

BURLINGTON COAT FACTORY WAREHOUSE CORP

Form S-4/A

October 19, 2011

As filed with the Securities and Exchange Commission on October 19, 2011

No. 333-175594

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

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.)
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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

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

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	Alabama	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	22-1970303
Realty of Huntsville LLC	Alabama	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	93-1046485
Burlington Coat Factory	Alaska	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	20-4632763
Warehouse of Anchorage, Inc.	Alaska	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	86-1031005
Burlington Coat Factory of Arizona, LLC	Arizona	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	86-1031006
Burlington Coat Factory	Arizona	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	86-1031006
Realty of Desert Sky, Inc.	Arizona	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	20-4632817
Burlington Coat Factory	Arizona	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	20-4632817
Realty of Mesa, Inc.	Arizona	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	20-4633089
Burlington Coat Factory of Arkansas, LLC	Arkansas	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	20-4632887
Baby Depot of	California	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	20-4632887
California, LLC	California	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	20-4632887
Burlington Coat Factory of California, LLC	California	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	20-4632887

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Burlington, New Jersey 08016

(609) 387-7800

Burlington Coat Factory Realty of Dublin, Inc.	California	1830 Route 130 North	5311	94-3399808
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Burlington, New Jersey 08016

(609) 387-7800

Burlington Coat Factory Realty of Florin, Inc.	California	1830 Route 130 North	5311	94-3399809
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Burlington, New Jersey 08016

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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 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 (609) 387-7800		5311	20-4633830
Burlington Coat Factory	Delaware	1830 Route 130 North		5311	20-4633782

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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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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 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 Square, Inc.	Florida	1830 Route 130 North Burlington, New Jersey 08016 (609) 387-7800	5311	59-3724802
Burlington Coat Factory	Florida	1830 Route 130 North	5311	05-0550581

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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

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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 Bloomington, 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 (609) 387-7800		5311	36-4171851
Burlington Coat Factory	Illinois	1830 Route 130 North		5311	36-3384100

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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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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 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 (609) 387-7800		5311	58-2669608
Burlington Coat Factory	Massachusetts	1830 Route 130 North		5311	04-3344507

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Realty of North Attleboro, Inc.		Burlington, New Jersey 08016		
		(609) 387-7800		
Cohoes Fashions of Massachusetts, LLC	Massachusetts	1830 Route 130 North Burlington, New Jersey 08016	5311	20-4634868
		(609) 387-7800		
Burlington Coat Factory of Michigan, LLC	Michigan	1830 Route 130 North Burlington, New Jersey 08016	5311	20-4635333
		(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 (609) 387-7800	5311	20-4635566
Burlington Coat Factory	Nevada	1830 Route 130 North	5311	20-4635612

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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

Exact Name of Additional Registrants	Jurisdiction of Incorporation or Formation	Principal Executive Of
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