

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: : Promoter :// Beneficial Owner :// Executive Officer :// Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Bozich, Joseph

Business or Residence Address (Number and Street, City, State, Zip Code)

2221 Camden Court, Suite 390, Oak Brook, IL 60523

Check Box(es) that Apply: : Promoter :// Beneficial Owner : Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Warren, W. Scott

Business or Residence Address (Number and Street, City, State, Zip Code)

Rosemont Business Campus II, 919 Conestoga Road, Suite 109, Rosemont, PA 19010

Check Box(es) that Apply: : Promoter :// Beneficial Owner : Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Shoemaker, John P.

Business or Residence Address (Number and Street, City, State, Zip Code)

Rosemont Business Campus II, 919 Conestoga Road, Suite 109, Rosemont, PA 19010

Check Box(es) that Apply: Promoter :// Beneficial Owner : Office : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Milestone Partners II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

Rosemont Business Campus II, 919 Conestoga Road, Suite 106, Rosemont, PA 19010

Check Box(es) that Apply: : Promoter :// Beneficial Owner Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Koufis, John

Business or Residence Address (Number and Street, City, State, Zip Code)

2221 Camden Court, Suite 390, Oak Brook, IL 60523

Check Box(es) that Apply: : Promoter :// Beneficial Owner Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Bullock, Royce

Business or Residence Address (Number and Street, City, State, Zip Code)

5475 N. Blackstock Road, Spartanburg, SC 29303

Check Box(es) that Apply: : Promoter :/X/ Beneficial Owner : Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

John Hancock Life Insurance Company

Business or Residence Address (Number and Street, City, State, Zip Code)

200 Clarendon Street, Boston, MA 02117

B. INFORMATION ABOUT OFFERING

- | | | |
|---|------------|-----------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | : | X: |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual? N/A | | |
| | \$ | |
| 3. Does the offering permit joint ownership of a single unit? | Yes | No |
| | X: | : |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....:All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....:All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....:All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 0 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	<u>\$10,000,000</u>	<u>\$10,000,000</u>
Equity.....	<u>\$10,000,000</u>	<u>\$10,000,000</u>
	X: Common X Preferred	
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>N/A</u>	\$ <u>N/A</u>
Other (Specify).....	\$ <u>N/A</u>	\$ <u>N/A</u>
Total.....	<u>\$20,000,000</u>	<u>\$20,000,000</u>

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>14</u>	<u>\$20,000,000</u>
Non-Accredited Investors.....	<u> </u>	\$ <u> </u>
Total (for filings under Rule 504 only).....	<u> </u>	\$ <u> </u>

3. If this filing is an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	<u> </u>	\$ <u> </u>
Regulation A.....	<u> </u>	\$ <u> </u>
Rule 504.....	<u> </u>	\$ <u> </u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	:	\$ <u> </u>
Printing and Engraving Costs.....	:	\$ <u> </u>
Legal Fees.....	:X	<u>\$390,000</u>
Accounting Fees.....	:X	<u>\$ 59,000</u>
Sales Commission (specify finders' fees separately).....	:	\$ <u> </u>
Other Expenses (identify) <u>Blue Sky</u>	X:	\$ <u>100</u>
Total.....	X:	<u>\$429,100</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

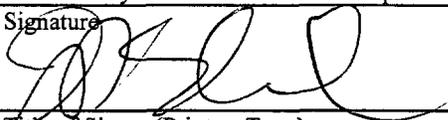
b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." X \$19,570,900

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, and Affiliates	Payments to Others
Salaries and fees.....	: \$ _____	: \$ _____
Purchase of real estate.....	: \$ _____	: \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	: \$ _____	: \$ _____
Construction or leasing of plant buildings and facilities.....	: \$ _____	: \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	: \$ _____	:X <u>\$19,570,900</u>
Repayment of indebtedness	: \$ _____	: \$ _____
Working capital.....	: \$ _____	: \$ _____
Other (specify): _____	: \$ _____	: \$ _____
_____	: \$ _____	: \$ _____
Column Totals.....	: \$ <u>0</u>	:X <u>\$19,570,900</u>
Total Payments Listed (column totals added).....	X	<u>\$19,570,900</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) KNIGHTS APPAREL, INC.	Signature 	Date August 11, 2004
Name of Signer (Print or Type) John P. Shoemaker	Title of Signer (Print or Type) Vice President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)