EXHIBIT B

Securities Disclosure

in Plain English

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But this:

BIEFT CORPORATION

By this prospectus, we may offer—
DEBT SECURITIES
PREFERRED STOCK
DEPOSITARY SHARES
COMMON STOCK
WARRANTS

We will provide the specific terms of these securities in supplements to this prospectus. You should read this prospectus and the supplements carefully before you invest.

BIEFT Corporation

includes—
BIEFT Altshaft Corporation
Klagenfurt International, Inc.
Pavilion Worthersee, Inc.
Wasserspiel Garden, L.P.
BIEFT Communications Services, Inc.
BIEFT World Inventories, Inc.

These securities have not been approved by the SEC, state securities commissions, Nevada State Gaming Control Board, Nevada Gaming Commission, New Jersey Casino Control Commission, Mississippi Gaming Commission, or Indiana Gaming Commission.

None of these organizations has determined that this prospectus is accurate or complete. It's illegal for anyone to tell you otherwise.

January 12, 1998

(B) Comparison of 1996 and 1995.

(1) *Net sales.* Our net sales increased 11.7% in 1996, from $472.9 million to $528 million. At the end of 1996 we operated 950 optical retail locations, versus 925 locations at the end of 1995. The increase in net sales was due to the additional optical retail locations opened during 1995 and 1996. Comparable sales for stores open throughout the two years were flat.

(2) *Gross margin.* Our gross margin of 68% in 1996 was the same as our gross margin in 1995.

(3) *Operating expenses.* Our operating expenses increased 8.6% in 1996, from $281.2 million to $305.5 million. Our payroll costs increased 30% to $98.1 million, largely because of more stores being open. Our advertising expenses of $27.6 million were about the same as in 1995. Our store-occupancy expense increased 16.3% in 1996, from $86.1 million to $100.9 million, and also increased as a percentage of our sales from 18.2% to 19.1%, in part due to scheduled rent increases of $9.8 million for older stores, as well as $5 million in additional rents for the new stores.

(4) *Income from operations.* Our income from operations increased 15.6% in 1996 from $37.2 million to $43 million. This increase was primarily due to the new stores opened during 1995 that became profitable during 1996. It usually takes 13 months for a store to become profitable.

(5) *Interest expense.* Our interest expense in 1996 of $23.2 million was comparable to that in 1995.

(6) *Income tax.* Our income-tax benefit of $4.5 million in 1996 and 1995 included only state income tax, as we were in a net operating loss carryforward position through the fiscal year for federal-income-tax purposes.

5.3 Liquidity and Capital Resources

(A) Liquidity—sources of cash.

(1) *Funds from subsidiaries.* Our primary source of cash is funds from subsidiary operations. We also have available a working capital line with commitments of $40 million, which is reduced to the extent that we use letters of credit under the same facility. During 1997 we did not borrow any funds under the working capital line, but we had letters of credit of as much as $15 million outstanding at any one time. The working capital line contains covenants that restrict our subsidiaries' ability to pay dividends or make other restricted payments to us or to our stockholders. The working capital line does allow our subsidiaries—as long as they are not in default to the lender—to pay us the cash we need to pay the consolidated taxes for ourselves and our subsidiaries, and to pay us $3 million for our administrative costs.

(2) *OpTech's debt securities.* On January 31, 1998 our subsidiary, OpTech, had outstanding $110 million of 11-1/4% First Mortgage Notes due 2006 and $100 million of 9-7/8% Notes due 2007. The indentures relating to these notes contain covenants that restrict our subsidiaries' ability to pay dividends or make other restricted payments to us or to our stockholders. These restrictions are somewhat looser than those of the working capital line.

(3) *Debt risk.* See section 2 for a discussion of the risks associated with our high level of debt.

(4) *Net cash.* Our operations generated net cash of $23.1 million in 1995, $34.1 million in 1996, and $82.8 million in 1997. Each year's increases in net cash were the result of the increases in income from operations.

(B) Capital expenditures. Our net capital additions were $32.6 million in 1995, $25.1 million in 1996, and $18.1 million in 1997. In addition, during 1997 we spent $4 million in acquiring 107 locations in Fuerier from a competitor. The majority of the net capital additions were for store fixtures for new locations opened during the period, and for remodeling of existing locations. We expect to maintain the same general level of net capital additions in 1998 as we had in 1997, excluding the acquisition of the Fuerier locations. We believe that funds from operations will be adequate to pay for these net capital additions.

5.4 Impact of Accounting Statement Changes

We expect to adopt Financial Accounting Standards Board Statement No. 132 in 1999. We don't expect that adopting this statement will materially affect our financial position or our operations.

6 OUR BUSINESS

6.1 General

We are the largest retailer of eyewear products and optometric services in the United States. We also offer comprehensive eyecare benefits to major employers and healthcare providers through our managed vision-care programs.

6.2 Industry Overview and Competition

(A) The market. The domestic optical industry was an estimated $15 billion market in 1997, having grown at an average 10% compound annual rate since 1990, according to *Optical Industries Reports*. Industry sales declined during 1991 to 1995 because of the recession.

(B) Demographics. In 1997, according to the same reports, over 60% of the U.S. population used corrective eyewear. As the average age of the U.S. population