Playtex Dorado, LLC
Form 424B3
May 15, 2007

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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-142371

PROSPECTUS

EXCHANGE OFFER FOR
$500,000,000
FLOATING RATE SENIOR NOTES DUE 2014

We are offering to exchange
up to $500,000,000 of our new Floating Rate Senior Notes due 2014, Series B
for
a like amount of our outstanding Floating Rate Senior Notes due 2014

Material Terms of Exchange Offer

The terms of the new notes to be issued in the exchange offer, which we refer to as the Exchange Notes, are substantially identical to the outstanding Floating Rate Senior Notes due 2014, which we refer to as the Notes, except that the transfer restrictions and registration rights relating to the Notes will not apply to the Exchange Notes.

The Exchange Notes will be guaranteed on a senior basis by substantially all of our existing and future domestic subsidiaries.

See the section of this prospectus entitled Description of the Exchange Notes that begins on page 130 for more information about the Exchange Notes.

There is no existing public market for the Notes or the Exchange Notes. We do not intend to list the Exchange Notes on any securities exchange or seek approval for quotation through any automated trading system.

You may withdraw your tender of Notes at any time before the expiration of the exchange offer. We will exchange all of the Notes that are validly tendered and not withdrawn.

The exchange offer expires at 5:00 p.m., New York City time, on June 12, 2007, unless extended.

The exchange of Notes will not be a taxable event for U.S. federal income tax purposes.

The exchange offer is not subject to any condition other than that it not violate applicable law or any applicable interpretation of the Staff of the Securities and Exchange Commission.

We will not receive any proceeds from the exchange offer.

For a discussion of certain factors that you should consider before participating in this exchange offer, see Risk Factors beginning on page 11 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the Exchange Notes to be distributed in the exchange offer, nor have any of these organizations determined that this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

May 11, 2007

We have not authorized anyone to give any information or represent anything to you other than the information contained in this prospectus. You must not rely on any unauthorized information or representations.

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Trademarks, Trade Names and Service Marks

We own or have rights to use the trademarks, service marks and trade names that we use in conjunction with the operation of our business. Some of the more important trademarks that we own or have rights to use that appear in this prospectus include the *Hanes, Champion, Playtex, Bali, Just My Size, barely there, Wonderbra, C9 by Champion, L eggs, Beefy-T* and *Outer Banks* marks, which may be registered in the United States and other jurisdictions. We do not own any trademark, trade name or service mark of any other company appearing in this prospectus.

The Exchange Notes are being offered by Hanesbrands Inc., a Maryland corporation organized in September 2005 that was spun off from Sara Lee Corporation (Sara Lee) on September 5, 2006. In connection with the spin off, Sara Lee contributed its branded apparel Americas and Asia business to Hanesbrands Inc. and distributed all of the outstanding shares of Hanesbrands Inc. common stock to its stockholders on a pro rata basis. As a result of the spin off, Sara Lee ceased to own any equity interest in Hanesbrands Inc. and Hanesbrands Inc. became an independent, separately traded, publicly held company. Unless the context otherwise requires, (i) references in this prospectus to Hanesbrands, HBI, we, our and us mean Hanesbrands Inc. and its subsidiaries (ii) the term issuer refers to Hanesbrands Inc. an to any of its subsidiaries and (iii) the term guarantors refers to the direct and indirect subsidiaries of Hanesbrands Inc. that guarantee Hanesbrands Inc. s obligations under the Exchange Notes.

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We describe in this prospectus the businesses contributed to us by Sara Lee in the spin off as if the contributed businesses were our business for all historical periods described. References in this prospectus to our assets, liabilities, products, businesses or activities of our business for periods including or prior to the spin off are generally intended to refer to the historical assets, liabilities, products, businesses or activities of the contributed businesses as the businesses were conducted as part of Sara Lee and its subsidiaries prior to the spin off.

In making an investment decision, you must rely on your own examination of our business and the terms of this exchange offer, including the merits and risks involved. The Exchange Notes have not been recommended by any U.S. or non-U.S. federal or state securities commission or regulatory authority. Furthermore, these authorities have not confirmed the accuracy or determined the adequacy of this prospectus. Any representation to the contrary is a criminal offense.

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MARKET AND INDUSTRY DATA

Market data and certain industry data and forecasts used throughout this prospectus were obtained from internal company surveys, market research, consultant surveys, publicly available information, reports of governmental agencies and industry publications and surveys. The NPD Group/Consumer Panel Track^{SM} (NPD), Millward Brown Market Research and Women s Wear Daily were the primary sources for third-party industry data and forecasts. Industry surveys, publications, consultant surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. We have not independently verified any of the data from third-party sources, nor have we ascertained the underlying economic assumptions relied upon therein. Similarly, internal surveys, industry forecasts and market research, which we believe to be reliable based upon our management s knowledge of the industry, have not been independently verified. Forecasts are particularly likely to be inaccurate, especially over long periods of time. For example, in 1983, the U.S. Department of Energy forecast that oil would cost $74 per barrel in 1995, however, the price of oil was actually $17 per barrel. In addition, we do not know what assumptions regarding general economic growth were used in preparing the forecasts we cite. We do not make any representation as to the accuracy of information described in this paragraph. Statements as to our market position are based on the most currently available data. While we are not aware of any misstatements regarding our industry data presented herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading Risk Factors in this prospectus. We cannot guarantee the accuracy or completeness of any such information contained in this prospectus.

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SUMMARY

The following is a summary of material information discussed in this prospectus or in the documents incorporated by reference into this prospectus, and is qualified in its entirety by the more detailed information, including the section entitled Risk Factors and the financial statements and related notes, included elsewhere in this prospectus and in the documents incorporated by reference into this prospectus. This summary may not contain all the information that may be important to you. You should read the entire prospectus and the documents incorporated by reference into this prospectus, including the financial statements and related notes, before deciding whether to participate in the exchange offer.

Our Company

Introduction

We are a consumer goods company with a portfolio of leading apparel brands, including *Hanes, Champion, Playtex, Bali, Just My Size, barely there* and *Wonderbra.* We design, manufacture, source and sell a broad range of apparel essentials such as t-shirts, bras, panties, men s underwear, kids underwear, socks, hosiery, casualwear and activewear.

We were spun off from Sara Lee Corporation, or Sara Lee, on September 5, 2006. In connection with the spin off, Sara Lee contributed its branded apparel Americas and Asia business to us and distributed all of the outstanding shares of our common stock to its stockholders on a pro rata basis. As a result of the spin off, Sara Lee ceased to own any equity interest in our company. In this prospectus, we describe the businesses contributed to us by Sara Lee in the spin off as if the contributed businesses were our business for all historical periods described. References in this prospectus to our assets, liabilities, products, businesses or activities of our business for periods including or prior to the spin off are generally intended to refer to the historical assets, liabilities, products, businesses or activities of the contributed businesses as the businesses were conducted as part of Sara Lee and its subsidiaries prior to the spin off.

Following the spin off, we changed our fiscal year end from the Saturday closest to June 30 to the Saturday closest to December 31. This change created a transition period beginning on July 2, 2006, the day following the end of our 2006 fiscal year on July 1, 2006, and ending on December 30, 2006.

In the six month transition period ended December 30, 2006, we generated $2.3 billion in net sales and $190.0 million in operating profit. Our products are sold through multiple distribution channels. During the six months ended December 30, 2006, approximately 47% of our net sales were to mass merchants, 20% were to national chains and department stores, 9% were direct to consumer, 9% were in our international segment and 15% were to other retail channels such as embellishers, specialty retailers, warehouse clubs and sporting goods stores. In addition to designing and marketing apparel essentials, we have a long history of operating a global supply chain that incorporates a mix of self-manufacturing, third-party contractors and third-party sourcing.

The apparel essentials segment of the apparel industry is characterized by frequently replenished items, such as t-shirts, bras, panties, men s underwear, kids underwear, socks and hosiery. Growth and sales in the apparel essentials industry are not primarily driven by fashion, in contrast to other areas of the broader apparel industry. Rather, we focus on the core attributes of comfort, fit and value, while remaining current with regard to consumer trends.

Our business is subject to risks. For a more detailed description of these risks, see Risk Factors.

Our Competitive Strengths

Strong Brands with Leading Market Positions. Our brands have a strong heritage in the apparel essentials industry. According to NPD, our brands hold either the number one or number two U.S. market position by sales in most product categories in which we compete, on a rolling year-end basis as of December 2006. Our brands enjoy high awareness among consumers according to a 2006 brand equity analysis by Millward Brown Market Research. According to a 2006 survey of consumer brand awareness by

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Women s Wear Daily, *Hanes* is the most recognized apparel and accessory brand among women in the United States. According to Millward Brown Market Research, *Hanes* is found in over 85% of the United States households who have purchased men s or women s casual clothing or underwear in the 12-month period ended December 31, 2006. Our creative, focused advertising campaigns have been an important element in the continued success and visibility of our brands. We employ a multimedia marketing plan involving national television, radio, Internet, direct mail and in-store advertising, as well as targeted celebrity endorsements, to communicate the key features and benefits of our brands to consumers. We believe that these marketing programs reinforce and enhance our strong brand awareness across our product categories.

High-Volume, Core Essentials Focus. We sell high-volume, frequently replenished apparel essentials. The majority of our core styles continue from year to year, with variations only in color, fabric or design details, and are frequently replenished by consumers. For example, we believe the average U.S. consumer makes 3.5 trips to retailers to purchase men s underwear and 4.5 trips to purchase panties annually. We believe that our status as a high-volume seller of core apparel essentials creates a more stable and predictable revenue base and reduces our exposure to dramatic fashion shifts often observed in the general apparel industry.

Significant Scale of Operations. According to NPD, we are the largest seller of apparel essentials in the United States as measured by sales on a rolling year-end basis as of December 2006. Most of our products are sold to large retailers which have high-volume demands. We have met the demands of our customers by developing vertically integrated operations and an extensive network of owned facilities and third-party manufacturers over a broad geographic footprint. We believe that we are able to leverage our significant scale of operations to provide us with greater manufacturing efficiencies, purchasing power and product design, marketing and customer management resources than our smaller competitors.

Significant Cash Flow Generation. Due to our strong brands and market position, our business has historically generated significant cash flow. In the six months ended December 30, 2006 and in fiscal 2006, 2005 and 2004, we generated $113.0, $400.0 million, $446.8 million and $410.2 million, respectively, of cash from operating activities net of cash used in investing activities. Our goal is to maximize cash flow in a manner that gives us the flexibility to create shareholder value by investing in our business, reducing debt and returning capital to our shareholders.

Strong Customer Relationships. We sell our products primarily through large, high-volume retailers, including mass merchants, department stores and national chains. We have strong, long-term relationships with our top customers, including relationships of more than ten years with each of our top ten customers. The size and operational scale of the high-volume retailers with which we do business require extensive category and product knowledge and specialized services regarding the quantity, quality and planning of orders. In the late 1980s, we undertook a shift in our approach to our relationships with our largest customers when we sought to align significant parts of our organization with corresponding parts of their organizations. For example, we are organized into teams that sell to and service our customers across a range of functional areas, such as demand planning, replenishment and logistics. We also have entered into customer-specific programs such as the introduction in 2004 of *C9 by Champion* products marketed and sold through Target Corporation (Target) stores. Through these efforts, we have become the largest apparel essentials supplier to many of our customers.

Strong Management Team. We have strengthened our management team through the addition of experienced executives in key leadership roles. Richard Noll, our Chief Executive Officer, has extensive management experience in the apparel and consumer products industries. During his 14-year tenure at Sara Lee, Mr. Noll led Sara Lee s sock and hosiery businesses, Sara Lee Direct and Sara Lee Mexico (all of which are now part of our business), as well as the Sara Lee Bakery Group and Sara Lee Australia. Lee Wyatt, our Executive Vice President, Chief Financial Officer, has broad experience in executive financial management, including tenures as Chief Financial Officer at Sonic Automotive, a publicly traded automotive aftermarket supplier, and Sealy Corporation. Gerald Evans, our Executive

Vice President, Chief Supply Chain Officer, Kevin Hall, our Executive Vice President, Chief Marketing Officer, and Joia Johnson, our Executive Vice President, General Counsel and Corporate Secretary, also add significant experience and leadership to our management team. The additions of Messrs. Noll and Wyatt complement the leadership and experience

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provided by Lee Chaden, our Executive Chairman, who has extensive experience within the apparel and consumer products industries.

Key Business Strategies

Our core strategies are to build our largest, strongest brands in core categories by driving innovation in key items, to continually reduce our costs by consolidating our organization and globalizing our supply chain and to use our strong, consistent cash flows to fund business growth, supply-chain reorganization and debt reduction and to repurchase shares to offset dilution. Specifically, we intend to focus on the following strategic initiatives:

Increase the Strength of Our Brands with Consumers. Our advertising and marketing campaigns have been an important element in the success and visibility of our brands. We intend to increase our level of marketing support behind our key brands with targeted, effective advertising and marketing campaigns. For example, in fiscal 2005, we launched a comprehensive marketing campaign titled Look Who We ve Got Our Hanes on Now, which we believe significantly increased positive consumer attitudes about the *Hanes* brand in the areas of stylishness, distinctiveness and up-to-date products.

Our ability to react to changing customer needs and industry trends will continue to be key to our success. Our design, research and product development teams, in partnership with our marketing teams, drive our efforts to bring innovations to market. We intend to leverage our insights into consumer demand in the apparel essentials industry to develop new products within our existing lines and to modify our existing core products in ways that make them more appealing, addressing changing customer needs and industry trends. Examples of our success to date include:

Tagless garments where the label is embroidered or printed directly on the garment instead of attached on a tag which we first released in t-shirts under our *Hanes* brand (2002), and subsequently expanded into other products such as outerwear tops (2003) and panties (2004).

Comfort Soft bands in our underwear and bra lines, which deliver to our consumers a softer, more comfortable feel with the same durable fit (2004 and 2005).

New versions of our Double Dry wicking products and Friction Free running products under our *Champion* brand (2005).

The no poke wire which was successfully introduced to the market in our *Bali* brand bras (2004).

Strengthen Our Retail Relationships. We intend to expand our market share at large, national retailers by applying our extensive category and product knowledge, leveraging our use of multi-functional customer management teams and developing new customer-specific programs such as *C9 by Champion* for Target. Our goal is to strengthen and deepen our existing strategic relationships with retailers and develop new strategic relationships. Additionally, we plan to expand distribution by providing manufacturing and production of apparel essentials products to specialty stores and other distribution channels, such as direct to consumer through the Internet.

Develop a Lower-Cost Efficient Supply Chain. As a provider of high-volume products, we are continually seeking to improve our cost-competitiveness and operating flexibility through supply chain initiatives. In this regard, we have launched two textile manufacturing projects outside of the United States an owned textile manufacturing facility in the Dominican Republic, which began production in early 2006, and a strategic alliance with a third-party textile manufacturer in El Salvador, which began production in 2005. Over the next several years, we will continue to transition additional parts of our supply chain from the United States to locations in Central America, the Caribbean Basin and Asia in an effort to optimize our cost structure. We intend to continue to self-manufacture core products where we can protect or gain a significant cost advantage through scale or in cases where we seek to protect proprietary processes and technology. We plan to continue to selectively source product categories that do not meet these criteria from third-party manufacturers. We expect that in future years our supply chain will become more balanced across the Eastern and Western Hemispheres. Our customers require a high level of service and responsiveness, and we intend to continue to meet these needs through a carefully managed facility migration process. We expect that these changes in our supply chain will result in significant cost efficiencies and increased asset utilization.

Create a More Integrated, Focused Company. Historically, we have had a decentralized operating structure, with many distinct operating units. We are in the process of consolidating functions, such as purchasing, finance, manufacturing/sourcing, planning, marketing and product development, across all of our product categories in the United States. We also are in the process of integrating our distribution operations and information technology systems. We believe that these initiatives will streamline our operations, improve our inventory management, reduce costs, standardize processes and allow us to distribute our products more effectively to retailers. We expect that our initiative to integrate our technology systems also will provide us with more timely information, increasing our ability to allocate capital and manage our business more effectively.

Recent Developments

On March 29, 2007, in furtherance of our efforts to migrate portions of our manufacturing operations to lower-cost locations, we announced plans to close a textile manufacturing facility located in the United States.

On April 26, 2007, we issued a press release announcing our financial results for the first quarter ended March 31, 2007. Highlights for the quarter include:

Total net sales increased by $7 million, or 0.7%, to $1.04 billion, up from $1.03 billion in the quarter ended April 1, 2006.

Growth in the outerwear segment resulted from double-digit gains for *Champion* activewear and increases for *Hanes* casualwear and more than offset generally flat sales in the innerwear segment and declines in other segments.

Operating profit, as measured under generally accepted accounting principles, was $68.9 million, a decrease of 28.4% from $96.2 million a year ago. The profit decline primarily reflected restructuring and related charges for plant closures, higher cotton costs and increased investment in business operations.

Net income for the quarter was $12.0 million, down from $74.6 million a year ago, primarily as a result of the company s new independent structure. The decrease in net income reflected increased interest expense, reduced operating profit and a higher effective income tax rate.

Interest expense increased in the quarter by $48.6 million to $51.7 million, up from $3.1 million a year ago as a result of debt incurred in our spin off. The effective income tax rate for the quarter was 30.0 percent, up from 19.9 percent a year ago as a result of our tax structure as an independent company.

Using cash flow from operations, we made a voluntary $42 million pension contribution in the quarter, reducing the company s underfunded liability for qualified pension plans to approximately $131 million. Our qualified pension plan liability is now 84% funded, which meets our 2007 goal.

Company Information

We were incorporated in Maryland on September 30, 2005 and became an independent public company following our spin off from Sara Lee on September 5, 2006. Our principal executive offices are located at 1000 East Hanes Mill Road, Winston-Salem, North Carolina 27105. Our main telephone number is (336) 519-4400. Our website is www.hanesbrands.com. Information on our website is not a part of this prospectus and is not incorporated into this prospectus by reference.

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The Exchange Offer

The Initial Offering of Notes

We sold the Notes on December 14, 2006 to Morgan Stanley & Co. Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated, ABN AMRO Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc. and HSBC Securities (USA) Inc. We collectively refer to those parties in this prospectus as the initial purchasers. The initial purchasers subsequently resold the Notes: (i) to qualified institutional buyers pursuant to Rule 144A; or (ii) outside the United States in compliance with Regulation S, each as promulgated under the Securities Act of 1933, as amended.

Registration Rights Agreement

Simultaneously with the initial sale of the Notes, we entered into a registration rights agreement for the exchange offer. In the registration rights agreement, we agreed, among other things, to use our commercially reasonable efforts to file a registration statement with the SEC and to commence and complete this exchange offer. The exchange offer is intended to satisfy your rights under the registration rights agreement. After the exchange offer is complete, you will no longer be entitled to any exchange or registration rights with respect to your Notes.

The Exchange Offer

We are offering to exchange the Exchange Notes, which have been registered under the Securities Act, for your Notes, which were issued on December 14, 2006 in the initial offering. In order to be exchanged, a Note must be properly tendered and accepted. All Notes that are validly tendered and not validly withdrawn will be exchanged. We will issue the Exchange Notes promptly after the expiration of the exchange offer.

Resales

We believe that the Exchange Notes issued in the exchange offer may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act provided that:

- the Exchange Notes are being acquired in the ordinary course of your 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 issued to you in the exchange offer; and
- you are not an affiliate of ours.

If any of these conditions are not satisfied and you transfer any Exchange Notes issued to you in the exchange offer without delivering a prospectus meeting the requirements of the Securities Act or without an exemption from registration of your Exchange Notes from these requirements you may incur liability under the Securities Act. We will not assume, nor will we indemnify you against, any such liability.

Each broker-dealer that is issued Exchange Notes in the exchange offer for its own account in exchange for Notes that were acquired by that broker-dealer as a result of market-marking or other trading activities must acknowledge that it will deliver a prospectus

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meeting the requirements of the Securities Act in connection with any resale of the Exchange Notes. A broker-dealer may use this prospectus for an offer to resell, resale or other retransfer of the Exchange Notes issued to it in the exchange offer.

Record Date	We mailed this prospectus and the related exchange offer documents to registered holders of Notes on May 10, 2007.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, June 12, 2007, unless we decide to extend the expiration date.
Conditions to the Exchange Offer	The exchange offer is not subject to any condition other than that the exchange offer not violate applicable law or any applicable interpretation of the staff of the SEC.
Procedures for Tendering Outstanding Notes	If you wish to tender your Notes for exchange in this exchange offer, you must transmit to the exchange agent on or before the expiration date either:

an original or a facsimile of a properly completed and duly executed copy of the letter of transmittal, which accompanies this prospectus, together with your Notes and any other documentation required by the letter of transmittal, at the address provided on the cover page of the letter of transmittal; or

if the Notes you own are held of record by The Depository Trust Company, or DTC, in book-entry form and you are making delivery by book-entry transfer, a computer-generated message transmitted by means of the Automated Tender Offer Program System of DTC, or ATOP, in which you acknowledge and agree to be bound by the terms of the letter of transmittal and which, when received by the exchange agent, forms a part of a confirmation of book-entry transfer. As part of the book-entry transfer, DTC will facilitate the exchange of your Notes and update your account to reflect the issuance of the Exchange Notes to you. ATOP allows you to electronically transmit your acceptance of the exchange offer to DTC instead of physically completing and delivering a letter of transmittal to the exchange agent.

In addition, you must deliver to the exchange agent on or before the expiration date:

a timely confirmation of book-entry transfer of your Notes into the account of the Notes exchange agent at DTC if you are effecting delivery of book-entry transfer, or

if necessary, the documents required for compliance with the guaranteed delivery procedures.

Special Procedures for Beneficial Owners

If you are the beneficial owner of book-entry interests and your name does not appear on a security position listing of DTC as the holder of the book-entry interests or if you are a beneficial owner of Notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender the book-entry interest or Notes in the exchange offer, you

	should contact the person in whose name your book-entry interests or Notes are registered promptly and instruct that person to tender on your behalf.
Withdrawal Rights	You may withdraw the tender of your Notes at any time prior to 5:00 p.m., New York City time on June 12, 2007.
Federal Income Tax Considerations	The exchange of Notes will not be a taxable event for United States federal income tax purposes.
Appraisal and Dissenters Rights	Holders of Notes do not have any appraisal or dissenters rights in connection with the exchange offer.
Exchange Agent	Branch Banking & Trust Company is serving as the exchange agent in connection with the exchange offer.

The Exchange Notes

The form and terms of the Exchange Notes are the same as the form and terms of the Notes, except that the Exchange Notes will be registered under the Securities Act. As a result, the Exchange Notes will not bear legends restricting their transfer and the registration rights relating to the Notes will not apply to the Exchange Notes. The Exchange Notes represent the same debt as the Notes. Both the Notes and the Exchange Notes are governed by the same indenture.

The following is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus. For a more detailed description of the Exchange Notes, see Description of the Exchange Notes.

Issuer	Hanesbrands Inc.
Securities Offered	$500.0 million Floating Rate Senior Notes due 2014, Series B
Maturity Date	December 15, 2014.
Interest	The Exchange Notes will bear interest at an annual rate equal to LIBOR plus 3.375%, payable semi-annually in arrears.
Optional Redemption	We may redeem any of the Exchange Notes beginning on December 15, 2008 at the redemption prices listed under Description of the Exchange Notes Optional Redemption, plus accrued interest.
	On or prior to December 15, 2008, we may redeem up to 35% of the Exchange Notes at a redemption price described in this prospectus, plus accrued interest, using the net cash proceeds from sales of certain types of capital stock as described under Description of the Exchange Notes Optional Redemption.
	We may also redeem any of the Exchange Notes at any time prior to December 15, 2008 in cash at the redemption prices described in this

	prospectus plus accrued interest to the date of redemption and a make-whole premium as described under Description of the Exchange Notes Optional Redemption.
Change of Control and Asset Sales	Upon the occurrence of certain change of control events described under Description of the Exchange Notes Repurchase of Exchange Notes Upon a Change of Control, you may require us to repurchase some or all of your Exchange Notes at 101% of their

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	principal amount plus accrued and unpaid interest to the date of repurchase. In addition, to the extent we or a restricted subsidiary receive proceeds from the sale of certain assets and do not apply the proceeds of such asset sale in the manner set forth in the indenture governing the Exchange Notes within twelve months of receipt of such proceeds, we will be required to make an offer to purchase an aggregate amount of the Exchange Notes equal to the amount of such unapplied proceeds. See Description of the Exchange Notes Covenants Limitation on Asset Sales.
Guarantees	Substantially all of our existing and future domestic restricted subsidiaries (other than immaterial subsidiaries) will fully and unconditionally guarantee the Exchange Notes on a senior unsecured basis. We own 100% of the equity interests of each of our subsidiaries that will guarantee the Exchange Notes as of the closing of the exchange offer.
Ranking	The Exchange Notes and the subsidiary guarantees will be unsecured senior obligations and will rank: senior in right of payment to all of our and our subsidiary guarantors existing and future senior subordinated and subordinated indebtedness; equally in right of payment with any of our and our subsidiary guarantors existing and future senior unsecured indebtedness; effectively junior in right of payment to all our and our subsidiary guarantors secured indebtedness, including any indebtedness under our senior secured credit facility, to the extent of the value of the assets securing such indebtedness; and structurally junior to all of the obligations, including trade payables, of any subsidiaries that do not guarantee the Exchange Notes.
Certain Covenants	The indenture under which the Notes were issued will govern the Exchange Notes. The indenture contains certain covenants that limit our ability and the ability of our restricted subsidiaries to: incur additional debt or issue preferred stock; create liens; create restrictions on our subsidiaries ability to make payments to Hanesbrands Inc.; pay dividends and make other distributions in respect of our capital stock; redeem or repurchase our capital stock or prepay subordinated indebtedness;

make certain investments or certain other restricted payments;

guarantee indebtedness;

designate unrestricted subsidiaries;

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- sell certain kinds of assets;
- enter into certain types of transactions with affiliates;
- engage in certain business activities; or
- effect mergers or consolidations.

At any time after the Exchange Notes are rated Baa3 or better by Moody s Investors Service, Inc. and BBB- or better by Standard and Poor s Ratings Group and no default has occurred and is continuing, the foregoing covenants will thereafter cease to be in effect with the exception of covenants that contain limitations on liens and on, among other things, certain consolidations and mergers. If the rating by either rating agency should subsequently decline to below Baa3 or BBB-, respectively, the suspended covenants will be reinstated as of and from the date of such rating decline.

These covenants are subject to a number of important exceptions and qualifications. See Description of the Exchange Notes.

Risk Factors

Before making an investment decision, you should carefully consider all of the information in this prospectus, including the discussion under the caption Risk Factors beginning on page 11, for a discussion of risks and uncertainties relating to us, our subsidiaries, our business and your participation in the exchange offer.

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Summary Financial and Other Data

The following table presents our summary historical financial data. The statements of income data for each of the fiscal years in the three fiscal years ended July 1, 2006 and the six-month period ended December 30, 2006, and the balance sheet data as of December 30, 2006, July 1, 2006 and July 2, 2005 have been derived from our audited Combined and Consolidated Financial Statements included elsewhere in this prospectus.

Our historical financial data is not necessarily indicative of our future performance or what our financial position and results of operations would have been if we had operated as a separate, stand-alone entity during all of the periods shown. The data should be read in conjunction with our historical financial statements and Management s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus.

	Six Months Ended December 30, 2006	Years Ended July 1, 2006	July 2, 2005	July 3, 2004
	(dollars in thousands, except per share data)			
Statements of Income Data:				
Net sales	$ 2,250,473	$ 4,472,832	$ 4,683,683	$ 4,632,741
Cost of sales	1,530,119	2,987,500	3,223,571	3,092,026
Gross profit	720,354	1,485,332	1,460,112	1,540,715
Selling, general and administrative expenses	547,469	1,051,833	1,053,654	1,087,964
Gain on curtailment of postretirement benefits	(28,467)			
Restructuring	11,278	(101)	46,978	27,466
Operating profit	190,074	433,600	359,480	425,285
Other expenses	7,401			
Interest expense, net	70,753	17,280	13,964	24,413
Income before income taxes	111,920	416,320	345,516	400,872
Income tax expense (benefit)	37,781	93,827	127,007	(48,680)
Net income	$ 74,139	$ 322,493	$ 218,509	$ 449,552
Net income per share basic(1)	$ 0.77	$ 3.35	$ 2.27	$ 4.67
Net income per share diluted(2)	$ 0.77	$ 3.35	$ 2.27	$ 4.67
Weighted average shares basic(1)	96,309	96,306	96,306	96,306
Weighted average shares diluted(2)	96,620	96,306	96,306	96,306

	December 30, 2006	July 1, 2006	July 2, 2005	July 3, 2004
	(in thousands)			
Balance Sheet Data:				
Cash and cash equivalents	$ 155,973	$ 298,252	$ 1,080,799	$ 674,154

Total assets	3,435,620	4,903,886	4,257,307	4,402,758
Noncurrent liabilities:				
Long-term debt	2,484,000			
Other noncurrent liabilities	271,168	49,987	53,559	35,934
Total noncurrent liabilities	2,755,168	49,987	53,559	35,934
Total stockholders or parent companies equity	69,271	3,229,134	2,602,362	2,797,370

(1) Prior to the spin off on September 5, 2006, the number of shares used to compute basic and diluted earnings per share is 96,306,232, which was the number of shares of our common stock outstanding on September 5, 2006.