

CARTER WILLIAM CO
Form 15-15D
July 14, 2005

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number **333-22155**

States or other jurisdiction of incorporation **Massachusetts**

I.R.S. Employer Identification No. **04-1156680**

The William Carter Company

(Exact name of registrant as specified in its charter)

**The Proscenium,
1170 Peachtree Street NE, Suite 900**

Atlanta, Georgia 30309

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

10.875% Senior Subordinated Notes due 2011

(Title of each class of securities covered by this Form)

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None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input type="radio"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="radio"/>
Rule 12g-4(a)(1)(ii)	<input type="radio"/>	Rule 12h-3(b)(1)(ii)	<input type="radio"/>
Rule 12g-4(a)(2)(i)	<input type="radio"/>	Rule 12h-3(b)(2)(i)	<input type="radio"/>
Rule 12g-4(a)(2)(ii)	<input type="radio"/>	Rule 12h-3(b)(2)(ii)	<input type="radio"/>
		Rule 15d-6	<input checked="" type="radio"/>

Approximate number of holders of record as of the certification or notice date: **1**

Pursuant to the requirements of the Securities Exchange Act of 1934 The William Carter Company has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: **July 15, 2005**

By: **/s/ Brendon M. Gibbons**
Title *Vice President and*
General Counsel

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

SEC 2069 (12-04)
