CINTAS CORP NO 2
Form 424B5
January 10, 2008

Filed Pursuant to Rule 424(b)(5)
Registration File No. 333-136631

**PROSPECTUS SUPPLEMENT**
**(To Prospectus dated December 3, 2007)**

**$50,000,000**

**Cintas Corporation No. 2**
**6.125% Senior Notes due 2017**

Cintas Corporation No. 2 is offering $50,000,000 of its 6.125% senior notes due 2017.

The notes offered by this prospectus supplement consist of an additional issuance of our 6.125% Senior Notes due 2017, $250,000,000 aggregate principal amount of which have been previously issued. The offered notes will become part of the same series as the outstanding notes for all purposes under the indenture and together are referred to in this prospectus supplement as the notes.

Interest on the notes will be payable on June 1 and December 1 of each year, beginning on June 1, 2008. The notes will mature on December 1, 2017. We may redeem all or part of the notes at any time by paying a specified make-whole price.

The notes will be senior unsecured debt of ours and will rank equally with all of our other existing and future senior unsecured debt. The notes will be unconditionally guaranteed, jointly and severally, by Cintas Corporation and certain of its subsidiaries.

The notes will not be listed on any securities exchange.

**Investing in the notes involves risks that are described in the Risk Factors section beginning on page S-5 of this prospectus supplement.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

| | **Per Note** | **Total** |
|---|---|---|
| Public offering price(1) | 101.287% | $ 50,643,500 |
| Underwriting discount | 0.650% | $ 325,000 |
| Proceeds, before expenses, to Cintas No. 2 | 100.637% | $ 50,318,500 |

(1) Plus accrued and unpaid interest from and including December 7, 2007 to but excluding the delivery date, in the aggregate amount of $314,756.94. This pre-issuance accrued interest will be paid on June 1, 2008 to holders of the notes on the applicable record date along with interest accrued on the senior notes from the date of delivery to June 1, 2008.

The underwriters expect to deliver the notes offered hereby in book entry form through The Depository Trust Company on or about January 14, 2008.

*Sole Book-Running Manager*

**KeyBanc Capital Markets**

The date of this prospectus supplement is January 9, 2008.

**CALCULATION OF REGISTRATION FEE**

| itle Of Each Class Of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount Of Registration Fee( |
|---|---|---|---|---|
| nior Notes due 2017 of Cintas rporation No. 2 | $50,000,000 | 101.287% | $50,643,500 | $1,990.29 |
| uarantees of Senior Notes due 2017 of ntas Corporation No. 2 | (2) | (2) | (2) | (2) |

(1) Calculated in accordance with Rule 457(r).

(2) The guarantees relate to the guarantees of the senior notes due 2017 of Cintas Corporation and the subsidiary guarantors. No separate consideration will be received for the guarantees. Pursuant to Rule 457(n), no separate registration fee is required with respect to the guarantees.

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## PROSPECTUS SUPPLEMENT



## PROSPECTUS



This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing a shelf registration process. Under this shelf registration process, we may, from time to time, sell the securities described in the accompanying prospectus in one or more offerings. You should read both this prospectus supplement and the accompanying prospectus together with additional information described under the heading Where You Can Find More Information; Incorporation of Documents by Reference.

We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer and sale is not permitted. You should not assume that the information in this prospectus supplement, the accompanying prospectus or in any document incorporated by reference is accurate as of any date other than the date on the front of the applicable document. Our business, financial condition, results of operations and prospects may have changed since those dates.

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## SUMMARY

*The following summary is qualified in its entirety by the more detailed information included elsewhere in or incorporated by reference into this prospectus supplement and accompanying prospectus. Because this is a summary, it may not contain all the information that may be important to you. You should read this prospectus supplement and the accompanying prospectus, as well as the information incorporated by reference, in their entirety before making an investment decision.*

*In this prospectus supplement, unless stated otherwise or the context otherwise requires, references to:*

*Cintas refers to Cintas Corporation and its consolidated subsidiaries, including Cintas Corporation No. 2;*

*we, us, our and Cintas No. 2 refer to Cintas Corporation No. 2, a wholly-owned subsidiary of Cintas Corporation and the issuer of the notes;*

*subsidiary guarantors refers to Cintas Corporation s directly and indirectly wholly-owned subsidiaries, excluding Cintas Corporation No. 2, that are guarantors of Cintas No. 2 s revolving credit facility, have been organized under the laws of any jurisdiction within the United States and guarantee the notes; and*

*guarantors refers to Cintas Corporation and the subsidiary guarantors, as guarantors of the notes.*

### Cintas

Cintas provides highly specialized products and services to businesses of all types throughout the United States and Canada. Cintas products and services are designed to enhance its customers images and brand identification as well as provide a safe and efficient workplace. Cintas was founded in 1968 by Richard T. Farmer, Chairman of the Board, when he left his family s industrial laundry business in order to develop uniform programs using an exclusive new fabric. In the early 1970s, Cintas acquired the family industrial laundry business. Over the years, Cintas developed additional products and services that complemented its core uniform business and broadened the scope of products and services available to its customers.

The products and services provided by Cintas are as follows:

Uniforms and Apparel

Mats, Mops and Towels

Restroom and Hygiene Service

First Aid

Safety

Fire Protection

Branded Promotional Products

Document Shredding and Storage

Cleanroom Resources

Flame Resistant Clothing

These products and services are provided to approximately 800,000 businesses of all types from small service and manufacturing companies to major corporations that employ thousands of people. This diversity in customer base results in no individual customer accounting for greater than one percent of Cintas total revenues. As a result, the loss of one account would not have a significant financial impact on Cintas.

Cintas historically classified its businesses into two operating segments, Rentals and Other Services. The Rentals operating segment reflects the rental and servicing of uniforms and other garments, mats, mops and shop towels. In addition to these rental items, restroom and hygiene products and services are also provided within this segment. Effective June 1, 2007, this operating segment has been renamed as Rental Uniforms and Ancillary Products.

The Other Services operating segment historically consisted of the direct sale of uniforms and related items, first aid, safety and fire protection products and services, document management services and branded promotional products. Effective June 1, 2007, the Other Services operating segment was separated into three reportable operating segments Uniform Direct Sales, First Aid, Safety and Fire Protection Services and Document Management Services. This change provides more visibility to these operating segments as they continue to grow and have a larger impact on Cintas consolidated results. The Uniform Direct Sales operating segment consists of the direct sale of uniforms and related items and branded promotional products. The First Aid, Safety and Fire Protection Services operating segment consists of first aid, safety and fire protection products and services. The Document Management Services operating segment consists of document destruction and document retention services.

Cintas No. 2 is the principal operating subsidiary of Cintas. The revenues and assets of Cintas No. 2 comprised approximately 89% of Cintas total revenues for fiscal year 2007 and 47% of Cintas total assets as of November 30, 2007.

Cintas Corporation is a Washington corporation, and Cintas No. 2 is a Nevada corporation. We are an indirect wholly-owned subsidiary of Cintas Corporation. Cintas Corporation s and Cintas No. 2 s principal executive offices are located at 6800 Cintas Boulevard, P.O. Box 625737, Cincinnati, Ohio 45262-5737, and their telephone number at that address is (513) 459-1200. Cintas web site is located at www.cintas.com. Except for documents incorporated by reference into this prospectus, information included on or available through Cintas web site does not constitute a part of this prospectus supplement or the prospectus.

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## The Offering

The summary below describes the principal terms of the notes. Some of the terms and conditions described below are subject to important limitations and exceptions. See Description of Notes for a more detailed description of the terms and conditions of the notes.

| | |
|---|---|
| **Issuer** | Cintas Corporation No. 2. |
| **Guarantors** | Cintas Corporation and the subsidiary guarantors. |
| **Notes Offered** | $50,000,000 aggregate principal amount of 6.125% senior notes due 2017, which will constitute an additional issuance of our 6.125% senior notes due 2017, $250,000,000 aggregate principal amount of which have been previously issued and are outstanding. |
| **Maturity** | The notes will mature on December 1, 2017. |
| **Interest Rate** | The notes will bear interest from December 7, 2007 at a rate equal to 6.125% per year, payable semiannually. |
| **Interest Payment Dates** | June 1 and December 1 of each year commencing June 1, 2008. |
| **Ranking** | The notes will be senior unsecured debt of ours and will rank equally with all other existing and future senior unsecured debt of ours. The notes will effectively rank junior to any secured debt of ours, Cintas Corporation or any of the subsidiary guarantors to the extent of the assets securing such debt and to all debt and other liabilities of any subsidiary of Cintas Corporation other than the subsidiary guarantors. The guarantees are senior unsecured joint and several obligations of Cintas Corporation and each subsidiary guarantor and will rank equally with all other senior unsecured obligations of each such guarantor. |
| **Optional Redemption** | We may redeem some or all of the notes at any time, or from time to time, at a price equal to the greater of 100% of the principal amount of the notes or a make-whole amount plus, in each case, any accrued interest to the date of redemption. The make-whole amount will be based on U.S. Treasury rates as specified under Description of Notes Optional Redemption. |
| **Offer to Repurchase** | If we experience a change of control and the notes are rated below investment grade by Standard & Poor s Ratings Services and Moody s Investors Service, Inc., we must offer to repurchase all of the notes at a price equal to 101% of the principal amount plus accrued and unpaid interest to the repurchase date. See Description of Notes Offer to Repurchase Upon a Change of Control Repurchase Event. |
| **Certain Covenants** | We will issue the notes offered hereby under an indenture with the trustee and the guarantors. The notes offered hereby will become part of the same |

series as the outstanding notes. The indenture, among other things, limits our ability and the ability of Cintas Corporation and its other subsidiaries, to:

- incur certain liens;
- engage in sale-leaseback transactions; and

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| | |
|---|---|
| | in the case of us, Cintas Corporation and each Significant Subsidiary Guarantor (as defined below), merge or consolidate or sell all or substantially all of our or their assets. |
| | You should read Description of Notes on page S-8 in this prospectus for additional information on these covenants. |
| **Use of Proceeds** | We intend to use the net proceeds of this offering to repay a portion of our outstanding commercial paper borrowings. See Use of Proceeds. |
| **Risk Factors** | See Risk Factors beginning on page S-5 of this prospectus supplement for important information regarding us and an investment in the notes. |
| **Further Issuances** | We will have the ability to reopen the series of notes offered hereby and issue additional notes of that series having the same terms, except with respect to the payment of interest accruing prior to the issue date of such further notes or except for the first payment of interest following the issue date of such further notes. |
| **Governing Law** | The indenture is governed by, and construed in accordance with, the laws of the State of New York. |

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## RISK FACTORS

*In considering whether to purchase notes, you should carefully consider all of the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including but not limited to Cintas Corporation s Annual Report on Form 10-K for the year ended May 31, 2007, Cintas Corporation s Quarterly Report on Form 10-Q for the quarter ended November 30, 2007 and other information which may be incorporated by reference into this prospectus supplement and the accompanying prospectus as provided under Where You Can Find More Information; Incorporation of Documents by Reference. You should carefully consider the information under Forward-Looking Statements and the risk factors set forth below and under the caption Risk Factors contained in Item 1A of Cintas Corporation s Annual Report on Form 10-K for the year ended May 31, 2007.*

**The notes do not restrict our or the guarantors ability to incur additional debt, repurchase securities or to take other actions that could negatively impact holders of the notes.**

We and the guarantors are not restricted under the terms of the notes from incurring additional debt or repurchasing our securities. In addition, the indenture does not contain any covenants which require us or the guarantors to achieve or maintain any minimum financial results relating to our financial position or results of operations. Our and the guarantors ability to incur additional debt and take a number of other actions that are not limited by the terms of the notes could have the effect of diminishing our ability to make payments on the notes when due.

**If we become insolvent, holders of secured debt would be paid first and would receive payments from assets used as security before you receive payments.**

The notes will not be secured by any of our assets or the assets of our subsidiaries. Although we only had secured debt in the aggregate amount of $4.9 million as of November 30, 2007, the indenture generally permits us to incur future secured debt up to specified limits. If we were to become insolvent, holders of any future secured debt would be paid first and would receive payments from the assets used as security before you receive any payments. You may therefore not be fully repaid if we become insolvent.

**An active trading market for the notes may not develop.**

There is currently no active public market for the notes. The notes will not be listed on any securities exchange or included in any automated quotation system. If the notes are traded, they may trade at a discount, depending on prevailing interest rates, the market for similar securities, Cintas Corporation s performance and other factors. We do not know whether an active trading market will develop for the notes. To the extent that an active trading market does not develop, the price at which you may be able to sell the notes, if at all, may be less than the price you pay for them.

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## USE OF PROCEEDS

We estimate that the net proceeds from the notes offered hereby, after deducting underwriting discounts and commissions and estimated offering expenses, will be approximately $50.2 million. We intend to use the net proceeds from the offering to repay a portion of our outstanding commercial paper borrowings. As of January 8, 2008, the total amount of commercial paper outstanding approximated $215 million, with a weighted average interest rate of approximately 4.31% and maturities ranging from January 9, 2008 through February 8, 2008. The proceeds from our outstanding commercial paper borrowings have been used for repayment of indebtedness and general corporate purposes, including acquisitions and share repurchases.

## CAPITALIZATION

The following table sets forth Cintas consolidated cash and cash equivalents and capitalization as of November 30, 2007 on an actual basis and as adjusted to reflect the sale of the aggregate amount of notes issued in December 2007 and offered hereby and the use of the net proceeds from the $250.0 million offering of notes in December 2007 and from the notes offered hereby to repay a portion of our outstanding commercial paper as described in Use of Proceeds. The table should be read in conjunction with the more detailed information contained in the consolidated financial statements and notes thereto and Management s Discussion and Analysis of Financial Condition and Results of Operations included in Cintas Corporation s Quarterly Report on Form 10-Q for the quarter ended November 30, 2007 incorporated by reference into this prospectus supplement.

| | Actual | As Adjusted |
|---|---|---|
| | (in thousands) | |
| Cash and cash equivalents | $ 56,640 | $ 56,640 |
| Long-term debt due within one year | $ 1,324 | $ 1,324 |
| Long-term debt: | | |
| 6% Senior Notes due 2012 | 225,000 | 225,000 |
| 6.15% Senior Notes due 2036 | 250,000 | 250,000 |
| 6.125% Senior Notes due 2017 | | 300,000 |
| Commercial paper(1) | 464,000 | 166,014 |
| Industrial development revenue bonds due 2015 | 3,000 | 3,000 |
| Other | 5,473 | 5,473 |
| Total long-term debt due after one year | 947,473 | 949,487 |
| Total debt | 948,797 | 950,811 |
| Total shareholders equity: | | |
| Common stock | 128,563 | 128,563 |
| Additional paid-in capital | 57,973 | 57,973 |
| Retained earnings | 2,683,644 | 2,683,644 |
| Treasury stock | (772,041) | (772,041) |
| Other accumulated comprehensive income: | 49,489 | 49,489 |

| | | |
|---|---|---|
| Total shareholders equity | 2,147,628 | 2,147,628 |
| Total capitalization | $ 3,096,425 | $ 3,098,439 |

(1) Cintas commercial paper balance as of January 8, 2008, was approximately $215 million, which represents a $251 million decrease in the commercial paper balance at November 30, 2007.

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## SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The selected historical consolidated financial data for Cintas Corporation as of and for the fiscal years ended May 31, 2007, 2006, 2005, 2004 and 2003 set forth below is derived from the audited consolidated financial statements of Cintas Corporation. The selected historical consolidated financial data for Cintas Corporation as of and for the six months ended November 30, 2007 and 2006 set forth below is derived from unaudited financial statements, which, in the opinion of management of Cintas Corporation, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the financial information for these periods. Revenues and operating results for the six months ended November 30, 2007 are not necessarily indicative of the results that may be expected for the year ending May 31, 2008. You should read the selected historical consolidated financial data below with the more detailed information contained in the consolidated financial statements and notes thereto and Management s Discussion and Analysis of Financial Condition and Results of Operations included in Cintas Corporation s Annual Report on Form 10-K for the year ended May 31, 2007 and its Quarterly Report on Form 10-Q for the six months ended November 30, 2007 incorporated by reference in this prospectus supplement.

| | Six Months Ended November 30, | | Year Ended May 31, | | | | |
|---|---|---|---|---|---|---|---|
| | **2007** | **2006** | **2007** | **2006** | **2005** | **2004** | **2003** |
| | (in thousands, except per share amounts and ratios) | | | | | | |
| **Income Statement Data:** | | | | | | | |
| Revenue: | | | | | | | |
| Rentals | $ 1,419,199 | $ 1,372,149 | $ 2,734,629 | $ 2,568,776 | $ 2,363,397 | $ 2,201,405 | $ 2,101,785 |
| Other services | 533,794 | 465,278 | 972,271 | 834,832 | 703,886 | 612,654 | 584,800 |
| | 1,952,993 | 1,837,427 | 3,706,900 | 3,403,608 | 3,067,283 | 2,814,059 | 2,686,585 |
| Costs and expenses (income): | | | | | | | |
| Cost of rentals | 783,701 | 758,315 | 1,515,185 | 1,406,829 | 1,295,992 | 1,222,638 | 1,173,666 |
| Cost of other services | 331,352 | 297,558 | 610,360 | 541,987 | 466,532 | 404,929 | 393,711 |
| Selling and administrative expenses | 551,835 | 492,756 | 1,003,958 | 911,750 | 818,203 | 734,745 | 701,498 |
| Interest income | (3,258) | (3,149) | (6,480) | (6,759) | (6,914) | (2,650) | (2,905) |
| Interest expense | 25,830 | 24,915 | 50,325 | 31,782 | 24,448 | 25,101 | 30,917 |
| Write-off of loan receivable | | | | | | 4,343 | |
| | 1,689,460 | 1,570,395 | 3,173,348 | 2,885,589 | 2,598,261 | 2,389,106 | 2,296,887 |
| Income before income taxes | 263,533 | 267,032 | 533,552 | 518,019 | 469,022 | 424,953 | 389,698 |
| Income taxes | 99,617 | 99,543 | 199,015 | 194,637 | 176,475 | 159,875 | 146,506 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Net income | $ 163,916 | $ 167,489 | $ 334,538 | $ 323,382 | $ 292,547 | $ 265,078 | $ 243,191 |
| Basic earnings per share | $ 1.04 | $ 1.04 | $ 2.09 | $ 1.93 | $ 1.70 | $ 1.55 | $ 1.43 |
| Diluted earnings per share | $ 1.04 | $ 1.04 | $ 2.09 | $ 1.92 | $ 1.69 | $ 1.54 | $ 1.41 |
| **Balance Sheet Data (as of period end):** | | | | | | | |
| Working capital | $ 864,475 | $ 495,488 | $ 753,698 | $ 767,661 | $ 810,063 | $ 708,557 | $ 572,705 |
| Total assets | $ 3,699,582 | $ 3,435,064 | $ 3,570,480 | $ 3,425,237 | $ 3,059,744 | $ 2,810,297 | $ 2,582,946 |
| Total debt | 948,797 | 791,273 | $ 881,215 | $ 798,742 | $ 472,591 | $ 484,208 | $ 536,014 |
| Total shareholders equity | $ 2,147,628 | $ 2,096,412 | $ 2,167,738 | $ 2,090,192 | $ 2,104,574 | $ 1,888,093 | $ 1,646,418 |
| Total debt to total capitalization(1) | 31% | 27% | 29% | 28% | 18% | 20% | 25% |
| Ratio of earnings to fixed charges | 9.3x | 9.7x | 9.6x | 13.3x | 15.0x | 13.8x | 10.9x |

Note: Results prior to June 1, 2007, have been restated to refl