



November 12, 2009

Dear Burlington Coat Factory Vendor:

Ethics are very important to Burlington Coat Factory, and the Company is committed to the highest ethical standards and to conducting its business with the highest level of integrity. In an effort to enhance this commitment, we have recently adopted a new Code of Business Conduct and Ethics. Building on our prior Code, this new document includes additional standards and requirements reflecting current best practices.

At Burlington Coat Factory, we strive to work with vendors who treat their workers with dignity and respect, adhere to applicable laws and regulations, and maintain high standards of business conduct. We strongly believe that those vendors who do business with Burlington Coat Factory should comply with the principles reflected in our new Code of Business Conduct and Ethics, and we reserve the right to refuse to do business with those who do not uphold, in action as well as words, the same principles. Although we recognize that our vendors are independent businesses, actions by those with whom Burlington Coat Factory does business are sometimes attributed to Burlington Coat Factory itself, affecting its reputation and the goodwill it has with its customers and others. It is only natural then that we expect our partners in business to act with honesty and integrity.

Accordingly, we would ask that you review the enclosed copy of our new Code of Business Conduct and Ethics within your organization. All Burlington Coat Factory vendors should maintain on file all documentation needed to demonstrate compliance with the Code and required laws. Please note that the new Code contains several provisions relating to our relationship with our vendors including, without limitation, the following:

- **Vendor Relations.** Burlington Coat Factory's policy is to give fair treatment to all of the Company's vendors. The Company will use objective factors, such as the quality and cost of the goods and services offered, in determining whether or not to do business with a vendor.
- **Labor Standards.** We expect our vendors to comply with applicable national and international laws and regulations with regard to their employment practices and policies. Specifically, no vendor should use forced or child labor, and all vendors must pay their employees at least minimum wage, including using overtime only when each employee is fully compensated according to local law. Vendors should inform each employee at the time of hiring if mandatory overtime is a condition of employment and, on a regularly scheduled basis, provide one day off in seven, and require no more than 60 hours of work per week on a regularly scheduled basis, or comply with local limits if they are lower.
- **Financial Interests.** Burlington Coat Factory employees, officers and directors may not have financial interests in any vendor where such interest would influence, or appear to influence, their actions on behalf of the Company.
- **Loans.** Burlington Coat Factory employees, officers and directors are prohibited from making or receiving loans and/or guarantees to or from our vendors.
- **Outside Employment.** Burlington Coat Factory employees may not work for, receive compensation or other benefit from, or own a substantial interest in any vendor or other person with whom the Company conducts business or which derives a benefit from business transacted by the Company.
- **Family Members And Close Personal Relationships.** Burlington Coat Factory employees who have immediate family members or significant others who have an ownership interest in, or work in a managerial or executive capacity for, businesses which provide or seek to provide goods or services to the Company should always act in the best interest of the Company when performing their duties and making decisions for the Company. Such relationships must be disclosed as provided in the Code and

the employee's supervisor must approve all transactions with the other company and sign or countersign all documents relating thereto.

- **Purchases of Goods or Services for Personal Use.** Burlington Coat Factory employees are not permitted to purchase goods and/or services for personal use directly from vendors except (i) banks and financial institutions, (ii) insurance companies, (iii) bona fide retail outlets on an arm's-length basis on terms no more favorable than those available to the public; and (iv) goods and services purchased through a Company-sponsored program.
- **Commercial Bribery.** Burlington Coat Factory employees are prohibited from soliciting or accepting a bribe under any circumstances.
- **Gifts.** A gift from a vendor may only be accepted during the holiday period between Thanksgiving Day and New Year's Day, provided that (i) such gift is non-monetary (that is, the gift **must not be** cash, checks, gift cards and other cash equivalents) and does not exceed a value of \$100; (ii) such gift must be sent to our main offices in Burlington, New Jersey; and (iii) Burlington Coat Factory employees may only accept one gift per vendor during this time period. Gifts may not be accepted at any other time or place or for any other occasion. In addition, our employees may accept such gifts only from vendors with which the employee has a current business relationship. Further, invitations from a vendor for an entertainment event (such as a theatrical production, sporting event, golf outing, fishing trip, concert or other similar event) may not be accepted by our employees (except in limited cases, such as industry events, for which the employee has received approval, as described in the Code). The Code provides several specific guidelines regarding the nature of gifts that may be received and also discusses circumstances under which our employees may accept gifts of meals.
- **Reporting.** Burlington Coat Factory employees are required to report to the Company any vendor which offers a gift or bribe.

If you have a question or concern about what is proper conduct for your organization under the Code, please feel free to contact us. On behalf of Burlington Coat Factory, I would like to thank you for your continued support of our organization – we truly value our partnership. Additionally, I would like to thank you in advance for taking the time to read and understand the Code — and more importantly, for taking responsibility for upholding its principles within your organization.

Sincerely,



Thomas A. Kingsbury  
President and Chief Executive Officer

Enclosure