SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE --- ACT OF 1934

For the fiscal year ended August 26, 1995

Commission File Number 1-8504

UNIFIRST CORPORATION (Exact name of registrant as specified in its charter)

Massachusetts (State of Incorporation)

04-2103460 (IRS Employer Identification Number)

68 Jonspin Road

Wilmington, Massachusetts 01887 (Address of principal executive offices)

Registrant's telephone number, including area code: (508) 658-8888

Securities registered pursuant to Section 12(b) of the $\mbox{Act:}$

Title of Class

Name of each exchange on which shares are traded

Common Stock, \$.10 par value per share

New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definintive proxy or information incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The number of outstanding shares of UniFirst Corporation Common Stock and Class B Common Stock at November 13, 1995 were 7,886,644 and 12,623,964, respectively, and the aggregate market value of these shares held by non-affiliates of the Company on said date was \$145,014,202 (based upon the closing price of the Company's Common Stock on the New York Stock Exchange on said date and assuming the market value of a share of Class B Common Stock (which is generally non-transferable, but is convertible at any time into one share of Common Stock) is identical to the market value of the Common Stock).

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's 1995 Annual Report to Shareholders and the Company's Proxy Statement for its 1996 Annual Meeting of Shareholders (which will be filed with the Securities and Exchange Commission within 120 days after the close of the 1995 fiscal year) are incorporated by reference into Parts II, III and IV hereof.

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ITEM 1. BUSINESS

UniFirst is a leading company in the garment rental industry. The Company's services consist principally of renting, cleaning, and delivering a variety of industrial employment garments on a periodic basis, usually weekly. The Company also decontaminates and cleans garments which may have been exposed to radioactive materials. Customer billings are rendered and recorded as revenues when services are performed.

The Company's principal business, since its inception, has been the rental and servicing of industrial employment uniforms and protective clothing (such as shirts, pants, jackets, coveralls, jumpsuits, lab coats, smocks and aprons) as well as industrial wiper towels, floor mats and other non-garment items. The Company services its customers by picking up the soiled items on a periodic basis, usually weekly, and delivering at the same time cleaned and processed items.

Through the Company's services, customers are provided with uniforms and protective work clothing for their employees without the necessity of investing working capital, which is particularly advantageous to customers whose worker turnover is high. The Company's centralized services, specialized equipment and economies of scale generally allow it to be more cost effective in providing garment services than the customers could be by themselves. In order to better service its customers, the Company maintains a relatively higher level of inventory of garments in stock than it believes customary in the industry. Customers are given a broad selection of styles, colors, sizes, fabrics and personalized emblems from which to choose. The Company's uniform program is intended not only to upgrade the image of the customers, but also to improve the effectiveness, morale, safety and satisfaction of their employees.

The Company services a wide variety of manufacturers, retailers and service companies, including automobile dealers and service stations, bakeries, transportation companies and agricultural processors. Substantially all of the Company's rental services are provided pursuant to written contracts, primarily for a term of three years. The Company services over 100,000 customer locations in 44 states and Canada from 105 service locations and distribution centers. For fiscal 1993, 1994 and 1995, the Company's garment rental operations produced approximately 65%, 66% and 67%, respectively, of its revenues, and non-garment rental items accounted for another 25% of its revenues in each of those years, with no single customer accounting for more than 1% of total revenues in any year.

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The Company manufactures work pants and shirts for its garment rental operations in its plants in Luquillo, Puerto Rico, and Cave City, Arkansas, respectively. These plants produced approximately 49% of all employment garments which the Company placed in service during fiscal 1995. In 1994, these manufacturing plant's production level was approximately 43%.

The Company is also in the specialized business of decontaminating and cleaning work clothes which may have been exposed to radioactive materials. The Company's customers in this market include the federal government, research and development laboratories and utilities operating nuclear reactors. The Company maintains decontamination facilities at the site of a conventional cleaning plant in Massachusetts and has specialized facilities exclusively for its nuclear decontamination operations in Mississippi, New Mexico, California, Washington, Hawaii, Pennsylvania, South Carolina, Virginia, Georgia, Illinois and Iowa.

MARKETING

The Company markets its services to potential customers through approximately 245 trained sales representatives whose sole function is to develop new sales by adding new accounts and who have no direct responsibility for servicing customer accounts. Potential customers are contacted by telephone and also through sales appointments. The Company has a separately-staffed telemarketing program designed to provide broader and more efficient coverage by screening prospects for the sales representatives.

The Company believes that customer service is the most important element in developing and maintaining its market position. As of August 26, 1995, existing accounts were serviced by approximately 755 route salespersons and 430 service

support people who together are responsible for providing prompt delivery service and ensuring expeditious handling of customer requirements regarding billings, adjustments, garment repairs and other matters. The Company's policy is to resolve all customer inquiries and problems within 24 hours.

The Company believes that its distinction between sales and service personnel, which allows the route salespersons to monitor and maximize existing customer satisfaction while others promote an ongoing new business effort, is an important part of its competitive strategy.

Customer service is enhanced by the Company's management information systems, which provide instantaneous access to information on the customer employees serviced by the Company. Available data includes the status of customer orders, inventory availability, shipping information and personal data regarding individual customer employees, including names, sizes, uniform styles and colors.

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The Company's emphasis on customer service is reflected throughout the Company's business. The Company believes that ownership of its own manufacturing facilities increases its ability to control the quality of its garments. The Company believes its industrial cleaning facilities are among the most modern in the industry.

Expansion by the Company into new market areas is achieved through an acquisition program and internal growth. Internal expansion normally results from extending sales routes into new market areas and then servicing the new accounts from one of the Company's existing facilities. Since internal expansion is thus limited to contiguous areas, the Company also has an acquisition program to permit it to expand more widely into new market areas. The Company believes that acquisitions are an effective manner of expanding its customer base and foresees this avenue as an important source of growth.

COMPETITION

The markets serviced by the Company are highly competitive. Although the Company is one of the larger companies engaged in the business of renting and cleaning employment garments, there are other firms in the industry which are larger and have greater financial resources than the Company. The principal methods of competition in the industry are quality of service and price. The Company believes that its ability to compete effectively is due primarily to the superior service and support systems which it provides to its customers.

RAW MATERIALS

The Company obtained through its manufacturing operations approximately 49% of all garments which it placed in service during fiscal 1995, with other items and the balance of garments being purchased from a variety of suppliers. The Company has experienced no significant difficulty in obtaining any of its raw materials or supplies.

EMPLOYEES

The Company employs approximately 6,000 persons, about 6% of whom are represented by unions pursuant to 6 separate collective bargaining agreements. The Company considers its employee relations to be satisfactory.

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EXECUTIVE OFFICERS

The executive officers of the Company are as follows:

NAME AGE POSITION

| Aldo A. Croatti | 77 | Chairman of the Board |
|------------------------|----|---|
| Ronald D. Croatti | 52 | Vice Chairman of the Board, President and Chief Executive Officer |
| Robert L. Croatti | 59 | Executive Vice President |
| John B. Bartlett | 54 | Senior Vice President and Chief Financial Officer |
| Cynthia Croatti Inello | 40 | Treasurer |
| Bruce P. Boynton | 47 | Vice President, Canadian Operations |
| Dennis G. Assad | 50 | Vice President, Sales and Marketing |

Aldo A. Croatti has been Chairman of the Board since the Company's incorporation in 1950 and of certain of its predecessors since 1940.

Ronald D. Croatti has been Vice Chairman of the Board for more than the past five years, President since August 31, 1995 and Chief Executive Officer since September 1, 1991. Prior to becoming President he was CEO for four years, and prior to becoming CEO he was Chief Operating Officer for more than five years.

Robert L. Croatti has been Executive Vice President for more than the past five years.

John B. Bartlett has been Senior Vice President and Chief Financial Officer for more than the past five years.

Cynthia Croatti Inello has been Treasurer for more than the past five years.

Bruce P. Boynton has been Vice President, Canadian Operations for more than the past five years.

Dennis G. Assad has been Vice President, Sales and Marketing since August 31, 1995. Prior to that he was a Regional General Manager of the Company for more than five years.

Ronald D. Croatti, Robert L. Croatti and Cynthia Croatti Inello are a son, nephew and daughter, respectively, of Aldo A. Croatti.

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ENVIRONMENTAL MATTERS

All industrial laundries use and have to dispose of detergent waste water and/or dry cleaning residues. The Company is aware of the environmental concerns surrounding the disposal of these materials and has taken steps to avoid their improper disposal. Although from time to time the Company is subject to administrative and judicial proceedings involving environmental matters, the Company does not foresee a material effect on its earnings or competitive position in connection with such proceedings or its compliance with federal, state and local provisions regulating the environment. The Company's nuclear garment decontamination facilities are licensed by the Nuclear Regulatory Commission or, in certain instances, by the applicable state agency.

The Company and several other unaffiliated parties have been identified by the United States Environmental Protection Agency ("EPA") as having contributed to the presence of hazardous substances in the ground water in Woburn, Massachusetts. The Company has not incurred, and does not currently anticipate incurring, expenses in connection therewith which would have a material adverse effect on its financial position as a result thereof.

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ITEM 2. PROPERTIES

At August 26, 1995 the Company owned or occupied 119 facilities containing an aggregate of approximately 2.9 million square feet located in the United States, Canada and Puerto Rico. The Company owns 70 of these facilities containing approximately 2.4 million square feet.

The following chart summarizes certain information with respect to the principal properties currently owned or leased by the Company.

| LOCATION | APPROXIMATE SQUARE FEET |
|--|-------------------------|
| | |
| Executive Office & Distribution Center | |
| Wilmington, MA | 132,000 |
| | |
| Rental Garment Servicing Facilities | |
| Pittsburgh, PA | 96,000 |
| Ontario, CA | 90,000 |
| Springfield, MA | 68,000 |
| Washington, DC | 57,000 |
| Dallas, TX | 55,000 |
| Nashua, NH | 54,000 |
| Stratford, CT | 54,000 |
| Boston, MA | 48,000 |
| Houston, TX | 48,000 |
| Corpus Christi, TX | 46,000 |
| Tampa, FL | 46,000 |
| Columbus, OH | 45,000 |
| Odessa, TX | 45,000 |
| Richmond, VA | 45,000 |
| Portland, ME | 44,000 |
| Harlingen, TX | 42,000 |
| Toronto, Ontario, Canada | 41,000 |
| Buffalo, NY | 40,000 |
| Lubbock, TX | 40,000 |
| Portland, OR | 40,000 |
| Tulsa, OK | 40,000 |
| Ocala, FL | 38,000 |
| Los Angeles, CA | 37,000 |
| Lebanon, NH | 36,000 |
| Uvalde, TX | 36,000 |
| Charlotte, NC | 34,000 |
| Philadelphia, PA | 34,000 |
| San Antonio, TX | 34,000 |
| Albuquerque, NM | 33,000 |
| Amarillo, TX | 33,000 |
| Norfolk, VA | 33,000 |
| Vancouver, British Columbia, Canada | 33,000 |
| Cincinnati, OH | 32,000 |
| McAllen, TX | 32,000 |
| Baltimore, MD | 30,000 |
| Bangor, ME | 30,000 |
| · · | • |

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Garment Manufacturing Facilities
Cave City, AR
Luquillo, PR
62,000
44,000

Macon, GA 39,000

Nuclear Garment Decontamination Facilities Royersford, PA Richland, WA

39,000 37,000

The Company owns all the machinery and equipment used in its operations. In the opinion of the Company, all of its facilities and its production, cleaning and decontamination equipment have been well maintained, are in good condition and are adequate for the Company's present needs.

The Company owns and leases a fleet of approximately 1,400 delivery vans, trucks and other vehicles. The Company believes that these vehicles are in good repair and are adequate for the Company's present needs.

ITEM 3. LEGAL PROCEEDINGS

From time to time the Company is subject to legal proceedings and claims arising from the conduct of its business operations, including personal injury, customer contract, employment claims and environmental matters as described in Item 1 above. The Company maintains insurance coverage providing indemnification against the majority of such claims and management does not expect that any material loss to the Company will be sustained as a result thereof.

ITEM 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

None

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PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

See the section entitled "Common Stock Prices and Dividends Per Share" which is incorporated herein by reference, as part of the Company's 1995 Annual Report to Shareholders.

ITEM 6. SELECTED FINANCIAL DATA

See the section entitled "Ten Year Financial Summary" which is incorporated herein by reference, as part of the Company's 1995 Annual Report to Shareholders.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

See the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" which is incorporated herein by reference, as part of the Company's 1995 Annual Report to Shareholders.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and the accompanying notes, which are incorporated herein by reference to the Company's 1995 Annual Report to Shareholders, are indexed herein under Items $14\,(a)\,(1)$ and (2) of Part IV.

ITEM 9. DISAGREEMENTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

Not applicable

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY

Incorporated by reference to the information provided under the caption "Election of Directors" in the Company's Proxy Statement for its 1996 Annual Meeting of Shareholders.

ITEM 11. EXECUTIVE COMPENSATION

Incorporated by reference to the information provided under the caption "Summary Compensation Table" in the Company's Proxy Statement for its 1996 Annual Meeting of Shareholders.

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ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Incorporated by reference to the information provided under the captions "Election of Directors" and "Principal Shareholders" in the Company's Proxy Statement for its 1996 Annual Meeting of Shareholders.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Incorporated by reference to the information provided under the caption "Certain Transactions" in the Company's Proxy Statement for its 1996 Annual Meeting of Shareholders.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) The financial statements listed below are filed as part of this report:

1.and 2. Financial Statements and Financial Statement Schedules.

The financial statements and financial statement schedules listed below are incorporated herein by reference to the Company's 1995 Annual Report to Shareholders.

Consolidated balance sheets as of August 26, 1995 and August 27, 1994

Consolidated statements of income for each of the three years in the period ended August 26, 1995

Consolidated statements of shareholders' equity for each of the three years in the period ended August 26, 1995

Consolidated statements of cash flows for each of the three years in the period ended August 26, 1995

Notes to consolidated financial statements

Report of independent public accountants

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The following additional schedules are filed herewith:

Report of independent public accountants on supplemental schedule to the consolidated financial statements.

Schedule II -

Valuation and qualifying accounts and reserves for each of the three years in the period ended August 26, 1995.

Separate financial statements of the Company have been omitted because the Company is primarily an operating company and all subsidiaries included in the consolidated financial statements are totally held.

All other schedules have been omitted since the required information is not present or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the financial

statements or the notes thereto.

- 3. Exhibits. The exhibits listed the accompanying Exhibit Index are filed as part of this report.
- (b) During the three months ended August 26, 1995 the Company did not file any reports on Form 8-K with the Securities and Exchange Commission.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UniFirst Corporation

By: Aldo A. Croatti

Aldo A. Croatti
Chairman

Date: November 22, 1995

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| NAME | TITLE | DATE |
|------------------------|--|-------------------|
| Aldo A. Croatti | Chairman and Director | November 22, 1995 |
| Aldo A. Croatti | | |
| Ronald D. Croatti | Principal Executive Officer and Director | November 22, 1995 |
| Ronald D. Croatti | | |
| John B. Bartlett | Principal Financial Officer and Principal Accounting Officer | November 22, 1995 |
| John B. Bartlett | | |
| Cynthia Croatti Inello | Director | November 22, 1995 |
| Cynthia Croatti Inello | | |
| Donald J. Evans | Director | November 22, 1995 |
| Donald J. Evans | | |
| Reynold L. Hoover | Director | November 22, 1995 |
| Reynold L. Hoover | | |
| Albert Cohen | Director | November 22, 1995 |
| Albert Cohen | | |

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SCHEDULE TO THE CONSOLIDATED FINANCIAL STATEMENTS

To UniFirst Corporation:

We have audited, in accordance with generally accepted auditing standards, the consolidated financial statements included in this Form 10-K, and have issued our report thereon dated October 31, 1995. Our audit was made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The supplemental schedule to the consolidated financial statements listed as Item 14(a)(2) in the Form 10-K is the responsibility of the Company's management and is presented for purposes of complying with the Securities and Exchange Commission's rules and is not part of the basic consolidated financial statements. This supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly states, in all material respects, the financial data required to be set forth therein, in relation to the basic consolidated financial statements taken as a whole.

ARTHUR ANDERSEN LLP

Boston, Massachusetts October 31, 1995

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UNIFIRST CORPORATION AND SUBSIDIARIES SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS AND RESERVES FOR EACH OF THE THREE YEARS IN THE PERIOD ENDED AUGUST 26, 1995

| Description | Beginn of Per | ce, Charged to ing Costs and iod Expenses | Which Reserves Were Created | Period |
|------------------------------------|-------------------|---|--------------------------------|---------------|
| For the year ended August 26, 1995 | | | | |
| Allowance for doubtful accounts | \$ 582, | 000 \$ 1,335,000 | \$(1,183,000) | \$ 734,000 |
| For the year ended August 27, 1994 | | | | |
| Allowance for doubtful accounts | \$ 440, ====== | 000 \$ 1,179,000 | \$(1,037,000) | \$ 582,000 |
| For the year ended August 28, 1993 | | | | |
| Allowance for doubtful accounts | \$ 348, | 000 \$ 1,030,000 | \$ (938,000) | \$ 440,000 |

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EXHIBIT INDEX

Description

3-A Restated Articles of Organization -- incorporated by reference to Exhibit 3-A to the Company's Registration Statement on Form S-1 (No. 2-83051) -- and the Articles of Amendment dated January 12, 1988, a copy of which was filed on an exhibit to the Company's Annual Report

on Form 10-K for fiscal year ended August 27, 1988 -- and the Articles of Amendment dated January 21, 1993, a copy of which was filed on an exhibit to the Company's Quarterly Report on Form 10-Q for fiscal quarter ended February 27, 1993.

- 3-B By-laws -- incorporated by reference to Exhibit 3-B to the Company's Annual Report on Form 10-K for fiscal year ended August 31, 1991.
- 10-A UniFirst Corporation Profit Sharing Plan -- incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8 (number 33-60781).
- 10-C Metropolitan Life Insurance Company Loan Agreement covering issuance of \$15,000,000 9-1/4% Senior Notes -- incorporated by reference to Exhibit 10-F to the Company's Annual Report on Form 10-K for fiscal year ended August 29, 1987.
- The Company's 1995 Annual Report to Shareholders (filed herewith to the extent expressly incorporated by reference herein).
- 22 List of subsidiaries of the Company:

Interstate Nuclear Services Corp.
Interstate Uniform Manufacturing of Puerto Rico, Inc.
Superior Products & Equipment Co., Inc.
UniFirst Canada Ltd.
Texas Industrial Services, Inc.
U Two Corporation
UR Corporation
Modern Coverall - Uniform Supply, Inc.
Tennessee Uniform and Towel Service, Inc.

- 23 Consent of Arthur Andersen LLP
- 27 Financial Data Schedule

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Exhibit 13

Management's Discussion and Analysis of Financial Condition and Results of Operations

UniFirst Corporation and Subsidiaries

Fiscal 1995 Compared with Fiscal 1994

In 1995 revenues increased \$37.0 million or 11.6% over 1994. This increase can be attributed to acquisitions (2.3%), price increases (1.0%) and growth from existing operations (8.3%).

Income from operations increased to \$34.5 million in 1995 from \$32.5 million in 1994. As a percent of revenues, income from operations decreased to 9.7% in 1995 from 10.2% in 1994. The primary reason for the decrease is the impact of higher uniform merchandise costs, which as a percent of revenues increased .8% over the prior year. This increase is due to additional new garments placed in service for new customers as well as higher replacement costs for existing customers. The Company also experienced comparatively higher expenses in the operation of its distribution centers and in the corporate-owned life insurance program costs, offset in part by improvements in employee related costs, primarily health insurance. Also, depreciation expense as a percent of revenues improved .2% compared to the prior year, and the Company's operating margins in Canada and in the nuclear garment services business showed improvement.

During 1995, net interest expense (interest expense less interest income) was \$2.8 million as compared to \$2.5 million in 1994. The increase is attributable to higher average debt levels during fiscal 1995.

The Company's provision for income taxes was 35.0% in 1995 and 37.0% in 1994. The decrease is due primarily to the favorable impact of a corporate-owned life insurance program.

Fiscal 1994 Compared with Fiscal 1993

In 1994 revenues increased \$30.3 million or 10.5% over 1993. This increase can be attributed to acquisitions (1.3%), price increases (1.0%) and growth from existing operations (8.2%).

Income from operations increased to \$32.5 million in 1994 from \$30.7 million in 1993. As a percent of revenues, income from operations decreased to 10.2% in 1994 from 10.7% in 1993. The primary reasons for the decrease were unfavorable comparative contribution results from the nuclear garment decontamination business, start-up costs associated with a new emblem image process for our customers and higher uniform merchandise costs in 1994.

During 1994, net interest expense (interest expense less interest income) was \$2.5 million as compared to \$2.7 million in 1993. The decrease is primarily attributable to lower average interest rates in fiscal 1994.

The Company's provision for income taxes was 37.0% for both years. Although the rates were the same for both years, in 1994 the favorable impact of a new corporate-owned life insurance program was offset by higher state income taxes.

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Management's Discussion and Analysis of Financial Condition and Results of Operations

UniFirst Corporation and Subsidiaries -- (Continued)

Liquidity and Capital Resources

The Company's balance sheet continued to strenghten in 1995. Net cash provided by operating activities was \$42.5 million in 1995 and totaled \$110.4 million for the three years ended August 26, 1995. These cash flows were used primarily to fund \$68.5 million in capital expenditures to expand and update Company

facilities. Additionally, \$20.7 million was used for debt repayment and \$11.8 million for acquisitions during this three year period.

Shareholders' equity as a percent of total capital has increased from 71.1% at August 29, 1992 to 82.3% at August 26, 1995, indicating the significant improvement in the overall strength of the Company's balance sheet.

The Company had \$5.9 million in cash and cash equivalents as well as a line of credit to borrow an additional \$28.1 million as of August 26, 1995. The Company believes its ability to generate cash from operations will adequately cover its foreseeable capital requirements.

Effects of Inflation

Inflation has had the effect of increasing the reported amounts of the Company's revenues and costs. The Company uses the last-in, first-out (LIFO) method to value a significant portion of inventories. This method tends to reduce the amount of income due to inflation included in the Company's results of operations. The Company believes that, through increases in its prices and productivity improvements, it has been able to recover increases in costs and expenses attributable to inflation.

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Ten-Year Financial Summary
UniFirst Corporation and Subsidiaries
(Continued on next page)

| (in thousands, except ratios and per share amounts) | 1995 | 1994 | 1993 | 1992 | 1991 | 1990 | 1989 | 1988 |
|---|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| | | | | | | | | |
| Summary of Operations | | | | | | | | |
| Revenues | \$355,041 | \$318,039 | \$287,728 | \$268,190 | \$250,432 | \$226,682 | \$212,731 | \$196,296 |
| Income from | | | | | | | | |
| operations, before | | | | | | | | |
| depreciation and | | | | | | | | |
| amortization | 53,725 | 50,369 | 47,199 | 42,010 | 38,562 | 38,749 | 35,768 | 32,207 |
| Depreciation and | | | | | | | | |
| amortization | 19,194 | 17,912 | 16,454 | 15,999 | 14,229 | 12,422 | 12,309 | 12,298 |
| Income from | | | | | | | | |
| operations | 34,531 | 32,457 | 30,745 | 26,011 | 24,333 | 26,327 | 23,459 | 19,909 |
| Interest expense | 2,787 | 2,513 | 2.669 | 4.098 | 4,320 | 3,513 | 4.880 | 5,965 |
| (income), net Other income | 2,/8/ | 2,513 | 2,669 | 4,098 | 4,320 | 3,513 | 4,880 | 5,965 |
| Provision for | | | | | | | | |
| income taxes | 11,110 | 11,073 | 10.387 | 7,570 | 6,803 | 8,516 | 6,968 | 5,289 |
| Income before extra- | 11/110 | 11,075 | 10,007 | ,,,,,, | 0,000 | 0,010 | 0,300 | 0,200 |
| ordinary item and | | | | | | | | |
| accounting change | 20,634 | 18,871 | 17,689 | 14,343 | 13,210 | 14,298 | 11,611 | 8,655 |
| Convertible debt | | | | | | | | |
| retirement | | | | (2,620) | | | | |
| Accounting change | | | | 1,200 | | | | |
| Net income | 20,634 | 18,871 | 17,689 | 12,923 | 13,210 | 14,298 | 11,611 | 8,655 |
| | | | | | | | | |
| Financial Position at Year End | | | | | | | | |
| Total assets | | \$250,160 | \$219,064 | \$212,097 | \$204,398 | \$189,411 | \$172,389 | \$171,010 |
| Long-term obligations and | | | | | | | | |
| convertible subordinated debt | 36,376 | 41,602 | 32,231 | 47,641 | 52,032 | 53,134 | 53,735 | 66,476 |
| Shareholders' equity | 168,596 | 149,472 | 132,723 | 117,329 | 105,888 | 93,739 | 80,249 | 69,127 |
| | | | | | | | | |
| Financial Ratios | | | | | | | | |
| Income before extra- | | | | | | | | |
| ordinary item and | | | | | | | | |
| accounting change | | | | | | | | |
| as a % of revenues | 5.8% | 5.9% | 6.1% | 5.3% | 5.3% | 6.3% | 5.5% | 4.4% |
| Return on average | | | | | | | | |
| shareholders' equity | 13.0% | 13.4% | 14.1% | 12.9% | 13.2% | 16.4% | 15.6% | 13.3% |
| | | | | | | | | |
| Per Share Data | | | | | | | | |
| Weighted average number | 20 511 | 20 500 | 20 452 | 20 451 | 20,426 | 20 421 | 20 252 | 20 160 |
| of shares outstanding Revenues | 20,511 \$ 17.31 | 20,506 \$ 15.51 | 20,453 \$ 14.07 | 20,451 \$ 13.11 | \$ 12.26 | 20,431 \$ 11.09 | 20,353 | 20,168 |
| Income from | \$ 17.31 | \$ 15.51 | \$ 14.07 | 9 13.11 | \$ 12.20 | \$ 11.09 | \$ 10.45 | \$ 9.75 |
| operations, before | | | | | | | | |
| depreciation and | | | | | | | | |
| amortization | 2.62 | 2.46 | 2.31 | 2.05 | 1.89 | 1.90 | 1.76 | 1.60 |
| Income before extra- | 2.02 | 2.10 | 2.01 | 2.00 | 1.00 | 1.50 | 1.70 | 1.00 |
| ordinary item and | | | | | | | | |
| accounting change | | | | | | | | |
| Primary | 1.01 | 0.92 | 0.86 | 0.70 | 0.65 | 0.70 | 0.57 | 0.43 |
| Fully diluted | 1.01 | 0.92 | 0.86 | 0.67 | 0.63 | 0.67 | 0.56 | 0.43 |
| | | | | | | | | |
| | | | | | | | | |
| Net income Primary | 1.01 | 0.92 | 0.86 | 0.63 | 0.65 | 0.70 | 0.57 | 0.43 |
| Net income | 1.01 1.01 8.22 | 0.92 0.92 7.29 | 0.86 0.86 6.49 | 0.63 0.61 5.74 | 0.65 0.63 5.18 | 0.70 0.67 4.59 | 0.57 0.56 3.94 | 0.43 0.43 3.43 |

Per share amounts for all years have been restated to reflect a 2 for 1 stock split declared by the Board of Directors on November 18, 1993.

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4 Ten-Year Financial Summary (Continued) UniFirst Corporation and Subsidiaries

| Fiscal Year Ended August (in thousands, except ratios and per share amounts) | 1987 | 1986 |
|---|---------------------|-------------------|
| | | |
| Summary of Operations Revenues Income from operations, before | \$159 , 900 | \$114,235 |
| depreciation and amortization | 28,161 | 21,425 |
| Depreciation and amortization Income from | 10,494 | 5,890 |
| operations Interest expense | 17,667 | 15,535 |
| (income), net Other income Provision for | 4,622 1,300 | 225 |
| income taxes Income before extra- | 6 , 530 | 6,990 |
| ordinary item and accounting change Convertible debt | 7,815 | 8,320 |
| retirement | | |
| Accounting change Net income | 7 , 815 | 8,320 |
| | | |
| Financial Position at Year End Total assets Long-term obligations and convertible subordinated debt | \$166,304 69,505 | • |
| Shareholders' equity | 60,681 | 53 , 637 |
| Financial Ratios Income before extra- ordinary item and accounting change as a % of revenues | 4.9% | 7.3% |
| Return on average shareholders' equity | 13.7% | 16.6% |
| | | |
| Per Share Data Weighted average number of shares outstanding Revenues Income from operations, before depreciation and | 20,158 \$ 7.93 | 20,158 \$ 5.67 |
| amortization Income before extra- ordinary item and accounting change | 1.40 | 1.07 |

| Primary | 0.39 | 0.42 |
|----------------------|------|------|
| Fully diluted | 0.39 | |
| Net income | | |
| Primary | 0.39 | 0.42 |
| Fully diluted | 0.39 | |
| Shareholders' equity | 3.01 | 2.66 |
| Dividends | | |
| Common stock | .05 | .05 |
| Class B common stock | | |

Per share amounts for all years have been restated to reflect a 2 for 1 stock split declared by the Board of Directors on November 18, 1993.

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Consolidated Balance Sheets UniFirst Corporation and Subsidiaries

| | August 26, 1995 | August 27, 1994 |
|---|-------------------------|-------------------------|
| | | |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 5,889,000 | \$ 4,120,000 |
| Receivables, less reserves of \$734,000 in 1995 | | |
| and \$582,000 in 1994 | 33,420,000 | 30,044,000 |
| Inventories | 16,484,000 | 15,409,000 |
| Rental merchandise in service | 32,731,000 | 30,577,000 |
| Prepaid expenses | 118,000 | 109,000 |
| Total current assets | 88,642,000 | 80,259,000 |
| Property and equipment: | | |
| Land, buildings and leasehold improvements | 111,148,000 | 101,374,000 |
| Machinery and equipment | 109,538,000 | 99,955,000 |
| Motor vehicles | 28,816,000 | 26,237,000 |
| | | |
| | 249,502,000 | 227,566,000 |
| Less - accumulated depreciation | 101,428,000 | 89,554,000 |
| | 148,074,000 | 138,012,000 |
| Other assets | 35,975,000 | 31,889,000 |
| | \$ 272,691,000 | \$ 250,160,000 |
| Liabilities and Shareholders' Equity | | ======== |
| Current liabilities: | | |
| Current maturities of long-term obligations Notes payable | \$ 4,015,000 882,000 | \$ 6,874,000 448,000 |
| Accounts payable | 12,992,000 | 12,246,000 |
| Accrued liabilities | 35,370,000 | 27,265,000 |
| Accrued and deferred income taxes | 3,882,000 | 5,469,000 |
| Total current liabilities | 57,141,000 | 52,302,000 |
| Long-term obligations, net of current maturities | 32,361,000 | 34,728,000 |
| Deferred income taxes | 14,593,000 | 13,658,000 |
| Shareholders' equity: Preferred stock, \$1.00 par value; 2,000,000 shares authorized; none issued | | |
| Common stock, \$.10 par value; 30,000,000 shares authorized; issued and outstanding 7,886,644 shares in 1995 and 7,884,644 shares in 1994 | 789,000 | 788,000 |
| Class B Common stock, \$.10 par value; 20,000,000 | 709,000 | 700,000 |

| shares authorized; issued and outstanding 12,623,964 | | |
|--|----------------|----------------|
| shares in 1995 and 12,625,964 shares in 1994 | 1,262,000 | 1,263,000 |
| Capital surplus | 7,078,000 | 7,042,000 |
| Retained earnings | 159,701,000 | 140,866,000 |
| Cumulative translation adjustment | (234,000) | (487,000) |
| Total shareholders' equity | 168,596,000 | 149,472,000 |
| | \$ 272,691,000 | \$ 250,160,000 |

The accompanying notes are an integral part of these consolidated financial statements.

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Consolidated Statements of Income UniFirst Corporation and Subsidiaries

| Year Ended | Augı | 1995 | | August 27, 1994 | | August 28, 1993 |
|---|---------------|------------------|--------------|--------------------|-------------|--------------------|
| | | | | | | |
| Revenues | \$ 355,0 | 141,000 | \$ 3 | 318,039,000 | \$ | 287,728,000 |
| | | | | | | |
| Cost and expenses: | | | | | | |
| Operating costs | | | | 196,511,000 | | 173,772,000 |
| Selling and administrative expenses | | 11,000 | | 71,159,000 | | 66,757,000 |
| Depreciation and amortization | 19,1 | 94,000 | | 17,912,000 | | 16,454,000 |
| | 320,5 | 10,000 | 2 | 285,582,000 | | 256,983,000 |
| | | | | | | |
| Income from operations | 34,5 | 31,000 | | 32,457,000 | | 30,745,000 |
| | | | | | | |
| <pre>Interest expense (income):</pre> | | | | | | |
| Interest expense | | 63,000 | | 2,726,000 | | 2,889,000 |
| Interest income | (1 | 76,000) | | (213,000) | | (220,000) |
| | 2,7 | 787 , 000 | | 2,513,000 | | 2,669,000 |
| | | | | | | |
| Income before income taxes | 31,7 | 44,000 | | 29,944,000 | | 28,076,000 |
| Provision for income taxes | 11,1 | 10,000 | | 11,073,000 | | 10,387,000 |
| | | | | | | |
| Net income | \$ 20,6 | | | 18,871,000 | | |
| | | | | | | |
| Weighted account of the control of | 20.5 | 10 000 | | 20 505 027 | | 20 452 414 |
| Weighted average number of shares outstanding | 20 , 3 | ======== | | 20,505,837 | | 20,453,414 |
| | | | | | | |
| Net income per share | S | 1.01 | \$ | 0.92 | \$ | 0.86 |
| | .====== | | | | ==== | ======= |
| | | | | | | |
| Dividends per share: | | | | | | |
| Common stock | \$ | 0.10 | \$ | 0.10 | \$ | 0.10 |
| Class B common stock | \$ -====== | 0.08 | \$ ====== | 0.08 | \$ ===== | 0.04 |

The accompanying notes are an integral part of these consolidated financial statements.

| | Common Shares | Class B Common Shares | Common Stock | Class B Common Stock | Capital Surplus | Retained Earnings | Cumulative Translation Adjustment |
|--|------------------|-----------------------------|-----------------|----------------------------|--------------------|----------------------|---|
| Balance, August 29, 1992 | 20,375,008 | | \$ 2,038,000 | | \$6.413.000 | \$ 108,024,000 | \$ 854,000 |
| Net income | | | | | | 17,689,000 | |
| Dividends | | | | | | (1,920,000) | |
| Stock options exercised | 126,800 | | 12,000 | | 595,000 | | |
| | (12,627,954) | 12,627,954 | (1,263,000) | \$ 1,263,000 | | | |
| Translation adjustment | | | | | | | (982,000) |
| Balance, August 28, 1993 | 7,873,854 | 12,627,954 | 787,000 | 1,263,000 | 7,008,000 | ., , | (128,000) |
| Net income | | | | | | 18,871,000 | |
| Dividends | | | | | | (1,798,000) | |
| Stock options exercised | 8,800 | | 1,000 | | 34,000 | | |
| Shares converted Translation adjustment | 1,990 | (1,990) | | | | | (359,000) |
| | | | | | | | |
| Balance, August 27, 1994 | 7,884,644 | 12,625,964 | 788,000 | 1,263,000 | 7,042,000 | 140,866,000 | (487,000) |
| Net income | | | | | | 20,634,000 | |
| Dividends | | | | | | (1,799,000) | |
| Other | | | | | 36,000 | | |
| Shares converted | 2,000 | (2,000) | 1,000 | (1,000) | | | |
| Translation adjustment | | | | | | | 253,000 |
| Balance, August 26, 1995 | 7,886,644 | 12,623,964 | \$ 789,000 | \$ 1,262,000 | \$7,078,000 | \$ 159,701,000 | \$(234,000) |

The accompanying notes are an integral part of these consolidated financial statements.

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Consolidated Statements of Cash Flows UniFirst Corporation and Subsidiaries

| Year ended | - | August 27, 1994 | |
|---|---------------|--------------------|---------------|
| | | | |
| Cash flows from operating activities: | | | |
| Net income | \$ 20,634,000 | \$ 18,871,000 | \$ 17,689,000 |
| Adjustments: | | | |
| Depreciation | 15,960,000 | 15,038,000 | 13,598,000 |
| Amortization of other assets | 3,234,000 | 2,874,000 | 2,856,000 |
| Receivables | (2,935,000) | (4,502,000) | (2,360,000) |
| Inventories | (938,000) | (3,781,000) | 726,000 |
| Rental merchandise in service | (1,198,000) | (2,861,000) | (2,724,000) |
| Prepaid expenses | 15,000 | 10,000 | 62,000 |
| Accounts payable | 476,000 | 1,126,000 | 1,965,000 |
| Accrued liabilities | 7,967,000 | 1,902,000 | 8,000,000 |
| Accrued and deferred income taxes | (1,572,000) | 82,000 | (1,677,000) |
| Deferred income taxes | 899,000 | 987,000 | (42,000) |
| Net cash provided by operating activities | 42,542,000 | 29,746,000 | 38,093,000 |
| Cash flows from investing activities: | | | |
| Acquisition of businesses, net of cash acquired | (7 226 000) | (3 086 000) | (1 525 000) |
| Capital expenditures | | (24,729,000) | |
| Other assets, net | | (999,000) | |
| | | (333 , 000) | |
| Net cash used in investing activities | | (28,814,000) | (20,249,000) |
| | | | |
| Cash flows from financing activities: | | | |
| Increase in debt | 4,079,000 | 7,353,000 | |
| Reduction of debt | (9,879,000) | (6,058,000) | (16,151,000) |
| Proceeds from exercise of stock options | 36,000 | 35,000 | 607,000 |
| Cash dividends paid or payable | (1,799,000) | (1,798,000) | (1,920,000) |
| | | | |

| Net cash used in financing activities | (7,563,000) | (468,000) | (17,464,000) |
|---|---------------|---------------|---------------|
| | | | |
| Net increase in cash and cash equivalents | 1,769,000 | 464,000 | 380,000 |
| Cash and cash equivalents at beginning of year | 4,120,000 | 3,656,000 | 3,276,000 |
| Cash and cash equivalents at end of year | \$ 5,889,000 | \$ 4,120,000 | \$ 3,656,000 |
| | | | |
| Supplemental disclosure of cash flow information: | | | |
| Interest paid | \$ 3,010,000 | \$ 2,775,000 | \$ 2,959,000 |
| Income taxes paid | \$ 11,712,000 | \$ 10,030,000 | \$ 12,168,000 |
| | | | |

The accompanying notes are an integral part of these consolidated financial statements.

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Notes to Consolidated Financial Statements UniFirst Corporation and Subsidiaries

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation and Other

The consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned. Intercompany balances and transactions are eliminated in consolidation. The Company recognizes revenues when the actual services are provided to customers.

Inventories

Inventories are stated at the lower of cost or market value. The Company uses the last-in, first-out (LIFO) method to value a significant portion of its inventories. Inventory valued on the LIFO method approximates \$13,364,000 and \$12,257,000 at August 26, 1995 and August 27, 1994, respectively. The remaining inventories are priced at the lower of first-in, first-out (FIFO) cost or market. Had the Company used the FIFO accounting method, inventories would have been approximately \$1,060,000 and \$816,000 higher at August 26, 1995 and August 27, 1994, respectively.

Rental Merchandise in Service

Rental merchandise in service, stated at cost less amortization, is being amortized on a straight-line basis over the estimated service lives (primarily 12 months) of the merchandise.

Property and Equipment

The Company provides for depreciation on the straight-line method based on the following estimated useful lives:

Buildings
Leasehold improvements
Machinery and equipment
Motor vehicles

30-40 years Term of lease 3-10 years 3-7 years

Other Assets

Covenants are amortized over the terms of the respective non-competition agreements, which range from five to fifteen years. Customer contracts are amortized over periods of up to seventeen years. Goodwill is amortized over periods of up to forty years.

Income Taxes

Deferred income taxes are provided for temporary differences between amounts recognized for income tax and financial reporting purposes at currently enacted tax rates.

Net Income Per Common Share

Net income per share is calculated using the weighted average number of common

and common equivalent shares outstanding during the year. Common equivalent shares include the number of shares is suable under the Company's stock option plan.

Cash Flow Disclosures

Cash and cash equivalents include cash in banks and bank short-term repurchase agreements with maturities of less than ninety days.

Presentation

Certain amounts in the prior year's consolidated statements of cash flows have been reclassified to conform to the current year's presentation.

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Notes to Consolidated Financial Statements UniFirst Corporation and Subsidiaries

2. ACQUISITIONS

Information relating to the acquisitions of industrial laundry businesses which were accounted for as purchases is as follows:

| Year ended | August 26, | August 27, | August 28, |
|---|-------------|--------------|-------------|
| | 1995 | 1994 | 1993 |
| Fair market value of assets acquired Liabilities assumed or created | \$8,688,000 | \$11,904,000 | \$1,525,000 |
| | 1,462,000 | 8,818,000 | |
| Acquisition of businesses, net of cash acquired | \$7,226,000 | \$ 3,086,000 | \$1,525,000 |

The results of operations of these acquisitions have been included on the Company's consolidated financial statements since their respective acquisition dates. None of these acquisitions were significant in relation to the Company's consolidated financial statements and therefore pro forma financial information has not been presented.

3. INCOME TAXES

The provision for income taxes consists of the following:

| Year ended | August 26, 1995 | August 27, 1994 | August 28, 1993 |
|--|----------------------------|---------------------------|----------------------------|
| | | | |
| Current: Federal and Canada State | \$ 10,597,000 1,818,000 | \$ 8,479,000 1,609,000 | \$ 10,896,000 2,322,000 |
| | 12,415,000 | 10,088,000 | 13,218,000 |
| Deferred: Federal and Canada State | (1,516,000) 211,000 | 828,000 157,000 | (1,799,000) (1,032,000) |
| | (1,305,000) | 985,000 | (2,831,000) |
| | \$ 11,110,000 | \$ 11,073,000 | \$ 10,387,000 |

Deferred income tax provisions, resulting from temporary differences between financial and taxable income, consist of the following:

| Year ended | August 26, | August 27, | August 28, |
|------------------------------------|---------------|--------------|---------------|
| | 1995 | 1994 | 1993 |
| Rental merchandise in service | \$ 973,000 | \$ 1,743,000 | \$ 1,150,000 |
| Tax in excess of book depreciation | 944,000 | 757,000 | 732,000 |
| Accruals and other | (3,222,000) | (1,515,000) | (4,713,000) |
| | \$(1,305,000) | \$ 985,000 | \$(2,831,000) |

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11 Notes to Consolidated Financial Statements UniFirst Corporation and Subsidiaries

INCOME TAXES - (Continued)

The following table reconciles the statutory federal income tax rate to the effective overall income tax rate:

| Year ended | , | August 27, 1994 | August 28, 1993 |
|---|-------|--------------------|--------------------|
| | | | |
| Statutory federal income tax rate Increase (decrease) from statutory rate resulting from: | 35.0% | 35.0% | 34.7% |
| Puerto Rico exempt income | (2.1) | (1.9) | (1.7) |
| Corporate-Owned Life Insurance | (2.6) | (1.2) | |
| State income taxes | 3.7 | 3.5 | 2.7 |
| Canadian income taxes | 0.3 | 0.4 | 0.6 |
| Federal income tax rate change on | | | |
| cumulative temporary differences | | | 1.5 |
| Other | 0.7 | 1.2 | (0.8) |
| | 35.0% | 37.0% | 37.0% |

The Company has negotiated a tax exemption grant for its Puerto Rico subsidiary under which the subsidiary is tax-exempt on 90% of its income through 2001. The Company provides for anticipated tollgate taxes on the repatriation of the subsidiary's accumulated earnings.

The tax effect of items giving rise to the Company's net deferred tax liabilities are as follows:

| | August 26, | August 27, | August 28, |
|---|---------------|--------------------------|--------------------------|
| | 1995 | 1994 | 1993 |
| Rental merchandise in service Tax in excess of book depreciation Accruals and other | \$ 12,626,000 | \$ 12,274,000 | \$ 10,766,000 |
| | 12,906,000 | 12,494,000 | 11,887,000 |
| | (7,248,000) | (5,654,000) | (5,450,000) |
| | \$ 18,284,000 | \$ 19,114,000 ======= | \$ 17,203,000 ======= |

4. LONG-TERM OBLIGATIONS

Long-term obligations outstanding on the accompanying consolidated balance sheets are shown in the following table:

| | | August 27, 1994 |
|--|--------------|--------------------|
| Unsecured revolving credit agreement with two banks, interest rates of 6.25% and 5.25%, respectively | \$21,875,000 | \$18,925,000 |
| Unsecured note payable to an insurance company, interest rate of 9.25%, payments of \$3,000,000 due annually thru February, 1997 | 6,000,000 | 15,000,000 |
| Notes payable, interest from 7.0% - 8.75%, payable in various installments thru 2004 | 4,095,000 | 4,286,000 |
| Amounts due for restrictive covenants and other, payable in various installments thru 2005 | 4,406,000 | 3,391,000 |
| | 36,376,000 | 41,602,000 |
| Less - current maturities | 4,015,000 | 6,874,000 |
| | \$32,361,000 | \$34,728,000 |

Aggregate current maturities of long-term obligations for each of the next five years are \$4,015,000, \$25,903,000, \$1,014,000, \$1,037,000, \$764,000 and \$3,643,000 thereafter. At August 26, 1995 and at August 27, 1994, the fair market value of the Company's outstanding debt approximates its carrying value.

The Company's unsecured revolving credit agreement runs through 1997. As of August 26, 1995, the maximum line of credit was \$50,000,000.

Certain of the long-term obligations contain among other things, provisions regarding net worth, working capital and dividends. Under the most restrictive of these provisions, the Company was required to maintain minimum consolidated tangible net worth of \$106,664,000 as of August 26, 1995. Certain notes payable arising from acquisitions are secured by assets of the acquired company.

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13 Notes to Consolidated Financial Statements UniFirst Corporation and Subsidiaries

5. EMPLOYEE BENEFIT PLANS

The Company has a profit sharing plan with a 401(k) feature for all eligible employees not under collective bargaining agreements. The amount of the Company's contribution is determined at the discretion of the Company. Contributions charged to expense under the plan were \$3,508,000 in 1995, \$3,200,000 in 1994 and \$3,000,000 in 1993.

Some employees under collective bargaining agreements are covered by union-sponsored multi-employer pension plans. Company contributions, generally based upon hours worked, are in accordance with negotiated labor contracts. Payments to the plans amounted to \$156,000 in 1995, \$176,000 in 1994 and \$280,000 in 1993. Information is not readily available for the Company to determine its share of unfunded vested benefits, if any, under these plans.

6. OTHER ASSETS

Other assets on the accompanying consolidated balance sheets are shown in the following table:

| | 1995 | 1994 |
|---|-------------------------|-------------------------|
| | | |
| Customer contracts, covenants and other assets arising from acquisitions, less accumulated amortization | | |
| of \$15,906,000 and \$15,282,000, respectively Goodwill, less accumulated amortization | \$19,774,000 | \$19,705,000 |
| of \$2,391,000 and \$2,212,000, respectively Other | 14,259,000 1,942,000 | 10,308,000 1,876,000 |
| | \$35,975,000 | \$31,889,000 |

August 26,

August 27,

7. ACCRUED LIABILITIES

Accrued liabilities on the accompanying consolidated balance sheets are shown in the following table:

| | August 26, 1995 | August 27, 1994 |
|---------------------------------|---|---|
| Insurance Payroll related Other | \$14,100,000 12,231,000 9,039,000 | \$11,457,000 10,236,000 5,572,000 |
| | \$35,370,000 | \$27,265,000 |

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14 Notes to Consolidated Financial Statements UniFirst Corporation and Subsidiaries

8. COMMITMENTS AND CONTINGENCIES

Lease Commitments

The Company leases certain buildings from independent parties. Total rent expense on all leases was \$1,867,000 in 1995, \$1,581,000 in 1994 and \$1,637,000 in 1993.

Annual minimum lease commitments for all years subsequent to August 26, 1995 are \$1,586,000 in 1996, \$1,151,000 in 1997, \$800,000 in 1998, \$517,000 in 1999, \$146,000 in 2000 and \$80,000 thereafter.

Contingencies

The Company and its subsidiaries are subject to legal proceedings and claims arising from the conduct of their business operations, including personal injury, customer contract, employment claims and environmental matters. In the opinion of management, such proceedings and claims are not likely to result in losses which would have a material adverse effect upon the Company.

As security for certain agreements, the Company had standby irrevocable bank commercial letters of credit and mortgages of approximately \$15,730,000 and \$12,695,000 outstanding as of August 26, 1995 and August 27, 1994, respectively.

9. COMMON STOCK OPTIONS

The Company adopted an incentive stock option plan in April, 1983 and reserved 800,000 shares of common stock for issue under the plan. Options granted under the plan were at a price of not less than 100% of the fair market value on the date of grant and expired ten years after the grant date. During 1993 the plan expired.

10. SHAREHOLDERS' EQUITY

On November 18, 1993 the Company's Board of Directors declared a two-for-one stock split, to be effected in the form of a stock dividend, on the Company's Common Stock and Class B Common Stock. The stock dividend was paid on January 19, 1994 to shareholders of record on January 5, 1994. All references to average number of shares outstanding and per share data in these financial statements reflect the effect of the two-for-one split.

During 1993 the Company's shareholders voted to amend its Articles of Organization to increase the number of authorized common shares from 20,000,000 to 30,000,000, and to authorize a new Class B common stock with 20,000,000 authorized shares. The offer to exchange, on a share-for-share basis, shares of Class B common stock for shares of common stock resulted in 12,627,954 shares of common stock being exchanged for shares of Class B common stock.

The significant attributes of each type of stock are as follows:

Common stock -- Each share is entitled to one vote and is freely transferable. Each share of common stock is entitled to a cash dividend equal to 125% of any cash dividend paid on each share of Class B common stock.

Class B common stock -- Each share is entitled to ten votes and can be converted to common stock on a share-for-share basis. Until converted to common stock, however, Class B shares are not freely transferable. Substantially all shares of Class B common stock are held by officers of the Company.

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1.5

Report of Independent Public Accountants

To the Board of Directors and Shareholders of UniFirst Corporation:

We have audited the accompanying consolidated balance sheets of UniFirst Corporation (a Massachusetts corporation) and subsidiaries as of August 26, 1995 and August 27, 1994 and the related consolidated statements of income, shareholders' equity and cash flows for each of the three years in the period ended August 26, 1995. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of UniFirst Corporation and subsidiaries as of August 26, 1995 and August 27, 1994, and the results of their operations and their cash flows for each of the three years in the period ended August 26, 1995, in conformity with generally accepted accounting principles.

ARTHUR ANDERSEN LLP

Boston, Massachusetts October 31, 1995

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Quarterly Financial Data (Unaudited)
UniFirst Corporation and Subsidiaries

The following is a summary of the results of operations for each of the quarters within the years ended August 26, 1995 and August 27, 1994.

(In thousands, except per share amounts)

| 1995 | First | Second | Third | Fourth |
|--|----------|----------|----------|----------|
| | Quarter | Quarter | Quarter | Quarter |
| Revenues Income before income taxes Net income | \$86,212 | \$86,231 | \$92,600 | \$89,998 |
| | 8,544 | 5,933 | 8,872 | 8,395 |
| | 5,554 | 3,856 | 5,767 | 5,457 |
| Weighted average shares outstanding Net income per share | 20,511 | 20,511 | 20,511 | 20,511 |
| | \$0.27 | \$0.19 | \$0.28 | \$0.27 |

| 1994 | First | Second | Third | Fourth |
|--|----------|----------|----------|----------|
| | Quarter | Quarter | Quarter | Quarter |
| Revenues Income before income taxes Net income | \$78,107 | \$76,094 | \$83,106 | \$80,732 |
| | 9,114 | 6,089 | 7,571 | 7,170 |
| | 5,742 | 3,836 | 4,770 | 4,523 |
| Weighted average shares outstanding Net income per share | 20,509 | 20,509 | 20,509 | 20,511 |
| | \$0.28 | \$0.19 | \$0.23 | \$0.22 |

Common Stock Prices and Dividends Per Share For the Years Ended August 26, 1995 and August 27, 1994:

| | Price P | er Share | Dividen | ds Per Share |
|--|--|--|---|---|
| 1995 | High | Low | Class B Common Stock | Common Stock |
| First Quarter Second Quarter Third Quarter Fourth Quarter | \$13-5/8 13-1/8 12-1/4 14-3/8 | \$11-1/4 11-1/8 11-1/4 12-1/8 | \$0.020 0.020 0.020 0.020 0.020 | \$0.025 0.025 0.025 0.025 0.025 |
| =========== | | | | |

| Price | | er Share | Dividends Per Share | |
|--|------------------------------------|--|------------------------------------|------------------------------------|
| 1994 | High | Low | Class B Common Stock | Common Stock |
| First Quarter Second Quarter Third Quarter Fourth Quarter | \$17-1/4 17-3/8 17 16-3/8 | \$15-3/8 15-1/4 14-1/8 11-5/8 | \$0.020 0.020 0.020 0.020 | \$0.025 0.025 0.025 0.025 |

The Company's common shares are traded on the New York Stock Exchange (NYSE Symbol: UNF).

The approximate number of shareholders of record of the Company's common stock and Class B common stock as of October 31, 1995 were 200 and 21 respectively.

EXHIBIT 23

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation of our reports dated October 31, 1995 incorporated by reference or included in this Form 10-K, into the Company's previously filed Registration Statement File No. 33-60781.

ARTHUR ANDERSEN LLP

Boston, Massachusetts November 22, 1995

<ARTICLE> 5

<LEGEND>

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF UNIFIRST CORPORATION FOR THE FISCAL YEAR ENDED AUGUST 26, 1995, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

</LEGEND>

<MULTIPLIER> 1,000

<CURRENCY> U.S. DOLLARS

| <period-type></period-type> | YEAR | |
|---|------|-----------------|
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| <period-end></period-end> | | AUG-26-1995 |
| <exchange-rate></exchange-rate> | | 1 |
| <cash></cash> | | 5,889 |
| <securities></securities> | | 0 |
| <receivables></receivables> | | 34,154 |
| <allowances></allowances> | | 734 |
| <inventory></inventory> | | 16,484 |
| <current-assets></current-assets> | | 88,642 |
| <pp&e></pp&e> | | 249,502 |
| <pre><depreciation></depreciation></pre> | | 101,428 |
| <total-assets></total-assets> | | 272,691 |
| <current-liabilities></current-liabilities> | | 57 , 141 |
| <bonds></bonds> | | 32,361 |
| <common></common> | | 2,051 |
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| <other-se></other-se> | | 166,545 |
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| <sales></sales> | | 355,041 |
| <total-revenues></total-revenues> | | 355,041 |
| <cgs></cgs> | | 320,510 |
| <total-costs></total-costs> | | 320,510 |
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| <interest-expense></interest-expense> | | 2,787 |
| <income-pretax></income-pretax> | | 31,744 |
| <income-tax></income-tax> | | 11,110 |
| <pre><income-continuing></income-continuing></pre> | | 20,634 |
| <discontinued></discontinued> | | 0 |
| <extraordinary></extraordinary> | | 0 |
| <changes></changes> | | 0 |
| <net-income></net-income> | | 20,634 |
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| <eps-diluted></eps-diluted> | | 0 |
| | | |