

Burlington Coat Factory of Mississippi, LLC
Form S-4/A
January 11, 2007
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Subject to completion, as filed with the Securities and Exchange Commission on January 11, 2007

Registration No. 333-137916

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

Amendment No. 3 to
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
(State of Incorporation)

5311
(Primary Standard Industrial Classification
Code Number)
1830 Route 130 North

22-1970303
(I.R.S. employer
identification number)

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 Guarantees(2)	\$ 305,000,000 N/A	\$ 32,635(3) 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.

(3) Previously paid.

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.

Table of Contents**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

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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

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

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Burlington Coat Factory	Florida	5311	59-3724802	1830 Route 130 North
Realty of University Square, Inc.				Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory	Florida	5311	05-0550581	1830 Route 130 North
Realty of West Colonial, Inc.				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	Georgia	5311	58-2331013	1830 Route 130 North
Realty of Morrow, Inc.				Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory	Georgia	5311	22-2310222	1830 Route 130 North
Warehouse of Atlanta, Inc.				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	Illinois	5311	36-4446838	1830 Route 130 North
Realty of Bloomingdale, Inc.				Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory	Illinois	5311	36-4171851	1830 Route 130 North
Realty of River Oaks, Inc.				Burlington, New Jersey 08016 (609) 387-7800
Burlington Coat Factory	Illinois	5311	36-3384100	1830 Route 130 North

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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

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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				