

ARAMARK Services Management of OH, Inc.  
Form POS AM  
January 21, 2015  
**Table of Contents**

**As filed with the Securities and Exchange Commission on January 21, 2015**

**Registration No. 333-194077**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2**

**TO FORM S-1**

**ON FORM S-3**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Aramark**

**Aramark Services, Inc.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>5812</b>	<b>20-8236097</b>
<b>Delaware</b>	<b>5812</b>	<b>95-2051630</b>
<b>(State or other jurisdiction of incorporation or organization)</b>	<b>(Primary Standard Industrial Classification Code Number)</b>	<b>(I.R.S. Employer Identification Number)</b>

**1101 Market Street**

**Philadelphia, Pennsylvania 19107**

**(215) 238-3000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Stephen R. Reynolds, Esq.**

**Executive Vice President, General Counsel and Secretary**

**Aramark Tower**

**1101 Market Street**

**Philadelphia, Pennsylvania 19107**

**(215) 238-3000**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*With a copy to:*

**Joseph H. Kaufman, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017-3954**

**(212) 455-2000**

**Approximate date of commencement of proposed offer:** As soon as practicable after this Registration Statement is declared effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	
	<b>to be</b>	<b>Maximum</b>	<b>Maximum</b>	<b>Amount of</b>
<b>Securities to be Registered</b>	<b>Registered</b>	<b>per Note</b>	<b>Offering Price<sup>(1)</sup></b>	<b>Registration Fee</b>
5.75% Senior Notes due 2020	(1)	(1)	(1)	(1)
Guarantees of 5.75% Senior Notes due 2020 <sup>(2)</sup>	(1)(3)	(1)(3)	(1)(3)	(1)(3)

(1) An indeterminate amount of securities are being registered hereby to be offered solely for market-making purposes by specified affiliates of the registrants. Pursuant to Rule 457(q) under the Securities Act of 1933, as amended, no filing fee is required.

(2) See inside facing page for additional registrant guarantors.

(3) Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for the guarantees.

**The registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents****Table of Registrant Guarantors**

<b>Exact Name of Registrant as Specified in its Charter</b>	<b>State or other Jurisdiction of Incorporation or Organization</b>	<b>IRS Employer Identification Number (IF NONE WRITE N/A)</b>	<b>Address, Including Zip Code, of Registrant's Principal Executive Offices</b>	<b>Phone Number</b>
1st & Fresh, LLC	Delaware	26-3147608	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Addison Concessions, Inc.	Delaware	23-3068280	1101 Market Street, Philadelphia, PA 19107	215-238-3000
American Snack & Beverage, LLC	Florida	65-0099517	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark American Food Services, LLC	Ohio	34-4197320	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Asia Management, LLC	Delaware	20-1697406	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Aviation Services Limited Partnership	Delaware	36-3940986	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Business & Industry, LLC	Delaware	26-3147457	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Business Center, LLC	Delaware	46-3549461	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Business Dining Services of Texas, LLC	Texas	23-2573583	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Business Facilities, LLC	Delaware	26-3674871	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Campus, LLC	Delaware	23-3102688	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Capital Asset Services, LLC	Wisconsin	39-1551693	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Cleanroom Services (Puerto Rico), Inc.	Delaware	20-2644041	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Cleanroom Services, LLC	Delaware	23-2062167	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Confection, LLC	Delaware	36-2392940	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Construction and Energy Services, LLC	Delaware	27-3359653	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Construction Services, Inc.	Delaware	27-4284479	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Consumer Discount Company	Pennsylvania	23-2704523	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Correctional Services, LLC	Delaware	23-2778485	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark CTS, LLC	Delaware	36-4503103	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Distribution Services, Inc.	Illinois	36-1164580	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Educational Group, LLC	Delaware	23-2573586	1101 Market Street, Philadelphia, PA 19107	215-238-3000

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Aramark Educational Services of Texas, LLC	Texas	23-1717332	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Educational Services of Vermont, Inc.	Vermont	23-2263511	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Educational Services, LLC	Delaware	23-1354443	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Engineering Associates, LLC	Delaware	36-4358960	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Entertainment, LLC	Delaware	11-2145117	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Executive Management Services USA, Inc.	Delaware	23-3029011	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Facilities Management, LLC	Delaware	23-2636400	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Facility Management Corporation of Iowa	Iowa	13-3444248	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Facility Services, LLC	Delaware	20-8482211	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark FHC Business Services, LLC	Delaware	85-0485361	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark FHC Campus Services, LLC	Delaware	85-0485370	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark FHC Correctional Services, LLC	Delaware	85-0485374	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark FHC Healthcare Support Services, LLC	Delaware	85-0485377	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark FHC Kansas, Inc.	Kansas	04-3719118	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark FHC Refreshment Services, LLC	Delaware	85-0485381	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark FHC School Support Services, LLC	Delaware	85-0485386	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark FHC Services, LLC	Delaware	16-1653189	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark FHC Sports and Entertainment Services, LLC	Delaware	85-0485389	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark FHC, LLC	Delaware	02-0652458	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Food and Support Services Group, Inc.	Delaware	23-2573585	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Food Service Corporation of Kansas	Kansas	13-3703705	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Food Service of Texas, LLC	Texas	74-1310443	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Food Service, LLC	Delaware	23-0404985	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark FSM, LLC	Delaware	37-1462108	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Healthcare Support Services of Texas, Inc.	Texas	23-2575102	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Healthcare Support Services of the Virgin Islands, Inc.	Delaware	23-2654936	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Healthcare Support Services, LLC	Delaware	23-1530221	1101 Market Street, Philadelphia, PA 19107	215-238-3000
	Delaware	33-0694408	1101 Market Street, Philadelphia, PA 19107	215-238-3000

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Aramark Healthcare Technologies, LLC				
Aramark India Holdings LLC	Delaware	20-5396223	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Industrial Services, LLC	Delaware	38-2712298	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Japan, Inc.	Delaware	37-1437224	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Kitty Hawk, Inc.	Idaho	23-2167428	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Management, LLC	Delaware	26-1597527	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Marketing Services Group, Inc.	Delaware	23-1630859	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Management Services Limited Partnership	Delaware	36-3797749	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark North Carolina Technical Services, LLC	Delaware	26-0771431	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Organizational Services, Inc.	Delaware	23-3029013	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Processing, LLC	Delaware	26-2621089	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Qatar, LLC	Delaware	26-0727676	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Rail Services, LLC	Delaware	26-3519724	1101 Market Street, Philadelphia, PA 19107	215-238-3000

**Table of Contents**

<b>Exact Name of Registrant as Specified in its Charter</b>	<b>State or other Jurisdiction of Incorporation or Organization</b>	<b>IRS Employer Identification Number (IF NONE WRITE N/A)</b>	<b>Address, Including Zip Code, of Registrant's Principal Executive Offices</b>	<b>Phone Number</b>
Aramark RAV, LLC	Delaware	38-3655870	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark RBI, INC.	Delaware	23-2732825	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Refreshment Group, Inc.	Delaware	33-1157779	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Refreshment Services of Tampa, LLC	Delaware	26-2829924	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Refreshment Services, LLC	Delaware	23-1673482	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Schools Facilities, LLC	Delaware	26-3674561	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Schools, LLC	Delaware	23-3102689	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark SCM, Inc.	Delaware	04-3652050	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Senior Living Services, LLC	Delaware	20-0648583	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Senior Notes Company	Delaware	23-2693518	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Services Management of HI, Inc.	Hawaii	23-2983665	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Services Management of IL, Inc.	Illinois	23-2983669	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Services Management of MI, Inc.	Michigan	23-2983689	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Services Management of NJ, Inc.	New Jersey	23-2983702	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Services Management of OH, Inc.	Ohio	23-2983707	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Services Management of SC, Inc.	South Carolina	23-2983715	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Services Management of WI, Inc.	Wisconsin	23-2983725	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Services of Kansas, Inc.	Kansas	23-2525399	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Services of Puerto Rico, Inc.	Delaware	66-0231810	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark SM Management Services, Inc.	Delaware	36-3744854	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark SMMS LLC	Delaware	23-3099982	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark SMMS Real Estate LLC	Delaware	23-3099984	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Sports and Entertainment Group, LLC	Delaware	23-2573588	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Sports and Entertainment Services of	Texas	23-2573584	1101 Market Street, Philadelphia, PA 19107	215-238-3000



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Texas, LLC				
Aramark Sports and Entertainment Services, LLC	Delaware	23-1664232	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Sports Facilities, LLC	Delaware	20-3808955	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Sports, LLC	Delaware	23-3102690	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Summer Games 1996, LLC	Delaware	23-2820402	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Technical Services North Carolina, Inc.	North Carolina	56-0893678	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Togwotee, LLC	Delaware	26-2259208	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark U.S. Offshore Services, LLC	Delaware	23-3020180	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark Uniform & Career Apparel Group, Inc.	Delaware	23-2816365	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Uniform & Career Apparel, LLC	Delaware	95-3082883	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Uniform Manufacturing Company	Delaware	23-2449947	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Uniform Services (Baltimore) LLC	Delaware	20-4488478	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Uniform Services (Carmelo) LLC	Delaware	None	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Uniform Services (Matchpoint) LLC	Delaware	20-5396299	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Uniform Services (Midwest) LLC	Delaware	20-4799404	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Uniform Services (Rochester) LLC	Delaware	75-3102371	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Uniform Services (Santa Ana) LLC	Delaware	20-0989729	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Uniform Services (Syracuse) LLC	Delaware	61-1437731	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Uniform Services (Texas) LLC	Delaware	20-4488401	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Uniform Services (West Adams) LLC	Delaware	20-2038791	115 North First Street, Burbank, CA 91502	215-238-3000
Aramark Venue Services, Inc.	Delaware	23-2986471	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark WTC, LLC	Delaware	45-5145553	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Aramark/HMS, LLC	Delaware	51-0363060	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Brand Coffee Service, Inc.	Texas	74-1875393	1101 Market Street, Philadelphia, PA 19107	215-238-3000
COHR Holdings, Inc.	Delaware	20-4226554	1101 Market Street, Philadelphia, PA 19107	215-238-3000
COHR Inc.	Delaware	95-4752572	1101 Market Street, Philadelphia, PA 19107	215-238-3000
D.G. Maren II, Inc.	Delaware	23-2921096	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Delsac VIII, Inc.	Delaware	23-2449950	115 North First Street, Burbank, CA 91502	215-238-3000
Filterfresh Coffee Service, Inc.	Delaware	14-1676557	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Filterfresh Franchise Group, LLC	Delaware	04-3527632	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Fine Host Holdings, LLC	Delaware	42-1567694	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Genesis Technology Partners, LLC	Nebraska	47-0814621	1101 Market Street, Philadelphia, PA 19107	215-238-3000

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GTP Acquisition Co. Harrison Conference Associates, LLC	Delaware	20-0414323	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Harrison Conference Center of Glen Cove, Inc.	Delaware	11-2516961	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Harrison Conference Center of Lake Bluff, Inc.	New York	11-2385640	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Harrison Conference Services of Massachusetts, LLC	Illinois	36-2679415	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Harrison Conference Services of North Carolina, LLC	Massachusetts	04-2528586	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Harrison Conference Services of Princeton, Inc.	North Carolina	11-3092159	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Harrison Conference Services of Wellesley, LLC	New Jersey	11-2730949	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Harry M. Stevens, Inc. of New Jersey	Massachusetts	04-2969190	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Harry M. Stevens, Inc. of Penn	New Jersey	13-5589767	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Harry M. Stevens, LLC	Pennsylvania	13-6097356	1101 Market Street, Philadelphia, PA 19107	215-238-3000
	Delaware	20-8482129	1101 Market Street, Philadelphia, PA 19107	215-238-3000

**Table of Contents**

<b>Exact Name of Registrant as Specified in its Charter</b>	<b>State or other Jurisdiction of Incorporation or Organization</b>	<b>IRS Employer Identification Number (IF NONE WRITE N/A)</b>	<b>Address, Including Zip Code, of Registrant's Principal Executive Offices</b>	<b>Phone Number</b>
Kowalski-Dickow Associates, LLC	Wisconsin	39-1453115	1101 Market Street, Philadelphia, PA 19107	215-238-3000
L&N Uniform Supply, LLC	California	95-2309531	115 North First Street, Burbank, CA 91502	215-238-3000
Lake Tahoe Cruises, LLC	California	94-2599810	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Landy Textile Rental Services, LLC	Delaware	20-8482253	115 North First Street, Burbank, CA 91502	215-238-3000
Lifeworks Restaurant Group, LLC	Delaware	27-2146749	1101 Market Street, Philadelphia, PA 19107	215-238-3000
MPBP Holdings, Inc.	Delaware	20-8146134	1101 Market Street, Philadelphia, PA 19107	215-238-3000
MyAssistant, Inc.	Pennsylvania	23-3050214	1101 Market Street, Philadelphia, PA 19107	215-238-3000
New Aramark LLC	Delaware	46-1787432	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Old Time Coffee Co.	California	77-0546919	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Overall Laundry Services, Inc.	Washington	91-1138829	115 North First Street Burbank, CA 91502	215-238-3000
Paradise Hornblower, LLC	California	94-3136374	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Potomac Coffee, LLC	Delaware	11-3720904	1101 Market Street, Philadelphia, PA 19107	215-238-3000
ReMedPar, Inc.	Delaware	52-2349972	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Restaura, Inc.	Michigan	38-1206635	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Shoreline Operating Company, Inc.	California	77-0484063	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Tahoe Rocket LP	California	94-3390484	1101 Market Street, Philadelphia, PA 19107	215-238-3000
Travel Systems, LLC	Nevada	88-0119879	1101 Market Street, Philadelphia, PA 19107	215-238-3000

**Table of Contents**

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 (Registration No. 333-194077) is being filed on Form S-3 as the eligibility requirements for use of that form have been satisfied.

**Table of Contents**

**Aramark Services, Inc.**

**5.75% Senior Notes due 2020**

The 5.75% Senior Notes due 2020 (the notes) bear interest at a rate of 5.75% per annum and will mature on March 15, 2020.

We may redeem some or all of the notes at any time on or after March 15, 2015 at the redemption prices set forth in this prospectus. We may redeem some or all of the notes prior to March 15, 2015, at a price equal to 100% of the principal amount of the notes redeemed plus the applicable make-whole premium as described in this prospectus. We may also redeem up to 40% of the notes at any time before March 15, 2015, at a price equal to 105.750% using the proceeds of certain equity offerings.

The notes are senior unsecured obligations of Aramark Services, Inc. and rank senior in right of payment to our future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the notes. The notes rank equal in right of payment to all of our existing and future senior debt and other obligations that are not, by their terms, expressly subordinated in right of payment to the notes. The notes are effectively subordinated to all of our existing and future secured debt, including obligations under our senior secured credit facilities, to the extent of the value of the assets securing such debt, and structurally subordinated to all obligations of each of our subsidiaries that is not a guarantor of the notes.

The notes are guaranteed on an unsecured senior basis by Aramark and each of our wholly-owned domestic subsidiaries that guarantees our senior secured credit facilities. The notes rank senior in right of payment to all of the applicable guarantor's existing and future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the notes. The notes are effectively subordinated to all of the applicable guarantor's existing and future secured debt, including such guarantor's guarantee under our senior secured credit facilities, to the extent of the value of the assets securing such debt, and structurally subordinated to all obligations of any subsidiary that is not also a guarantor of the notes.

**See Risk Factors beginning on page 15 for a discussion of certain risks that you should consider before investing in the notes.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

This prospectus has been prepared for and may be used by Goldman, Sachs & Co. and other affiliates of Goldman, Sachs & Co. in connection with offers and sales of the notes related to market-making transactions in the notes effected from time to time. Such affiliates of Goldman, Sachs & Co. may act as principal or agent in such transactions, including as agent for the counterparty when acting as principal or as agent for both counterparties, and may receive compensation in the form of discounts and commissions, including from both counterparties, when it acts as agents for both. Such sales will be made at prevailing market prices at the time of sale, at prices related thereto or at negotiated prices. We will not receive any proceeds from such sales.

**The date of this prospectus is January 21, 2015.**

**Table of Contents**

**TABLE OF CONTENTS**

	<b>Page</b>
<u>Summary</u>	1
<u>Risk Factors</u>	15
<u>Ownership Structure</u>	20
<u>Use of Proceeds</u>	21
<u>Capitalization</u>	22
<u>Description of Other Indebtedness</u>	23
<u>Description of Notes</u>	29
<u>Book-Entry; Delivery and Form</u>	89
<u>Certain United States Federal Income and Estate Tax Consequences</u>	93
<u>Certain ERISA Considerations</u>	97
<u>Plan of Distribution</u>	98
<u>Legal Matters</u>	99
<u>Experts</u>	99
<u>Incorporation By Reference</u>	99
<u>Where You Can Find More Information</u>	100
<p><b>You should rely only on the information contained in this prospectus including the documents incorporated by reference in this prospectus. We have not authorized any dealer, salesperson or other person to give any information or represent anything to you other than the information included or incorporated by reference in this prospectus and we take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. You must not rely on unauthorized information or representations.</b></p>	

**This prospectus does not offer to sell nor ask for offers to buy any of the securities in any state or jurisdiction where an offer or sale is not permitted, where the person making the offer is not qualified to do so, or to any person who cannot legally be offered the securities. You should assume that the information contained in or incorporated by reference in this prospectus is accurate only as of their respective dates.**

**Table of Contents**

**STATEMENTS REGARDING FORWARD-LOOKING INFORMATION**

This prospectus contains and incorporates by reference forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that reflect our current views as to future events, developments and results with respect to, without limitation, conditions in our industry, our operations, our economic performance and financial condition, including, in particular, statements relating to our business and growth strategy under Prospectus Summary in this prospectus and under Management's Discussion and Analysis of Financial Conditions and Results of Operations and Business in our Annual Report on Form 10-K for the fiscal year ended October 3, 2014, filed with the SEC on December 2, 2014. These statements can be identified by the fact that they do not relate strictly to historical or current facts. They use words such as outlook, aim, anticipate, are confident, estimate, expect, will be, will continue, likely result, project, intend, plan, believe, see, look to and other words and terms of similar meaning or the variations of such words in connection with a discussion of future operating or financial performance. Forward-looking statements speak only as of the date made. All statements we make relating to our estimated and projected earnings, costs, expenditures, cash flows, growth rates and financial results are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, of course, it is impossible for us to anticipate all factors that could affect our actual results. Important factors that could cause actual results to differ materially from our expectations (cautionary statements) are disclosed under Risk Factors and elsewhere in this prospectus and in the section entitled Risk Factors in our Annual Report on Form 10-K for the fiscal year ended October 3, 2014, including, without limitation, in conjunction with the forward-looking statements included and incorporated by reference in this prospectus. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. Some of the factors that we believe could affect our results include without limitation:

unfavorable economic conditions;

natural disasters, global calamities, sports strikes and other adverse incidents;

the failure to retain current clients, renew existing client contracts and obtain new client contracts;

a determination by clients to reduce their outsourcing or use of preferred vendors;

competition in our industries;

increased operating costs and obstacles to cost recovery due to the pricing and cancellation terms of our food and support services contracts;



the inability to achieve cost savings through our cost reduction efforts;

our expansion strategy;

the failure to maintain food safety throughout our supply chain, food-borne illness concerns and claims of illness or injury;

governmental regulations including those relating to food and beverages, the environment, wage and hour and government contracting;

liability associated with noncompliance with applicable law or other governmental regulations;

changes in, new interpretations of or changes in the enforcement of the government regulatory framework;

currency risks and other risks associated with international operations, including Foreign Corrupt Practices Act, U.K. Bribery Act and other anti-corruption law compliance;

**Table of Contents**

continued or further unionization of our workforce;

liability resulting from our participation in multiemployer defined benefit pension plans;

risks associated with suppliers from whom our products are sourced;

disruptions to our relationship with, or to the business of, our primary distributor;

the inability to hire and retain sufficient qualified personnel or increases in labor costs;

healthcare reform legislation;

the contract intensive nature of our business, which may lead to client disputes;

seasonality;

our leverage;

the inability to generate sufficient cash to service all of our indebtedness;

debt agreements that limit our flexibility in operating our business;

potential conflicts of interest between our Controlling Owners (as defined herein) and us; and

other factors set forth under the heading "Risk Factors" in this prospectus and under the heading "Risk Factors, Legal Proceedings and Management's Discussion and Analysis of Financial Conditions and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended October 3, 2014.

Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this prospectus and in the documents incorporated by reference herein. As a result of these risks and uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements contained in this prospectus or incorporated by reference. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments, changes in our expectations, or otherwise, except as required by law.



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**Table of Contents**

**PRESENTATION OF FINANCIAL AND OTHER INFORMATION**

Unless otherwise indicated or the context otherwise requires, references in this prospectus to we, our, us, Aramark, Company and similar terms refer to Aramark and its subsidiaries and references to Parent refer to Aramark and not any of its subsidiaries.

Our fiscal year ends on the Friday nearest September 30 in each year. In this prospectus, when we refer to our fiscal years, we say fiscal and the year number, as in fiscal 2014, which refers to our fiscal year ended October 3, 2014. In addition, client refers to those businesses and other organizations which engage us to provide services. Consumers refers to those consumers of our services, such as employees, students and patrons, to whom our clients provide us access.

We present Adjusted Net Income, Adjusted Operating Income and Adjusted EBITDA, as defined under Prospectus Summary Summary Consolidated Financial Data, as non-U.S. Generally Accepted Accounting Principles, or non-GAAP, financial measures in various places throughout this prospectus. Adjusted Net Income, Adjusted Operating Income and Adjusted EBITDA are supplemental measures used by management to measure operating performance. Our presentation of Adjusted Net Income, Adjusted Operating Income and Adjusted EBITDA has limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of our results as reported under generally accepted accounting principles in the United States ( U.S. GAAP ). We use Adjusted Net Income as a supplemental measure of our overall profitability because it excludes the impact of the non-cash amortization of certain intangible assets and depreciation of property and equipment that were created at the time of our 2007 going-private transaction (the 2007 Transaction ), share-based compensation expense and other costs that are not indicative of our ongoing operational performance. Similarly, we use Adjusted Operating Income and Adjusted EBITDA as supplemental measures of our operating profitability and to evaluate and control our cash operating costs because they exclude the impact of the items noted above relating to the calculation of Adjusted Net Income that are not indicative of our ongoing operational performance. We believe the presentation of Adjusted Net Income, Adjusted Operating Income and Adjusted EBITDA is appropriate to provide additional information to investors about our operating performance.

Because Adjusted Net Income, Adjusted Operating Income and Adjusted EBITDA are not measures determined in accordance with U.S. GAAP and are susceptible to varying calculations, we caution investors that these measures as presented may not be comparable to similarly titled measures of other companies. Under Prospectus Summary Summary Consolidated Financial Data herein, we include a quantitative reconciliation of Adjusted Net Income, Adjusted Operating Income and Adjusted EBITDA to the most directly comparable U.S. GAAP financial performance measure, which is net income.

**MARKET AND INDUSTRY DATA**

The data included in this prospectus or used in documents incorporated by reference into this prospectus regarding our industry and market opportunity, including the size of certain sectors and geographies, our position and the position of our competitors within these sectors and geographies and the portion of the market opportunity that is currently outsourced, are based on management estimates, which were derived using our management's knowledge and experience in the sectors and geographies in which we operate, our own internal estimates and research, industry and general publications and research, and surveys and studies conducted by third parties. We believe these estimates to be accurate as of the date of this prospectus. However, these estimates may prove to be inaccurate because of the method by which we obtained some of the data for the estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties.



**Table of Contents**

**SUMMARY**

*This summary does not contain all of the information that you should consider before making your investment decision. You should read the entire prospectus carefully, including the matters discussed under the caption **Risk Factors** and the detailed information that is incorporated into this prospectus by reference to our Annual Report on Form 10-K for the fiscal year ended October 3, 2014 (including without limitation the **Risk Factors** section included in such Form 10-K). This prospectus contains references to years 2014, 2013 and 2012, which represent fiscal years ended October 3, 2014, September 27, 2013 and September 28, 2012, respectively, unless the context otherwise requires. In this prospectus our **Annual Report** refers to our Annual Report on Form 10-K for the fiscal year ended October 3, 2014 that we filed with the SEC on December 2, 2014 and that is incorporated herein by reference. See the **Where You Can Find More Information** section of this prospectus for a further discussion of incorporation by reference.*

**Our Company**

We are a leading global provider of food, facilities and uniform services to education, healthcare, business and industry and sports, leisure and corrections clients. Our core market is North America (comprised of the United States and Canada), which is supplemented by an additional 20-country footprint serving many of the fastest growing global geographies. We hold the #2 position in North America in food and facilities services and uniform services based on total sales in fiscal 2014. Internationally, we hold a top 3 position in food and facilities services based on total sales in fiscal 2014 in most countries in which we have significant operations, and are one of only 3 food and facilities competitors with our combination of scale, scope, and global reach. Through our established brand, broad geographic presence and employees, we anchor our business in our partnerships with thousands of education, healthcare, business, sports, leisure and corrections clients. Through these partnerships we serve millions of consumers including students, patients, employees, sports fans and guests worldwide. The scope and range of our services are evidenced by the following:

We provide services to 89% of the Fortune 500

We serve over 500 million meals annually to approximately 5 million students at colleges, universities, and K-12 schools

We service over 2,000 healthcare facilities, collectively representing over 75 million patient days annually

We cater to approximately 100 million sports fans annually through our partnerships with over 149 professional and collegiate teams

We put over 2 million people in uniforms each day

We operate in 22 countries in North America, Europe, Asia and South America

Aramark's mission is to ***Deliver experiences that enrich and nourish lives.*** This mission is anchored in a set of goals, which we refer to as our core values, that guide our execution in the marketplace:

***Sell and Serve with Passion.*** Placing clients and consumers at the center of all that we do by listening and responding to their needs with service focused on quality and innovation

***Set Goals. Act. Win.*** Maintaining a culture of accountability where performance matters and exhibiting leadership that achieves and exceeds expectations through our execution

***Front-Line First.*** Providing our front-line employees with tools and training that empower them to deliver excellence at the point of service to thousands of consumers and clients every day

***Integrity and Respect Always.*** High ethical standards are the cornerstone of the Aramark brand and help us earn the trust of our key constituents

We strive to accomplish this mission through a repeatable business model founded on five principles of excellence: selling, service, execution, marketing and operations. Our commitment to these values has earned us

**Table of Contents**

numerous awards and recognitions; we have been named one of the World's Most Admired Companies by Fortune Magazine in the category of Diversified Outsourcing Services every year since 1999 and we are recognized as one of the World's Most Ethical Companies by the Ethisphere Institute.

We operate our business in three reportable segments that share many of the same operating characteristics: Food and Support Services North America, or FSS North America, Food and Support Services International, or FSS International, and Uniform and Career Apparel, or Uniform. The following chart provides a brief overview of our reportable segments (dollars in millions):

- (1) Fiscal 2014 operating income excludes \$215.0 million of unallocated corporate expenses.
- (2) Based on fiscal 2014 total sales.
- (3) We have significant operations in the following countries: China, Chile, Germany, Ireland, Japan, Spain and the UK. We believe we hold top 3 positions in all of these countries except Spain.

Within our reportable segments, our business is generally focused around key client types Education, Healthcare, Business & Industry, Sports & Leisure and Corrections.

- (1) Based on fiscal 2014 total sales.



## **Table of Contents**

We believe that our broad range of services, diversified client base, global reach and repeatable business model position us well for continued growth and margin expansion opportunities, although there can be no assurance that we will continue to grow. In fiscal 2014, we generated \$14.8 billion of sales and \$149 million of net income. As of October 3, 2014, we had \$5.4 billion of total debt.

### **Our History and Recent Accomplishments**

Since Aramark's founding in 1959, we have broadened our service offerings and expanded our client base through a combination of organic growth and acquisitions, with the goal of further developing our food, facilities and uniform capabilities, as well as growing our international presence.

On January 26, 2007, Aramark delisted from the NYSE in conjunction with a going-private transaction executed with investment funds affiliated with GS Capital Partners, CCMP Capital Advisors, LLC and J.P. Morgan Partners, LLC, Thomas H. Lee Partners, L.P. and Warburg Pincus LLC as well as approximately 250 senior management personnel.

In May 2012, Eric Foss became the new CEO and President of our company. Previously, Mr. Foss was the CEO of Pepsi Beverages Company and was Chairman and CEO of the publicly-traded Pepsi Bottling Group. Under Mr. Foss leadership at Aramark, we have introduced a number of initiatives designed to accelerate revenue and profit growth and expand margins.

On December 17, 2013, we completed an initial public offering of our common stock. In the initial public offering, we issued and sold 28,000,000 shares of common stock and the selling stockholders in the initial public offering offered and sold 13,687,500 shares of common stock. Our initial public offering raised net proceeds to us, after deducting underwriters' discounts and commissions and expenses payable by us, of \$524.1 million, which was used to repay \$370.0 million of outstanding term loans under our senior secured credit facilities and \$154.1 million of outstanding borrowings under the revolving credit facilities constituting part of our senior secured credit facilities.

On May 9, 2014, Parent changed its name from ARAMARK Holdings Corporation to Aramark and ARAMARK Corporation changed its name to Aramark Services, Inc.

### **Our Market Opportunity**

Aramark operates in large and highly fragmented markets. We believe that the global food and support services market and the North American uniform and career apparel market is approximately \$900 billion. As only approximately 50% of this opportunity is outsourced, we believe that there is a substantial potential for growth by winning business with educational and healthcare institutions, businesses, sports and leisure facilities and correctional facilities that currently provide these services in-house. We expect that demand for increased outsourced services will continue to be driven by shifting client imperatives, including: the need to focus on core businesses, the desire to deliver a high level of consumer satisfaction, the pursuit of reduced costs and the attractiveness of consolidating services with a single provider. We believe our provision of these services is increasingly important to our clients' achievement of their own missions.

The food and support services market is highly fragmented, with the five largest competitors capturing only 10% of the global market. We believe that larger service providers are better positioned to win a disproportionate amount of the business that is converted from self-operated services as clients seek services from partners with the scale and sophistication necessary to drive consumer satisfaction and increase operational efficiency. There can be no assurance that the number of outsourcing opportunities will increase or that our sales will increase if they do.



## **Table of Contents**

Our core geographic market is North America, which we believe will remain an attractive opportunity due to the favorable underlying economic conditions, stability and opportunities for profitable growth, and growing trend towards outsourcing. We continue to focus on the Education and Healthcare sectors, which are only approximately 30% outsourced, and have increased as a percentage of GDP, representing significant growth opportunities. While cost reduction continues to be a key consideration, we believe that clients' decisions are increasingly driven by other benefits associated with outsourcing as they recognize that providing higher quality, more efficient food and facilities services is critical to driving satisfaction of their key constituents: students and faculty, patients, employees and sports fans.

We also operate in select, high growth, emerging markets in Asia and South America. The GDP of the countries making up these markets grew at approximately 8.8% in 2013, although GDP growth in Asia generally slowed from prior years. The economic growth in these countries is driven by factors such as rising discretionary income and increased investment in growth sectors such as mining, education and healthcare. Additionally, we estimate emerging markets are approximately 70% self-operated, making them highly attractive opportunities for outsourcing expansion. While we anticipate that economic conditions in Europe will continue to remain challenging, our operations are concentrated in Germany, the UK and Ireland, where we hold top 3 positions.

### **Our Strengths**

We believe the following competitive strengths are key to our continued success:

#### **Leader in a Large, Fragmented and Growing Market**

We are a global market leader in the large, fragmented and growing food, facilities and uniform services industries. We believe that we have developed our leadership positions through using our experience and client and consumer knowledge to provide service offerings to our clients that allow our clients to focus on their core business. These leadership positions provide us with economies of scale, allow us to attract and retain industry talent and we believe position us to compete effectively for new business opportunities. We believe that clients are increasingly interested in service providers with a broad geographic reach and a breadth of service offerings.

#### **Favorable Geographic, Sector and Service Mix**

We have the global reach and capability to deliver our services in 22 countries around the world, which represent approximately 65% of the world's GDP. We believe that our leading position in our core North America market will remain a principal growth driver. Also, utilizing the skills and experience we have developed over decades of service in the North American market, we have established positions in strategic emerging markets in Asia and South America. Our sales in emerging markets have increased at an annual rate of approximately 12% over the last five years, and represent 8.3% of our total sales in 2014 versus 5.7% in 2008. We believe that our expanding presence in these geographies will become increasingly important for our overall growth. In Europe, we have a selective position concentrated in Germany, the UK and Ireland.

We serve a large and diversified client base across a wide range of sectors and businesses, including Education, Healthcare, Business & Industry and Sports, Leisure and Corrections, with no single client accounting for more than 2% of 2014 sales (other than collectively a number of U.S. government entities). The Education and Healthcare sectors, which together contributed 44% of our 2014 sales globally, represent attractive growth opportunities for Aramark due to their size and low penetration.

We believe that the breadth of our service capabilities and ability to innovate position Aramark well to meet evolving consumer needs and address our clients' increasing desire to conduct business with an experienced single provider of multiple services. Clients rely on Aramark to provide a variety of services, from offering safe living and working environments for miners to patient transportation services for healthcare clients to convenience stores on college campuses.

## **Table of Contents**

### **Longstanding Client Relationships**

Aramark's leading positions, scale and breadth of product offering enable us to continue to grow our business through higher penetration into existing clients and cross-selling of additional services. We have long-lasting relationships with our clients as evidenced by our approximately 94% annual retention rate and an average client relationship of approximately 10 years. We believe we are able to maintain these strong relationships year after year by providing services that help our clients focus on their own mission and also improve satisfaction of their key constituencies: employees, students and faculty, patients and sports fans. We believe that this is increasingly important for our clients as, for example, businesses compete for employees, colleges compete for students and hospitals compete for patients. Given that only 10% of our current clients utilize both food and facilities services, we believe substantial opportunities remain for us to provide additional services to our existing client base.

Further, we aim to increase the per capita spending of our target consumers and expand the participation rates of these populations in our existing service offering, through innovative marketing and merchandising programs. We continuously innovate our existing services to better meet our clients' evolving needs. We use Aramark's consumer insights and other research to increase our awareness of market trends, client needs and consumer preferences.

### **Improving Profitability with Significant Cash Flow Generation**

We have in the past and continue to implement a number of programs and tools designed to increase our profitability, including enhanced management of our key costs—food, labor and overhead—through SKU rationalization (a consolidation of product categories for our purchases), standardization of portion sizes, waste control, enhanced labor scheduling, turn-over reduction and SG&A discipline, among others. Because of the leverage inherent in our business model, we believe the implementation of these measures will increase our profitability. Since instituting these new productivity initiatives in 2012, we have seen positive momentum in our performance.

We believe our business mix allows us to deliver consistent profitability in most macroeconomic environments and our high mix of variable costs allows us to react quickly to changing conditions in our day to day operations. We have historically generated significant cash flow as a result of our consistent profitability and limited working capital and capital expenditure requirements. Our net capital expenditures in the last 5 years have averaged only 2.6% of sales. In the economic downturn in 2009 for example, our cash flow actually increased as lower capital expenditures and a reduction in working capital more than offset an earnings decline. Although net capital expenditures increased in fiscal 2014 to approximately 3.5% of sales due to several key client renewals, new business and higher technology spending, we believe that the relatively low net capital investment requirements of our business position us to continue to generate significant cash flow, which should give us the flexibility to reduce debt, pursue strategic acquisitions and return capital to our stockholders.

### **Experienced Management Team**

Our management team consists of long-tenured Aramark leaders with significant industry experience along with outside leaders with significant Fortune 500 management, consumer/retail and food industry experience. Our CEO and President, Eric Foss, is an experienced Fortune 500 public company CEO. Since joining Aramark in 2012, he has introduced an integrated strategy focusing on growth, productivity, people and delivering on financial commitments. The average tenure of our principal operating leaders is 14 years, with individual tenure ranging from 35 years to one year. Our remaining senior management team and business unit presidents' tenure averages approximately 12 years. Aramark has a long history of broad management ownership dating back to the 1980s, and our management team collectively has a significant equity position in Aramark.



**Table of Contents**

**Our Strategies**

Through the following growth and operational strategies, we seek to provide the highest quality food, facilities and uniform services to our clients and consumers through a consistent, repeatable business model founded on five principles of excellence – selling, service, execution, marketing and operations.

**Grow Our Base Business**

***Drive Incremental Revenue from Existing Clients***

We intend to increase penetration within our existing client base. We believe our ideas and innovations are a key differentiating factor for Aramark in winning new business at existing clients. We believe that opportunities exist to increase penetration in each of our major service lines – food service, facilities service and uniform service. In each of our sectors we have identified the top items that drive demand and have established standardized frameworks at the location level to maximize results.

Currently, 10% of our clients use both our food and facilities services. We believe that having an on-site team successfully providing one service positions us well to expand the services we provide. An example of a recent success is American University, where we have been providing facilities services since 2001 and recently won the dining business from a competitor based on our strategic vision for the campus and the local management teams that have consistently delivered high quality services.

***Increase Client Retention Rates***

Aramark has historically experienced high and consistent client retention rates. In 2014, our client retention rate was 94%. We believe that our front-line focus and emphasis on satisfying our clients' needs enable us to increase the quality of our operations. Our service orientation is centered on creating a culture of excellence. We believe that providing our front-line employees with tools and training that empower them to improve the quality and breadth of service that they provide clients will drive client and consumer loyalty, enabling us to increase our retention rates and enhance profitability for our stockholders.

**Grow New Business**

***Expand New Business Through Selling Excellence***

Aramark's platform for growing new business is centered on understanding our clients' needs, creating innovative service offerings that meet those needs and selling our services with passion. We believe that our market leadership and extensive industry experience position us to capitalize on the large, under-penetrated and growing food, facilities and uniform services markets. We believe that the current rates of penetration will increase as more businesses and organizations continue to see the benefits of outsourcing non-core activities. There can be no assurance that the current rates of penetration of outsourcing for the food, facilities and uniform services markets will increase or that our sales will increase if they do.

We are particularly focused on the Education and Healthcare sectors due to their lower level of economic sensitivity and strong growth. Despite recent economic weakness, total spending on Education and Healthcare has increased as a

percentage of total GDP. Additionally, we believe the addressable Education and Healthcare sectors represent opportunities of \$87 billion and \$31 billion, respectively, and are only approximately 30% outsourced to third party providers, which provides a significant opportunity for further growth.

***Increase Our Presence in Emerging Markets***

The favorable growth characteristics and relatively low outsourcing rates in emerging market regions present a substantial opportunity for accelerated growth. Our emerging markets presence currently consists of



## **Table of Contents**

8 countries across Asia and South America and represented 8.3% of our total sales in 2014. Our growth strategy in select emerging market geographies is focused on three initiatives: supporting existing clients as they expand into emerging markets, growing in geographies in which we already operate profitably, and entering new geographies where we have identified attractive prospects for profitable expansion. Over the last several years, our China business has experienced significant growth, including 15% growth in 2014, and we believe that we are well positioned to utilize deep industry and country experience to continue to expand in this key geography. Additionally, we are focused on growing our presence in South America, where we held the #2 position in Chile and the #1 position in Argentina based on 2014 total sales. Given the scale and coordination required to successfully execute a multinational contract, we believe we are one of a very small group of global companies currently capable of competing for these contracts within emerging markets.

### ***Pursue Strategic Acquisitions***

We anticipate that continued consolidation in the global food, facilities and uniform services markets will create opportunities for us to acquire businesses with complementary geographic and service offering profiles. We intend to continue strengthening our existing business through selective, accretive acquisitions that will solidify our position, enhance and expand our service capabilities, further develop our differentiated positions, or allow us to enter into high growth geographies. We have a history of acquisitions, which we have integrated into our existing operations while achieving targeted synergies with minimal client losses. For example, in fiscal 2012 we acquired Filterfresh, a leader in providing quality office refreshment services to employees in the workplace, and in fiscal 2011 we acquired Masterplan, a clinical technology management and medical equipment maintenance company, which expanded our capability to service all levels of hospital clinical technology and strengthened our position in a key sector within the North American market. Both acquisitions were integrated into larger, similar Aramark operations.

### **Accelerate Margin Expansion through Operational Excellence**

We have been implementing a disciplined process to achieve operational excellence and capture productivity for growth through a standard, repeatable business model. To achieve this, we are investing in the systems, tools and training utilized by our front-line employees, and establishing quality standards and processes to more efficiently manage our food, merchandise, labor, and above-unit costs. Additionally, our scale and operating leverage allow us to effectively manage these costs, which together accounted for 78% of our operating costs in fiscal 2014. We are also incorporating automated, standardized and centralized processes that have resulted in the reduction of overhead costs through the elimination of redundancies in our finance and HR functions.

The implementation of these initiatives has led to increased profitability, a portion of which we are reinvesting in our business to achieve additional growth and margin expansion. This reinvestment is focused on two primary goals: improving the efficiency of standard tools and selling resources, and continuing to recruit, train and develop employees to maintain our culture of high performance. Through continued reinvestment in our business, we expect to both increase our ability to execute upon our core strategies and maintain our operational excellence.

### **Company Information**

Each of Aramark and Aramark Services, Inc. is organized under the laws of the State of Delaware. Our business traces its history back to the 1930s.

Our executive offices are located at Aramark Tower, 1101 Market Street, Philadelphia, Pennsylvania 19107. Our website is [www.aramark.com](http://www.aramark.com). Please note that our Internet website address is provided as an inactive textual reference

only. **Information on our website does not constitute part of this prospectus.**

**Table of Contents**

**Summary of the Terms of the Notes**

*The following summary is not intended to be a complete description of the terms of the notes. For a more detailed description of the notes, see Description of Notes.*

*For purposes of this section, we, us, and our refer to Aramark Services, Inc.*

Issuer	Aramark Services, Inc.
Securities	\$1,000,000,000 in aggregate principal amount of 5.75% senior notes due 2020. The notes consist of both notes issued on March 12, 2014 in exchange for the 5.75% Senior Notes due 2020 originally issued on March 7, 2013 and any outstanding notes that were not tendered in the exchange offer.
Maturity date	March 15, 2020.
Interest	Interest on the notes is payable on March 15 and September 15 of each year.  Interest on the notes accrue at the rate of 5.75% per annum.  Interest on the notes accrued from March 7, 2013.
Guarantees	The notes are guaranteed on an unsecured senior basis by Aramark and each of our wholly-owned domestic subsidiaries that guarantees our senior secured credit facilities.
Ranking	The notes are our senior unsecured obligations and:  rank senior in right of payment to our future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the notes;  rank equal in right of payment to all of our future unsecured senior debt;

rank equal in right of payment to all of our existing and future senior debt and other obligations that are not, by their terms, expressly subordinated in right of payment to the notes, including our guarantee of our senior secured credit facilities; and

are effectively subordinated to all of our existing and future secured debt (including obligations under our senior secured credit facilities), to the extent of the value of the assets securing such debt, and structurally subordinated to all obligations of each of our subsidiaries that is not a guarantor of the notes.

Similarly, each of the note guarantees are senior unsecured obligations of the applicable guarantor and:

rank senior in right of payment to all of the applicable guarantor's existing and future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the notes;

**Table of Contents**

rank equal in right of payment to all of the applicable guarantor s existing and future senior debt and other obligations that are not, by their terms, expressly subordinated in right of payment to the notes, including their guarantees of the senior secured credit facilities; and

are effectively subordinated to all of the applicable guarantor s existing and future secured debt (including such guarantor s guarantee under our senior secured credit facilities), to the extent of the value of the assets securing such debt, and structurally subordinated to all obligations of any subsidiary of a guarantor if that subsidiary is not also a guarantor of the notes.

As of October 3, 2014, (1) the notes and related guarantees would have ranked effectively junior to approximately \$4,390.4 million of senior secured indebtedness (including \$54.4 million of payment obligations relating to capital lease obligations and \$350.0 million outstanding under our receivables facility) and (2) we would have had an additional \$753.9 million of unutilized capacity under our revolving credit facility, after taking into account outstanding letters of credit.

**Optional redemption**

Prior to March 15, 2015, we may redeem the notes, in whole or in part, at a price equal to 100% of the principal amount thereof plus the make-whole premium described under Description of Notes Optional Redemption, plus accrued and unpaid interest, if any, to the date of redemption.

We may also redeem any of the notes at any time on or after March 15, 2015, in whole or in part, at the redemption prices described under Description of Notes Optional Redemption, plus accrued and unpaid interest, if any, to the date of redemption.

In addition, prior to March 15, 2015, we may redeem up to 40% of the aggregate principal amount of the notes using the proceeds of certain equity offerings at a price equal to 105.750% of the principal amount thereof plus accrued and unpaid interest, if any, to but not including the redemption date.

**Change of control and asset sales**

If we experience specific kinds of changes of control, we will be required to make an offer to purchase the notes at a purchase price of 101% of the principal amount thereof, plus accrued and unpaid interest to the purchase date. If we sell assets under certain circumstances, we will be required to make an offer to purchase the notes at a purchase price of

100% of the principal amount thereof, plus accrued and unpaid interest to the purchase date. See Description of Notes Repurchase at the Option of Holders.

Certain covenants

The indenture governing the notes restricts our ability and the ability of our restricted subsidiaries to, among other things:

incur additional indebtedness or issue certain preferred shares;

pay dividends and make certain distributions, investments and other restricted payments;

**Table of Contents**

create certain liens;

sell assets;

enter into transactions with affiliates;

limit the ability of restricted subsidiaries to make payments to us;

enter into sale and leaseback transactions;

merge, consolidate, sell or otherwise dispose of all or substantially all of our assets; and

designate our subsidiaries as unrestricted subsidiaries.

These covenants are subject to important exceptions and qualifications described under the headings Description of Notes. If the notes are assigned an investment grade rating by Standard & Poor's Rating Services (S&P) and Moody's Investor Service, Inc. (Moody's) and no default has occurred and is continuing, certain covenants will be suspended. If either rating should subsequently decline below investment grade, the suspended covenants will be reinstated.

Use of proceeds

We will not receive any cash proceeds from the sale of notes by Goldman, Sachs & Co. in market-making transactions. See Use of Proceeds.

**Table of Contents****Summary Consolidated Financial Data**

The following table sets forth summary consolidated financial data as of the dates and for the periods indicated. The summary consolidated financial data for the fiscal years 2014, 2013 and 2012 have been derived from our consolidated financial statements incorporated by reference herein from our Annual Report on Form 10-K for the fiscal year ended October 3, 2014, which have been audited by KPMG LLP.

The financial data set forth in this table should be read in conjunction with the sections of our Annual Report titled Selected Consolidated Financial Data and Management's Discussion and Analysis of Financial Conditions and Results of Operations, as well as with our audited consolidated financial statements and related notes that are also included in our Annual Report.

	2014	Fiscal year <sup>(1)</sup> 2013	2012
<b>(dollars in millions, except per share data)</b>			
<b>Statement of operations data:</b>			
Sales	\$ 14,833	\$ 13,946	\$ 13,505
Costs and expenses:			
Cost of services provided	13,364	12,662	12,191
Depreciation and amortization	522	542	529
Selling and general corporate expenses	383	228	203
Operating income	564	514	582
Interest and other financing costs, net	335	424	457
Income from continuing operations before income taxes	229	90	125
Provision for income taxes	80	19	18
Income from continuing operations <sup>(2)</sup>	149	71	107
Loss from discontinued operations, net of tax <sup>(2)</sup>		(1)	
Net income	149	70	107
Less: Net income attributable to noncontrolling interests		1	3
Net income attributable to Aramark stockholders	\$ 149	\$ 69	\$ 104
<b>Per share data:</b>			
<b>Basic:</b>			
Income from continuing operations	\$ 0.66	\$ 0.35	\$ 0.51
Loss from discontinued operations		(0.01)	
Net income attributable to Aramark stockholders	\$ 0.66	\$ 0.34	\$ 0.51
<b>Diluted:</b>			
Income from continuing operations	\$ 0.63	\$ 0.34	\$ 0.49
Loss from discontinued operations		(0.01)	
Net income attributable to Aramark stockholders	\$ 0.63	\$ 0.33	\$ 0.49
Cash dividend per share <sup>(3)</sup>	\$ 0.23	\$	\$
<b>Statement of cash flows data:</b>			
<b>Net cash provided by/(used in):</b>			
Operating activities	\$ 398	\$ 696	\$ 692



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Investing activities	(505)	(385)	(482)
Financing activities	108	(336)	(287)
<b>Balance sheet data (at period end):</b>			
Cash and cash equivalents	\$ 112	\$ 111	\$ 137
Total assets	10,456	10,267	10,487
Total debt (including current portion of long term debt) <sup>(4)</sup>	5,446	5,824	6,009
Total equity <sup>(3)</sup>	1,718	904	967
<b>Other financial data (unaudited):</b>			
Adjusted Net Income <sup>(5)</sup>	\$ 359	\$ 262	\$ 206
Adjusted Operating Income <sup>(5)</sup>	878	781	746
Adjusted EBITDA <sup>(5)</sup>	1,270	1,168	1,122
Capital expenditures, net of disposals	517	382	343
Ratio of earnings to fixed charges <sup>(6)</sup>	1.5x	1.2x	1.2x

**Table of Contents**

- (1) Fiscal years 2014, 2013 and 2012 refer to the fiscal years ended October 3, 2014, September 27, 2013 and September 28, 2012, respectively. Fiscal 2014 is presented on a 53-week basis, as fiscal 2014 contained an extra week. Fiscal 2013 and 2012 are presented on a 52-week basis.
- (2) During fiscal 2011, the Company completed the sale of its wholly-owned subsidiary, Galls, for approximately \$75.0 million in cash. Galls is accounted for as a discontinued operation. Galls' results of operations have been removed from the Company's results of continuing operations for all periods presented where applicable.
- (3) During fiscal 2014, the Company paid cash dividends totaling \$52.2 million (\$0.075 per share during the second, third and fourth quarter of fiscal 2014). On October 29, 2012, the Company completed the spin-off of its majority interest in Seamless North America, LLC, an online and mobile food ordering service, to its stockholders in the form of a dividend. Each stockholder received one share of the common stock of Seamless Holdings, a newly formed company created to hold its former interest in Seamless North America, LLC, for each share of our common stock held as of the record date.
- (4) In the second quarter of fiscal 2013, the Company completed a refinancing, repurchasing Aramark Services, Inc.'s outstanding 8.50% Senior Notes due 2015 and Senior Floating Rate Notes due 2015 and the Company's 8.625% / 9.375% Senior Notes due 2016. The Company refinanced that debt with new term loan borrowings under its senior secured credit facilities and the issuance of its senior notes.
- (5) We use Adjusted Net Income, Adjusted Operating Income and Adjusted EBITDA as supplemental measures to evaluate our performance. Adjusted Net Income, Adjusted Operating Income and Adjusted EBITDA are not measurements of financial performance under generally accepted accounting principles in the United States, or U.S. GAAP. Adjusted Net Income represents net income adjusted to eliminate the impact from discontinued operations, net of tax; the amortization of acquisition-related customer relationship intangible assets and depreciation of property and equipment resulting from the 2007 Transaction; share-based compensation; the effect of currency translation; severance and other charges; the effects of acquisitions and divestitures; branding; initial public offering-related expenses, including share-based compensation; gains, losses and settlements relating to certain transactions; and the effects of refinancing on interest and other financing costs, less the tax impact of these adjustments. Adjusted Operating Income represents Adjusted Net Income further adjusted to exclude the impact from income taxes and interest and other financing costs, net. Adjusted EBITDA represents Adjusted Operating Income further adjusted to exclude the impact of all other depreciation and amortization expense.
- (6) For the purpose of determining the ratio of earnings to fixed charges, earnings include pretax income (loss) from continuing operations plus fixed charges (excluding capitalized interest). Fixed charges consist of interest on all indebtedness (including capitalized interest) plus that portion of operating lease rentals representative of the interest factor (deemed to be one third of operating lease rentals).

**Table of Contents**

The following table presents a reconciliation of certain non-GAAP financial measures used in this prospectus. A directly comparable U.S. GAAP measure to Adjusted Net Income, Adjusted Operating Income and Adjusted EBITDA is net income. Adjusted Net Income, Adjusted Operating Income and Adjusted EBITDA are reconciled from net income as follows:

	Fiscal year		
	2014	2013	2012
<b>(dollars in millions)</b>			
<b>Net Income (as reported)</b>	\$ 149	\$ 70	\$ 107
Adjustment:			
Loss from Discontinued Operations, net of tax		1	
Amortization of Acquisition-Related Customer Relationship Intangible Assets and Depreciation of Property and Equipment Resulting from the 2007 Transaction <sup>(a)</sup>	130	155	153
Share-Based Compensation <sup>(b)</sup>	47	19	16
Effect of Currency Translation <sup>(c)</sup>			