

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION

UNITED STATES OF AMERICA,)
)
Plaintiff,)
)
v.) CIVIL NO. C-2-82-436
)
ARA SERVICES, INC. and) Filed: April 29, 1982
MEANS SERVICES, INC.,) Entered: October 19, 1982
)
Defendants.)

FINAL JUDGMENT

Plaintiff, United States of America, having filed its Complaint herein on April 26, 1982, and plaintiff and defendants, by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law herein, and without this Final Judgment constituting any evidence against, or any admission by, any party with respect to any issue of fact or law herein;

NOW, THEREFORE, before the taking of any testimony, and without trial or adjudication of any issue of fact or law herein, and upon consent of the parties hereto, it is hereby

ORDERED, ADJUDGED AND DECREED as follows:

I

This Court has jurisdiction of the subject matter herein and of the parties hereto. The Complaint states a claim upon which relief may be granted against defendants under Section 7 of the Clayton Act, as amended (15 U.S.C. § 18).

II

Definitions

As used in this Final Judgment:

- A. "ARA" means ARA Services, Inc., each division, subsidiary or affiliate thereof, each successor or assign, and each officer, director, employee, attorney, agent or other person acting for or on behalf of any of them, but shall not include Means.
- B. "Means" means Means Services, Inc., each division, subsidiary or affiliate thereof, each successor or

assign, and each officer, director, employee, attorney, agent or other person acting for or on behalf of any of them, but shall not include ARA.

- C. "Textile rental" means the rental and laundering or dry cleaning of a variety of textile products, including but not limited to, work garments, wiping cloths, dust control items, continuous roll towels, fender and seat covers, bed linen, table linen, and face and hand towels.
- D. "Person" shall mean any individual, partnership, firm, corporation, association, or any other business or legal entity.

III

The provisions of this Final Judgment shall apply to the defendants and to each of their subsidiaries, successors and assigns, and to each of their officers, directors, agents, employees, and attorneys, and to all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise.

IV

The defendants shall divest themselves of the Means textile rental operations conducted or formerly conducted from the Means facilities in Akron, Ohio; Columbus, Ohio; and Huntington, West Virginia. The textile rental operations to be divested are described in the following Agreements for Sale:

1. An Agreement (attached hereto as Exhibit A and incorporated by reference herein) with Uniwear, Inc. dated March 31, 1982 with respect to the Akron, Ohio textile rental operations;
2. An Agreement (attached hereto as Exhibit B and incorporated by reference herein) with United Services Company dated April 23, 1982 with respect to the Columbus, Ohio textile rental operations; and
3. An Agreement (attached hereto as Exhibit C and incorporated by reference herein) with Mid-West Towel &

Linen Service, Inc. dated April 26, 1982 with respect to the Huntington, West Virginia textile rental operations which include lands, buildings, and rights and obligations with respect to leases of real property.

V

The divestiture required by Paragraph IV is absolute and unconditional. ARA or Means may, however, retain security interests in the aforesaid textile rental operations in connection with the sales thereof. If, subsequent to the date of entry of this Final Judgment, either ARA or Means reacquires pursuant to any such security interest any of the assets as described in the aforementioned agreements referred to in Paragraph IV, ARA shall immediately provide written notice of such reacquisition to plaintiff and shall immediately transfer the reacquired assets to an independent trustee who shall have the power and authority to sell the assets. The trustee shall sell the assets on the best available terms. If the trustee does not find a purchaser for such assets within six months after he receives them, they shall be sold at auction at the best available price. The defendants are prohibited from purchasing or bidding for the assets to be sold by the trustee.

VI

Should ARA or Means retain any of the assets as described in the aforementioned agreements referred to in Paragraph IV beyond August 6, 1982, or the effective date of this Final Judgment, whichever shall be later, ARA shall immediately provide written notice of such retention to plaintiff and shall immediately transfer the retained assets to an independent trustee who shall have the power and authority to sell the assets. The trustee shall sell the assets on the best available terms. If the trustee does not find a purchaser for such assets within six months after he receives them, they shall be sold at auction at the best available price. The defendants are prohibited from purchasing or bidding for the assets to be sold by the trustee.

VII

If necessary, the Court shall appoint a trustee to accomplish the divestiture of any assets reacquired or retained by ARA

or Means. The defendants shall provide to the trustee such information, capital, personnel, or other assistance as the trustee may request. The trustee shall serve at the cost and expense of the defendants on such terms and conditions as the Court may set. The trustee shall account to the Court for all monies derived from the sale of any assets and all expenses incurred. All monies derived by the trustee from the sale of assets, after expenses, shall be turned over to the defendants.

VIII

For the purpose of determining or securing compliance with this Final Judgment, and subject to any legally recognized privilege, from time to time:

A. 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 any defendant made to its principal office, be permitted:

1. Access during the office hours of such defendant to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession or under the control of such defendant, who may have counsel present, relating to any matters contained in this Final Judgment; and
2. Subject to the reasonable convenience of such defendant and without restraint or interference from it, to interview officers, employees and agents of such defendant, who may have counsel present, regarding any such matters.

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

No information or documents obtained by the means provided in this Section VII 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 to which the United States is a party, or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

C. If at the time information or documents are furnished by a defendant to plaintiff, such defendant represents and identifies in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal Rules of Civil Procedure, and said defendant marks each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then ten (10) days notice shall be given by plaintiff to such defendant prior to divulging such material in any legal proceeding (other than a grand jury proceeding) to which that defendant is not a party.

IX

This Final Judgment will expire on the tenth anniversary of its date of entry or upon motion by plaintiff.

X

Jurisdiction is retained by this Court for the purpose of enabling any of the parties to this Final Judgment to apply to this Court at any time for such further orders or directions as may be necessary or appropriate for the construction or carrying out of this Final Judgment, for the modification of any of the provisions hereof, for the enforcement of compliance herewith, and for the punishment of any violation hereof.

XI

Entry of this Final Judgment is in the public interest.

/s/ Judge Joseph P. Kinneary
UNITED STATES DISTRICT JUDGE

Dated: October 19, 1982