

# TRUEBLUE, INC.

## FORM 10-Q (Quarterly Report)

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Address	1015 A STREET TACOMA, WA 98402
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: June 28, 2013

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-14543

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**TrueBlue, Inc.**

(Exact name of Registrant as specified in its charter)

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**Washington**

(State of Incorporation)

**91-1287341**

(IRS Employer ID)

**1015 A Street, Tacoma, Washington**

(Address of principal executive offices)

**98402**

(Zip Code)

**Registrant's telephone number, including area code: (253) 383-9101**

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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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 19, 2013, there were 40,894,364 shares of the registrant's common stock outstanding.

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**TrueBlue, Inc.**

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**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****TRUEBLUE, INC.****CONSOLIDATED BALANCE SHEETS**

*In Thousands (Except Par Values)  
(unaudited)*

	<u>June 28, 2013</u>	<u>December 28, 2012</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 136,004	\$ 129,513
Accounts receivable, net of allowance for doubtful accounts of \$6.1 million and \$5.0 million	199,315	167,292
Prepaid expenses, deposits and other current assets	7,609	8,541
Income tax receivable	6,995	6,373
Deferred income taxes	6,280	5,447
Total current assets	<u>356,203</u>	<u>317,166</u>
Property and equipment, net	56,314	58,171
Restricted cash and investments	134,052	136,259
Deferred income taxes	4,292	2,562
Goodwill	74,629	48,079
Intangible assets, net	26,042	16,554
Other assets, net	24,156	22,952
Total assets	<u>\$ 675,688</u>	<u>\$ 601,743</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and other accrued expenses	\$ 25,250	\$ 27,292
Accrued wages and benefits	46,944	35,102
Current portion of workers' compensation claims reserve	46,372	44,652
Other current liabilities	8,706	6,510
Total current liabilities	<u>127,272</u>	<u>113,556</u>
Workers' compensation claims reserve, less current portion	160,180	150,937
Note payable, less current portion	30,789	—
Other long-term liabilities	3,955	3,576
Total liabilities	<u>322,196</u>	<u>268,069</u>
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Preferred stock, \$0.131 par value, 20,000 shares authorized; No shares issued and outstanding	—	—
Common stock, no par value, 100,000 shares authorized; 40,855 and 40,220 shares issued and outstanding	1	1
Accumulated other comprehensive income	2,262	2,818
Retained earnings	351,229	330,855
Total shareholders' equity	<u>353,492</u>	<u>333,674</u>
Total liabilities and shareholders' equity	<u>\$ 675,688</u>	<u>\$ 601,743</u>

See accompanying notes to consolidated financial statements

**TRUEBLUE, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS & COMPREHENSIVE INCOME**  
*In Thousands (Except Per Share Data)*  
*(unaudited)*

	Thirteen weeks ended		Twenty-six weeks ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Revenue from services	\$ 422,310	\$ 354,261	\$ 768,809	\$ 665,448
Cost of services	310,437	260,725	570,296	492,677
Gross profit	111,873	93,536	198,513	172,771
Selling, general and administrative expenses	89,339	71,526	177,771	143,610
Depreciation and amortization	5,203	4,729	10,362	9,496
Income from operations	17,331	17,281	10,380	19,665
Interest expense	(336)	(244)	(569)	(635)
Interest and other income	611	656	1,321	1,312
Interest and other income, net	275	412	752	677
Income before tax expense (benefit)	17,606	17,693	11,132	20,342
Income tax expense (benefit)	5,069	7,356	(330)	8,475
Net income	<u>\$ 12,537</u>	<u>\$ 10,337</u>	<u>\$ 11,462</u>	<u>\$ 11,867</u>
Net income per common share:				
Basic	\$ 0.31	\$ 0.26	\$ 0.29	\$ 0.30
Diluted	\$ 0.31	\$ 0.26	\$ 0.28	\$ 0.30
Weighted average shares outstanding:				
Basic	40,140	39,701	39,962	39,563
Diluted	40,421	40,097	40,248	39,993
Total other comprehensive loss, net of tax:	\$ (254)	\$ (394)	\$ (556)	\$ (132)
Comprehensive income	<u>\$ 12,283</u>	<u>\$ 9,943</u>	<u>\$ 10,906</u>	<u>\$ 11,735</u>

See accompanying notes to consolidated financial statements

**TRUEBLUE, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(in thousands, unaudited)*

	Twenty-six weeks ended	
	June 28, 2013	June 29, 2012
Cash flows from operating activities:		
Net income	\$ 11,462	\$ 11,867
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	10,362	9,496
Provision for doubtful accounts	6,415	2,022
Stock-based compensation	4,594	4,846
Deferred income taxes	(2,564)	(15)
Other operating activities	848	972
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(8,528)	(11,938)
Income taxes	(143)	4,488
Other assets	341	2,084
Accounts payable and other accrued expenses	(7,496)	(3,173)
Accrued wages and benefits	7,053	5,949
Workers' compensation claims reserve	1,583	882
Other liabilities	186	277
Net cash provided by operating activities	<u>24,113</u>	<u>27,757</u>
Cash flows from investing activities:		
Capital expenditures	(7,200)	(9,535)
Acquisition of businesses, net of cash acquired	(54,873)	—
Change in restricted cash and cash equivalents	3,709	9,774
Purchases of restricted investments	(6,789)	(18,153)
Maturities of restricted investments	10,871	12,726
Net cash used in investing activities	<u>(54,282)</u>	<u>(5,188)</u>
Cash flows from financing activities:		
Purchases and retirement of common stock	—	(3,990)
Net proceeds from stock option exercises and employee stock purchase plans	6,023	3,142
Common stock repurchases for taxes upon vesting of restricted stock	(2,182)	(1,996)
Proceeds from note payable	34,000	—
Payments on debt	(1,115)	(88)
Other	478	556
Net cash provided by (used in) financing activities	<u>37,204</u>	<u>(2,376)</u>
Effect of exchange rates on cash	(544)	(58)
Net change in cash and cash equivalents	6,491	20,135
CASH AND CASH EQUIVALENTS, beginning of period	129,513	109,311
CASH AND CASH EQUIVALENTS, end of period	<u>\$ 136,004</u>	<u>\$ 129,446</u>

See accompanying notes to consolidated financial statements

## Notes to Consolidated Financial Statements

### NOTE 1: ACCOUNTING PRINCIPLES AND PRACTICES

The accompanying unaudited consolidated financial statements (“financial statements”) are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and rules and regulations of the Securities and Exchange Commission. Accordingly, certain information and footnote disclosures usually found in financial statements prepared in accordance with GAAP have been condensed or omitted. The financial statements reflect all adjustments which, in the opinion of management, are necessary to fairly state the financial statements for the interim periods presented. We follow the same accounting policies for preparing both quarterly and annual financial statements. These financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the fiscal year ended December 28, 2012 .

### NOTE 2: ACQUISITION

We account for our business acquisitions using the purchase method of accounting in accordance with ASC 805, *Business Combinations*. The fair value of the net assets acquired and the results of the acquired business are included in the Consolidated Financial Statements from the acquisition date forward. We are required to make estimates and assumptions that affect the reported amounts of assets and liabilities and results of operations during the reporting period. Estimates are used in accounting for, among other things, the fair value of acquired net operating assets, property and equipment, intangible assets, useful lives of property and equipment and amortizable lives for acquired intangible assets. Any excess of the purchase consideration over the identified fair value of the assets and liabilities acquired is recognized as goodwill. All acquisition related costs are expensed as incurred and recorded in operating expenses. Additionally, we recognize liabilities for anticipated restructuring costs that will be necessary due to the elimination of excess capacity, redundant assets or unnecessary functions and record them as operating expenses. We estimate the preliminary fair value of acquired assets and liabilities as of the date of acquisition based on information available at that time. The valuation of these tangible and identifiable intangible assets and liabilities is subject to further management review and may change between the preliminary allocation and the final allocation. Any changes to these estimates may have a material impact on our operating results or financial condition.

Effective February 4, 2013, we acquired substantially all of the assets, contractual rights and assumed certain liabilities of MDT Personnel, LLC and its subsidiaries (“MDT”) for \$53.4 million in cash. MDT supplied blue-collar labor to industries similar to those served by TrueBlue, including construction, event staffing, disaster recovery, hospitality, and manufacturing through its network of 105 branches in 25 states. We expect the acquisition of MDT to enhance TrueBlue's national position as the leading provider of blue-collar temporary labor.

We have fully integrated and blended MDT's operations with our existing service lines. MDT was primarily integrated into the Labor Ready service line. The integration of the MDT sales and branch operations was completed during the first quarter of 2013. We consolidated 65 branches, blended our sales and service teams and fully integrated all former MDT locations into our enterprise systems to optimize our combined operational efficiencies during the first quarter of 2013. We completed the integration of all remaining administrative services during the second quarter of 2013. We incurred restructuring costs related to our integration of the acquisition of MDT of \$0.6 million and \$2.8 million for the thirteen and twenty-six weeks ended June 28, 2013, respectively. These activities consisted of integrating our branch network capacity, sales and services teams and infrastructure and included closing, consolidating and relocating certain branch offices and administrative operations, eliminating redundant assets, and reducing excess administrative workforce and capacity. These integration costs are included in selling, general and administrative operating expenses in the Consolidated Statements of Operations & Comprehensive Income and operating cash flows in the Consolidated Statements of Cash Flows. At June 28, 2013 , we have a liability for incurred but not yet paid integration costs of \$0.2 million included in accounts payable and other accrued expenses in our Consolidated Balance Sheets.

#### *Purchase price allocation*

The following table summarizes the adjusted allocation of the purchase price, based on the estimated fair value of the assets acquired and liabilities assumed as of the acquisition date of February 4, 2013 ( *in millions* ):

**Notes to Consolidated Financial Statements—(Continued)**

	<b>Adjusted Purchase Price Allocation February 4, 2013</b>
Cash	\$ 0.4
Accounts receivable (1)	29.9
Prepaid expenses, deposits and other current assets	0.6
Property and equipment	0.3
Restricted cash	6.9
Intangible assets	10.2
<b>Total assets acquired</b>	<b>48.3</b>
Accounts payable and other accrued expenses	6.3
Accrued wages and benefits	4.8
Workers' compensation claims reserve	9.4
Other long-term liabilities	0.1
<b>Total liabilities assumed</b>	<b>20.6</b>
Net identifiable assets acquired	27.7
Goodwill (2)	25.7
<b>Net assets acquired</b>	<b>\$ 53.4</b>

(1) The gross contractual amount of accounts receivable is \$32.9 million of which we expect \$3.0 million to be uncollectible.

(2) Goodwill is deductible for income tax purposes over 15 years as of the acquisition date.

Intangibles assets include identifiable intangible assets for customer relationships, the trade name and a non-compete agreement. We have estimated the fair value of the acquired identifiable intangible assets, which are subject to amortization using the income approach. No residual value is estimated for any of the intangible assets. The following table sets forth the components of identifiable intangible assets and their estimated useful lives as of February 4, 2013 ( *in millions, except for estimated useful lives, in years* ):

	<b>Estimated Fair Value</b>	<b>Estimated Useful Life</b>
Customer relationships	\$ 7.8	8.0
Trade name/trademarks	\$ 1.0	1.5
Non-compete agreement	\$ 1.4	5.0

The acquired assets and liabilities of MDT are included in our Consolidated Balance Sheets as of June 28, 2013 and the results of its operations and cash flows are reported in our Consolidated Statements of Operations and Comprehensive Income and Consolidated Statements of Cash Flows from February 4, 2013.

MDT operations were fully integrated with our existing operations and our customers, temporary workforce, field employees and locations were merged. The nature of the customers and the services provided by TrueBlue and the former MDT are substantially the same. We competed in the marketplace for the same customers, temporary workers, sales and service personnel. Accordingly, subsequent to merging our operations, it is not possible to segregate and to accurately estimate the revenues and expenses related exclusively to the former MDT operations.

***Pro forma financial information***

The following table reflects the pro forma consolidated results of operations for the periods presented, as though the acquisition of MDT had occurred as of the beginning of the period being reported on, after giving effect to related income tax effects.

The pro forma financial information combines our results of operations with the unaudited financial information of MDT used by MDT management for internal reporting purposes. Any changes required by an audit of the MDT financial information could be material. The pro forma financial information presented is for illustrative purposes only and is not indicative of the results of operations that would have been realized if the acquisition had been completed on the dates indicated, nor is it indicative of future operating results.





**Notes to Consolidated Financial Statements—(Continued)**

The pro forma consolidated results of operations do not include, among other items, the effects of potential losses in gross profit due to revenue attrition from combining the two companies, differences in our operating costs structure, and any costs of restructuring and integration associated with the acquisition. It does include differences in workers' compensation and certain payroll taxes for temporary employees, and amortization of finite-lived intangible assets.

Pro forma financial data is presented below ( *in millions, except per share data* ).

	Thirteen weeks ended		Twenty-six weeks ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Revenue from services	\$ 422.3	\$ 408.8	\$ 793.0	\$ 769.2
Net income	13.7	9.3	15.5	9.0
Net income per common share - diluted	0.34	0.23	0.39	0.22

***Other minor acquisition***

We acquired certain assets of Crowley Transportation Services, LLC ("Crowley") in June 2013. The total cost of the acquisition was \$2.4 million , including contingent consideration of \$0.6 million . The Crowley operations were integrated with the Centerline Drivers service line during the second quarter ended June 28, 2013. The acquired assets and pro-forma have not been included because they are not material to our financial statements.

**NOTE 3: FAIR VALUE MEASUREMENT**

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. We apply a fair value hierarchy that prioritizes the inputs used to measure fair value:

- Level 1 inputs are valued using quoted market prices in active markets for identical assets or liabilities. Our Level 1 assets primarily include cash and cash equivalents and mutual funds.
- Level 2 inputs are valued based upon quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active. Our Level 2 assets are restricted investments which primarily consist of municipal securities, corporate securities, U.S. agency mortgage-backed securities and U.S. agency debentures. Our Level 2 liability is a term loan. We obtain our inputs from quoted market prices and independent pricing vendors.
- Level 3 inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. We currently have no Level 3 assets or liabilities.

The carrying value of our cash and cash equivalents, restricted cash, other restricted investments and accounts receivable approximates fair value due to their short term nature. We also hold certain restricted investments which collateralize workers' compensation programs and are classified as held-to-maturity and carried at amortized cost on our Consolidated Balance Sheets.

**Notes to Consolidated Financial Statements—(Continued)**

The following table presents the fair value and hierarchy for our cash equivalents, restricted investments and note payable ( *in millions* ):

	June 28, 2013	December 28, 2012
<b>Level 1:</b>		
Assets:		
Cash equivalents (1)	\$ 110.6	\$ 94.6
Restricted cash equivalents (1)	27.0	26.8
Other restricted investments (2)	4.6	3.5
<b>Level 2:</b>		
Assets:		
Restricted investments classified as held-to-maturity (3)	86.0	92.7
Liabilities:		
Term loan (4)	33.1	—

- (1) Cash equivalents and restricted cash equivalents consist of money market funds, deposits and investments with original maturities of three months or less.
- (2) Other restricted investments consist of deferred compensation investments which are comprised of mutual funds. We have an offsetting accrued liability related to the deferred compensation plan.
- (3) Restricted investments classified as held-to-maturity consist of highly rated investment grade securities, primarily in U.S. agency debentures, U.S. agency mortgage-backed securities, corporate securities and municipal securities.
- (4) In connection with our acquisition of MDT on February 4, 2013, we entered into an unsecured Term Loan Agreement with Synovus Bank. The Term Loan Agreement is variable rate interest and approximates fair value. See Note 8: Commitments and Contingencies for further discussion.

**NOTE 4: RESTRICTED CASH AND INVESTMENTS**

Restricted cash and investments consist principally of collateral that has been provided or pledged to insurance carriers for workers' compensation and state workers' compensation programs. Our insurance carriers and certain state workers' compensation programs require us to collateralize a portion of our workers' compensation obligation. The collateral typically takes the form of cash and cash equivalents and highly rated investment grade securities, primarily in U.S. agency debentures, U.S. agency mortgage-backed securities, corporate securities and municipal securities. Our investments have not resulted in any other than temporary impairments. The majority of our collateral obligations are held in a trust ("Trust") at the Bank of New York Mellon.

The following is a summary of restricted cash and investments ( *in millions* ):

	June 28, 2013	December 28, 2012
Cash collateral held by insurance carriers	\$ 24.6	\$ 21.5
Cash and cash equivalents held in Trust (1)	16.6	14.8
Investments held in Trust	85.9	91.2
Cash collateral backing letters of credit	1.8	1.8
Other (2)	5.2	7.0
Total restricted cash and investments	<u>\$ 134.1</u>	<u>\$ 136.3</u>

- (1) Included in this amount is \$0.8 million and \$0.9 million of accrued interest at June 28, 2013 and December 28, 2012, respectively.
- (2) Primarily consists of restricted cash in money market accounts and deferred compensation plan accounts which are comprised of mutual funds.

The following tables present fair value disclosures for our held-to-maturity investments which are carried at amortized cost ( *in millions* ):

	June 28, 2013			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
Municipal securities	\$ 55.6	\$ 0.6	\$ (0.4)	\$ 55.8
Corporate bonds	15.6	0.2	(0.3)	15.5
Asset-backed bonds	14.7	0.1	(0.1)	14.7
	<u>\$ 85.9</u>	<u>\$ 0.9</u>	<u>\$ (0.8)</u>	<u>\$ 86.0</u>

	December 28, 2012			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
Municipal securities	\$ 57.3	\$ 1.0	\$ (0.1)	\$ 58.2
Corporate bonds	17.9	0.3	—	18.2
Asset-backed bonds	16.0	0.3	—	16.3
	<u>\$ 91.2</u>	<u>\$ 1.6</u>	<u>\$ (0.1)</u>	<u>\$ 92.7</u>

The amortized cost and fair value by contractual maturity of our held-to-maturity investments are as follows ( *in millions* ):

	June 28, 2013	
	Amortized Cost	Fair Value
Due in one year or less	\$ 9.0	\$ 9.0
Due after one year through five years	43.1	43.5
Due after five years through ten years	33.8	33.5
	<u>\$ 85.9</u>	<u>\$ 86.0</u>

Actual maturities may differ from contractual maturities because the issuers of certain debt securities have the right to call or prepay their obligations without penalty.

#### NOTE 5: PROPERTY AND EQUIPMENT, NET

Property and equipment are stated at cost and consist of the following ( *in millions* ):

	June 28, 2013	December 28, 2012
Buildings and land	\$ 27.6	\$ 25.9
Computers and software	93.2	91.7
Cash dispensing machines	1.0	1.0
Furniture and equipment	8.9	8.9
Construction in progress	10.3	7.7
	<u>141.0</u>	<u>135.2</u>
Less accumulated depreciation and amortization	(84.7)	(77.0)
	<u>\$ 56.3</u>	<u>\$ 58.2</u>

Capitalized software costs, net of accumulated amortization, were \$25.4 million and \$30.9 million as of June 28, 2013 and December 28, 2012 , respectively, excluding amounts in Construction in progress. Construction in progress consists primarily of purchased and internally developed software.

Depreciation expense of property and equipment totaled \$4.0 million and \$3.9 million for the thirteen weeks ended June 28, 2013 and June 29, 2012 , respectively. Depreciation expense of property and equipment totaled \$8.2 million and \$8.0 million for the twenty-six weeks ended June 28, 2013 and June 29, 2012 , respectively.

**Notes to Consolidated Financial Statements—(Continued)**
**NOTE 6: GOODWILL AND INTANGIBLE ASSETS**

We acquired MDT during the twenty-six weeks ended June 28, 2013 . The assets acquired and liabilities assumed were recorded at the date of acquisition at their estimated fair values. Assets acquired included finite-lived intangible assets of \$10.2 million with an estimated weighted average useful life of 7.0 years. The excess of the purchase price over the estimated fair values of the net assets acquired in the amount of \$25.7 million was recorded as goodwill and primarily represents synergies with our existing business, the acquired assembled workforce, and potential new customers.

Changes in the carrying amount of goodwill were as follows (*in millions*) :

	Goodwill	Accumulated Impairment Losses	Goodwill, net
Balance at December 28, 2012	\$ 94.3	\$ (46.2)	\$ 48.1
Goodwill acquired year to date (1)	23.4	—	23.4
Goodwill adjustments (1)	3.1	—	3.1
Impairment losses	—	—	—
Balance at June 28, 2013	<u>\$ 120.8</u>	<u>\$ (46.2)</u>	<u>\$ 74.6</u>

- (1) Goodwill acquired includes \$22.6 million due to the MDT acquisition. We recorded goodwill adjustments of \$3.1 million for the effect on goodwill of changes to net assets acquired during the measurement period relating to the MDT acquisition.  
Goodwill acquired also includes \$0.8 million of goodwill related to our acquisition of certain assets of Crowley.

Intangible assets other than goodwill are broken out separately on our Consolidated Balance Sheets. The following table presents our purchased intangible assets other than goodwill (in millions):

	June 28, 2013			December 28, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizable intangible assets (1):						
Customer relationships (2)	\$ 28.3	\$ (12.0)	\$ 16.3	\$ 19.1	\$ (10.5)	\$ 8.6
Trade name/trademarks (2)	4.6	(2.1)	2.5	3.5	(1.6)	1.9
Non-compete agreements (2)	1.8	(0.3)	1.5	1.8	(1.4)	0.4
	<u>\$ 34.7</u>	<u>\$ (14.4)</u>	<u>\$ 20.3</u>	<u>\$ 24.4</u>	<u>\$ (13.5)</u>	<u>\$ 10.9</u>
Indefinite-lived intangible assets:						
Trade name/trademarks			<u>\$ 5.7</u>			<u>\$ 5.7</u>

- (1) Excludes assets that are fully amortized.  
(2) Includes customer relationships, trade name, and non-compete agreement resulting from the MDT acquisition of \$7.8 million , \$1.0 million , and \$1.4 million , respectively, and customer relationships and trade name resulting from the Crowley acquisition of \$1.4 million and \$0.1 million , respectively.

Intangible assets are amortized using the straight-line method over their estimated useful lives. Amortization of our finite-lived intangible assets was \$1.2 million and \$0.8 million for the thirteen weeks ended June 28, 2013 and June 29, 2012 , respectively. Amortization of our finite-lived intangible assets was \$2.2 million and \$1.5 million for the twenty-six weeks ended June 28, 2013 and June 29, 2012 , respectively.

**Notes to Consolidated Financial Statements—(Continued)**

The following table provides the estimated future amortization of definite-lived intangible assets at June 28, 2013 (*in millions*):

Remainder of 2013	\$	4.0
2014		4.6
2015		4.1
2016		3.7
2017		1.5
Thereafter		2.4
	\$	<u>20.3</u>

Long-lived intangible assets are reviewed for impairment whenever events and circumstances indicate the carrying value may not be recoverable. We noted no such event or circumstance and accordingly no impairment loss has been recognized during the twenty-six weeks ended June 28, 2013 .

Goodwill and indefinite-lived intangible assets are reviewed for impairment annually or when triggering events indicate impairment is more likely than not. We noted no significant events or circumstances that indicated a more likely than not potential impairment and accordingly did not perform an interim impairment test of our goodwill and indefinite-lived intangibles assets during the twenty-six weeks ended June 28, 2013 .

**NOTE 7: WORKERS' COMPENSATION INSURANCE AND RESERVES**

We provide workers' compensation insurance for our temporary and permanent employees. The majority of our current workers' compensation insurance policies cover claims for a particular event above a \$2.0 million deductible limit, on a "per occurrence" basis. This results in our being substantially self-insured.

In connection with the acquisition of MDT, we assumed certain workers' compensation insurance policies which cover claims for the policy year ended February 13, 2013.

For workers' compensation claims originating in Washington, North Dakota, Ohio, Wyoming, Canada and Puerto Rico (our "monopolistic jurisdictions"), we pay workers' compensation insurance premiums and obtain full coverage under government-administered programs (with the exception of our Labor Ready brand in the state of Ohio where we have a self-insured policy). Accordingly, because we are not the primary obligor, our financial statements do not reflect the liability for workers' compensation claims in these monopolistic jurisdictions.

Our workers' compensation reserve is established using estimates of the future cost of claims and related expenses that have been reported but not settled, as well as those that have been incurred but not reported. Our workers' compensation reserve for claims below the deductible limit is discounted to its estimated net present value using discount rates based on average returns of "risk-free" U.S. Treasury instruments available during the year in which the liability was incurred. At June 28, 2013 , the weighted average rate was 2.2% . The claim payments are made over an estimated weighted average period of approximately 5.5 years. As of June 28, 2013 and December 28, 2012 , the discounted workers' compensation claims reserves were \$206.6 million and \$195.6 million , respectively.

Our workers' compensation reserve includes estimated expenses related to claims above our deductible limits ("excess claims"), and we record a corresponding receivable for the insurance coverage on excess claims based on the contractual policy agreements we have with insurance carriers. We discount this reserve and corresponding receivable to its estimated net present value using the discount rates based on average returns of "risk-free" U.S. Treasury instruments available during the year in which the liability was incurred. At June 28, 2013 , the weighted average rate was 4.1% . The claim payments are made and the corresponding reimbursements from our insurance carriers are received over an estimated weighted average period of approximately 19.8 years. The discounted workers' compensation reserve for excess claims and the corresponding receivable for the insurance on excess claims were \$28.5 million and \$27.1 million as of June 28, 2013 and December 28, 2012 , respectively.

Certain workers' compensation insurance companies ("Troubled Insurance Companies") with which we formerly did business are in liquidation and have failed to pay a number of excess claims to date. These excess claims have been presented to the state guaranty funds of the states in which the claims originated. Some of these excess claims have been rejected by the state guaranty funds due to statutory eligibility limitations. We have recorded a valuation allowance of \$5.9 million and \$5.6 million against all receivables from Troubled Insurance Companies for the excess claims that have been rejected by the state guaranty as of June 28, 2013 and December 28, 2012 , respectively. Total discounted receivables from insurance companies, net of the valuation allowance,

**Notes to Consolidated Financial Statements—(Continued)**

as of June 28, 2013 and December 28, 2012 were \$22.8 million and \$21.4 million , respectively, and were included in Other assets, net in the accompanying Consolidated Balance Sheets.

Management evaluates the adequacy of the workers' compensation reserves in conjunction with an independent quarterly actuarial assessment. Factors considered in establishing and adjusting these reserves include, among other things:

- changes in medical and time loss (“indemnity”) costs;
- changes in mix between medical only and indemnity claims;
- regulatory and legislative developments that have increased benefits and settlement requirements;
- type and location of work performed;
- impact of safety initiatives; and
- positive or adverse development of claim reserves.

Workers' compensation expense totaling \$16.6 million and \$13.9 million was recorded in Cost of services for the thirteen weeks ended June 28, 2013 and June 29, 2012 , respectively. Workers' compensation expense totaling \$29.7 million and \$25.4 million was recorded in Cost of services for the twenty-six weeks ended June 28, 2013 and June 29, 2012 , respectively. Workers' compensation expense consists of: self-insurance reserves net of changes in discount; monopolistic jurisdictions' premiums; insurance premiums; changes in the valuation allowance related to receivables from the Troubled Insurance Companies as described above; and other miscellaneous expenses.

**NOTE 8: COMMITMENTS AND CONTINGENCIES*****Revolving credit facility***

We have a credit agreement with Bank of America, N.A. and Wells Fargo Capital Finance, LLC for a secured revolving credit facility of up to a maximum of \$80 million (the “Revolving Credit Facility”). The Revolving Credit Facility expires in September 2016.

The maximum amount we can borrow under the Revolving Credit Facility is subject to certain borrowing limits. Specifically, we are limited to the sum of 85% of our eligible accounts receivable and the liquidation value of our Tacoma headquarters office building not to exceed \$15 million , which is reduced quarterly by \$0.4 million . As of June 28, 2013 , the Tacoma headquarters office building liquidation value totaled \$12.8 million . The borrowing limit is further reduced by the sum of a reserve in an amount equal to the payroll and payroll taxes for our temporary employees for one payroll cycle and other reserves if deemed applicable. As of June 28, 2013 , the maximum \$80 million was available and letters of credit in the amount of \$6.1 million had been issued against the facility, leaving an unused portion of \$73.9 million . The letters of credit collateralize a portion of our workers' compensation obligation.

The Revolving Credit Facility requires that we maintain liquidity in excess of \$12 million . We are required to satisfy a fixed charge coverage ratio in the event we do not meet that requirement. Liquidity is defined as the amount we are entitled to borrow as advances under the Revolving Credit Facility plus the amount of cash and cash equivalents held in accounts subject to a control agreement benefiting the lenders. The amount we were entitled to borrow at June 28, 2013 was \$73.9 million and the amount of cash and cash equivalents under control agreements was \$134.7 million for a total of \$208.6 million , which is well in excess of the liquidity requirement. We are currently in compliance with all covenants related to the Revolving Credit Facility.

Under the terms of the Revolving Credit Facility, we pay a variable rate of interest on funds borrowed that is based on London Interbank Offered Rate (LIBOR) or the Prime Rate, at our option, plus an applicable spread based on excess liquidity as set forth below:

<b>Excess Liquidity</b>	<b>Prime Rate Loans</b>	<b>LIBOR Rate Loans</b>
Greater than \$40 million	0.50%	1.50%
Between \$20 million and \$40 million	0.75%	1.75%
Less than \$20 million	1.00%	2.00%

A fee on borrowing availability of 0.25% is also applied against the unused portion of the Revolving Credit Facility. Letters of credit are priced at the margin in effect for LIBOR loans, plus a fronting fee of 0.125% .

**Notes to Consolidated Financial Statements—(Continued)**

Obligations under the Revolving Credit Facility are secured by substantially all of our domestic personal property and our headquarters located in Tacoma, Washington.

***Term Loan Agreement***

On February 4, 2013, we entered into an unsecured Term Loan Agreement (the “Loan”) with Synovus Bank in the principal amount of \$34.0 million . The Loan has a five year maturity with fixed monthly principal payments, which total \$2.3 million annually based on a loan amortization term of fifteen years. Interest accrues at the one-month LIBOR index rate plus an applicable spread of 1.50% , which is paid in addition to the principal payments. At our discretion, we may elect to extend the term of the Loan by five consecutive one -year extensions.

As of June 28, 2013 , the remaining balance of the Loan was \$33.1 million , of which, \$2.3 million is short-term and is included in Other current liabilities in our Consolidated Balance Sheets. The long term portion of \$30.8 million is reported as Note payable. The loan is variable rate interest and approximates fair value as of June 28, 2013 .

Our obligations under the Loan may be accelerated upon the occurrence of an event of default under the Loan, which includes customary events of default, as well as cross-defaults related to indebtedness under our Revolving Credit Facility, and other Loan specific defaults. The Loan contains customary negative covenants applicable to the Company and its subsidiaries such as indebtedness, certain dispositions of property, the imposition of restrictions on payments under the Loan, and other Loan specific covenants. We are in compliance with all covenants related to the Loan.

***Workers’ compensation commitments***

Our insurance carriers and certain state workers’ compensation programs require us to collateralize a portion of our workers’ compensation obligation, for which they become responsible should we become insolvent. The collateral typically takes the form of cash and cash equivalents, highly rated investment grade debt securities, letters of credit and/or surety bonds. On a regular basis these entities assess the amount of collateral they will require from us relative to our workers' compensation obligation. The majority of our collateral obligations are held in the Trust at the Bank of New York Mellon.

We have provided our insurance carriers and certain states with commitments in the form and amounts listed below ( *in millions* ):

	June 28, 2013	December 28, 2012
Cash collateral held by insurance carriers	\$ 24.6	\$ 21.5
Cash and cash equivalents held in Trust (1)	16.6	14.8
Investments held in Trust	85.9	91.2
Letters of credit (2)	7.9	9.0
Surety bonds (3)	16.0	16.2
Total collateral commitments	<u>\$ 151.0</u>	<u>\$ 152.7</u>

(1) Included in this amount is \$0.8 million and \$0.9 million of accrued interest at June 28, 2013 and December 28, 2012 , respectively.

(2) We have agreements with certain financial institutions to issue letters of credit as collateral. We had \$1.8 million of restricted cash collateralizing our letters of credit at June 28, 2013 and December 28, 2012 , respectively.

(3) Our surety bonds are issued by independent insurance companies on our behalf and bear annual fees based on a percentage of the bond, which is determined by each independent surety carrier, but do not exceed 2.0% of the bond amount, subject to a minimum charge. The terms of these bonds are subject to review and renewal every one to four years and most bonds can be canceled by the sureties with as little as 60 days notice.

***Legal contingencies and developments***

We are involved in various proceedings arising in the normal course of conducting business. We believe the amounts provided in our financial statements are adequate in consideration of the probable and estimable liabilities. The resolution of those proceedings is not expected to have a material effect on our results of operations or financial condition.

***Deferred compensation plan***

We make contributions to a nonqualified retirement plan for a select group of management or highly compensated employees. Our matching contributions are discretionary. Our deferred compensation liability was \$5.0 million and \$4.2 million at June 28, 2013 and December 28, 2012 , respectively, which is largely offset by restricted investments recorded in Restricted cash and investments on the Consolidated Balance Sheets.



**Notes to Consolidated Financial Statements—(Continued)**
**NOTE 9: STOCK-BASED COMPENSATION**

Stock-based compensation includes expense charges for all stock-based awards to employees and directors. Such awards include restricted and unrestricted stock awards, performance share units, stock options, and shares purchased under an employee stock purchase plan.

Stock-based compensation expense was as follows ( *in millions* ):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Restricted and unrestricted stock and performance share units	\$ 1.6	\$ 1.8	\$ 4.5	\$ 4.6
Stock option	—	—	—	0.1
Employee stock purchase plan	0.1	0.1	0.1	0.1
Total stock-based compensation	\$ 1.7	\$ 1.9	\$ 4.6	\$ 4.8

***Restricted and unrestricted stock and performance share units***

Stock-based awards are issued under our 2005 Long-Term Equity Incentive Plan as amended. Restricted stock is granted to executive officers and key employees and vests annually over periods ranging from three to four years. Unrestricted stock granted to our directors vests immediately. Restricted and unrestricted stock-based compensation expense is calculated based on the grant-date market value. We recognize compensation expense on a straight-line basis over the vesting period, net of estimated forfeitures.

Performance share units have been granted to executive officers and certain key employees since 2010. Vesting of the performance share units is contingent upon the achievement of revenue and profitability growth goals at the end of each three year performance period. Each performance share unit is equivalent to a share of common stock. Compensation expense is calculated based on the grant-date market value of our stock and is recognized ratably over the performance period for the performance share units which are expected to vest. Our estimate of the performance units expected to vest is reviewed and adjusted as appropriate each quarter.

Restricted and unrestricted stock and performance share units activity for the twenty-six weeks ended June 28, 2013 was as follows ( *shares in thousands* ):

	Shares	Price (1)
Non-vested at beginning of period	1,435	\$ 15.23
Granted	567	\$ 18.49
Vested	(405)	\$ 15.35
Forfeited	(96)	\$ 17.46
Non-vested at the end of the period	1,501	\$ 16.29

(1) Weighted average market price on grant-date.

As of June 28, 2013 , total unrecognized stock-based compensation expense related to non-vested restricted stock was approximately \$8.8 million , of which \$7.9 million is estimated to be recognized over a weighted average period of 1.7 years through 2017. As of June 28, 2013 , total unrecognized stock-based compensation expense related to performance share units, assuming achievement of maximum financial goals was approximately \$9.5 million , of which \$4.0 million is currently estimated to be recognized over a weighted average period of 1.9 years through 2016.

***Stock options***

Our 2005 Long-Term Equity Incentive Plan as amended provides for both nonqualified stock options and incentive stock options (collectively, “stock options”) for directors, officers, and certain employees. We issue new shares of common stock upon exercise of stock options. The majority of our unvested stock options “cliff vest” in three years from the date of grant and expire if not exercised within seven years from the date of grant. The maximum contractual term for our outstanding awards is ten years.

The fair value of each stock option granted is estimated on the grant date using the Black-Scholes valuation model, and the resulting expense is recognized over the requisite service period for each separately vesting portion of the award. The assumptions used to



**Notes to Consolidated Financial Statements—(Continued)**

calculate the fair value of options granted reflect market conditions and our experience. Compensation expense is recognized only for those options expected to vest, with forfeitures estimated based on our historical experience and future expectations.

There were no stock options granted during the twenty-six weeks ended June 28, 2013 or during 2012 .

Stock option activity was as follows ( *shares in thousands* ):

	Shares	Weighted Average Exercise Price
Outstanding, December 28, 2012	639	\$ 16.91
Exercised	(315)	\$ 16.36
Expired/Forfeited	(123)	\$ 21.04
Outstanding, June 28, 2013	201	\$ 15.24
Exercisable, June 28, 2013	201	\$ 15.24

Total unrecognized stock-based compensation expense related to non-vested stock options was de minimis as of June 28, 2013 .

**Employee stock purchase plan**

Our Employee Stock Purchase Plan (“ESPP”) allows eligible employees to contribute up to 10% of their earnings toward the monthly purchase of the Company’s common stock. The employee’s purchase price is the lesser of 85% of the fair market value of shares on either the first day or the last day of each month. Under our ESPP we have reserved for purchase 1.0 million shares of common stock. We consider our ESPP to be a component of our stock-based compensation and accordingly we recognize compensation expense over the requisite service period for stock purchases made under the plan. The requisite service period begins on the enrollment date and ends on the purchase date, the duration of which is one month.

During the twenty-six weeks ended June 28, 2013 and June 29, 2012 , participants purchased 40,000 and 45,000 share respectively, from the plan for cash proceeds of \$0.6 million for each period.

**NOTE 10: INCOME TAXES**

Our tax provision or benefit from income taxes for interim periods is determined using an estimate of our annual effective tax rate, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter we update our estimate of the annual effective tax rate, and if our estimated tax rate changes, we make a cumulative adjustment. Our quarterly tax provision, and our quarterly estimate of our annual effective tax rate, is subject to variation due to several factors, including variability in accurately predicting our pre-tax and taxable income and loss and the mix of jurisdictions to which they relate, audit developments, changes in law, regulations and administrative practices, and relative changes of expenses or losses for which tax benefits are not recognized. Additionally, our effective tax rate can be more or less volatile based on the amount of pre-tax income. For example, the impact of discrete items, tax credits and non-deductible expenses on our effective tax rate is greater when our pre-tax income is lower.

Our effective tax rate on earnings for the twenty-six weeks ended June 28, 2013 , was (3.0)% compared to 41.7% for the same period in 2012. The decrease in the effective tax rate is due primarily to the federal Work Opportunity Tax Credit (“WOTC”). The effective tax rate for 2012 excluded benefits of WOTC because it had largely expired at the end of 2011. The American Taxpayer Relief Act of 2012 (the “Act”) was signed into law on January 2, 2013, and retroactively restored the WOTC for 2012 and extended it through 2013. This tax credit is designed to encourage employers to hire workers from certain targeted groups with higher than average unemployment rates. Because a change in the law is accounted for in the period of enactment, the retroactive effect of the Act on our U.S. federal taxes for 2012 was recognized in the twenty-six weeks ended June 28, 2013 . The effective tax rate was also favorably impacted by the estimated increase to our WOTC benefits from the IRS extension of the 2012 WOTC certification request deadline to April 29, 2013, and by receipt of additional WOTC certification approvals related to years prior to 2012.

The primary difference between the statutory federal income tax rate of 35.0% and our effective income tax rate of 34.4% , excluding the prior year WOTC benefits, is from estimated current year WOTC, state income taxes, and certain non-deductible expenses.

As of June 28, 2013 and December 28, 2012 , we had unrecognized tax benefits of \$2.0 million and \$1.9 million , respectively, recorded in accordance with current accounting guidance on uncertain tax positions.

**Notes to Consolidated Financial Statements—(Continued)**
**NOTE 11. NET INCOME PER SHARE**

Adjusted net income and diluted common shares were calculated as follows ( *in millions, except per share amounts* ):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Net income	\$ 12.5	\$ 10.3	\$ 11.5	\$ 11.9
Weighted average number of common shares used in basic net income per common share	40.1	39.7	40.0	39.6
Dilutive effect of outstanding stock options and non-vested restricted stock	0.3	0.4	0.2	0.4
Weighted average number of common shares used in diluted net income per common share	40.4	40.1	40.2	40.0
Net income per common share:				
Basic	\$ 0.31	\$ 0.26	\$ 0.29	\$ 0.30
Diluted	\$ 0.31	\$ 0.26	\$ 0.28	\$ 0.30
Anti-dilutive shares	0.0	0.7	0.2	0.8

Basic net income per share is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per share is calculated by dividing net income by the weighted average number of common shares and potential common shares outstanding during the period. Potential common shares include the dilutive effects of outstanding options, non-vested restricted stock and performance share units except where their inclusion would be anti-dilutive.

Anti-dilutive shares include unvested restricted stock, performance share units and in-the-money options for which the sum of the assumed proceeds, including unrecognized compensation expense, exceeds the average stock price during the periods presented. Anti-dilutive shares associated with our stock options relate to those stock options with an exercise price higher than the average market value of our stock during the periods presented.

**NOTE 12. OTHER COMPREHENSIVE INCOME (LOSS)**

Other comprehensive income (loss) is reflected as a net increase (decrease) to shareholders' equity. The net-of-tax amount related to other comprehensive loss during the reporting periods were as follows (in millions):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Total other comprehensive loss, net of tax				
Foreign currency translation	\$ (0.4)	\$ (0.3)	\$ (0.6)	\$ 0.0
Deferred compensation unrealized gain (loss) (1)	0.1	(0.1)	0.0	(0.1)
Total other comprehensive loss, net of tax (2)	\$ (0.3)	\$ (0.4)	\$ (0.6)	\$ (0.1)

(1) Consists of deferred compensation plan accounts, which are comprised of mutual funds.

(2) The tax impact of the components of other comprehensive income were immaterial.

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**Notes to Consolidated Financial Statements—(Continued)****NOTE 13: SUPPLEMENTAL CASH FLOW INFORMATION**Supplemental disclosure of cash flow information ( *in millions* ):

	Twenty-six weeks ended	
	June 28, 2013	June 29, 2012
Cash paid during the period for:		
Interest	\$ 0.5	\$ 0.3
Income taxes	2.3	3.7

As of June 28, 2013 and June 29, 2012 , we had acquired \$0.4 million and \$1.1 million , respectively, of property, plant and equipment on account that was not yet paid. During each of the twenty-six weeks ended June 28, 2013 and June 29, 2012 , we paid \$1.6 million and \$1.7 million for capital expenditures acquired on account as of December 28, 2012 and December 30, 2011 , respectively. These are considered non-cash investing items.

**NOTE 14: SUBSEQUENT EVENTS**

On July 29, 2013, we filed a Registration Statement with the SEC on Form S-8 amending our Amended and Restated 2005 Long-Term Equity Incentive Plan (the “Plan”). The amendment increased the number of authorized shares of our common stock by 1.95 million shares, which was approved by our Board of Directors at the Annual Shareholders' meeting held on May 15, 2013. We evaluated all other events and transactions occurring after the balance sheet date through the date that the financial statements were issued, and noted no other events that were subject to recognition or disclosure.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion should be read in conjunction with, and is qualified in its entirety by, the Consolidated Financial Statements and Notes included in Item 1 of Part 1 in this Quarterly Report on Form 10-Q and the audited Consolidated Financial Statements and Notes and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the most recently filed Annual Report on Form 10-K for the fiscal year ended December 28, 2012. This item contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those indicated in such forward-looking statements. Factors that may cause such a difference include, but are not limited to, those discussed in "Part II, Item 1A, Risk Factors."*

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide the reader of our financial statements with a narrative from the perspective of management on our financial condition, results of operations, liquidity and certain other factors that may affect future results. Our MD&A is presented in six sections:

- Overview
- Results of Operations
- Liquidity and Capital Resources
- Contractual Obligations and Commitments
- Summary of Critical Accounting Estimates
- New Accounting Standards

### **OVERVIEW**

TrueBlue is a leading provider of temporary blue-collar staffing. We provide a wide range of specialized blue-collar staffing services through the following service lines: Labor Ready for general labor, Spartan Staffing for light industrial services, CLP Resources for skilled trades, PlaneTechs for aviation and diesel mechanics and technicians, and Centerline Drivers for dedicated and temporary drivers. Headquartered in Tacoma, Washington, we serve approximately 140,000 businesses primarily in the services, construction, transportation, manufacturing, retail and wholesale industries. We had 737 branches in operation at the end of the quarter.

Revenue grew to \$422.3 million for the thirteen weeks ended June 28, 2013, a 19.2% increase compared to the prior year. The increase is primarily due to revenue earned in the quarter resulting from the acquisition of the operations of MDT Personnel, LLC and its subsidiaries ("MDT"), which occurred in the first quarter of 2013. Additionally, we experienced steady growth in demand for our services across most geographies and industries we serve with a continued increase in construction. The increases in demand and revenue mix have largely offset an expected drop in revenue from a large aviation customer project that is nearing completion.

Effective February 4, 2013, we acquired substantially all of the assets and assumed certain liabilities of MDT, the third-largest general-labor staffing provider in the United States. MDT supplied blue-collar labor to industries similar to those served by TrueBlue through its network of 105 branches in 25 states. We have completed the integration of MDT. MDT operations were primarily integrated with our Labor Ready service line. We consolidated 65 branch locations, blended our sales and service teams, integrated all former MDT locations into our enterprise systems, and transitioned MDT support services to our headquarters in Tacoma, Washington.

Gross profit as a percent of revenue for the thirteen weeks ended June 28, 2013 was 26.5%, an increase of 0.1% compared to the same period in 2012. The increase is due to the favorable impact from disciplined pricing and revenue mix offset by the acquisition of MDT, which carried a lower gross margin in comparison with our blended company average.

Selling, general, and administrative expenses as a percentage of revenue increased to 21.2% for the thirteen weeks ended June 28, 2013 as compared to 20.2% for the prior year. This increase is primarily due to the non-recurring costs of \$1.8 million of MDT integration-related activities and the impact of a decline in revenue from a large aviation project in combination with the fixed costs of our aviation service delivery model.

Net income was \$12.5 million, or \$0.31 per diluted share, for the thirteen weeks ended June 28, 2013, compared to a net income of \$10.3 million, or \$0.26 per diluted share, for the same period in 2012.

We believe we are in a strong financial position to fund working capital needs for planned 2013 growth and expansion opportunities. We had cash and cash equivalents of \$136.0 million at June 28, 2013. As of June 28, 2013, the maximum \$80 million was available

under the Revolving Credit Facility and \$6.1 million of letters of credit had been issued against the facility, leaving an unused portion of \$73.9 million .

## RESULTS OF OPERATIONS

The following table presents selected financial data ( *in millions, except percentages and per share amounts* ):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Revenue from services	\$ 422.3	\$ 354.3	\$ 768.8	\$ 665.4
Total revenue growth %	19.2%	10.6%	15.5%	11.9%
Gross profit as a % of revenue	26.5%	26.4%	25.8%	26.0%
Selling, general and administrative expenses	\$ 89.3	\$ 71.5	\$ 177.8	\$ 143.6
Selling, general and administrative expenses as a % of revenue	21.2%	20.2%	23.1%	21.6%
Income from operations	\$ 17.3	\$ 17.3	\$ 10.4	\$ 19.7
Income from operations as a % of revenue	4.1%	4.9%	1.4%	3.0%
Net income	\$ 12.5	\$ 10.3	\$ 11.5	\$ 11.9
Net income per diluted share	\$ 0.31	\$ 0.26	\$ 0.28	\$ 0.30

Our business experiences seasonal fluctuations. Our quarterly operating results are affected by the seasonality of our customers' businesses as well as timing and duration of project work. Demand for our staffing services is higher during the second and third quarters of the year with demand peaking in the third quarter and is lower during the first and fourth quarters, in part due to limitations to outside work during the winter months.

Effective February 4, 2013, we acquired substantially all of the assets and assumed certain liabilities of MDT, the third-largest general-labor staffing provider in the United States. MDT supplied blue-collar labor to industries similar to those served by TrueBlue, including construction, event staffing, disaster recovery, hospitality, and manufacturing through its network of 105 branches in 25 states. The decision to acquire MDT's operations reflects our overall optimism about growth in the staffing industry and our continued business strategy to expand current market share through acquisitions. We expect that the acquisition of MDT will enhance TrueBlue's national position as the leading provider of dependable blue-collar temporary labor and we expect to generate synergies from the full integration of MDT's operations with our existing service lines.

MDT operations were primarily integrated with our Labor Ready service line. We consolidated 65 branch locations, blended our sales and service teams, and fully integrated all former MDT locations into our enterprise systems. The acquisition of MDT has both deepened our expertise and strengthened our position in the key industries we serve. The customers of MDT have been fully integrated with our existing customer base and are serviced by our blended operations. We completed the integration of all remaining administrative services during the second quarter of 2013. Due to full consolidation of the MDT branches, blending our sales and service teams, and fully integrating all former MDT locations into our enterprise systems, we cannot accurately segregate the acquisition revenue from our organic revenue growth.

### Revenue

Revenue from services was as follows ( *in millions, except percentages* ):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Revenue from services	\$ 422.3	\$ 354.3	\$ 768.8	\$ 665.4
Total revenue growth %	19.2%	10.6%	15.5%	11.9%

Revenue grew to \$422.3 million and \$768.8 million for the thirteen and twenty-six weeks ended June 28, 2013 , respectively, a 19.2% and 15.5% increase compared to the same periods in the prior year. The increases are primarily due to revenue resulting from the acquisition of MDT in the first quarter of 2013. Additionally, we experienced steady growth in demand for our services across most geographies and industries we serve with a continued increase in construction. The increases in demand and revenue mix have largely





offset an expected drop in revenue from a large aviation customer project that is nearing completion. Excluding revenue from this customer, revenues grew by 25% and 22%, for the thirteen and twenty-six weeks ended June 28, 2013, respectively, compared to the same periods in 2012.

### **Gross profit**

Gross profit was as follows ( *in millions, except percentages* ):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Gross profit	\$ 111.9	\$ 93.5	\$ 198.5	\$ 172.8
Gross profit as a % of revenue	26.5%	26.4%	25.8%	26.0%

Gross profit represents revenues from services less direct costs of services, which consist of payroll, payroll taxes, workers' compensation insurance costs, and reimbursable costs. Gross profit as a percent of revenue for the thirteen weeks ended June 28, 2013 increased to 26.5%, an increase of 0.1% compared to the same period in 2012. The increase is primarily due to the favorable impact from disciplined pricing and a change in revenue mix offset by the acquisition of MDT, which carried a lower gross margin in comparison with our blended company average. Gross profit as a percent of revenue decreased for the twenty-six weeks ended June 28, 2013 to 25.8%, a decrease of 0.2% compared to the same period in 2012. The decrease is primarily due to the acquisition of MDT, which has a lower gross margin in comparison with our blended company average, partially offset by a change in revenue mix.

Workers' compensation expense as a percentage of revenue remained relatively flat at approximately 3.9% for all periods presented. We actively manage the safety of our temporary workers with our risk management programs and work together with our network of service providers to control costs. MDT has been fully integrated into our workers' compensation insurance and safety programs.

### **Selling, general and administrative expenses**

Selling, general and administrative ("SG&A") expenses were as follows ( *in millions, except percentages* ):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Selling, general and administrative expenses	\$ 89.3	\$ 71.5	\$ 177.8	\$ 143.6
Percentage of revenue	21.2%	20.2%	23.1%	21.6%

SG&A as a percentage of revenue increased to 21.2% and 23.1% for the thirteen and twenty-six weeks ended June 28, 2013 as compared to 20.2% and 21.6% for the same periods in 2012, respectively. The increase in SG&A costs are due primarily to the non-recurring acquisition and integration costs for MDT and the impact of a decline in revenue from a large aviation project in combination with the fixed costs of our aviation service delivery model. The non-recurring acquisition and integration costs were \$1.8 million and \$6.0 million for the thirteen and twenty-six weeks ended June 28, 2013, respectively. Integration costs consisted of closing, consolidating and relocating certain branch and administrative operations, eliminating redundant assets and reducing excess administrative workforce and capacity together with other integration program costs.

### **Depreciation and amortization**

Depreciation and amortization were as follows ( *in millions, except percentages* ):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Depreciation and amortization	\$ 5.2	\$ 4.7	\$ 10.4	\$ 9.5
Percentage of revenue	1.2%	1.3%	1.3%	1.4%

Depreciation and amortization expense for the thirteen and twenty-six weeks ended June 28, 2013 increased over the same periods in 2012 by \$0.5 million and \$0.9 million, respectively, primarily from increased amortization related to the definite-lived intangible assets acquired in the MDT acquisition.

**Income taxes**

The effective income tax rate was as follows (*in millions, except percentages*) :

	Thirteen weeks ended		Twenty-six weeks ended	
	June 28, 2013	June 29, 2012	June 28, 2013	June 29, 2012
Income tax expense (benefit)	\$ 5.1	\$ 7.4	\$ (0.3)	\$ 8.5
Effective income tax rate	28.8%	41.6%	(3.0)%	41.7%

Our tax provision or benefit from income taxes for interim periods is determined using an estimate of our annual effective tax rate, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter we update our estimate of the annual effective tax rate, and if our estimated tax rate changes, we make a cumulative adjustment. Our quarterly tax provision, and our quarterly estimate of our annual effective tax rate, is subject to variation due to several factors, including variability in accurately predicting our pre-tax and taxable income and loss and the mix of jurisdictions to which they relate, audit developments, changes in law, regulations and administrative practices, and relative changes of expenses or losses for which tax benefits are not recognized. Additionally, our effective tax rate can be more or less volatile based on the amount of pre-tax income. For example, the impact of discrete items, tax credits and non-deductible expenses on our effective tax rate is greater when our pre-tax income is lower.

Our effective tax rate on earnings for the twenty-six weeks ended June 28, 2013 was (3.0%) compared to 41.7% for the same period in 2012. The effective tax rate for 2012 excluded benefits of federal Work Opportunity Tax Credit (“WOTC”) because it had largely expired at the end of 2011. The American Taxpayer Relief Act of 2012 (the “Act”) was signed into law on January 2, 2013, and retroactively restored the WOTC for 2012 and extended it through 2013. This tax credit is designed to encourage employers to hire workers from certain targeted groups with higher than average unemployment rates. Because a change in the law is accounted for in the period of enactment, the retroactive effect of the Act on our U.S. federal taxes for 2012 was recognized in the twenty-six weeks ended June 28, 2013. Accordingly, the decrease in the effective tax rate is due primarily to the benefit of the retroactively restored WOTC. The impact of WOTC on our effective tax rate is greater when our pre-tax income is lower.

Our effective tax rate on earnings for the thirteen weeks ended June 28, 2013 was 28.8% compared to 41.6% for the same period in 2012. The decrease in the effective tax rate is due primarily to WOTC. The effective tax rate was favorably impacted by the estimated increase to our WOTC benefits from the IRS extension of the 2012 WOTC certification request deadline to April 29, 2013, and by receipt of additional WOTC certification approvals related to years prior to 2012.

The primary difference between the statutory federal income tax rate of 35.0% and our effective income tax rate of 34.4%, excluding the prior year WOTC benefits, is from current year WOTC, state income taxes, and certain non-deductible expenses.

**Results of Operations Future Outlook**

The following highlights represent our expectations regarding operating trends for the remainder of fiscal year 2013 . These expectations are subject to revision as our business changes with the overall economy:

- Our top priority remains to increase revenue and leverage our cost structure which should produce incremental operating margins with additional future revenue. We will continue to invest in our specialized sales and customer service programs which we believe will enhance our ability to capitalize on further revenue growth and customer retention. We actively pursue large project opportunities in vertical markets with growth opportunities. One of our largest successes is in the construction of renewable energy projects. While our growth rates have diminished due to more challenging prior year comparisons, renewable energy projects remain an attractive opportunity.
- Effective February 4, 2013, we acquired substantially all of the assets and assumed certain liabilities of MDT, the third-largest general labor staffing firm in the United States. MDT supplied blue-collar labor to industries similar to those served by TrueBlue, including construction, event staffing, disaster recovery, hospitality, and manufacturing through its network of 105 branches in 25 states. We expect the acquisition to enhance TrueBlue's national position as the leading provider of dependable blue-collar temporary labor. The decision to acquire MDT's operations reflects our overall optimism about growth in the staffing industry. We have expanded the size of our general labor business by merging MDT's operations primarily with those of the Labor Ready service line. We expect to leverage our cost structure and produce long-term, incremental operating margins by merging the MDT operations with ours and generating synergies. We will continue to pursue other opportunities to grow our share of the blue-collar market through acquisitions. Acquisitions are a key element of our growth strategy. We have been successful at acquiring and integrating companies and believe we have a strong business competence in this area.

- We expect to see increasing levels of profitability during the remainder of the year due to the strong operating leverage in our business. During the first half of the year, SG&A as a percentage of revenue increased over comparable prior year periods, due to the costs to integrate the MDT acquisition and the revenue decline from a large aviation project. We do not expect to incur additional MDT integration costs in the future. Also, the revenue decline from a large aviation project diminishes during the second half of 2013. Thus, in comparison with the same period a year ago, we expect to see a decline in SG&A as a percentage of revenue and an increase in operating income a percentage of revenue during the remainder of 2013.
- As the economy grows, we will continue to evaluate opportunities to expand our market presence. All of our multi-location service lines have opportunities to expand through new physical locations or by sharing existing locations. Where possible, we plan to expand the presence of our service lines by sharing existing locations to achieve cost synergies. We plan to build on our success with centralized recruitment and dispatch of our temporary workers to locations without physical branches and expand our geographic reach.
- We have been investing in mobile technology solutions. We see compelling opportunities to improve the speed in assigning candidates to jobs and increase the productivity of our branch employees resulting in the consolidation of branches and other benefits to our cost structure. We deployed the new mobile dispatch technology during the second quarter and expect it to enhance our ability to recruit workers and put them on the job faster. Early results are promising. We believe the convenience the technology offers our workers and our ability to get them on the job faster will translate into a larger, higher-quality workforce and improved customer sales and service.
- Services for a large aviation customer project have been declining as the project matures and our customer makes workforce adjustments. While we expect continued revenue from this customer, our work is project based and the completion of certain projects will continue to impact our revenue trends. Revenue from this customer was approximately \$76 million in 2012 and our best estimate for 2013 is \$30 to \$35 million.

## **LIQUIDITY AND CAPITAL RESOURCES**

Our principal source of liquidity is operating cash flows. Our net income and, consequently, our cash provided from operations are impacted by sales volume, timing of collections, seasonal sales patterns and profit margins.

**Cash flows from operating activities**

Our cash flows from operating activities were as follows ( *in millions* ):

	Twenty-six weeks ended	
	June 28, 2013	June 29, 2012
Net income	\$ 11.5	\$ 11.9
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	10.4	9.5
Provision for doubtful accounts	6.4	2.0
Stock-based compensation	4.6	4.8
Deferred income taxes	(2.6)	—
Other operating activities	0.8	1.0
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(8.5)	(11.9)
Income taxes	(0.1)	4.5
Accounts payable and other accrued expenses	(0.4)	2.8
Workers' compensation claims reserve	1.6	0.9
Other assets and liabilities	0.4	2.3
Net cash provided by operating activities	\$ 24.1	\$ 27.8

Net cash provided by operating activities was \$24.1 million for the twenty-six weeks ended June 28, 2013 as compared to \$27.8 million for the same period in 2012 .

- Accounts receivable followed normal seasonal patterns in the first half of 2013 by increasing from the beginning of the year, partially offset by improved days sales outstanding due to the timing of payments by larger national customers. The provision for doubtful accounts increased in the first half of 2013 due to probable credit loss on several larger customers.
- Generally our workers' compensation reserve for estimated claims increases as temporary labor services increase and decreases as temporary labor services decline. During the current year, our workers' compensation reserve increased as we increased the delivery of temporary labor services, partially offset by the timing of claim payments.

**Cash flows from investing activities**

Our cash flows from investing activities were as follows ( *in millions* ):

	Twenty-six weeks ended	
	June 28, 2013	June 29, 2012
Capital expenditures	\$ (7.2)	\$ (9.5)
Acquisition of businesses, net of cash acquired	(54.9)	—
Change in restricted cash and cash equivalents	3.7	9.8
Purchase of restricted investments	(6.8)	(18.2)
Maturities of restricted investments	10.9	12.7
Net cash used in investing activities	\$ (54.3)	\$ (5.2)

- Cash flows used in investing activities are due to the \$53.1 million acquisition of MDT, net of cash acquired and \$1.8 million acquisition of Crowley Transportation Services, excluding contingent consideration of \$0.6 million .
- Restricted cash and investments consist primarily of collateral that has been provided or pledged to insurance carriers and state workers' compensation programs. The change in restricted cash and cash equivalents is primarily a product of purchasing restricted investments, maturities on restricted investments, and payments to workers' compensation insurance providers. When combining this change with purchases of restricted investments net of maturities of restricted investments, restricted cash and investments increased by \$7.8 million for the twenty-six weeks ended June 28, 2013 . This increase is primarily due to an increase in the collateral requirements by our workers' compensation insurance providers related to growth in operations and timing of payments to our insurance providers.



### ***Cash flows from financing activities***

Our cash flows from financing activities were as follows ( *in millions* ):

	Twenty-six weeks ended	
	June 28, 2013	June 29, 2012
Purchases and retirement of common stock	\$ —	\$ (4.0)
Net proceeds from stock option exercises and employee stock purchase plans	6.0	3.1
Common stock repurchases for taxes upon vesting of restricted stock	(2.2)	(2.0)
Proceeds from note payable	34.0	—
Payments on debt	(1.1)	(0.1)
Other	0.5	0.6
Net cash provided by (used in) financing activities	\$ 37.2	\$ (2.4)

The change in cash provided by financing activities was mainly due to proceeds from our Term Loan Agreement with Synovus Bank of \$34.0 million in connection with our acquisition of MDT.

### ***Future outlook***

We believe we are in a strong financial position to fund working capital needs for planned growth. The strength of our current financial position is highlighted as follows:

- We have cash and cash equivalents of \$136.0 million as of June 28, 2013 .
- Our borrowing availability under our credit facility is principally based on accounts receivable and the value of our corporate building. We have \$73.9 million of borrowing available under our credit facility as of June 28, 2013 . We believe the credit facility provides adequate borrowing availability.
- The majority of our workers' compensation payments are made from restricted cash rather than cash from operations.

We believe that cash provided from operations and our capital resources will be adequate to meet our cash requirements over the next twelve months, and thereafter for the foreseeable future. However, should economic conditions again deteriorate, our financial results could be adversely impacted and we may need to seek additional sources of capital. These additional sources of financing may not be available, or may not be available on commercially reasonable terms.

### ***Capital resources***

We have a credit agreement with Bank of America, N.A. and Wells Fargo Capital Finance, LLC for a secured revolving credit facility of up to a maximum of \$80 million (the "Revolving Credit Facility"). The Revolving Credit Facility expires in September 2016.

The maximum amount we can borrow under the Revolving Credit Facility is subject to certain borrowing limits. Specifically, we are limited to the sum of 85% of our eligible accounts receivable and the liquidation value of our Tacoma headquarters office building not to exceed \$15 million, which is reduced quarterly by \$0.4 million. As of June 28, 2013 , the Tacoma headquarters office building liquidation value totaled \$12.8 million . This borrowing limit is further reduced by the sum of a reserve in an amount equal to the payroll and payroll taxes for our temporary employees for one payroll cycle and other reserves if deemed applicable. As of June 28, 2013 , the maximum \$80 million was available and letters of credit in the amount of \$6.1 million had been issued against the facility, leaving an unused portion of \$73.9 million . The letters of credit collateralize a portion of our workers' compensation obligation.

The Revolving Credit Facility requires that we maintain liquidity in excess of \$12 million or be subject to a fixed charge coverage ratio. Liquidity is defined as the amount we are entitled to borrow as advances under the Revolving Credit Facility plus the amount of cash and cash equivalents held in accounts subject to a control agreement benefiting the lenders. The amount we were entitled to borrow at June 28, 2013 was \$73.9 million and the amount of cash and cash equivalents under control agreements was \$134.7 million for a total of \$208.6 million of liquidity, which is well in excess of the minimum liquidity requirement. We are currently in compliance with all covenants related to the Revolving Credit Facility.

Under the terms of the Revolving Credit Facility, we pay a variable rate of interest on funds borrowed that is based on LIBOR or the Prime Rate, at our option, plus an applicable spread based on excess liquidity as set forth below:

<b>Excess Liquidity</b>	<b>Prime Rate Loans</b>	<b>LIBOR Rate Loans</b>
Greater than \$40 million	0.50%	1.50%
Between \$20 million and \$40 million	0.75%	1.75%
Less than \$20 million	1.00%	2.00%

A fee on borrowing availability of 0.25% is also applied against the unused portion of the Revolving Credit Facility. Letters of credit are priced at the margin in effect for LIBOR loans, plus a fronting fee of 0.125%.

Obligations under the Revolving Credit Facility are secured by substantially all of our domestic personal property and our headquarters located in Tacoma, Washington.

We have agreements with certain financial institutions that allow us to restrict cash and cash equivalents and investments for the purpose of providing collateral instruments to our insurance carriers to satisfy workers' compensation claims. At June 28, 2013, we had restricted cash and investments totaling approximately \$134.1 million.

***Workers' compensation insurance, collateral and claims reserves***

*Workers' compensation insurance*

We provide workers' compensation insurance for our temporary and permanent employees. The majority of our current workers' compensation insurance policies cover claims for a particular event above a \$2.0 million deductible limit, on a "per occurrence" basis. This results in our being substantially self-insured.

In connection with the acquisition of MDT, we assumed certain workers' compensation insurance policies, which cover claims for the policy year ended February 13, 2013.

For workers' compensation claims originating in Washington, North Dakota, Ohio, Wyoming, Canada and Puerto Rico (our "monopolistic jurisdictions"), we pay workers' compensation insurance premiums and obtain full coverage under government-administered programs (with the exception of our Labor Ready brand in the state of Ohio where we have a self-insured policy). Accordingly, because we are not the primary obligor, our financial statements do not reflect the liability for workers' compensation claims in these monopolistic jurisdictions.

*Workers' compensation collateral*

Our insurance carriers and certain state workers' compensation programs require us to collateralize a portion of our workers' compensation obligation, for which they become responsible should we become insolvent. The collateral typically takes the form of cash and cash-backed instruments, highly rated investment grade securities, letters of credit, and/or surety bonds. On a regular basis, these entities assess the amount of collateral they will require from us relative to our workers' compensation obligation. Such amounts can increase or decrease independent of our assessments and reserves. We generally anticipate that our collateral commitments will continue to grow as we grow our business. We pay our premiums and deposit our collateral in installments. The majority of the restricted cash and investments collateralizing our self-insured workers' compensation policies are held in a trust ("Trust") at Bank of New York Mellon.

Our total collateral commitments were made up of the following components ( *in millions* ):

	<b>June 28, 2013</b>	<b>December 28, 2012</b>
Cash collateral held by insurance carriers	\$ 24.6	\$ 21.5
Cash and cash equivalents held in Trust (1)	16.6	14.8
Investments held in Trust	85.9	91.2
Letters of credit (2)	7.9	9.0
Surety bonds (3)	16.0	16.2
<b>Total collateral commitments</b>	<b>\$ 151.0</b>	<b>\$ 152.7</b>

- (1) Included in this amount is \$0.8 million and \$0.9 million of accrued interest at June 28, 2013 and December 28, 2012, respectively.
- (2) We have agreements with certain financial institutions to issue letters of credit as collateral. We had \$1.8 million of restricted cash collateralizing our letters of credit as of June 28, 2013 and December 28, 2012.





- (3) Our surety bonds are issued by independent insurance companies on our behalf and bear annual fees based on a percentage of the bond, which is determined by each independent surety carrier, but do not exceed 2.0% of the bond amount, subject to a minimum charge. The terms of these bonds are subject to review and renewal every one to four years and most bonds can be canceled by the sureties with as little as 60 days' notice.

#### *Workers' compensation reserve*

The following table provides a reconciliation of our collateral commitments to our workers' compensation reserve as of the period end dates presented ( *in millions* ):

	June 28, 2013	December 28, 2012
Total workers' compensation reserve	\$ 206.6	\$ 195.6
Add back discount on reserves (1)	19.4	20.4
Less excess claims reserve (2)	(28.5)	(26.9)
Reimbursable payments to insurance provider (3)	3.0	6.4
Less portion of workers' compensation not requiring collateral (4)	(49.5)	(42.8)
Total collateral commitments	<u>\$ 151.0</u>	<u>\$ 152.7</u>

- (1) Our workers' compensation reserves are discounted to their estimated net present value while our collateral commitments are based on the gross, undiscounted reserve.
- (2) Workers' compensation reserve includes the estimated obligation for claims above our deductible limits. These are the responsibility of the insurance carriers against which there are no collateral requirements.
- (3) This amount is included in restricted cash and represents a timing difference between claim payments made by our insurance carrier and the reimbursement from cash held in the Trust. When claims are paid by our carrier, the amount is removed from the workers' compensation reserve but not removed from collateral until reimbursed to the carrier.
- (4) Represents deductible and self-insured reserves where collateral is not required.

Our workers' compensation reserve is established using estimates of the future cost of claims and related expenses, which are discounted to their estimated net present value. The discounted workers' compensation claims reserve was \$206.6 million at June 28, 2013 .

Our workers' compensation reserve for self-insured claims is established using estimates of the future cost of claims and related expenses that have been reported but not settled, as well as those that have been incurred but not reported. Reserves are estimated for claims incurred in the current year, as well as claims incurred during prior years. Management evaluates the adequacy of the workers' compensation reserves in conjunction with an independent quarterly actuarial assessment. Factors considered in establishing and adjusting these reserves include, among other things:

- Changes in medical and time loss ("indemnity") costs;
- Mix changes between medical only and indemnity claims;
- Regulatory and legislative developments that have increased benefits and settlement requirements;
- Type and location of work performed;
- The impact of safety initiatives; and;
- Positive or adverse development of claim reserves.

Our workers' compensation reserves are discounted to their estimated net present value using discount rates based on returns of "risk-free" U.S. Treasury instruments with maturities comparable to the weighted average lives of our workers' compensation claims. At June 28, 2013 , the weighted average rate was 2.17% . Payments made against self-insured claims are made over a weighted average period of approximately 5.5 years. Our workers' compensation reserves include estimated expenses related to claims above our deductible limits ("excess claims"), and a corresponding receivable for the insurance coverage on excess claims based on the contractual policy agreements we have with insurance carriers. We discount this reserve and corresponding receivable to its estimated net present value using the discount rates based on average returns of "risk-free" U.S. Treasury instruments available during the year in which the liability was incurred. At June 28, 2013 , the weighted average rate was 4.1% . The excess claim payments are made and the corresponding reimbursements from our insurance carriers are received over a weighted average period of approximately 19.8 years. The discounted workers' compensation reserve for excess claims and the corresponding receivable for the insurance on excess claims were \$28.5 million and \$27.1 million as of June 28, 2013 and December 28, 2012 , respectively.

Certain workers' compensation insurance companies with which we formerly did business are in liquidation and have failed to pay a number of excess claims to date. We have recorded a valuation allowance against all of the insurance receivables from the insurance companies in liquidation.

## **CONTRACTUAL OBLIGATIONS AND COMMITMENTS**

In connection with our acquisition of MDT on February 4, 2013, we entered into an unsecured Term Loan Agreement (the "Loan") with Synovus Bank in the principal amount of \$34.0 million. The Loan has a five year maturity with fixed monthly principal payments which total \$2.3 million annually based on a loan amortization term of fifteen years. Interest accrues at the one-month LIBOR index rate plus an applicable spread of 1.50% , which is paid in addition to the principal payments. At our discretion, we may elect to extend the term of the Loan by five consecutive one-year extensions.

As of June 28, 2013 , the remaining balance of the Loan was \$33.1 million , of which, \$2.3 million is short-term and is included in Other current liabilities in our Consolidated Balance Sheets. The long term portion of \$30.8 million is reported as Notes payable.

Our obligations under the Loan may be accelerated upon the occurrence of an event of default under the Loan, which includes customary events of default, as well as cross-defaults related to indebtedness under our Revolving Credit Facility, and other Loan specific defaults. The Loan contains customary negative covenants applicable to the Company and its subsidiaries such as indebtedness, certain dispositions of property, the imposition of restrictions on payments under the Loan, and other Loan specific covenants. We are in compliance with all covenants related to the Loan. As of June 28, 2013 , the remaining balance of the Loan approximated fair value.

There have been no other material changes during the period covered by this quarterly report, outside of the ordinary course of our business, to the contractual obligations specified in the table of contractual obligations included in the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the fiscal year ended December 28, 2012 .

## **SUMMARY OF CRITICAL ACCOUNTING ESTIMATES**

Our critical accounting estimates are discussed in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations; Summary of Critical Accounting Estimates" in our Annual Report on Form 10-K for the fiscal year ended December 28, 2012 and Note 1 to our Consolidated Financial Statements as of and for the period ended June 28, 2013 .

## **NEW ACCOUNTING STANDARDS**

There are no new accounting standards applicable to us. See Note 1 to the Consolidated Financial Statements.

## **FORWARD-LOOKING STATEMENT**

### *Cautionary Statement for Purposes of "Safe Harbor Provisions" of the Private Securities Litigation Reform Act of 1995*

Section 27A of the Securities Act of 1933, as amended ("Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"), provide a "safe harbor" for forward-looking statements to encourage companies to provide prospective information about their companies. With the exception of historical information, the matters discussed in this Quarterly Report on Form 10-Q are forward-looking statements and may be identified by the use of words such as "anticipate," "believe," "may," "estimate," "expect," "intend," "plan," "project," "outlook," and other words and terms of similar meaning. Such statements reflect our current view with respect to future events and are subject to certain risks, uncertainties and assumptions. Forward-looking statements involve risks and uncertainties, and future events and circumstances could differ significantly from those anticipated in the forward-looking statements. Actual events or results may differ materially. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We undertake no duty to update any of the forward-looking statements after the date of this report to conform such statements to actual results or to changes in our expectations. A variety of factors could cause our future results to differ materially from the anticipated results expressed in such forward-looking statements. Readers should review Part II, Item 1A, Risk Factors, and other section of our filings with the Securities and Exchange Commission for a description of important factors that could cause future results to differ materially from those contemplated by the forward-looking statements made in this Quarterly Report on Form 10-Q. In addition, general economic conditions, acquisitions, brand expansion, divestitures, revenue volumes and mix, pricing actions and promotional activities of our competitors, profit margins, weather, changes in law or

regulations, availability of suitable temporary workers, our ability to react to a disaster recovery situation, availability of credit , among other things, could cause our future results to differ materially from those projected in any such forward-looking statement.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We discussed our interest rate and credit risk, and our foreign currency exchange risk in Part 1, “Item 7A. Quantitative and Qualitative Disclosures About Market Risk” of our Annual Report on Form 10-K for the fiscal year ended December 28, 2012 . In addition to those risks, we are exposed to interest rate risk through the use of our Revolving Credit Facility, the Loan, and other borrowings. We did not draw on our Revolving Credit Facility during the twenty-six weeks ended June 28, 2013 . The weighted average interest rate on the Loan was 1.7% for the twenty-six weeks ended June 28, 2013 . A hypothetical fluctuation of 10% in market interest rates would not have had a material impact on our results of operations during the twenty-six weeks ended June 28, 2013 .

### **Item 4. Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that material information required to be disclosed in our periodic reports filed or submitted under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Our disclosure controls and procedures are also designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer (CEO) and our Chief Financial Officer (CFO) as appropriate, to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of management, including our CEO and CFO, of the effectiveness of the design and operation of the disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based upon that evaluation, our CEO and CFO concluded that, as of June 28, 2013 , our disclosure controls and procedures are effective.

During the fiscal quarter ended June 28, 2013 , there were no changes in our internal control over financial reporting (as defined in Rules 13a-15 (f) and 15d-15(f) of the Exchange Act) that materially affected or are reasonably likely to materially affect internal control over financial reporting.

The certifications required by Section 302 of the Sarbanes-Oxley Act of 2002 are filed as exhibits 31.1 and 31.2, respectively, to this Quarterly Report on Form 10-Q.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

See Note 8 of Notes to Consolidated Financial Statements found in Item 1 of Part I of this Quarterly Report on Form 10-Q.

### Item 1A. Risk Factors

*Investing in our securities involves risk. The following risk factors and all other information set forth in this Quarterly Report on Form 10-Q should be considered in evaluating our future prospects. In particular, keep these risk factors in mind when you read “forward-looking” statements elsewhere in this report. Forward-looking statements relate to our expectations for future events and time periods. Generally, the words such as “anticipate,” “believe,” “may,” “expect,” “intend,” “plan” and similar expressions identify forward-looking statements. Forward-looking statements involve risks and uncertainties, and future events and circumstances could differ significantly from those anticipated in the forward-looking statements. If any of the events described below occurs, our business, financial condition, reputation, results of operations, liquidity, access to the capital markets, or stock price could be materially and adversely affected.*

***Our business is significantly affected by fluctuations in general economic conditions.***

The demand for our blue-collar staffing services is highly dependent upon the state of the economy and upon staffing needs of our customers. As economic activity slows, companies tend to reduce their use of temporary employees before terminating their regular employees. Significant declines in demand and corresponding revenues, can result in expense de-leveraging, which would result in lower profit levels. Any variation in the economic condition or unemployment levels of the United States, Puerto Rico and Canada or in the economic condition of any region or specific industry in which we have a significant presence may severely reduce the demand for our services and thereby significantly decrease our revenues and profits. Deterioration in economic conditions or the financial or credit markets could also have adverse impacts on our customers' ability to pay us for services we have already provided.

***Our business is subject to extensive government regulation and a failure to comply with regulations could materially harm our business.***

Our business is subject to extensive regulation. The cost to comply, and any inability to comply, with government regulation could materially harm our business. Increased government regulation of the workplace or of the employer-employee relationship, or judicial or administrative proceedings related to such regulation, could materially harm our business.

The Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (collectively, the “Health Care Reform Laws”) include various health-related provisions to take effect through 2014, including requiring most individuals to have health insurance and establishing new regulations on health plans. Although the Health Care Reform Laws do not mandate that employers offer health insurance, beginning in 2015 tax penalties will be assessed on large employers who do not offer health insurance that meets certain affordability or benefit requirements. Unless modified by regulations or subsequent legislation, providing such additional health insurance benefits to our temporary workers, or the payment of tax penalties if such coverage is not provided, will increase our costs. If we are unable to raise the rates we charge our customers to cover these costs, such increases in costs could materially harm our business.

***We may incur employment related and other claims that could materially harm our business.***

We employ individuals on a temporary basis and place them in our customers' workplaces. We have minimal control over our customers' workplace environments. As the employer of record of our temporary workers, we incur a risk of liability for various workplace events, including claims for personal injury, wage and hour violations, discrimination, harassment, and other liabilities arising from the actions of our temporary workers. In addition, some or all of these claims may give rise to litigation including class action litigation. A material adverse impact on our financial statements could occur for the period in which the effect of an unfavorable final outcome becomes probable and can be reasonably estimated.

We cannot be certain that our insurance will be available, or if available, in sufficient amount or scope, to cover all claims that may be asserted against us. Should the ultimate judgments or settlements exceed our insurance coverage, they could have a material effect on our business. We cannot be certain we will be able to obtain appropriate types or levels of insurance in the future, that adequate replacement policies will be available on acceptable terms or that the companies from which we have obtained insurance will be able to pay claims we make under such policies.

***We are dependent on workers' compensation insurance coverage at commercially reasonable terms.***

We provide workers' compensation insurance for our temporary workers. Our workers' compensation insurance policies are renewed annually. The majority of our insurance policies are with AIG. Our insurance carriers require us to collateralize a significant portion of our workers' compensation obligation. The majority of collateral is held in trust by a third party for the payment of these claims. The loss or decline in value of the collateral could require us to seek additional sources of capital to pay our workers' compensation claims. We cannot be certain we will be able to obtain appropriate types or levels of insurance in the future or that adequate replacement policies will be available on acceptable terms. As our business grows or our financial results deteriorate, the amount of collateral required will likely increase and the timing of providing collateral could be accelerated. Resources to meet these requirements may not be available. The loss of our workers' compensation insurance coverage would prevent us from doing business in the majority of our markets. Further, we cannot be certain that our current and former insurance carriers will be able to pay claims we make under such policies.

***Our liquidity may be materially adversely affected by constraints in the capital markets.***

Our principal sources of liquidity are funds generated from operating activities, available cash and cash equivalents, and borrowings under our credit facility. We must have sufficient sources of liquidity to fund our working capital requirements, workers' compensation collateral requirements, service our outstanding indebtedness, and finance investment opportunities. Without sufficient liquidity, we could be forced to curtail our operations or we may not be able to pursue promising business opportunities.

Our failure to comply with the restrictive covenants under our revolving credit facility or term loan could result in an event of default, which, if not cured or waived, could result in our being required to repay these borrowings before their due date. If we are forced to refinance these borrowings on less favorable terms, or are unable to refinance at all, our results of operations and financial condition could be adversely affected by increased costs and rates.

***Acquisitions and new business ventures may have an adverse effect on our business.***

We expect to continue making acquisitions and entering into new business ventures or initiatives as part of our long-term business strategy. These acquisitions, new business ventures, and initiatives involve significant challenges and risks, including that they may not advance our business strategy, that we may not realize a satisfactory return on our investment, that we may experience difficulty in integrating operations, or diversion of management's attention from our other business. These events could cause harm to our operating results or financial condition.

***We operate in a highly competitive business and may be unable to retain customers or market share.***

The staffing services business is highly competitive and the barriers to entry are low. Large, well-financed competitors, as well as small new competitors, may increase pricing pressures. In addition, long-term contracts form only a small portion of our revenue. Therefore, there can be no assurance that we will be able to retain customers or market share in the future. Nor can there be any assurance that we will, in light of competitive pressures, be able to remain profitable or, if profitable, maintain our current profit margins.

***Our management information systems are vulnerable to damage and interruption.***

The efficient operation of our business is dependent on our management information systems. We rely heavily on proprietary management information systems to manage our order entry, order fulfillment, pricing, and collections, as well as temporary worker recruitment, dispatch and payment. Our management information systems, mobile device technology and related services, and other technology may not yield the intended results. Our systems may experience problems with functionality and associated delays. The failure of our systems to perform as we anticipate could disrupt our business and could result in decreased revenue and increased overhead costs, causing our business and results of operations to suffer materially. Our primary computer systems and operations are vulnerable to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches, catastrophic events and errors in usage by our employees. Failure of our systems to perform may require significant additional capital and management resources to resolve, causing material harm to our business.

***Our results of operations could materially deteriorate if we fail to attract, develop and retain qualified employees.***

Our performance is dependent on attracting and retaining qualified employees who are able to meet the needs of our customers. We believe our competitive advantage is providing unique solutions for each individual customer, which requires us to have highly trained and engaged employees. Our success depends upon our ability to attract, develop and retain a sufficient number of qualified employees, including management, sales, recruiting, service and administrative personnel. The turnover rate in the staffing industry is high, and qualified individuals of the requisite caliber and number needed to fill these positions may be in short supply. Our inability to recruit a sufficient number of qualified individuals may delay or affect the speed of our planned growth or strategy change. Delayed expansion, significant increases in employee turnover rates or significant increases in labor costs could have a material adverse effect on our business, financial condition and results of operations.

***We may be unable to attract and retain sufficient qualified temporary workers.***

We compete with other temporary staffing companies to meet our customer needs and we must continually attract qualified temporary workers to fill positions. Attracting and retaining skilled temporary employees depends on factors such as desirability of the assignment, location, and the associated wages and other benefits. We have in the past experienced worker shortages and we may experience such shortages in the future. Further, if there is a shortage of temporary workers, the cost to employ these individuals could increase. If we are unable to pass those costs through to our customers, it could materially and adversely affect our business.

***We may have additional tax liabilities that exceed our estimates.***

We are subject to federal taxes and a multitude of state and local taxes in the United States and taxes in foreign jurisdictions. In the ordinary course of our business, there are transactions and calculations where the ultimate tax determination is uncertain. We are regularly subject to audit by tax authorities. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical tax provisions and accruals. The results of an audit or litigation could materially harm our business.

***Accidental disclosure of our employees' or customers' information could materially harm our business.***

Failure to protect the integrity and security of our employees' and customers' information, including proprietary information, could expose us to litigation and materially damage our relationship with our employees and our customers. Further, data privacy is subject to frequently changing rules and regulations, which sometimes conflict among the various jurisdictions. Our failure to adhere to or successfully implement changes in response to the changing regulatory requirements could result in legal liability, additional compliance costs, and damage to our reputation.

***Failure to maintain adequate financial and management processes and controls could lead to errors in our financial reporting.***

Failure to maintain adequate financial and management processes and controls could lead to errors in our financial reporting. If our management is unable to certify the effectiveness of our internal controls or if our independent registered public accounting firm cannot render an opinion on the effectiveness of our internal control over financial reporting, or if material weaknesses in our internal controls are identified, we could be subject to regulatory scrutiny and a loss of public confidence. In addition, if we do not maintain adequate financial and management personnel, processes and controls, we may not be able to accurately report our financial performance on a timely basis, which could cause our stock price to fall.

***Outsourcing certain aspects of our business could result in disruption and increased costs.***

We have outsourced certain aspects of our business to third party vendors that subject us to risks, including disruptions in our business and increased costs. For example, we have engaged third parties to host and manage certain aspects of our data center information and technology infrastructure and to provide certain back office support activities. Accordingly, we are subject to the risks associated with the vendor's ability to provide these services to meet our needs. If the cost of these services is more than expected, or if the vendor or we are unable to adequately protect our data and information is lost, or our ability to deliver our services is interrupted, then our business and results of operations may be negatively impacted.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The table below includes repurchases of our common stock pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs during the thirteen weeks ended June 28, 2013 .

Period	Total number of shares purchased (1)	Weighted average price paid per share (2)	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares (or approximate dollar value) that may yet be purchased under plans or programs at period end (3)
03/30/13 through 04/26/13	476	\$20.48	—	\$35.2 million
04/27/13 through 05/24/13	1,884	\$20.71	—	\$35.2 million
05/25/13 through 06/28/13	572	\$21.90	—	\$35.2 million
Total	<u>2,932</u>	<u>\$20.94</u>	<u>—</u>	

- (1) During the thirteen weeks ended June 28, 2013 , we purchased 2,932 shares in order to satisfy employee tax withholding obligations upon the vesting of restricted stock. These shares were not acquired pursuant to any publicly announced purchase plan or program.
- (2) Weighted average price paid per share does not include any adjustments for commissions.
- (3) Our Board of Directors authorized a \$75 million share repurchase program in July 2011 that does not have an expiration date. As of June 28, 2013 , \$35.2 million remains available for repurchase of our common stock under the current authorization.

## Item 3. Defaults Upon Senior Securities

None.

## Item 4. Mine Safety Disclosures

None.

## Item 5. Other Information

None.

**Item 6. Exhibits**

- 10.1 TrueBlue, Inc. Nonqualified Deferred Compensation Plan Amended, Restated, and Effective December 1, 2012.\*
- 10.2 2005 Long-Term Equity Plan, as amended, effective May 15, 2013.\* (Filed as Exhibit 99.1 to TrueBlue, Inc.'s Registration Statement on Form S-8, filed on July 29, 2013.)
- 31.1 Certification of Steven C. Cooper, Chief Executive Officer of TrueBlue, Inc., Pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Derrek L. Gafford, Chief Financial Officer of TrueBlue, Inc., Pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Steven C. Cooper, Chief Executive Officer of TrueBlue, Inc. and Derrek L. Gafford, Chief Financial Officer of TrueBlue, Inc., Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following financial information from our Quarterly Report on Form 10-Q the quarter ended June 28, 2013, filed with the SEC on July 29, 2013, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations and Comprehensive Income, (iii) the Consolidated Statements of Cash Flows, and (iv) the Notes to Consolidated Financial Statements.

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\* Management contract or compensatory plan or arrangement.



## 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.

### **TrueBlue, Inc.**

/s/ Steven C. Cooper 7/29/2013

Signature Date

By: Steven C. Cooper, Director, Chief Executive  
Officer and President

/s/ Derrek L. Gafford 7/29/2013

Signature Date

By: Derrek L. Gafford, Chief Financial Officer and  
Executive Vice President

/s/ Norman H. Frey 7/29/2013

Signature Date

By: Norman H. Frey, Chief Accounting Officer and  
Vice President

**TRUEBLUE, INC.  
NONQUALIFIED DEFERRED COMPENSATION PLAN**

**Amended, Restated, and Effective December 1, 2012**

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## SECTION 1

### INTRODUCTION AND DEFINITIONS

1.1 **Nature of the Plan** . Effective June 1, 2006, TrueBlue, Inc. (formerly known as Labor Ready, Inc.) established a nonqualified, unfunded, deferred compensation plan for the purpose of allowing a select group of management or highly compensated employees of the Company and certain of its affiliates to defer Compensation that would otherwise be paid to those employees and to receive discretionary employer matching and other discretionary contributions that may be awarded from time to time. The Plan is intended to be “unfunded” within the meaning of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Accordingly, it is intended that the Plan be a “top hat plan” that is exempt from the requirements of Parts II, III and IV of Title I of ERISA pursuant to §§ 201(2), 301(a)(3) and 401(a)(1) of ERISA. The Plan was amended and restated effective December 1, 2010, to explain the rules for Deferral Elections and Employer contributions for Plan Years starting on or after January 1, 2011. The Plan is hereby amended and restated effective December 1, 2012 to revise the definition of Eligible Employee, clarify matching contribution eligibility, and, for contributions made to the Plan in Plan Years starting on or after January 1, 2013, to revise the definition of Seniority Date.

1.2 **Definitions** . The following words and phrases shall have the following meanings, unless a different meaning is plainly required by the context. Any masculine terminology used in the Plan shall also include the feminine gender and the definition of any terms in the singular shall also include the plural.

Account shall mean a Company internal bookkeeping account in the name of a Participant to which Eligible Compensation deferred by or otherwise allocated to the Participant under this Plan shall be credited, plus deemed investment earnings and gains and minus deemed losses and expenses. A Participant's Account shall include his or her Elective Deferral Account, Matching Contribution Account, Discretionary Employer Contribution Account, and any Specified Date Accounts.

Active Participant shall mean an employee who is eligible to participate in the Plan for a Plan Year, as described in Section 3.1

Annual Bonus shall mean the bonus that an active Participant earns during one calendar year and is paid in the following calendar year, provided such bonus is considered “performance based compensation” under Code Section 409A and the Treasury Regulations thereunder and is remuneration the amount of, or entitlement to, is contingent on the satisfaction of preestablished organizational or individual performance criteria relating to a performance period of at least 12 consecutive months.

Beneficiary shall mean the person or persons designated as such by the Participant to receive all or a part of the Participant's vested Account balance in the event of the Participant's death prior to the full payment thereof. Each such designation shall be filed with the Company in a form acceptable to the Company and shall become effective only when received by the Company. Designated persons or entities shall not be considered Beneficiaries until the death of the Participant. If a Participant becomes divorced after having named his or her spouse as a Beneficiary, the prior designation of the spouse as Beneficiary shall be void. After the divorce, the Participant may, in his or her discretion, designate his or her ex-spouse as a Beneficiary by filing a new beneficiary designation form with the Company.

Board shall mean the Board of Directors of the Company.

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Change of Control shall mean a change in the ownership or effective control of the Company or the Participant's Employer, or in the ownership of a substantial portion of the assets of the Company or the Participant's Employer. The definition of "Change of Control" shall be construed in a manner consistent with Code Section 409A(a)(2)(A)(v) and the Treasury Regulations thereunder and applicable guidance.

Code shall mean the Internal Revenue Code of 1986, as amended from time to time.

Committee shall mean the Company's Benefits Committee.

Company shall mean TrueBlue, Inc.

Compensation shall mean an employee's gross salary, wages and bonuses for personal services actually rendered in the course of employment with the Employer prior to reductions for the Participant's elective contributions under this Plan, or any other plan of the Employer permitting elective deferrals.

Compensation Threshold shall mean the dollar limit for the definition of a highly compensated employee under Code Section 414(q)(1)(B) (as adjusted by the Secretary of the Treasury).

Deferral Election shall mean the agreement executed by an eligible employee whereby an Eligible Employee elects to defer a portion of the applicable calendar year's Eligible Compensation and contains such other information as is required by the Committee including an election as to the form of payment and date, if the employee desires to credit amounts to a Specified Date Account. The applicable calendar year shall be the Plan Year that begins after the Plan Year in which the Deferral Election is made.

Disability - a Participant is disabled if the Committee determines that either of the following applies:

- (i) The Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or
- (ii) The Participant is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than 3 months under an accident and health plan covering employees of the Company.

The foregoing definition of Disability shall be construed in a manner consistent with Code Section 409A(a)(2)(C) and the Treasury Regulations thereunder and applicable IRS guidance.

Discretionary Employer Contribution Account shall mean the amount an Employer decides in its sole discretion to credit a Participant's Account pursuant to Section 3.3.2 plus deemed investment earnings and gains and minus deemed investment losses and expenses, except to the extent that a Participant has made a timely election to have some or all of his or her discretionary employer contributions for a Plan Year (plus deemed investment earnings and gains and minus deemed investment losses and expenses) credited to a Specified Date Account.

Elective Deferral Account shall mean the amount of Eligible Compensation a Participant elects to defer to this Plan pursuant to Section 3.2 plus deemed investment earnings and gains and minus deemed investment losses and expenses, except to the extent that a Participant has made a timely election to have some or all of his or her Eligible Compensation deferred for a Plan Year (plus deemed investment earnings and gains and minus deemed investment losses and expenses) credited to a Specified Date Account.

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Eligible Compensation shall mean an Active Participant's base salary, sales commissions, Incentive Bonus, Annual Bonus, and other bonuses that may be paid to Eligible Employees by Employer.

Eligible Employee shall mean

- (a) an employee of the Employer who is a Highly Compensated Employee;
- (b) a newly hired employee of the Employer whose base salary is reasonably expected, upon commencement of employment, to exceed the Compensation Threshold during the Plan Year, regardless of whether or not the employee received Compensation in excess of the Compensation Threshold in the prior Plan Year; and
- (c) an employee promoted during the prior Plan Year whose base salary is reasonably expected, upon the effective date of the promotion, to exceed the Compensation Threshold during the Plan Year, regardless of whether or not the employee received Compensation in excess of the Compensation Threshold in the prior Plan Year.

Notwithstanding the foregoing, employees who provide temporary labor or services to the Employer's clients (i.e., are paid from a payroll system for temporary workers) are not eligible to participate in the Plan even if they are Highly Compensated Employees.

Employer shall mean the Company and affiliates of the Company for whom an eligible employee performs services. An affiliate is a corporation or other entity that has been designated by the Committee as a participating employer in this Plan and thus such affiliate's employees who otherwise meet the eligibility threshold would be eligible to participate in the Plan.

Highly Compensated Employee shall mean an employee who

- (a) was a five percent owner (as defined in Code Section 416(i)) during the current Plan Year or prior Plan Year; ~~or~~
- (b) received Compensation during the prior Plan Year in excess of the dollar limit for the definition of a highly compensated employee under Code Section 414(q)(1)(B) (as adjusted by the Secretary of the Treasury).; or
- (c) received Compensation during two of the past three Plan Years that was in excess of the dollar limit under Code Section 414(q)(1)(B) for such Plan Years and is expected to receive Compensation during the next Plan Year that will exceed the dollar limit under Code Section 414(q)(1)(B) for that Plan Year.

For purposes of this definition of Highly Compensated Employee, the term "Compensation" means the sum of all amounts treated as compensation under Code Section 415(c)(3).

Hour of Service shall mean an hour of service as defined in ERISA under 29 United States Code Section 2530.200b-2.

Incentive Bonus shall mean amounts paid to an Active Participant that are in addition to the Active Participant's base salary and are not an Annual Bonus including, but not limited to brand bonuses, Net

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Operating Income Bonuses, and other incentive pay that is paid in periodic installments throughout the calendar year.

Matching Contribution Account shall mean the amount of employer match credited to a Participant's Account pursuant to Section 3.3.1 plus deemed investment earnings and gains and minus deemed investment losses and expenses, except to the extent that a Participant has made a timely election to have some or all of his or her employer matching contributions for a Plan Year (plus deemed investment earnings and gains and minus deemed investment losses and expenses) credited to a Specified Date Account.

Participant shall mean an Eligible Employee who becomes a Participant in this Plan in accordance with the provisions of Section 3. An Eligible Employee who has become a Participant shall be considered to continue as a Participant in this Plan until the date of the Participant's death (or other event set forth in section 5.2) or, if earlier, the date when the Participant incurs a Separation from Service and upon which the Participant no longer has any Account under this Plan (that is, the Participant has received a payment of all of the Participant's Account). However, a Participant may only defer Eligible Compensation to the Plan received in Plan Years in which the Participant is an Eligible Employee.

Plan shall mean this nonqualified and unfunded program established and maintained by the Company for the benefit of Participants eligible to participate therein, as set forth in this Plan document. The Plan shall be referred to as the TrueBlue, Inc. Nonqualified Deferred Compensation Plan.

Plan Year shall mean the calendar year (i.e., the twelve month period beginning on each January 1 and ending on the following December 31).

Seniority Date shall, for contributions made to the Plan on or after January 1, 2013, mean the date on which the Participant has attained age 65 or attained age 40 and completed 5 years of service with the Employer.

Separation from Service shall mean a termination of employment with the employee's Employer or the employee's death. The term Separation from Service shall be construed in a manner consistent with Code Section 409A (a)(2)(A)(i) and the Treasury Regulations thereunder and applicable guidance from the Internal Revenue Service ("IRS").

Specified Date Account shall mean the amount a Participant elects to defer to a specified date, plus deemed investment earnings and gains and minus deemed investment losses and expenses.

## SECTION 2

### ADMINISTRATION

2.1. Administration. This Plan shall be administered by the Committee. The Committee shall have full discretionary power and authority to administer and interpret the Plan, determine all factual and legal questions under the Plan (including, without limitation, interpreting the Plan and determining a Participant's eligibility to participate in the Plan and the amount of benefits, if any, owed to the Participant or his or her Beneficiary), maintain records, determine deemed investment sources and generally be responsible for seeing that the purposes of the Plan are accomplished. Determinations by the Committee shall be final and binding on all parties with respect to all matters relating to the Plan. The Committee may from time to time adopt such rules and procedures as it deems appropriate to assist in the administration of the Plan. The Committee may delegate all or part of its administrative duties to one or more persons, whether or not such persons are members of the Committee or employees of the Company.

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2.2. Books and Records. The Committee shall maintain records of each Participant's Account balance.

2.3. Liability. No current or former member of the Committee and no director, officer or member of the Board of the Company or its affiliates shall be liable to any persons for any actions taken under the Plan, or for any failure to effect any of the objectives or purposes of the Plan, by reason of insolvency or otherwise. Neither the officers nor any current or former member of the Committee or the Board of Directors of the Company or any of its affiliates in any way secures or guarantees the payment of any benefit or amount which may become due and payable hereunder to or with respect to any Participant. Each Participant and other person entitled at any time to payments hereunder shall look solely to the assets of the Employer for such payments as an unsecured, general creditor. Nothing herein shall be construed to give a Participant, Beneficiary or any other person or persons any right, title, interest or claim in or to any specific asset, fund, reserve, account or property of any kind whatsoever owned by the Employer or in which it may have any right, title or interest now or in the future. After benefits shall have been paid to or with respect to a Participant or Beneficiary (as applicable) and such payment purports to cover in full the benefit hereunder, such former Participant or Beneficiary or other person or persons, as the case may be, shall have no further right or interest in the other assets of the Employer and its affiliates in connection with this Plan.

### SECTION 3

#### **ELIGIBILITY; DEFERRAL ELECTION; EMPLOYER CONTRIBUTIONS**

3.1. Eligibility. An employee who is an Eligible Employee for a Plan Year shall be eligible to participate in the Plan for the Plan Year. A Participant who is a Highly Compensated Employee for one Plan Year will cease to be an Active Participant for a subsequent Plan Year if he or she is no longer a Highly Compensated Employee.

3.2. Deferral Elections. An Active Participant may elect to participate for each Plan Year by completing a Deferral Election in a form prescribed by the Committee, signing it and returning it to the Committee, or the Committee's designee, within the time periods prescribed below. The Deferral Election shall authorize the Employer to withhold from the Active Participant's Eligible Compensation a designated percentage amount to be deferred up to the maximum amount described below.

3.2.1 Base Salary, Commissions, Incentive Bonuses, and other bonuses. To be effective for a Plan Year, a Deferral Election to defer a portion of an Active Participant's base salary, commission, Incentive Bonus or other bonus must be returned no later than the December 31 immediately preceding the Plan Year. All such Deferral Elections are irrevocable for the Plan Year for which the Deferral Election is made and cannot be changed or revoked after December 31 prior to the Plan Year. An Active Participant who completed a Deferral Election shall be permitted to increase, decrease or eliminate such election on or before December 31 immediately preceding the Plan Year. For example, employees of the Employer who in 2010 have Compensation of at least \$110,000 will be eligible to enroll in the Plan and complete a Deferral Election no later than December 31, 2010 to defer Eligible Compensation that would otherwise be earned and paid in 2011. For administrative purposes, the Committee may set deadlines for submitting Deferral Election prior to December 31 of the preceding year.

3.2.2 Annual Bonuses. An irrevocable Deferral Election may be made on or before the date that is six months before the end of the performance period, provided that the employee performs services continuously from the later of the beginning of the performance period or the date the performance

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criteria are established through the date an election is made under this Section 3.2.2, and provided further that in no event may an election to defer an Annual Bonus be made after such compensation has become readily ascertainable. For example, if the performance period is January 1, 2011 through December 31, 2011, a Deferral Election relating to the Annual Bonus for that performance period shall be made no later than June 30, 2011.

3.2.3 First Year Eligibility. An Active Participant who first becomes eligible to participate in the Plan during a Plan Year may make a Deferral Election within 30 days after the date the employee becomes an Eligible Employee with respect to Eligible Compensation paid for services to be performed after the election. For an Annual Bonus, where a deferral election is made in the first year of eligibility but after the beginning of the performance period, the election must apply only to the portion of the Annual Bonus paid for services performed after the election.

3.2.4 Invalid Elections. A Deferral Election completed by an employee who is not an Eligible Employee as of December 31 shall be automatically null and void as of such date. For example, if an employee completed a Deferral Election in December 2012 in anticipation of being a Highly Compensated Employee by the end of 2012 and the employee, in fact, did not earn more than the Compensation Threshold by December 31, 2012 and did not earn more than the Compensation Threshold in two of the last three Plan Years, the Deferral Election completed in December 2012 for the 2013 Plan Year would be null and void on December 31, 2012.

3.2.5 Maximum Deferral. The Deferral Election shall authorize the Employer to withhold from the Active Participant's Eligible Compensation a designated percentage amount to be deferred to a maximum of seventy-five percent (75%) of the Active Participant's annual base salary and one-hundred percent (100%) of the Active Participant's Annual Bonus, Incentive Bonus, other bonuses, or commissions.

3.2.6. Specified Date Elections. An Active Participant may elect, at the time of a Deferral Election, a specific taxable year upon which she or he will receive the Eligible Compensation deferred in the Plan Year that the election applies to, as adjusted for deemed investment returns, which shall be at least two years from the date the amount is credited to the Participant's Specified Date Account. If a Participant elects a specified date, he or she must also elect whether the Specified Date Account will be distributed upon such taxable year in a single lump sum or in installments over a term of up to five years beginning on such taxable year. Notwithstanding the foregoing if, prior to the specified date, a Participant dies, become Disabled, Separates from Service prior to the Participant's Seniority Date, or there is a Change of Control, the Participant's Account will be paid at the time and in the form specified for such event in Section 5 and Section 6 below.

3.2.7 Form of Payment. An Active Participant shall, at the time of the Deferral Election, elect whether to receive his or her Account following a Separation from Service on or after his or her Seniority Date in a single lump sum or in installments over a term not to exceed ten years. For all other payment events, the Participant's Account shall be paid in a single lump sum pursuant to Sections 5 and 6.

### 3.3 Employer Contributions.

#### 3.3.1. Matching Contributions.

An Active Participant shall be eligible to earn matching contributions under this Plan. Matching contributions will only be made on elective deferrals of Eligible Compensation made to this Plan. Notwithstanding the foregoing, if a Participant contributes to both this

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Plan and a 401(k) plan sponsored by an Employer in the same Plan Year and receives a matching contribution under the 401(k) plan, the Participant is not eligible to receive a matching contribution under this Plan for that Plan Year.

The Company will determine in its sole discretion each year whether a match will be made for a Plan Year, which classes of Participants will be eligible to earn a match and the amount of any such match. Matching contribution formulas can be different for different classes of employees, and different for employees of the Company versus employees of certain affiliates of the Company. Matching contributions shall be 100% vested when made.

### 3.3.2 Discretionary Employer Contributions

Each Employer may, in its sole discretion, from time to time award one or more Active Participants additional credits to their Accounts. Which Active Participants shall receive such an award, the amount of such an award, and the vesting schedule, if any, that is applicable to the award, are determined by the Employer making the award in its sole discretion. An Employer that chooses to make an employer contribution award need not (i) give an award to each Active Participant it employs, or (ii) award the same dollar amount or percentage of Eligible Compensation to each Active Participant receiving an award.

### 3.3.3 Form and Time of Payment of Employer Contributions .

A Participant's elections for a distribution on a specified date and for a distribution following a Separation from Service after attaining his or her Seniority Date shall also apply to employer contributions made for the same Plan Year. For example, if a Participant elected to defer 25% of his or her Eligible Compensation earned in 2011 and to receive such amount (plus deemed investment earnings and gains and minus deemed losses and expenses on such amount) on January 1, 2015, employer contributions made for 2011 would also be distributed on January 1, 2015.

3.4 FICA Taxes . Amounts due for FICA taxes and other similar taxes and fees on the elected deferrals or employer contributions will be withheld from the Participant's remaining salary and bonuses.

3.5 Cancellation Due to Unforeseeable Emergency . A Participant may elect to cancel the Participant's Deferral Election due to an unforeseeable emergency. The Deferral Election must be cancelled, not merely postponed or otherwise delayed. Any subsequent Deferral Election will be subject to the provisions governing initial deferral elections. For this purposes, an “unforeseeable emergency” means an unforeseeable emergency as defined in Section 7.1.1.

## **SECTION 4**

### **DEFERRED COMPENSATION ACCOUNT**

4.1. Account . Each Participant shall have an Account in this Plan. Amounts withheld by the Employer pursuant to Section 3.2 or otherwise credited pursuant to Section 3.3 shall be credited to the Participant's Account as of a date determined by the Committee. A Participant's “Account balance” shall be all amounts credited to the Participant's Account under this Section 4.1 plus any adjustments made under Section 4.2. A Participant's Account shall be 100% vested and nonforfeitable at all times.

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4.2. Deemed Investment Return; Expenses. From time to time, the Committee in its sole and exclusive discretion shall designate the investment funds that will be available to Participants as deemed investment options under the Plan (“investment funds”).

Participants' Accounts will be credited with investment earnings and gains and debited with investment losses and expenses based upon the performance of the investment funds into which they elect to have their Accounts deemed invested and any deemed expenses which are charged to the Accounts. The Committee may change the funds that are investment funds at any time in its sole discretion by designating new funds as investment funds and removing existing funds from the list of investment funds. The Company is not required to actually invest any money in the investment funds, but instead the investment funds are merely used to calculate the deemed investment returns to be credited and debited to a Participant's Account from time to time by multiplying the rate of investment return in the Participant's investment funds against the Participant's Account balance. If the Company does invest its assets in one or more of the investment funds, such investments shall be owned solely by the Company and neither the Participant nor his or her beneficiary shall have any interest in or claim against such investments. The Committee shall decide in its sole discretion how often Participants' Accounts will be adjusted to reflect the investment results of the investment funds and any deemed expenses charged to the Accounts, and the method of applying the investment performance of the investment funds and the deemed expenses against Account balances.

## SECTION 5

### PAYMENT AMOUNT, TIME AND MANNER OF PAYMENT

5.1. Specified Date Accounts. If a Participant has elected a specified date, pursuant to Section 3.2.1, the Participant's Specified Date Account shall be distributed or begin to be distributed on the specified date in the form elected by the Participant.

5.2. Payment Events. A Participant's Account shall mature and be payable on the earliest to occur of the following events:

- (a) the Participant's death;
- (b) the Participant's Disability;
- (c) the Participant's Separation from Service prior to the Participant's Seniority Date; provided however that in the case of any Specified Employee, the distribution may not be made before the date which is 6 months after the date of the Participant's Separation from Service (or, if earlier, the date of death or Disability of the Participant). A “Specified Employee” is a key employee (as defined in Code section 416(i) without regard to paragraph (5) thereof) of the Company or any affiliate thereof, if the stock of the Company is publicly traded on an established securities market or otherwise. “Specified Employee” shall be construed in a manner consistent with Code Section 409A(a)(2)(B)(i) and the Treasury Regulations thereunder and applicable IRS guidance; or
- (d) a Change of Control (if elected by the Participant in his or her Deferral Election).

5.3. Form of Payment. Distribution of the Participant's Account due pursuant to a payment event described in Section 5.2 (less applicable tax withholdings) will be made in one cash lump sum within

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30 days after the Participant's Account matures. If a Participant's Separation from Service occurs after the Participant has attained his or her Seniority Date and the Participant's Account exceeds \$5,000, the Participant's Account shall be paid in a single lump sum or installments shall commence within 30 days after the Separation from Service in accordance with the Participant's specified date election made at the time of the Deferral Election. If a Participant's Separation from Service occurs after the Participant has attained his or her Seniority Date but the Participant's vested Account balance is \$5,000 or less, his or her vested Account Balance shall be distributed in a single lump sum within 30 days after the Separation from Service.

5.4. Withholding . The Company may withhold from any payments under Sections 5, 6 or 7 of this Plan any deductions required by law.

5.5. Payment by Employing Entity . A Participant's Payment Amount shall be payable by the Employer for whom the Participant was most recently employed when the Account matured.

## SECTION 6

### DEATH OR DISABILITY

6.1. Payment . A Participant's Payment Amount payable on the Participant's death or disability are subject to the following provisions:

6.2. Death . On death, the Payment Amount shall be paid by single cash lump sum to the Beneficiary within 30 days after the Participant's death.

6.3. Beneficiaries . An amount payable on death of a Participant shall be paid to the Participant's surviving Beneficiary or Beneficiaries or, if there are none, to the Participant's estate.

6.4. Beneficiary Designation . A Participant shall submit to the Company upon first becoming a Participant and at such other times as the Participant desires, on a form provided by the Committee, a written designation of the beneficiary or beneficiaries to whom payment of the Participant's vested Account under the Plan shall be made in the event of the Participant's death. Beneficiary designations shall become effective only when received by the Company. Beneficiary designations first received by the Company after the Participant's death, and any designations in effect at the time a valid subsequent designation is received by the Company, shall be invalid and have no effect.

6.5. Disability . The Payment Amount shall be paid by a single cash lump sum to the Participant within 30 days after the date the Committee determines the Participant has incurred a Disability.

## SECTION 7

### WITHDRAWALS

7.1 Distributions for Unforeseeable Emergencies . A Participant may request a distribution of amounts from the vested Account balance before his or her Account has matured in the event the Participant has an unforeseeable emergency, subject to the limitations set forth herein:

7.1.1. "Unforeseeable emergency" means a severe financial hardship to the Participant resulting from an illness or accident of the Participant, the Participant's spouse, or a dependent ( ~~as~~ defined in section 152(a) of the Code) of the Participant, loss of the Participant's property due to

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casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant.

7.1.2. A Participant who receives a distribution due to an unforeseeable emergency pursuant to this Section shall have any Deferral Election that is in effect under this Plan for the Plan Year in which the distribution is received cancelled for the remainder of the Plan Year.

7.1.3. The amounts distributed with respect to an emergency shall not exceed the amounts necessary to satisfy such emergency plus amounts necessary to pay taxes reasonably anticipated as a result of the distribution, after taking into account the extent to which such hardship is or may be relieved through reimbursement or compensation by insurance or otherwise or by liquidation of the Participant's assets (to the extent the liquidation of such assets would not itself cause severe financial hardship), and the fact that any Deferral Election in effect for the Participant for the Plan Year in which the distribution for the unforeseeable emergency will be made will be cancelled for the remainder of such Plan Year.

7.1.4. The Committee shall establish guidelines and procedures for implementing withdrawals consistent with Code Section 409A(a)(2)(B)(ii) and the Treasury Regulations thereunder and any applicable IRS guidance. An application shall be written, be signed by the Participant and include a statement of facts causing the unforeseeable emergency and any other facts required by the Committee.

7.1.5. The withdrawal amount and date shall be fixed by the Committee. The Committee may require a minimum advance notice and may limit the amount, time and frequency of withdrawals.

The foregoing shall be construed in a manner consistent with Code Section 409A(a)(2)(B)(ii) and the Treasury Regulations thereunder and applicable IRS guidance.

## **SECTION 8**

### **AMENDMENT; TERMINATION**

8.1. Amendment and Termination. The Plan may be amended or terminated at any time through action by the Board or by the Committee; provided, however, that no amendment, discontinuance or termination of the Plan will, without the consent of any persons affected thereby, alter or impair the rights of any Participant or Beneficiary accrued prior to such amendment, discontinuance, or termination. No amendment, discontinuance or termination of the Plan shall affect or otherwise accelerate the timing, form and manner of benefits payments of Account balances in existence as of the date such amendment, discontinuance or termination is adopted by the Board or Committee, but instead such payments shall occur in accordance with the terms of the Plan in effect at the time such resolution is adopted. Freezing or terminating this Plan shall not cause the vesting of Account balances under this Plan to be accelerated unless the amendment expressly states that vesting shall be accelerated.

8.2. Payment. If the Internal Revenue Service issues a final ruling that any amounts deferred or otherwise credited under this Plan will be subject to current income tax due to a failure to comply with Code Section 409A, all amounts to which the ruling is applicable shall be paid to the Participants within 30 days after such final ruling.

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## SECTION 9

### CLAIMS PROCEDURE

9.1. Initial Claim. Any person ("Claimant") claiming a benefit or requesting an interpretation, ruling or information under the Plan shall present the request in writing to the Committee. The Committee may, in its discretion and at any stage of the claims process, hold one or more hearings. The Claimant may, at the Claimant's own expense, have an attorney or other representative act on the Claimant's behalf; provided that a written authorization is presented to the Committee.

9.2. Timing of Initial Decision. Within 90 days after the Claimant delivers the claim (45 days in the case of a claim based upon Disability), the Claimant will receive either: (a) a decision; or (b) a notice for extension describing special circumstances requiring additional time to process the claim (up to 180 days from the day the Claimant delivered the claim or, in the case of a claim based upon Disability, up to two 30-day extensions for a total maximum processing time of 105 days from the day the Claimant delivered the claim). Any notice for extension will describe the special circumstances (such as the need to hold a hearing) requiring more time and the date by which the Committee expects to render a decision.

9.3. Content of Initial Decision. If the Claimant's claim is denied in whole or in part, the Claimant will receive a written notice specifying: (a) the reasons for the denial; (b) the Plan provisions on which the denial is based; (c) any additional information needed from the Claimant in connection with the claim and the reason such information is needed; and (d) an explanation of the claims review procedure and the applicable time limits, including a statement of the claimant's right to bring a civil action under ERISA Section 502(a) following an adverse benefit determination on appeal. The time limits for making a decision on the Claimant's claim will be frozen until any necessary additional information is received by the Committee.

9.4. Appeal. To appeal a benefit claim decision, the Claimant must deliver the Claimant's written request for review to the Committee within 60 days (180 days for the denial of a claim based upon Disability) of the date the Claimant received the initial claim denial. The Claimant's written request for review may (but is not required to) include issues, comments, documents, and other records the Claimant wants considered in the review. All the information the Claimant submits will be taken into account on appeal, even if it was not reviewed as part of the initial decision. The Claimant may ask to examine or receive free copies of all pertinent Plan documents, records, and other information relevant to the Claimant's claim by asking the Committee. If the Claimant fails to deliver the written request for review to the Committee within 60 days (180 days for a Disability claim) of the date the Claimant received the initial claim denial, the Claimant shall forever forfeit his or her right to appeal the claim either to the Committee or to a court.

9.5. Timing of Decision Upon Appeal. Within 60 days (45 days for a claim based upon Disability) after the Claimant delivers the request for review, the Claimant will receive either: (a) a decision; or (b) a notice for extension describing special circumstances requiring additional time to process the Claimant's claim (up to 120 days from the day the Claimant delivered the request for review or, in the case of a claim based upon Disability, up to 90 days from the day the Claimant delivered the request for review). Any notice for extension will describe the special circumstances (such as the need to hold a hearing) requiring more time and the date by which the Committee expects to render a decision on appeal.

9.6. Content of Decision Upon Appeal. The decision on the Claimant's appeal will be in writing and will specify: (a) the reasons for the decision; (b) the Plan provisions on which the decision is based; and (c) any documents, records or other information relevant to the Claimant's claim.

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9.7. Final Decision. All decisions on appeal are final and binding on all parties.

## SECTION 10

### GENERAL PROVISIONS

10.1. Attorneys' Fees. If a suit or action is instituted to enforce any rights under this Plan, the prevailing party may recover from the other party reasonable attorneys' fees at trial and on any court appeal.

10.2. Notices. Any notice under this Plan shall be in writing and shall be effective when actually delivered or, if mailed, when deposited as first class mail postage prepaid. Mail shall be directed to the Company at the address stated in this Plan, to the Participant's last known home address shown in the Company's records, or to such other address as a party may specify by notice to the other parties. Notices to an Employer or the Committee shall be sent to the Company's address.

10.3. Nontransferability. The rights of a Participant under this Plan are personal. Except for the limited provisions of Section 6, no interest of a Participant or one claiming through a Participant may be directly or indirectly assigned, alienated, pledged, transferred or encumbered and no such interest shall be subject to seizure by legal process, attachment, garnishment, execution following judgment or in any other way subjected to the claims of any creditor. The foregoing limitation precludes, among other things, a Participant who is getting (or has gotten) a divorce from transferring any portion of his or her interest under this Plan to his or her spouse or ex-spouse (except by naming the spouse or ex-spouse as a Beneficiary pursuant to Section 6).

10.4. Not an Employment Contract. This Plan is not and shall not be deemed to constitute a contract of employment between the Company and any employee or other person, nor shall anything herein contained be deemed to give any employee or other person any right to be retained in the Company's employ or in any way limit or restrict the Company's right or power to discharge any employee or other person at any time and to treat him without regard to the effect which such treatment might have upon the employee as a Participant in the Plan.

10.5. Successors. Amounts payable under this Plan shall be an obligation of the Employer and successors of the Employer and shall constitute mere unfunded, unsecured promises by the Employer to pay cash compensation to the Participants. The Company and its affiliates that constitute the Employer shall be jointly and severally liable for benefit payments to Participants under this Plan. In the event a Participant's employer becomes insolvent, a Participant may bring a claim for benefits under this Plan against the Company or any affiliate of the Company that is an Employer under this Plan.

10.6. Incompetence. The Committee may decide that because of the mental or physical condition of a person entitled to payments, or because of other relevant factors, it is in the person's best interest to make payments to others for the benefit of the person entitled to payment. In that event, the Committee may in its discretion direct those payments to be made as follows:

- (a) To a parent or spouse or a child of legal age;
  - (b) To a legal guardian; or
  - (c) To one furnishing maintenance, support, or hospitalization.
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10.7. Governing Law. Except to the extent that federal law is controlling the Plan shall be construed and entered in accordance with and governed by the laws of the State of Washington. Invalidation of any one of the provisions of the Plan for any reason shall in no way affect the other provisions hereof, and all such other provisions shall remain in full force and effect.

10.8. Unsecured General Creditor. Any amount allocated to a Participant's Account balance under this Plan shall be an unfunded, unsecured promise of the Employer to make payments in the future. Participants and their beneficiaries, heirs, successors and assigns shall have no legal or equitable rights, interest or claims in any property or assets of the Employer or any affiliate thereof. Any and all of the Employer's assets shall be, and remain, the general, unpledged, unrestricted assets of the Employer. One or more of the entities constituting the Employer may choose (but are not required) to contribute assets to a rabbi trust, the assets of which will be subject to the claims of such entity's creditors in the event of insolvency. The Employer may, but shall not be required to, establish a reserve of assets to provide funds for payments under this Plan. Establishing a reserve or rabbi trust shall have no effect on the operation of this Plan or upon the status of Participants as unsecured general creditors of the Employer. Rights to payments will not be limited to assets held in any reserve or rabbi trust.

10.9. Effective Date. This amended and restated Plan shall be effective December 1, 2012.

TRUEBLUE, INC.

Date Signed: November 14, 2012

By: /s/ Kimberly A. Cannon

Its: EVP, Chief Human Resource Officer

## CERTIFICATION

I, Steven C. Cooper, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of TrueBlue, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 29, 2013

/s/ Steven C. Cooper

Steven C. Cooper  
Chief Executive Officer  
(Principal Executive Officer)



## CERTIFICATION

I, Derrek L. Gafford, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of TrueBlue, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 29, 2013

/s/ Derrek L. Gafford

Derrek L. Gafford

Chief Financial Officer (Principal Executive Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

We, Steven C. Cooper, the chief executive officer of TrueBlue, Inc. (the “Company”), and Derrek L. Gafford, the chief financial officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Quarterly Report of the Company on Form 10-Q, for the fiscal period ended June 28, 2013 (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Steven C. Cooper

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Steven C. Cooper  
Chief Executive Officer  
(Principal Executive Officer)

/s/ Derrek L. Gafford

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Derrek L. Gafford  
Chief Financial Officer  
(Principal Financial Officer)

July 29, 2013

A signed original of this written statement required by Section 906 has been provided to TrueBlue, Inc. and will be retained by TrueBlue, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.