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CLERK U.S. DISTRICT COURT  
NORTHERN DISTRICT OF OHIO  
CLEVELAND

UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION

UNITED STATES OF AMERICA,	)	
	)	CIVIL NO. C 68-467
Plaintiff,	)	
	)	JUDGE ROBERT B. KRUPANSKY
-v-	)	
	)	
WORK WEAR CORPORATION,	)	
	)	
Defendant.	)	

STIPULATION AND ORDER

IT IS HEREBY STIPULATED by and between the United States and Work Wear Corporation, through their respective attorneys, as follows:

1. The United States, under Section IV(B) of the Final Judgment, raises no objection to the plan of divestiture set forth in the letters from defendant's attorneys to United States, dated December 22 and 29, 1976, January 13 and 28, 1977, February 9, 1977 and June 9, 1977, supplemented by this Stipulation and Order and the Order described in Paragraph 5 hereof. Such plan contemplates the transfer of defendant's United States rental service business to ARA Services, Inc. ("ARA"), through the following steps: (a) the spin-off to common shareholders of Work Wear Corporation ("Work Wear") of all the common stock of Work Wear Distribution Corp. ("New Work Wear"), a wholly owned Ohio subsidiary of Work Wear, to which Work Wear will have transferred its name and its domestic and foreign manufacturing operations and Canadian rental service business and (b) the acquisition by ARA of Work Wear's United States industrial laundry operations by means of the merger of Work Wear into ARA. At the time of such merger, Work Wear's only asset will be the stock of its United States industrial laundry subsidiary, Imatex Services, Inc. ("Imatex"), which, upon the merger, will become a subsidiary of ARA.

2. Upon consummation of said merger of Work Wear with and into ARA, New Work Wear will remain subject, for a period expiring September 27, 1981, to the injunction against acquisition of industrial laundries pursuant to the provisions of Section V(B) of the Final Judgment, but shall not be subject to any of the provisions set forth in Section V(A) (1) and (2) of the Final Judgment.

IT IS FURTHER STIPULATED by the United States of America and ARA Services, Inc., by their respective attorneys, that:

3. ARA voluntarily submits to the jurisdiction of the Court solely for the purpose of permitting the entry of the Order attached hereto.

4. Neither ARA nor Imatex shall be subject to any provision set forth in Section V(A) or (B) of the Final Judgment, or to any of the other terms of the Final Judgment.

5. An Order in the form of the one attached hereto may be filed with and entered by the Court.

Dated: JUNE 17, 1977

FOR PLAINTIFF, UNITED STATES OF AMERICA



Attorney, Department of Justice

OF COUNSEL:

SWARTZ, STARK, AMRON  
& HABERMAN

HAHN, LOESER, FREEDHEIM,  
DEAN & WELLMAN

KAHN, KLEINMAN, YANOWITZ  
& ARNSON

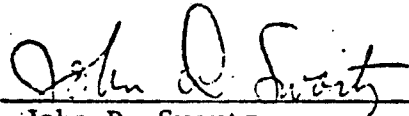
OF COUNSEL:

WILMER, CUTLER & PICKERING

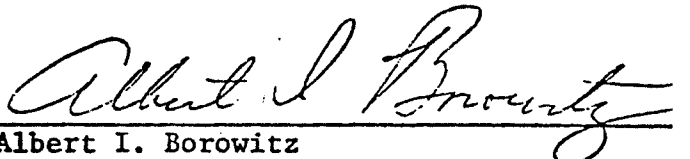
SO ORDERED:

  
UNITED STATES DISTRICT JUDGE

FOR DEFENDANT, WORK WEAR CORPORATION



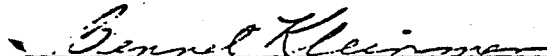
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(212) 765-6930



Albert I. Borowitz

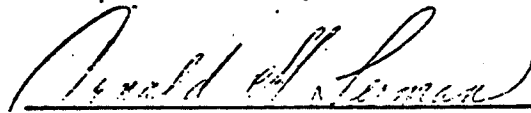


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FOR ARA SERVICES, INC:



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CLERK U.S. DISTRICT COURT  
NORTHERN DISTRICT OF OHIO  
CLEVELAND

UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION

UNITED STATES OF AMERICA,	)	
	)	
Plaintiff,	)	
	)	
v.	)	CIVIL ACTION NO. C 68-467
	)	
WORK WEAR CORPORATION,	)	JUDGE ROBERT B. KRUPANSKY
	)	
Defendant.	)	

ORDER

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. ARA Services, Inc. ("ARA") is made a party to this action for the sole purpose of permitting the entry of this Order. ARA has no obligations pursuant to the original judgment.
2. Following the transfer of the domestic industrial laundry business from Work Wear Corporation, for each calendar year commencing January 1, 1978, ARA shall not purchase from Work Wear Distribution Corp. ("New Work Wear") for any industrial laundry listed on Schedule A, work clothes in a dollar amount greater than 15% of the total dollar amount of work clothes purchased for such industrial laundry in the preceding calendar year. In addition, ARA shall purchase from sources other than New Work Wear for industrial laundries not listed on work clothes in an amount which exceeds:
  - (i) For each calendar year commencing on or after January 1, 1980, the aggregate dollar amount of work clothes purchased

from New Work Wear for Schedule A  
laundries in the preceding calendar  
year.

(ii) For the calendar year 1979, two-thirds  
of the aggregate dollar amount of work  
clothes purchased from New Work Wear for  
Schedule A laundries in the calendar year  
1978.

(iii) For the calendar year 1978, \$250,000.

3. Upon a finding by the Court that ARA's work clothes  
purchases do not conform to the provisions of Paragraph 2 above,  
ARA shall separate Joseph and Ira Kirshbaum from all work  
clothes purchase decisions or terminate their employment. In  
addition, the Court may order such other and further relief as  
may be appropriate for the enforcement of this Order.

4. ARA shall not transfer or refer any business from  
the industrial laundries listed in Schedule A to other industrial  
laundries operated by ARA for the purpose of avoiding or circum-  
venting the provisions of Paragraph 2 above.

5. This Order and any further order hereunder shall  
expire whenever Joseph and Ira Kirshbaum each cease either (a) to  
hold more than 2% of the stock of New Work Wear or any successor  
thereof or (b) to be employed by ARA.

6. For the purposes of this Order, the term "work  
clothes" shall have the same meaning as in the Final Judgment.

7. ARA shall submit a certified statement to the  
Assistant Attorney General in charge of the Antitrust Division  
every six (6) months showing what ARA has done in order to comply  
with paragraphs 2 and 4 above and showing ARA's purchases of  
work clothes from New Work Wear and other sources for each

laundry listed in Schedule A and affirming that the provisions of paragraphs 2 and 4 above have been complied with. Such statements shall be submitted by January 1, 1978 and every six (6) months thereafter. If ARA certifies to the Assistant Attorney General in charge of the Antitrust Division that neither Joseph nor Ira Kirshbaum will thereafter, while holding more than 2% of the stock of New Work Wear, serve in any capacity in which he may influence ARA purchasing decisions for work clothes, the provisions of paragraphs 2 and 4 hereof shall be suspended and ARA shall thereafter be bound by the certification.

8. A. For the purpose of determining or securing compliance with this Order and subject to any legally recognized privilege, from time to time:

(1) Duly authorized representatives of the Department of Justice shall, upon written request of the Attorney General or of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to ARA made to its principal office, be permitted:

(a) Access during office hours of ARA to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession or under the control of ARA, who may have counsel present, relating to any of the matters contained in this Order; and

(b) Subject to the reasonable convenience of ARA and without restraint or interference from it, to interview officers, employees, and agents of ARA, who may have counsel present, regarding any such matters.

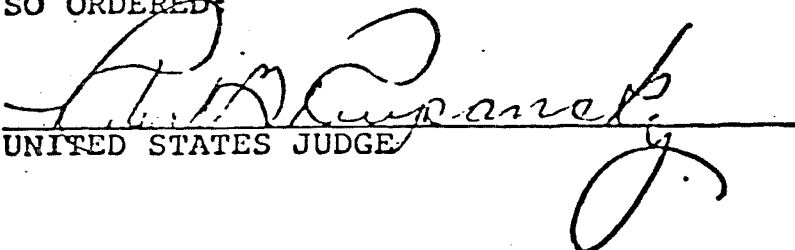
(2) Upon written request of the Attorney General or the Assistant Attorney General in charge of the Antitrust Division made to ARA's principal office, ARA shall submit such written reports, under oath if requested, with respect to any of the matters contained in this Order as may be requested.

8. B. No information or documents obtained by the means provided in this Order shall be divulged by any representative of the Department of Justice to any person other than a duly authorized representative of the Executive Branch of the United States, except in the course of legal proceedings in which the United States is a party, or for the purpose of securing compliance with this Order, or as otherwise required by law.

8. C. If at the time information or documents are furnished by ARA to the United States, it represents and identifies in writing the material in any such information or documents which is of a type described in Rule 26(c)(7) of the Federal Rules of Civil Procedure, and it marks each pertinent page of such material, "Subject to Claim of Protection under the Federal Rules of Civil Procedure," then ten (10) days' notice shall be given by the United States to ARA prior to divulging such material in any legal proceeding (other than a Grand Jury proceeding) to which ARA is not a party.

Dated: 6-22-77

SO ORDERED:

  
UNITED STATES JUDGE

SCHEDULE A

Lompoc, California

Redding, California

Orlando, Florida

Scranton, Pennsylvania

Reading, Pennsylvania

Newark, New Jersey

Camden, New Jersey

Philadelphia, Pennsylvania

Detroit, Michigan

Tampa, Florida

Jacksonville, Florida

New Orleans, Louisiana