

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: 333-51447  
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Carter Holdings, Inc.  
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(Exact name of registrant as specified in its charter)

1170 Peachtree Street  
Suite 900  
Atlanta, Georgia 30309  
(770) 961-8722  
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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

12% Senior Subordinated Notes due 2008  
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(Title of each class of securities covered by this Form)

None  
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(Title 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)	[ ]	Rule 12h-3(b)(1)(ii)	[ ]
Rule 12g-4(a)(1)(ii)	[ ]	Rule 12h-3(b)(2)(i)	[ ]
Rule 12g-4(a)(2)(i)	[ ]	Rule 12h-3(b)(2)(ii)	[ ]
Rule 12g-4(a)(2)(ii)	[ ]	Rule 15d-6	[ ]
Rule 12h-3(b)(1)(i)	[X]		

Approximate number of holders of record as of the certification or notice date: 11

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

CARTER HOLDINGS, INC.

Date: August 15, 2001

By: /s/ David A. Brown  
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Name: David A. Brown  
Title: Executive Vice President