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## ASSIGNMENT

WHEREAS, Chicago Uniform Manufacturing Company, Inc., an Illinois corporation, having its principal place of business at 2733 S. Drake Avenue, Chicago, Illinois 60623, is indebted to diverse persons which it is presently unable to pay in full, and has decided to discontinue its business and is desirous of transferring all its property to an assignee for the benefit of all its creditors without any preference or priority, except such priority as is established and permitted by law;

NOW, THEREFORE, Chicago Uniform Manufacturing Company, Inc., an Illinois corporation (hereinafter referred to as "Assignor"), in consideration of its existing indebtedness to its creditors and the undertaking herein of David Abrams (hereinafter referred to as "Assignee"), does hereby assign, transfer and set over to David Abrams, not individually, but as Trustee and Assignee for the benefit of creditors of Assignor, all its property, of every kind and description, real and personal, tangible and intangible, and wherever located, including but not limited to inventory, machinery, equipment, furniture, fixtures, supplies, instruments, contract rights, documents, general intangibles, patents, trademarks, tradenames and the good will (as well as the right to receive all incoming mail); to have and to hold the same unto the said Assignee, in trust, to receive, sell and

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dispose of the said property in the best manner and for the highest and best price or prices reasonably obtainable; to collect the claims of Assignor against third parties; to dispose of all claims of Assignor against third parties in the best and most reasonable manner as provided by law, and otherwise, so far as possible and in the best manner possible, to convert to cash all property of Assignor; and to properly carry out this trust. Assignee shall disburse the proceeds realized from the sale or other disposition of Assignor's said property in the following manner:

1. Payment of the expenses of administration of the trust created hereby, including reasonable compensation to the Assignee, the attorney for the Assignor, and to such other parties as shall be entitled thereto.

2. Distribute and pay the remainder of said proceeds to the creditors of Assignor for all debts and liabilities which Assignor may owe; provided, that if there shall not be sufficient funds with which to pay all of the Assignor's debts, then said debts (except those entitled by law to priority) shall be paid prorata, all in accordance with applicable law.

3. If there should be any residue of said proceeds remaining after making the payments and distribution aforesaid, Assignee shall pay same to Assignor or its successors and assigns.

In the event of the death, inability or refusal to act, or resignation of David Abrams as Trustee-Assignee, then in such event Casey Jaskowiak is hereby appointed as Successor Trustee-Assignee, with all the duties, rights and powers herein imposed upon and granted to David Abrams as Trustee-Assignee.

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Executed and delivered at Chicago, Illinois, this 5<sup>TH</sup>  
day of May, 1989.

CHICAGO UNIFORM MANUFACTURING COMPANY, INC.

By:



Sonia E. Valencia  
Executive Vice-President

Property of Cook County Clerk's Office

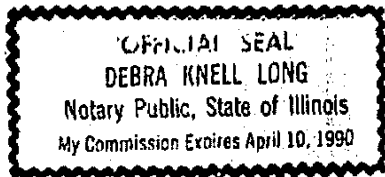
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STATE OF ILLINOIS    )  
                              ) SS  
COUNTY OF COOK     )

I, Debra Knell Long a Notary Public in and for the County and State aforesaid, do hereby certify that Sonia E. Valencia, Executive Vice President of Chicago Uniform Manufacturing Company, Inc., an Illinois corporation, appeared before me this day in person and acknowledged to me that she signed the foregoing instrument as her free and voluntary act and as the free and voluntary act of said corporation, pursuant to the directions and resolutions passed by the Stockholders and Board of Directors of said corporation, for the uses and purposes therein set forth.

GIVEN, under my hand and Notarial Seal this 5<sup>th</sup> day of May, A.D. 1989.



Debra Knell Long  
Notary Public

CLERK'S OFFICE OF COOK COUNTY


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## ACCEPTANCE

I, David Abrams, the Trustee and Assignee hereinabove named, do hereby accept the trust hereinabove set forth, not individually, but as Trustee and Assignee, subject to the conditions set forth above.

DAVID ABRAMS

  
\_\_\_\_\_

At Chicago, Illinois, May 15<sup>th</sup>, 1989.

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. COOK COUNTY REC'D

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## ACTION BY BOARD OF DIRECTORS AND SHAREHOLDERS

We, the undersigned\*, being all members of the Board of Directors (hereinafter referred to as the "Board") and all of the holders of the issued and outstanding equity securities of Chicago Uniform Manufacturing Company, Inc., an Illinois corporation, (hereinafter referred to as the "Company"), without a meeting upon other and further notice, the same being hereby waived, that the following actions be taken by the Company:

1. IT IS RESOLVED: That the Company shall enter into a Trust Agreement for the Benefit of Creditors and shall cause to be made an Assignment of its assets to this Trust with the object being an orderly liquidation of the Company's business and assets.

2. IT IS FURTHER RESOLVED: That the officers of the Company are hereby authorized and directed to execute and deliver all necessary papers and documents pertaining to the creation of the Trust and Assignment for the Benefit of Creditors to David Abrams, as Trustee-Assignee, and said Trustee-Assignee shall be authorized to do any and all acts necessary in order to fully carry out the intent and purposes of such Trust Agreement and Assignment for the Benefit of Creditors.

3. IT IS FURTHER RESOLVED: That the officers of the Company are hereby authorized and directed to execute and deliver any and all other papers and documents, and to take any and all other acts which may be necessary in order to fully carry out the intent and purposes of the Trust Agreement and Assignment for the Benefit of Creditors.

DATED: May 5, 1989

BY:   
Sonia E. Valencia

DATED: May 5, 1989

BY:   
Raul Guerrero

\*This Action by Board of Directors and Shareholders may be executed in counterparts, and when taken together, the counterparts shall constitute one original document.

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BRUCE L. WALD

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