, LLC | Connecticut | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4633634 |
| Burlington Coat Factory of Delaware, LLC | Delaware | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4633728 |
| Burlington Coat Factory of Texas, Inc. | Delaware | 1830 Route 130 North Burlington, New Jersey 08016 | 5311 | 20-4633830 |

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|----------------------------|----------|------------------------------|------|------------|
| | | (609) 387-7800 | | |
| Burlington Coat Factory | Delaware | 1830 Route 130 North | 5311 | 20-4633782 |
| of Texas, L.P. | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |
| Burlington Coat Factory | Delaware | 1830 Route 130 North | 5311 | 20-4663833 |
| Investments Holdings, Inc. | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |

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|-------------------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| Burlington Coat Factory Realty Corp. | Delaware | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-3246670 |
| C.F.I.C. Corporation | Delaware | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 51-0282085 |
| MJM Designer Shoes of Delaware, LLC | Delaware | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-2681523 |
| Bee Ridge Plaza, LLC | Florida | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 02-0693864 |
| Burlington Coat Factory of Florida, LLC | Florida | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 58-1975714 |
| Burlington Coat Factory Realty of Coral Springs, Inc. | Florida | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 03-0387530 |
| Burlington Coat Factory Realty of Orlando, Inc. | Florida | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 59-3558218 |
| Burlington Coat Factory Realty of Sarasota, Inc. | Florida | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-3869014 |
| Burlington Coat Factory Realty of University | Florida | 1830 Route 130 North Burlington, New Jersey 08016 | 5311 | 59-3724802 |

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|-------------------------|---------|------------------------------|------|------------|
| Square, Inc. | | (609) 387-7800 | | |
| Burlington Coat Factory | Florida | 1830 Route 130 North | 5311 | 05-0550581 |
| Realty of West | | Burlington, New Jersey 08016 | | |
| Colonial, Inc. | | (609) 387-7800 | | |
| K&T Acquisition Corp. | Florida | 1830 Route 130 North | 5311 | 57-1176343 |
| | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |

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| Exact Name of Additional Registrants | Jurisdiction of Incorporation or Formation | Principal Executive Offices | Primary Standard Industrial Classification Code Number | I.R.S. Employer Identification No. |
|------------------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| MJM Designer Shoes of Florida, LLC | Florida | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 60-0001903 |
| Burlington Coat Factory of Georgia, LLC | Georgia | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-2310204 |
| Burlington Coat Factory Realty of Morrow, Inc. | Georgia | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 58-2331013 |
| Burlington Coat Factory Warehouse of Atlanta, Inc. | Georgia | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-2310222 |
| Burlington Coat Factory of Hawaii, LLC | Hawaii | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 26-0845470 |
| Burlington Coat Factory of Idaho, LLC | Idaho | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4633933 |
| Burlington Coat Factory of Illinois, LLC | Illinois | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4634340 |
| Burlington Coat Factory Realty of Bloomingdale, Inc. | Illinois | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 36-4446838 |
| Burlington Coat Factory Realty of River Oaks, Inc. | Illinois | 1830 Route 130 North Burlington, New Jersey 08016 | 5311 | 36-4171851 |

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(609) 387-7800

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| Burlington Coat Factory | Illinois | 1830 Route 130 North | 5311 | 36-3384100 |
| Warehouse of East St. Louis, Inc. | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |
| Burlington Coat Realty of | Illinois | 1830 Route 130 North | 5311 | 36-3898953 |
| Gurnee, Inc. | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |

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|------------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| Burlington Coat Factory of Indiana, LLC | Indiana | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 35-2086329 |
| Burlington Coat Factory Realty of Greenwood, Inc. | Indiana | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 36-4494986 |
| Burlington Coat Factory of Iowa, LLC | Iowa | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 42-1204776 |
| Burlington Coat Factory of Kansas, LLC | Kansas | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4634554 |
| Burlington Coat Factory of Kentucky, Inc. | Kentucky | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 62-1247906 |
| Burlington Coat Factory of Louisiana, LLC | Louisiana | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4634617 |
| Burlington Coat Factory of Maine, LLC | Maine | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4634794 |
| Burlington Coat Factory of Maryland, LLC | Maryland | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4634824 |
| Burlington Coat Factory of Massachusetts, LLC | Massachusetts | 1830 Route 130 North Burlington, New Jersey 08016 | 5311 | 58-2669608 |

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| | | (609) 387-7800 | | |
| Burlington Coat Factory | Massachusetts | 1830 Route 130 North | 5311 | 04-3344507 |
| Realty of North Attleboro, Inc. | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |
| Cohoes Fashions of | Massachusetts | 1830 Route 130 North | 5311 | 20-4634868 |
| Massachusetts, LLC | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |
| Burlington Coat Factory | Michigan | 1830 Route 130 North | 5311 | 20-4635333 |
| of Michigan, LLC | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |

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|------------------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| Burlington Coat Factory Warehouse of Detroit, Inc. | Michigan | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 38-2424219 |
| Burlington Coat Factory Warehouse of Grand Rapids, Inc. | Michigan | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 31-1045013 |
| Burlington Coat Factory Warehouse of Redford, Inc. | Michigan | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 36-3251099 |
| Burlington Coat Factory of Minnesota, LLC | Minnesota | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4635381 |
| Burlington Coat Factory of Mississippi, LLC | Mississippi | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4804503 |
| Burlington Coat Factory of Missouri, LLC | Missouri | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4635447 |
| Burlington Coat Factory Realty of Des Peres, Inc. | Missouri | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 43-1842990 |
| Burlington Coat Factory of Montana, LLC | Montana | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 26-0845554 |
| Burlington Coat Factory of Nebraska, LLC | Nebraska | 1830 Route 130 North Burlington, New Jersey 08016 | 5311 | 20-4635566 |

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| | | (609) 387-7800 | | |
| Burlington Coat Factory | Nevada | 1830 Route 130 North | 5311 | 20-4635612 |
| of Nevada, LLC | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |
| Burlington Coat Realty | Nevada | 1830 Route 130 North | 5311 | 88-0314073 |
| of Las Vegas, Inc. | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |

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|----------------------------------------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| Burlington Coat Factory of New Hampshire, LLC | New Hampshire | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4635690 |
| Burlington Coat Factory Direct Corporation | New Jersey | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-3531725 |
| Burlington Coat Factory of New Jersey, LLC | New Jersey | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4635873 |
| Burlington Coat Factory Realty of Edgewater Park, Inc. | New Jersey | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-3815140 |
| Burlington Coat Factory Realty of Paramus, Inc. | New Jersey | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-3823189 |
| Burlington Coat Factory Realty of Pinebrook, Inc. | New Jersey | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 48-1266066 |
| Burlington Coat Factory Warehouse of Edgewater Park, Inc. | New Jersey | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-3751945 |
| Burlington Coat Factory Warehouse of Edgewater Park Urban Renewal Corp. | New Jersey | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-3843958 |
| Burlington Coat Factory | New | 1830 Route 130 North | 5311 | 22-2667705 |

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|----------------------------------------|------------|------------------------------------------------------------------------|------|------------|
| Warehouse of New Jersey, Inc. | Jersey | Burlington, New Jersey 08016 (609) 387-7800 | | |
| Cohoes Fashions of New Jersey, LLC | New Jersey | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4635964 |
| MJM Designer Shoes of Moorestown, Inc. | New Jersey | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-0156497 |

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|----------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| MJM Designer Shoes of New Jersey, LLC | New Jersey | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4635926 |
| Super Baby Depot of Moorestown, Inc. | New Jersey | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-0828544 |
| Burlington Coat Factory of New Mexico, LLC | New Mexico | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4771747 |
| Burlington Coat Factory of New York, LLC | New York | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4636047 |
| Burlington Coat Factory Realty of Yonkers, Inc. | New York | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 13-4199049 |
| Cohoes Fashions of New York, LLC | New York | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4636764 |
| Georgetown Fashions Inc. | New York | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 11-2463441 |
| LC Acquisition Corp. | New York | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-2913067 |
| MJM Designer Shoes of New York, LLC | New York | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4636419 |

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(609) 387-7800

Monroe G. Milstein, Inc.

New York

1830 Route 130 North

5311

13-3150740

Burlington, New Jersey 08016

(609) 387-7800

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|------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| Burlington Coat Factory of North Carolina, LLC | North | 1830 Route 130 North | 5311 | 20-4636810 |
| | Carolina | Burlington, New Jersey 08016 (609) 387-7800 | | |
| Burlington Coat Factory of North Dakota, LLC | North | 1830 Route 130 North | 5311 | 20-4680654 |
| | Dakota | Burlington, New Jersey 08016 (609) 387-7800 | | |
| Burlington Coat Factory of Ohio, LLC | Ohio | 1830 Route 130 North | 5311 | 20-4636839 |
| | | Burlington, New Jersey 08016 (609) 387-7800 | | |
| Burlington Coat Factory Warehouse of Cleveland, Inc. | Ohio | 1830 Route 130 North | 5311 | 34-1402739 |
| | | Burlington, New Jersey 08016 (609) 387-7800 | | |
| Burlington Coat Factory of Oklahoma, LLC | Oklahoma | 1830 Route 130 North | 5311 | 20-4636882 |
| | | Burlington, New Jersey 08016 (609) 387-7800 | | |
| Burlington Coat Factory Realty of Tulsa, Inc. | Oklahoma | 1830 Route 130 North | 5311 | 20-1593400 |
| | | Burlington, New Jersey 08016 (609) 387-7800 | | |
| Burlington Coat Factory of Oregon, LLC | Oregon | 1830 Route 130 North | 5311 | 93-1113593 |
| | | Burlington, New Jersey 08016 (609) 387-7800 | | |
| Burlington Coat Factory of Pennsylvania, LLC | Pennsylvania | 1830 Route 130 North | 5311 | 20-4636915 |
| | | Burlington, New Jersey 08016 (609) 387-7800 | | |
| Burlington Coat Factory Realty of Langhorne, Inc. | Pennsylvania | 1830 Route 130 North | 5311 | 51-0420881 |
| | | Burlington, New Jersey 08016 | | |

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| | | (609) 387-7800 | | |
| Burlington Coat Factory | Pennsylvania | 1830 Route 130 North | 5311 | 25-1900644 |
| Realty of West | | Burlington, New Jersey 08016 | | |
| Mifflin, Inc. | | (609) 387-7800 | | |
| Burlington Coat Factory | Pennsylvania | 1830 Route 130 North | 5311 | 52-2367723 |
| Realty of Whitehall, Inc. | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |

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|---------------------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| Burlington Coat Factory Warehouse Inc. | Pennsylvania | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 52-1097225 |
| Burlington Coat Factory Warehouse of Bristol, LLC | Pennsylvania | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4637002 |
| Burlington Coat Factory Warehouse of Cheltenham, Inc. | Pennsylvania | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 52-2004601 |
| Burlington Coat Factory Warehouse of Langhorne, Inc. | Pennsylvania | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-3737338 |
| Burlington Coat Factory Warehouse of Montgomeryville, Inc. | Pennsylvania | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 23-2777799 |
| Burlington Factory Warehouse of Reading, Inc. | Pennsylvania | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-2263811 |
| MJM Designer Shoes of Pennsylvania, LLC | Pennsylvania | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4636967 |
| Burlington Coat Factory of Puerto Rico, LLC | Puerto Rico | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 66-0697802 |
| Burlington Coat Factory of Rhode Island, LLC | Rhode Island | 1830 Route 130 North Burlington, New Jersey 08016 | 5311 | 20-4771799 |

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(609) 387-7800

Cohoes Fashions of Rhode 1830 Route 130 North 5311 05-0478167

Cranston, Inc. Island Burlington, New Jersey 08016

(609) 387-7800

Burlington Coat Factory of South South 1830 Route 130 North 5311 20-4637038

Carolina, LLC Carolina Burlington, New Jersey 08016

(609) 387-7800

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| Exact Name of Additional Registrants | Jurisdiction of Incorporation or Formation | Principal Executive Offices | Primary Standard Industrial Classification Code Number | I.R.S. Employer Identification No. |
|------------------------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| Burlington Coat Factory Warehouse of Charleston, Inc. | South Carolina | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 57-0903026 |
| Burlington Coat Factory of South Dakota, LLC | South Dakota | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 26-0845641 |
| Burlington Coat Factory Realty of Memphis, Inc. | Tennessee | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 71-0911391 |
| Burlington Coat Factory Warehouse of Hickory Commons, Inc. | Tennessee | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 62-1664387 |
| Burlington Coat Factory Warehouse of Memphis, Inc. | Tennessee | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 62-1142888 |
| Burlington Coat Factory Warehouse of Shelby, Inc. | Tennessee | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 62-1283132 |
| Burlington Coat Factory Realty of Bellaire, Inc. | Texas | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 76-0682036 |
| Burlington Coat Factory Realty of El Paso, Inc. | Texas | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-1985900 |
| Burlington Coat Factory Realty of | Texas | 1830 Route 130 North Burlington, New Jersey 08016 | 5311 | 75-2940553 |

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|---------------------------|-------|------------------------------|------|------------|
| Westmoreland, Inc. | | (609) 387-7800 | | |
| Burlington Coat Factory | Texas | 1830 Route 130 North | 5311 | 76-0682033 |
| Warehouse of | | Burlington, New Jersey 08016 | | |
| Baytown, Inc. | | (609) 387-7800 | | |
| Burlington Coat Realty of | Texas | 1830 Route 130 North | 5311 | 76-0442092 |
| Houston, Inc. | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |

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|-----------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| Burlington Coat Realty of Plano, Inc. | Texas | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 75-2491335 |
| MJM Designer Shoes of Texas, Inc. | Texas | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 74-2579897 |
| Burlington Coat Factory of Utah, LLC | Utah | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4637069 |
| Burlington Coat Factory of Vermont, LLC | Vermont | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 26-0845829 |
| BCF Cards, Inc. | Virginia | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 26-0260474 |
| Burlington Coat Factory of Virginia, LLC | Virginia | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 22-2377376 |
| Burlington Coat Factory of Pocono Crossing, LLC | Virginia | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 46-0492681 |
| Burlington Coat Factory Realty of Coliseum, Inc. | Virginia | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 54-2040601 |
| Burlington Coat Factory Realty of Fairfax, Inc. | Virginia | 1830 Route 130 North Burlington, New Jersey 08016 | 5311 | 54-2011140 |

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| | | | | |
|---------------------------|----------|------------------------------|------|------------|
| | | (609) 387-7800 | | |
| Burlington Coat Factory | Virginia | 1830 Route 130 North | 5311 | 54-2040603 |
| Warehouse of | | Burlington, New Jersey 08016 | | |
| Coliseum, Inc. | | (609) 387-7800 | | |
| Burlington Coat Realty of | Virginia | 1830 Route 130 North | 5311 | 52-1848892 |
| Potomac, Inc. | | Burlington, New Jersey 08016 | | |
| | | (609) 387-7800 | | |

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| Exact Name of Additional Registrants | Jurisdiction of Incorporation or Formation | Principal Executive Offices | Primary Standard Industrial Classification Code Number | I.R.S. Employer Identification No. |
|---------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|
| Burlington Coat Factory of Washington, LLC | Washington | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4637093 |
| Burlington Coat Factory Realty of Franklin, Inc. | Washington | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 91-2131354 |
| Burlington Coat Factory of West Virginia, LLC | West Virginia | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4637153 |
| Burlington Coat Factory of Wisconsin, LLC | Wisconsin | 1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800 | 5311 | 20-4637125 |

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The information in this prospectus is not complete and may be changed. We may not complete this exchange offer until the registration statement filed with the Securities and Exchange Commission is effective. This 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.

Subject to Completion, Dated September 28, 2011

Prospectus

\$450,000,000

Burlington Coat Factory Warehouse Corporation

Exchange Offer for 10% Senior Notes due 2019

Offer for outstanding 10% Senior Notes due 2019, in the aggregate principal amount of \$450,000,000 (which we refer to as the Old Notes) in exchange for up to \$450,000,000 in aggregate principal amount of 10% Senior Notes due 2019 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, , 2011, unless extended.

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

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 not receive any proceeds from the exchange offer.

The exchange of Old Notes for the Exchange Notes should not be a taxable exchange for United States federal income tax purposes. See Certain United States Federal Income Tax Considerations.

Terms of the Exchange Notes

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The Exchange Notes will be general unsecured obligations and will rank equally in right of payment with all of our existing and future indebtedness that is not expressly subordinated thereto, senior in right of payment to any future indebtedness that is expressly subordinated in right of payment thereto and effectively junior to our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness in addition to all indebtedness of our non-guarantor subsidiary.

The Exchange Notes will be fully, jointly, severally and unconditionally guaranteed on a senior unsecured basis by Burlington Coat Factory Investments Holdings, Inc. and each of our U.S. subsidiaries to the extent such guarantor is a guarantor of our obligations under our New Term Loan Facility (as defined below).

The Exchange Notes will mature on February 15, 2019.

The Exchange Notes will accrue interest at a rate per annum equal to 10% and will be payable semi-annually on each February 15 and August 15, beginning on August 15, 2011.

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

If we experience certain changes of control, we must offer to purchase the Exchange Notes at 101% of their aggregate principal amount, plus accrued and unpaid interest, if any.

The terms of the Exchange Notes are substantially identical to those of the outstanding Old Notes, except the transfer restrictions, registration rights and additional interest provisions relating to the Old Notes do not apply to the Exchange Notes.

For a discussion of the specific risks that you should consider before tendering your outstanding Old Notes in the exchange offer, see Risk Factors beginning on page 14 of this prospectus.

There is no established trading market for the Old Notes or the Exchange Notes.

Each broker dealer that receives Exchange Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such 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 from time to time, 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 passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2011.

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Each broker dealer that receives Exchange Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. 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 of 1933, as amended (the Securities Act). A broker dealer who acquired Old Notes as a result of market making or other trading activities may use this prospectus, as supplemented or amended from time to time, in connection with any resales of the Exchange Notes. We have agreed that, for a period of up to 180 days after the closing of the exchange offer, we will make this prospectus available for use in connection with any such resale. See Plan of Distribution.

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. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy securities other than those specifically offered hereby or an offer to sell any securities offered hereby in any jurisdiction where, or to any person whom, it is unlawful to make such offer or solicitation. 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 10% Senior Notes due 2019.

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E in the Securities Exchange Act of 1934, as amended (the Exchange Act) (each of which contain safe harbors which do not apply to statements made in connection with this offering), which involve risks and uncertainties. Forward-looking statements include all statements that do not relate solely to historical or current facts, and you can identify forward-looking statements because they contain words such as projects, expects, anticipates, intends, plans, believes, seeks, estimates, should, would, could, will, opportunity, potential or may, or similar expressions, prospects, objectives, strategies, plans or intentions. All statements made relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to the impact of existing or proposed laws or regulations described in this prospectus are forward-looking statements. These forward-looking statements are subject to risks and uncertainties that may change at any time and, therefore, our actual results may differ materially from those expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, it is very difficult to predict the impact of known factors and, of course, it is impossible to anticipate all factors that could affect our actual results. Important factors that could cause actual results to differ materially from the forward-looking statements contained in this prospectus include, among others:

general economic conditions;

changing consumer preferences and demand;

weather patterns, including, among other things, changes in year-over-year temperatures;

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;

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

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;

changes in general and/or regional economic conditions;

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, snow and ice storms, flood, hail, hurricanes and earthquakes.

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These factors should not be construed as exhaustive and should be read with the other cautionary statements in this prospectus. Although we base these forward-looking statements on assumptions that we believe are reasonable when made, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements contained in this prospectus speak only as of the date of such statement and, except for our ongoing obligations to disclose material information under the federal securities laws, we do not undertake any obligation to update such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments unless required by law. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

MARKET, RANKING AND OTHER INDUSTRY DATA

In this prospectus we rely on and refer to information and statistics regarding our industry, the size of certain markets and our position within the sectors in which we compete. Some of the market and industry data contained in this prospectus are based on independent industry publications or other publicly available information, while other information is based on our good faith estimates, which are derived from our review of internal surveys, as well as independent sources listed in this prospectus, and our management's knowledge and experience in the markets in which we operate. Our estimates have also been based on information obtained from our customers, suppliers and other contacts in the markets in which we operate. Although we believe that these independent sources and our internal data are reliable as of their respective dates, the information contained in them has not been independently verified, and we cannot assure you as to the accuracy or completeness of this information. As a result, you should be aware that the market and industry data and the market share estimates set forth in this prospectus, and beliefs and estimates based thereon, may not be reliable.

TRADEMARKS, SERVICE MARKS AND TRADE NAMES

We own the trademarks, service marks and trade names that we use in connection with the operation of our business. Our trademarks include BCF, BCF Burlington Coat Factory, Burlington Coat Factory, Cohoes, Luxury Linens, MJM Designer Shoes and Baby Depot. This prospectus may also contain trademarks, service marks, trade names and copyrights of other companies, which are the property of their respective owners. Solely for convenience, the trademarks, service marks, trade names and copyrights referred to in this prospectus are listed without the TM, SM, © and ® symbols, but we will assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors, if any, to these trademarks, service marks, trade names and copyrights.

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PROSPECTUS SUMMARY

This summary highlights material information about our business and about this exchange offer. This is a summary of material information contained elsewhere in this prospectus and is not complete and does not contain all of the information that may be important to you. For a more complete understanding of our business and this exchange offer, you should read this entire prospectus, including the section entitled "Risk Factors", along with the detailed information and the audited Consolidated Financial Statements and the related notes thereto and the unaudited Condensed Consolidated Financial Statements and the related notes thereto, included elsewhere in this prospectus. In this prospectus, unless otherwise indicated or the context otherwise requires, we, us, our, Company, BCF and Burlington Coat Factory refers to Burlington Coat Factory Warehouse Corporation and its consolidated subsidiaries and Holdings refers to Burlington Coat Factory Investments Holdings, Inc., which is the parent of Burlington Coat Factory Warehouse Corporation.

Because Holdings is a guarantor of the notes offered hereby, it is appropriate to include in this prospectus, certain financial statements of Holdings. Separate financial statements for us have not been presented. Holdings has no operations and its only asset is all of our capital stock. All discussions of operations in this prospectus relate to us, and such operations are reflected in the historical audited Consolidated Financial Statements of Holdings and the historical unaudited interim Condensed Consolidated Financial Statements of Holdings, included elsewhere in this prospectus.

Company Overview

We are a nationally recognized off-price retailer of high-quality, branded apparel at everyday low prices (EDLP). We opened our first store in Burlington, New Jersey in 1972, selling primarily coats and outerwear. Since then, and as of July 30, 2011, we have expanded our store base to 462 stores in 44 states and Puerto Rico 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 decor and gifts. We continue to emphasize our rich heritage of coats and outerwear and we believe that we are viewed as the destination for coat shoppers. We offer a broad selection of desirable, first-quality, branded merchandise from nationally-recognized manufacturers and other suppliers. For the fiscal year ended January 29, 2011, we generated total revenue of \$3,701.1 million, net sales of \$3,669.6 million, net income of \$31.0 million and Adjusted EBITDA (as defined below in Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources) of \$338.1 million.

As of July 30, 2011, we operated our stores under the names Burlington Coat Factory Warehouse (BCFW) (447 stores), Cohoes Fashions (two stores) and MJM Designer Shoes (13 stores). The average BCFW store is approximately 80,000 square feet, generally twice the size of our off-price competition but smaller than traditional department stores.

We believe that our customers are attracted to our stores principally by the availability of a large assortment of first-quality current branded merchandise at EDLP. We provide a wide range of apparel, accessories and furnishing for all ages. We believe our substantial selection of staple, destination products such as coats and products in our Baby Depot departments, as well as men's and boys' suits, attracts customers from beyond our local trade areas. This merchandise mix drives incremental store-traffic and differentiates us from our competitors. We also optimize our inventory by purchasing both pre-season and in-season merchandise. This enables us to respond effectively to changing market conditions and consumer fashion preferences.

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We are owned by Holdings. Holdings has no operations and its only asset is all of our stock. We were initially organized in 1972 as a New Jersey corporation. In 1983, we were reincorporated in Delaware and currently exist as a Delaware corporation. Holdings was organized in 2006 (and currently exists) as a Delaware corporation. We became a wholly-owned subsidiary of Holdings in connection with our acquisition on April 13, 2006 by affiliates of Bain Capital in a take private transaction (the Merger Transaction). Holdings is a wholly-owned subsidiary of Burlington Coat Factory Holdings, Inc. (Parent).

Equity Sponsor

Bain Capital Partners, LLC is a global private investment firm that manages several pools of capital including private equity, high-yield assets, mezzanine capital and public equity with approximately \$64 billion in assets under management. Since its inception in 1984, Bain Capital's private equity affiliates have made over 350 investments in a variety of industries around the world. Currently, Bain Capital has a team of over 120 professionals dedicated to investing in and supporting its portfolio companies. Headquartered in Boston, Bain Capital has offices in New York, London, Munich, Hong Kong, Shanghai and Tokyo.

Bain Capital has a long and successful history of investing in retail businesses as well as consumer products companies distributing through retailers, and has a dedicated group of investment professionals focused on the sector. Bain Capital has made a number of retail and consumer products investments, including: Dunkin Brands, Shoppers Drug Mart, Burger King, Toys R Us, Dollarama, Michaels, Gymboree, Staples, Domino's Pizza, Brookstone, Duane Reade, Sealy, and Sports Authority.

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Organizational Structure

The chart below illustrates our basic corporate and principal debt structure. The equity ownership percentages are approximations as of July 14, 2011. In connection with the offering of the Old Notes, on February 24, 2011, the Company refinanced its existing senior secured term loan credit facility (the Existing Term Loan Facility), issued in the original principal amount of \$900.0 million, with the proceeds of a new \$1.0 billion senior secured term loan facility (the New Term Loan Facility), and entered into a First Amendment (the First Amendment) to the Amended and Restated Credit Agreement, dated January 15, 2010 (as amended, supplemented and otherwise modified, the Amended ABL Credit Agreement), among the Company, as lead borrower, the borrowers party thereto, the facility guarantors party thereto, Bank of America, N.A. as administrative agent and collateral agent, the lenders party thereto, Wells Fargo Retail Finance, LLC and Regions Bank as co-syndication agents, J.P. Morgan Securities Inc. and UBS Securities LLC as co-documentation agents and General Electric Capital Corporation, US Bank, National Association and SunTrust Bank as senior managing agents, governing the Company s existing senior secured asset-based revolving credit facility (the ABL Line of Credit and, together with the New Term Loan Facility, the New Senior Secured Credit Facilities).

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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 does not constitute a part of, and is not incorporated by reference into, this prospectus.

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The Exchange Offer

On February 24, 2011, we sold, through a private placement exempt from the registration requirements of the Securities Act, \$450,000,000 of our 10% Senior Notes due 2019, CUSIP Nos. 121579 AF3, U10711 AD8, 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 that certain Registration Rights Agreement, dated February 24, 2011 (the "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 file a registration statement with the United States Securities and Exchange Commission (the "SEC") enabling the holders of the Old Notes to exchange their Old Notes for Exchange Notes with identical terms, and to complete the exchange offer within 45 days after the date on which the exchange offer registration statement is declared effective by the SEC. You may exchange your Old Notes for Exchange Notes in this exchange offer. You should read the discussion under the headings "Summary of Exchange Offer," "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.

| | |
|---------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Securities Offered | \$450.0 million aggregate principal amount of 10% Senior Notes due 2019. |
| 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 multiples of \$1,000. This exchange offer is being made pursuant to the Registration Rights Agreement which grants 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. |
| Expiration Date; Withdrawal of Tender | The exchange offer will expire 5:00 p.m., New York City time, on , 2011, or a later time if we choose to extend the exchange offer in our sole and absolute discretion. 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. |

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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 so long as:

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, any such 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, including our determination that the exchange offer does not violate any law, statute, rule, regulation or interpretation by the Staff of the SEC or any regulatory authority or other foreign, federal, state or local government agency or court of competent jurisdiction, some of which may be waived by us. We currently expect that each of the conditions will be satisfied and that no waivers will be necessary. See Exchange Offer Conditions to the Exchange Offer.

Procedures for Tendering Old Notes held in the Form of Book-Entry Interests

The Old Notes were issued as global securities and were deposited upon issuance with Wilmington Trust FSB which issued uncertificated depository interests in those outstanding Old Notes, which represent a 100% interest in those Old Notes, to The Depository Trust Company (DTC).

Beneficial interests in the outstanding Old Notes, which are held by direct or indirect participants in DTC, are shown on, and transfers of the Old Notes can only be made through, records maintained in book-entry form by DTC.

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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 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 Exchange Offer. Your outstanding Old Notes must be tendered in multiples of \$1,000.

In order for your tender to be considered valid, the exchange agent must receive a confirmation of book-entry transfer of your outstanding Old Notes into the exchange agent's account at DTC, under the procedure described in this prospectus under the heading Exchange Offer, on or before 5:00 p.m., New York City time, on the expiration date of the exchange offer.

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 United States 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 Wilmington Trust, National Association 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.

Consequences of Not Exchanging Old Notes

If you do not exchange your Old Notes in the exchange offer, your Old Notes will continue to be subject to the restrictions on transfer currently applicable to the Old Notes. In general, you may offer or sell your Old Notes only:

if they are registered under the Securities Act and applicable state securities laws;

if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or

if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

We do not currently intend to register the Old Notes under the Securities Act. Under some circumstances, however, holders of the Old Notes, including holders who are not permitted to participate in the exchange offer or who may not freely resell Exchange Notes received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of Old Notes by these holders. For more information regarding the consequences of not tendering your Old Notes and our obligation to file a shelf registration statement, see Exchange Offer Consequences of Exchanging or Failing to Exchange Old Notes and Description of Exchange Notes Registration Rights.

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Description of Exchange Notes

| | |
|------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Issuer | Burlington Coat Factory Warehouse Corporation. |
| Notes Offered | \$450.0 million aggregate principal amount of 10% Senior Notes due 2019. |
| Maturity Date | The Exchange Notes will mature on February 15, 2019. |
| Interest Rate | The Exchange Notes will bear interest at a rate of 10% per annum. Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months. |
| Interest Payment Dates | Interest on the Exchange Notes will be payable semi-annually on February 15 and August 15 of each year, commencing on August 15, 2011. |
| Guarantees | The Exchange Notes will be fully and unconditionally guaranteed on a senior basis by Burlington Coat Factory Investments Holdings, Inc. and each of our U.S. subsidiaries to the extent such guarantor is a guarantor of our obligations under the New Term Loan Facility. See Description of Exchange Notes Guarantees. |
| Ranking | <p>The Exchange Notes will be our senior unsecured obligations. The Exchange Notes will rank equally in right of payment with all of our existing and future indebtedness that is not expressly subordinated thereto, senior in right of payment to any future indebtedness that is expressly subordinated in right of payment thereto and effectively junior to our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness in addition to all indebtedness of our non-guarantor subsidiary.</p> <p>The guarantees will be the guarantors' senior unsecured obligations. The guarantees will rank equally in right of payment with all existing and future indebtedness of each guarantor that is not expressly subordinated thereto, senior in right of payment to any future indebtedness of each guarantor that is expressly subordinated in right of payment thereto and effectively junior to all existing and future secured indebtedness of each guarantor to the extent of the value of the collateral securing such indebtedness.</p> |
| Optional Redemption | Prior to February 15, 2014, we may redeem up to 35% of the aggregate principal amount of the Exchange Notes with the proceeds of certain equity offerings at the redemption price set forth in this prospectus, plus accrued and unpaid interest, if any, to the redemption date. See Description of Exchange Notes Optional Redemption. |

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Prior to February 15, 2015, we may redeem some or all of the Exchange Notes at a price equal to 100% of the principal amount of the Exchange Notes redeemed, plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium as described in this prospectus. See Description of Exchange Notes Optional Redemption.

On or after February 15, 2015, we may redeem all or a portion of the Exchange Notes at any time at the redemption prices set forth in this prospectus, plus accrued and unpaid interest, if any, to the redemption date. See Description of Exchange Notes Optional Redemption.

Change of Control Offer

If we experience certain change of control events, we must offer to repurchase the Exchange Notes at 101% of their principal amount, plus accrued and unpaid interest, if any, to the applicable repurchase date. See Description of Exchange Notes Repurchase at the Option of Holders Change of Control.

Asset Sale Offer

If we sell assets under certain circumstances we must offer to repurchase the Exchange Notes at 100% of their principal amount, plus accrued and unpaid interest, if any, to the applicable repurchase date. See Description of Exchange Notes Repurchase at the Option of Holders Asset Sales.

Restrictive Covenants

The Exchange Notes will be issued under an indenture containing covenants that, among other things, will restrict our ability and the ability of our restricted subsidiaries to:

incur indebtedness or issue certain preferred equity;

enter into sale-leaseback transactions;

pay dividends, redeem stock or make other distributions or restricted payments;

make certain investments;

agree to payment restrictions affecting the restricted subsidiaries;

sell or otherwise transfer or dispose of assets, including equity interests of our subsidiaries;

enter into transactions with our affiliates;

create liens;

designate our subsidiaries as unrestricted subsidiaries; and

consolidate, merge or sell substantially all of our assets.

These covenants will be subject to a number of important exceptions and qualifications. See Description of Exchange Notes Certain Covenants.

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No Established Trading Market

The Exchange Notes are new issues of securities with no established trading market. The Exchange Notes will not be listed on any securities exchange or on any automated dealer quotation system. We cannot assure you that a liquid market for the Exchange Notes will develop or be maintained.

Use of Proceeds

We will not receive any proceeds from the issuance of the Exchange Notes pursuant to the exchange offer.

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 Exchange Notes, see [Description of Exchange Notes](#) section of this prospectus.

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA

The following table presents our summary historical consolidated financial data and certain other financial data. The historical consolidated balance sheet data as of January 29, 2011 and January 30, 2010 and statement of operations data, statement of cash flows data and other financial data for the fiscal year ended January 29, 2011 (Fiscal 2010), the transition period from May 31, 2009 to January 30, 2010 (the Transition Period), and for the fiscal years ended May 30, 2009 and May 31, 2008 have been derived from our historical audited consolidated financial statements, which are included in this prospectus. The historical consolidated balance sheet data as of May 30, 2009 and May 31, 2008 have been derived from our historical audited consolidated financial statements, which are not included in this prospectus. The historical consolidated statement of operations data, statement of cash flows data and other financial data for the 52 weeks ended January 30, 2010, have been derived from our historical unaudited consolidated financial statements, which are not included in this prospectus. The consolidated statement of operations data, balance sheet data, statement of cash flows data and other financial data as of and for the six months ended July 30, 2011 and July 31, 2010 have been derived from our historical unaudited interim condensed consolidated financial statements, which are included in this prospectus. Operating results for the six months ended July 30, 2011 are not necessarily indicative of the results that may be expected for the entire fiscal year ending January 28, 2012.

In order to conform to the predominant fiscal calendar used within the retail industry, on February 25, 2010 our board of directors (the Board of Directors) approved a change in our fiscal year from a fiscal year comprised of the twelve consecutive fiscal months ending on the Saturday closest to May 31 to a fiscal year comprised of the twelve consecutive fiscal months ending on the Saturday closest to January 31. Fiscal 2010 covers the 52 week period ended January 29, 2011. The Transition Period covers the 35 week transition period beginning on May 31, 2009, the day following the end of our 2009 fiscal year, and ended on January 30, 2010. Fiscal 2009 ended on May 30, 2009 (Fiscal 2009) and was a 52 week year. Fiscal 2008 ended on May 31, 2008 (Fiscal 2008) and was a 52 week year.

The unaudited consolidated statement of operations data, statement of cash flows data and other financial data for the 52 weeks ended January 30, 2010 have been calculated based on the sum of our four unaudited recasted interim consolidated financial statement data for the quarters ended May 2, 2009, August 1, 2009, October 31, 2009 and January 30, 2010.

The historical consolidated financial data and other financial data presented below should be read in conjunction with our audited Consolidated Financial Statements and the related notes thereto and our unaudited Condensed Consolidated Financial Statements and the related notes thereto, included elsewhere in this prospectus, and the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations. Our historical consolidated financial data may not be indicative of our future performance.

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| | Fiscal Year Ended | | Transition Period from May 31, 2009 to | 52 Weeks Ended | Fiscal Year Ended | Six Months Ended | |
|------------------------------------------------------------|-------------------|------------------|----------------------------------------------------|---------------------|-------------------------|------------------|------------------|
| | May 31, 2008 | May 30, 2009 | January 30, 2010 | January 30, 2010 | January 29, 2011 | July 31, 2010 | July 30, 2011 |
| Statement of Operations Data: | | | | | | | |
| Revenues: | | | | | | | |
| Net Sales | \$ 3,393,417 | \$ 3,541,981 | \$ 2,457,567 | \$ 3,522,914 | \$ 3,669,602 | \$ 1,623,428 | \$ 1,722,431 |
| Other Revenue | 30,556 | 29,386 | 21,730 | 30,840 | 31,487 | 14,075 | 14,343 |
| Total Revenue | 3,423,973 | 3,571,367 | 2,479,297 | 3,553,754 | 3,701,089 | 1,637,503 | 1,736,774 |
| Costs and Expenses: | | | | | | | |
| Cost of Sales (Exclusive of Depreciation and Amortization) | 2,095,364 | 2,199,766 | 1,492,349 | 2,181,707 | 2,252,346 | 1,021,741 | 1,084,356 |
| Selling and Administrative Expenses | 1,090,829 | 1,115,248 | 759,774 | 1,113,960 | 1,156,613 | 550,308 | 565,533 |
| Restructuring | | 6,952 | 2,429 | 7,452 | 2,200 | 2,152 | 5,190 |
| Depreciation and Amortization | 166,666 | 159,607 | 103,605 | 156,388 | 146,759 | 72,235 | 73,987 |
| Interest Expense | 132,993 | 102,716 | 59,476 | 84,423 | 99,309 | 53,422 | 63,164 |
| Impairment | 25,256 | 332,048 | 46,776 | 71,391 | 2,080 | 258 | 34 |
| Loss on Extinguishment of Debt | | | | | | | |