TrueBlue, Inc.
Form 10-Q
April 25, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended: March 25, 2016
or
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File Number: 001-14543

TrueBlue, Inc.
(Exact name of registrant as specified in its charter)

Washington	91-1287341
(State of incorporation)	(IRS Employer Identification No.)
1015 A Street, Tacoma, Washington	98402
(Address of principal executive offices)	(Zip Code)

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

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 ý 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 ý 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.
Large accelerated filer x 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 ý
As of April 11, 2016, there were 42,460,023 shares of the registrant's common stock outstanding.

TrueBlue, Inc.
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PART I. FINANCIAL INFORMATION
Item 1. FINANCIAL STATEMENTS
TRUEBLUE, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except par value data)
(unaudited)

	March 25, 2016	December 25, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	$21,888	$ 29,781
Accounts receivable, net of allowance for doubtful accounts of $4,939 and $5,902	325,297	461,476
Prepaid expenses, deposits and other current assets	24,924	23,553
Income tax receivable	13,584	28,155
Total current assets	385,693	542,965
Property and equipment, net	58,561	57,530
Restricted cash and investments	202,684	188,412
Goodwill	291,394	268,495
Intangible assets, net	183,629	153,859
Other assets, net	50,682	48,181
Total assets	$1,172,643	$ 1,259,442
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and other accrued expenses	$62,474	$ 69,727
Accrued wages and benefits	71,057	86,070
Current portion of workers' compensation claims reserve	66,325	69,308
Other current liabilities	2,598	2,871
Total current liabilities	202,454	227,976
Workers' compensation claims reserve, less current portion	203,686	196,972
Long-term debt, less current portion	163,653	243,397
Deferred income taxes, net	18,417	19,499
Other long-term liabilities	37,817	36,025
Total liabilities	626,027	723,869
Commitments and contingencies (Note 9)		
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; 42,415 and 42,024 shares issued and outstanding	1	1
Accumulated other comprehensive loss	(11,536)	(14,013)
Retained earnings	558,151	549,585
Total shareholders' equity	546,616	535,573
Total liabilities and shareholders' equity	$1,172,643	$ 1,259,442

See accompanying notes to consolidated financial statements

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TRUEBLUE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(in thousands, except per share data)
(unaudited)

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Revenue from services	$645,980	$573,315
Cost of services	495,468	443,479
Gross profit	150,512	129,836
Selling, general and administrative expenses	130,624	111,593
Depreciation and amortization	11,289	10,520
Income from operations	8,599	7,723
Interest expense	(1,969)	(1,166)
Interest and other income	950	632
Interest and other expense, net	(1,019)	(534)
Income before tax expense	7,580	7,189
Income tax expense	612	1,473
Net income	$6,968	$5,716
Net income per common share:		
Basic	$0.17	$0.14
Diluted	$0.17	$0.14
Weighted average shares outstanding:		
Basic	41,502	41,031
Diluted	41,798	41,362
Other comprehensive income (loss):		
Foreign currency translation adjustment, net of tax	$2,401	$(1,412)
Unrealized gain on investments, net of tax	76	167
Total other comprehensive income (loss), net of tax	2,477	(1,245)
Comprehensive income	$9,445	$4,471

See accompanying notes to consolidated financial statements

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

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Cash flows from operating activities:		
Net income	$6,968	$5,716
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	11,289	10,520
Provision for doubtful accounts	1,308	1,745
Stock-based compensation	3,179	3,389
Deferred income taxes	(1,083)	(299)
Other operating activities	1,014	(316)
Changes in operating assets and liabilities:		
Accounts receivable	147,067	67,411
Income tax receivable	14,742	943
Other assets	(3,668)	4,496
Accounts payable and other accrued expenses	(9,681)	4,369
Accrued wages and benefits	(16,153)	(3,999)
Workers' compensation claims reserve	3,731	159
Other liabilities	1,792	1,626
Net cash provided by operating activities	160,505	95,760
Cash flows from investing activities:		
Capital expenditures	(3,876)	(3,458)
Acquisition of business	(72,000)	—
Sales and maturities of marketable securities	—	1,500
Change in restricted cash and cash equivalents	(3,592)	(8,215)
Purchases of restricted investments	(11,222)	—
Maturities of restricted investments	3,164	4,288
Net cash used in investing activities	(87,526)	(5,885)
Cash flows from financing activities:		
Net proceeds from stock option exercises and employee stock purchase plans	477	411
Common stock repurchases for taxes upon vesting of restricted stock	(2,229)	(3,026)
Net change in revolving credit facility	(78,988)	(88,000)
Payments on debt and other liabilities	(756)	(566)
Other	171	865
Net cash used in financing activities	(81,325)	(90,316)
Effect of exchange rate changes on cash and cash equivalents	453	(1,446)
Net change in cash and cash equivalents	(7,893)	(1,887)
CASH AND CASH EQUIVALENTS, beginning of period	29,781	19,666
CASH AND CASH EQUIVALENTS, end of period	$21,888	$17,779

See accompanying notes to consolidated financial statements

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TRUEBLUE, INC.
Notes to Consolidated Financial Statements
NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
Financial statement preparation

The accompanying unaudited consolidated financial statements (“financial statements”) of TrueBlue, Inc. (the "Company," "we," "us," "our," and "TrueBlue") are prepared in accordance with U.S. generally accepted accounting principles ("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 25, 2015. The results of operations for the thirteen weeks ended March 25, 2016 are not necessarily indicative of the results expected for the full fiscal year or for any other fiscal period.

Recently adopted accounting standards

Effective December 26, 2015, we early adopted the accounting standard that simplified the balance sheet disclosure of deferred income taxes retrospectively to all periods presented. This guidance requires deferred tax liabilities and assets to be classified as non-current in the Consolidated Balance Sheets. The guidance is effective for annual periods beginning after December 15, 2016, and may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. Early adoption is permitted. The adoption of this standard did not have a material impact to our financial statements.

Recently issued accounting pronouncements not yet adopted

In March 2016, the Financial Accounting Standards Board ("FASB") issued guidance to improve employee share-based payment accounting. The simplifications impact several aspects, including the income tax consequences, classification of awards as equity or liabilities, and classification within the statement of cash flows. This guidance is effective for annual and interim periods beginning after December 15, 2016 (Q1 2017 for TrueBlue), and early adoption is permitted. We plan to adopt the guidance on the effective date. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In February 2016, the FASB issued guidance on lease accounting. The new guidance will continue to classify leases as either finance or operating and will result in the lessee recognizing a right-of-use asset and a corresponding lease liability on its balance sheet, with classification affecting the pattern of expense recognition in the statement of income. This guidance is effective for annual and interim periods beginning after December 15, 2018 (Q1 2019 for TrueBlue), and early adoption is permitted. A modified retrospective approach is required for all leases existing or entered into after the beginning of the earliest comparative period in the consolidated financial statements. We plan to adopt the guidance on the effective date. We are currently evaluating the impact of this guidance on our consolidated financial statements and expect that a majority of our operating lease commitments will be recognized on our consolidated balance sheets as operating lease liabilities and right-of-use assets upon adoption.

In January 2016, the FASB issued guidance on the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. The guidance is effective

for annual periods beginning after December 15, 2017 (Q1 2018 for TrueBlue), including interim periods within that annual period. Early adoption of the amendments in the guidance is not permitted, with limited exceptions, and should be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. We plan to adopt the guidance on the effective date. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In May 2014, the FASB issued guidance outlining a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers that supersedes most current revenue recognition guidance. This guidance requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also requires enhanced disclosures, including revenue recognition policies to identify performance obligations to customers and significant judgments in measurement and recognition. The guidance also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue

Notes to Consolidated Financial Statements—(Continued)

and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The guidance provides two methods of initial adoption: retrospective for all periods presented, or through a cumulative adjustment in the year of adoption. In March 2016, the FASB issued additional guidance providing clarification on principal versus agent considerations included within the new revenue recognition guidance. The effective date is for annual periods beginning after December 15, 2017 (Q1 2018 for TrueBlue), including interim periods within those annual periods. We have not yet determined which method of adoption will be applied and are currently evaluating the impact that this guidance will have on our consolidated financial statements.

NOTE 2: ACQUISITIONS

2016 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 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. 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 January 4, 2016, we acquired certain assets and assumed certain liabilities of the recruitment process outsourcings ("RPO") business of Aon Hewitt for a cash purchase price of $72.0 million, subject to a working capital adjustment. We amended our existing credit facility to temporarily increase the borrowing capacity by $30.0 million, which was used to fund the acquisition. . The RPO business of Aon Hewitt broadens our PeopleScout RPO services and will be fully integrated into our PeopleScout RPO service line, which is part of our Managed Services reportable segment.

We incurred acquisition and integration-related costs of $1.1 million in connection with the acquisition of the RPO business of Aon Hewitt, which are included in Selling, general and administrative expenses in the Consolidated Statements of Operations and Comprehensive Income and cash flows from operating activities on the Consolidated Statements of Cash Flows for the thirteen weeks ended March 25, 2016.

The purchase price allocation for this acquisition as set forth in the table below reflects various preliminary fair value estimates and analysis, including work performed by third-party valuation specialists, which are subject to change within the measurement period as valuations are finalized. The primary areas of the preliminary purchase price allocation that are not yet finalized relate to the fair values of intangible assets acquired and residual goodwill. We expect to continue to obtain information to assist in determining the fair value of the net assets acquired at the acquisition date during the measurement period, and expect to complete our purchase accounting during the second quarter of fiscal 2016.

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Notes to Consolidated Financial Statements—(Continued)

The following table reflects our preliminary allocation of the purchase price (in thousands):

	Purchase Price Allocation
Cash purchase price	$ 72,000
Purchase price allocated as follows:	
Accounts receivable	$ 12,198
Prepaid expenses, deposits and other current assets	203
Customer relationships	34,500
Technologies	400
Total assets acquired	47,301
Accrued wages and benefits	1,172
Other long-term liabilities	128
Total liabilities assumed	1,300
Net identifiable assets acquired	46,001
Goodwill (1)	25,999
Total consideration allocated	$ 72,000

(1) Goodwill represents the expected synergies with our existing business, the acquired assembled workforce, potential new customers, and future cash flows after the acquisition of the RPO business of Aon Hewitt. Goodwill is deductible for income tax purposes over 15 years as of January 4, 2016.

Intangibles assets include identifiable intangible assets for customer relationships and developed technologies. We estimated the fair value of the acquired identifiable intangible assets, which are subject to amortization, using the income approach for customer relationships and the cost approach for developed technologies. 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 January 4, 2016 (in thousands, except for estimated useful lives, in years):

	Estimated Fair Value	Estimated Useful Lives in Years
Customer relationships	$ 34,500	9.0
Technologies	400	3.0
Total acquired identifiable intangible assets	$ 34,900	

The acquired assets and liabilities assumed of the RPO business of Aon Hewitt are included in our Consolidated Balance Sheets as of March 25, 2016, 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 for the period from January 4, 2016 to March 25, 2016.

The amount of revenue from the RPO business of Aon Hewitt included in our Consolidated Statements of Operations and Comprehensive Income was $16.0 million for the period from the acquisition date to March 25, 2016. The acquired operations were substantially integrated with our existing PeopleScout operations. The nature of the customers and the services provided by PeopleScout and the former RPO business of Aon Hewitt are substantially the same. We competed in the marketplace for the same customers, candidates, and recruiters. Accordingly, subsequent to

merging our operations, it is not possible to segregate and to reasonably estimate the operating expenses related exclusively to the former RPO business of Aon Hewitt.

The acquisition of the RPO business of Aon Hewitt was not material to our consolidated results of operations and as such, pro forma financial information was not required.

2015 Acquisition

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Notes to Consolidated Financial Statements—(Continued)

Effective December 1, 2015, we acquired SIMOS Insourcing Solutions Corporation ("SIMOS"), an Atlanta-based provider of on-premise workforce management solutions for a cash purchase price of $66.6 million, net of the final working capital adjustment, which was funded by our existing credit facility. An additional cash payment between zero and $22.5 million of contingent consideration is payable in mid-2017, depending on SIMOS achieving a fiscal 2016 earnings before interest, taxes, depreciation and amortization target ("EBITDA target"). Actual results must be in excess of 87.5% of the EBITDA target before any amounts are earned. The final undiscounted fair value of the contingent consideration as of the acquisition date was determined to be $21.1 million. Using a risk adjusted weighted average cost of capital of 10.0%, the present value of the contingent consideration was estimated to be $18.3 million, as of the acquisition date. The contingent consideration liability was based on a probability weighted fair value measurement using unobservable inputs (Level 3) which rely on management's estimates of assumptions that market participants would use in pricing the liability. The valuation is judgmental in nature and involves the use of significant estimates and assumptions in forecasting fiscal 2016 results. SIMOS broadens our Staff Management on-premise contingent staffing solution, which is part of our Staffing Services reportable segment.

The following table reflects our final allocation of the purchase price (in thousands):

	Purchase Price Allocation
Purchase price:	
Cash purchase price, net of working capital adjustment	$ 66,603
Contingent consideration (2)	18,300
Total consideration	$ 84,903
Purchase price allocated as follows:	
Accounts receivable (1)	$ 19,207
Prepaid expenses, deposits and other current assets	461
Property and equipment	464
Customer relationships (2)	39,000
Trade name/trademarks	800
Technologies	100
Restricted cash (2)	4,277
Other non-current assets	2,439
Total assets acquired	66,748
Accounts payable and other accrued expenses	3,741
Accrued wages and benefits	4,075
Workers' compensation liability	8,520
Total liabilities assumed	16,336
Net identifiable assets acquired	50,412
Goodwill (3)	34,491
Total consideration allocated	$ 84,903

(1) The gross contractual amount of accounts receivable was $19.3 million of which $0.1 million was estimated to be uncollectible.

(2) The preliminary valuation of customer relationships was increased by $0.6 million and contingent consideration decreased by $1.0 million as a result of our final valuation. The preliminary purchase price allocation for restricted

cash was increased by $3.0 million for confirmation of cash held by third-party administrators for payment of workers' compensation claims.

(3) Goodwill represents the expected synergies with our existing business, the acquired assembled workforce, potential new customers, and future cash flows after the acquisition of SIMOS. Goodwill is deductible for income tax purposes over 15 years as of December 1, 2015.

Intangible assets include identifiable intangible assets for customer relationships, trade name/trademarks, and developed technologies. We estimated the fair value of the acquired identifiable intangible assets, which are subject to amortization, using the income approach for customer relationships and trade name/trademarks, and the cost approach for developed technologies.

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Notes to Consolidated Financial Statements—(Continued)

The following table sets forth the components of identifiable intangible assets and their estimated useful lives as of December 1, 2015 (in thousands):

	Estimated Fair Value	Estimated Useful Lives in Years
Customer relationships	$ 39,000	9.0
Trade name/trademarks	800	3.0
Technologies	100	2.0
Total acquired identifiable intangible assets	$ 39,900	

The amount of revenue and income from operations of SIMOS included in our Consolidated Statements of Operations and Comprehensive Income were $36.1 million and $1.9 million, respectively, for the thirteen weeks ended March 25, 2016. SIMOS income from operations includes $1.1 million of amortization expense for finite-lived intangibles assets for the thirteen weeks ended March 25, 2016.

NOTE 3: FAIR VALUE MEASUREMENT

Our assets and liabilities measured at fair value on a recurring basis consisted of the following (in thousands):

	March 25, 2016			
	Total Fair Value	Level 1	Level 2	Level 3
Financial assets:				
Cash and cash equivalents (1)	$21,888	$21,888	$ —	$ —
Restricted cash and cash equivalents (1)	54,537	54,537	—	—
Other restricted assets (2)	13,874	13,874	—	—
Restricted investments classified as held-to-maturity	136,843	—	136,843	—
Financial liabilities:				
Contingent consideration (3)	18,900	—	—	18,900

	December 25, 2015			
	Total Fair Value	Level 1	Level 2	Level 3
Financial assets:				
Cash and cash equivalents (1)	$29,781	$29,781	$ —	$ —
Restricted cash and cash equivalents (1)	49,680	49,680	—	—
Other restricted assets (2)	11,944	11,944	—	—
Restricted investments classified as held to maturity	128,245	—	128,245	—
Financial liabilities:				
Contingent consideration (3)	19,300	—	—	19,300

(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 assets primarily consist of deferred compensation plan accounts, which are comprised of mutual funds classified as available-for-sale securities.

(3) The estimated fair value of the contingent consideration associated with the acquisition of SIMOS, which was estimated using a probability-adjusted discounted cash flow model. Refer to Note 2: Acquisitions for further details

regarding the SIMOS acquisition.

The following table presents the change in the estimated fair value of our liability for contingent consideration measured using significant unobservable inputs (Level 3) for the thirteen weeks ended March 25, 2016, as follows (in thousands):

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Notes to Consolidated Financial Statements—(Continued)

Fair value measurement at beginning of period	$19,300
Contingent consideration liability adjustment recorded for final purchase price valuation	(1,000)
Amortization of present value discount	600
Fair value measurement at end of period	$18,900

Our estimated liability for contingent consideration represents potential payments of additional consideration for the acquisition of SIMOS, which is payable if certain defined performance goals are achieved. Changes in the fair value of the contingent consideration are recorded in the Consolidated Statements of Operations and Comprehensive Income within selling, general and administrative expenses. Amortization of the present value discount is recorded in the Consolidated Statements of Operations and Comprehensive Income within interest expense. As of March 25, 2016, the contingent consideration liability is included within Other long-term liabilities on the Consolidated Balance Sheets.

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 municipal debt securities, corporate debt securities, and asset-backed securities. The majority of our collateral obligations are held in a trust at the Bank of New York Mellon ("Trust"). Our investments have not resulted in any other-than-temporary impairments.

The following is a summary of our restricted cash and investments (in thousands):

	March 25, 2016	December 25, 2015
Cash collateral held by insurance carriers	$26,532	$ 23,634
Cash and cash equivalents held in Trust	28,005	26,046
Investments held in Trust	134,273	126,788
Other (1)	13,874	11,944
Total restricted cash and investments	$202,684	$ 188,412

(1) Primarily consists of deferred compensation plan accounts, which are comprised of mutual funds classified as available-for-sale securities.

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

	March 25, 2016			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
Municipal debt securities	$65,967	$ 1,702	$ —	$67,669
Corporate debt securities	60,570	842	(57)	61,355
Agency mortgage-backed securities	7,736	85	(2)	7,819
	$134,273	$ 2,629	$ (59)	$136,843

	December 25, 2015			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
Municipal debt securities	$67,948	$ 1,345	$ (4)	$69,289
Corporate debt securities	50,462	226	(152)	50,536
Agency mortgage-backed securities	8,378	73	(31)	8,420

$126,788	$ 1,644	$ (187)	$128,245

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Notes to Consolidated Financial Statements—(Continued)

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

	March 25, 2016	
	Amortized Cost	Fair Value
Due in one year or less	$10,863	$10,897
Due after one year through five years	61,575	62,277
Due after five years through ten years	61,835	63,669
	$134,273	$136,843

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. We have no significant concentrations of counterparties in our held-to-maturity investment portfolio.

NOTE 5: PROPERTY AND EQUIPMENT, NET

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

	March 25, 2016	December 25, 2015
Buildings and land	$32,765	$ 32,258
Computers and software	127,703	126,003
Furniture and equipment	11,874	12,362
Construction in progress	8,297	4,757
	180,639	175,380
Less accumulated depreciation	(122,078)	(117,850)
	$58,561	$ 57,530

Capitalized software costs, net of accumulated depreciation, were $21.5 million and $24.6 million as of March 25, 2016 and December 25, 2015, 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 $5.2 million and $5.4 million for the thirteen weeks ended March 25, 2016 and March 27, 2015, respectively.

NOTE 6: GOODWILL AND INTANGIBLE ASSETS

Goodwill

The following table reflects goodwill at March 25, 2016 and December 25, 2015 (in thousands):

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Notes to Consolidated Financial Statements—(Continued)

	Staffing Services	Managed Services	Total Company
Balance at December 25, 2015			
Goodwill before impairment	$210,281	$104,424	$314,705
Accumulated impairment loss	(46,210)	—	(46,210)
Goodwill, net	164,071	104,424	268,495
Adjusted goodwill (1)	(4,611)	—	(4,611)
Acquired goodwill (2)	—	25,999	25,999
Other (3)	—	1,511	1,511
Balance at March 25, 2016			
Goodwill before impairment	205,670	131,934	337,604
Accumulated impairment loss	(46,210)	—	(46,210)
Goodwill, net	$159,460	$131,934	$291,394

(1) Effective December 1, 2015, we acquired SIMOS. The goodwill associated with the acquisition has been adjusted based on our final purchase price allocation. For additional information see Note 2: Acquisitions.
(2) Effective January 4, 2016, we acquired the RPO business of Aon Hewitt, which will be fully integrated into our PeopleScout RPO service line, and is part of our Managed Services reportable segment.Accordingly, the goodwill associated with the acquisition has been assigned to our Managed Services reportable segment based on our preliminary purchase price allocation. For additional information see Note 2: Acquisitions.
(3) Other is comprised of changes in the goodwill balance as a result of foreign currency translation.

Intangible assets

The following table presents our purchased finite-lived intangible assets (in thousands):

	March 25, 2016			December 25, 2015		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Finite-lived intangible assets (1):						
Customer relationships	$196,649	$ (41,774)	$154,875	$161,376	$ (36,846)	$124,530
Trade names/trademarks	10,888	(4,109)	6,779	5,179	(3,447)	1,732
Non-compete agreements	1,800	(1,267)	533	1,800	(1,177)	623
Technologies	17,933	(6,991)	10,942	17,310	(6,536)	10,774
Total finite-lived intangible assets	$227,270	$ (54,141)	$173,129	$185,665	$ (48,006)	$137,659

(1) Excludes assets that are fully amortized.

Finite-lived intangible assets include customer relationships and technologies of $34.5 million and $0.4 million, respectively, based on our preliminary purchase price allocation relating to our acquisition of the RPO business of Aon Hewitt. Refer to Note 2: Acquisitions, for additional information regarding this acquisition.

Amortization expense of our finite-lived intangible assets was $6.1 million and $5.2 million for the thirteen weeks ended March 25, 2016 and March 27, 2015, respectively.

Notes to Consolidated Financial Statements—(Continued)

The following table provides the estimated future amortization of finite-lived intangible assets as of March 25, 2016 (in thousands):

Remainder of 2016	$21,094
2017	25,665
2018	24,965
2019	20,364
2020	18,409
Thereafter	62,632
Total future amortization	$173,129

We also held indefinite-lived trade names/trademarks of $10.5 million and $16.2 million as of March 25, 2016 and December 25, 2015, respectively. Due to a realignment of our branch network, we have determined that certain trade names are no longer indefinite lived assets and have began amortizing these trade names over their estimated useful lives of 3 years commencing as of December 26, 2015.

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.

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 service line 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. The weighted average discount rate was 1.8% at March 25, 2016 and December 25, 2015. Payments made against self-insured claims are made over a weighted average period of approximately 5 years at March 25, 2016.

The table below presents a reconciliation of the undiscounted workers' compensation claims reserve to the discounted workers' compensation reserve for the periods presented as follows (in thousands):

	March 25, 2016	December 25, 2015
Undiscounted workers' compensation reserve	$288,234	$ 284,306
Less discount on workers' compensation reserve	18,223	18,026
Workers' compensation reserve, net of discount	270,011	266,280
Less current portion	66,325	69,308
Long-term portion	$203,686	$ 196,972

Payments made against self-insured claims were $18.9 million and $16.8 million for the thirteen weeks ended March 25, 2016 and March 27, 2015, respectively.

Our workers' compensation reserve includes estimated expenses related to claims above our self-insured 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. The claim payments are made and the corresponding reimbursements from our insurance carriers are received over an estimated weighted average period of approximately 16 years. The discounted workers' compensation reserve for excess claims was $51.9 million and $49.0

million as of March 25, 2016 and December 25, 2015, respectively. The discounted receivables from insurance companies, net of valuation allowance, were $48.0 million and $45.2 million as of March 25, 2016 and December 25, 2015, respectively, and are included in Other assets, net on the accompanying Consolidated Balance Sheets.

Notes to Consolidated Financial Statements—(Continued)

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 impacting benefits and settlement requirements;
- type and location of work performed;
- impact of safety initiatives; and
- positive or adverse development of claims.

Workers' compensation expense consists primarily of changes in self-insurance reserves net of changes in discount, monopolistic jurisdictions' premiums, insurance premiums, and other miscellaneous expenses. Workers' compensation expense of $24.1 million and $21.5 million was recorded in Cost of services for the thirteen weeks ended March 25, 2016 and March 27, 2015, respectively.

	March 25, 2016	December 25, 2015	
weighted average discount rate	Tagged in document	1.8	%

NOTE 8: LONG-TERM DEBT

The components of our borrowings were as follows (in thousands):

	March 25, 2016	December 25, 2015
Revolving Credit Facility	$ 139,098	$ 218,086
Term Loan	26,822	27,578
Total debt	165,920	245,664
Less current portion	2,267	2,267
Long-term debt, less current portion	$ 163,653	$ 243,397

Revolving credit facility

Effective June 30, 2014, we entered into a Second Amended and Restated Revolving Credit Agreement for a secured revolving credit facility of $300.0 million with Bank of America, N.A., Wells Fargo Bank, National Association, HSBC and PNC Capital Markets LLC ("Revolving Credit Facility") in connection with our acquisition of Seaton. The Revolving Credit Facility, which matures June 30, 2019, amended and restated our previous credit facility, and replaced the Seaton credit facility.

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 90% of our eligible billed accounts receivable, plus 85% of our eligible unbilled accounts receivable limited to 15% of all our eligible receivables, plus the value of our Tacoma headquarters office building. The real estate lending limit is $17.4 million, and is reduced quarterly by $0.4 million. As of

March 25, 2016, the Tacoma headquarters office building liquidation value totaled $14.8 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. Each borrowing has a stated maturity of 90 days or less. At March 25, 2016, $235.5 million was available under the Revolving Credit Facility, $139.1 million was utilized as a draw on the facility, and $4.8 million was utilized by outstanding standby letters of credit, leaving $91.6 million available for additional borrowings. The letters of credit are primarily used to collateralize a portion of our workers' compensation obligation.

On January 4, 2016, in connection with the acquisition of the RPO business of Aon Hewitt, we entered into a Third Amendment to our Second Amended and Restated Credit Agreement ("Amendment") dated June 30, 2014. The Amendment provides for a temporary $30.0 million increase to our existing $300.0 million revolving line of credit, for a total of $330.0 million. The temporary increase expires in $10.0 million increments on April 1, May 1, and June 1 of 2016.

The Amendment also reduced the minimum excess liquidity requirement from $37.5 million to $10.0 million, which increases to $19.3 million, $28.6 million, and $37.5 million on April 1, May 1, and June 1 of 2016, respectively. Excess liquidity is an amount equal to the unused borrowing capacity under the Revolving Credit Facility plus certain unrestricted cash, cash equivalents, and marketable securities. We are required to satisfy a fixed charge coverage ratio in the event we do not meet the excess liquidity requirement. The additional amount available to borrow at March 25, 2016 was $91.6 million and the amount of cash and cash equivalents under control agreements was $23.6 million, for a total of $115.3 million, which was well in excess of the $10.0 million

Notes to Consolidated Financial Statements—(Continued)

liquidity requirement in effect on March 25, 2016. 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) plus an applicable spread between 1.25% and 2.00%. Alternatively, at our option, we may pay interest based upon a base rate plus an applicable spread between 0.25% and 1.00%. The applicable spread is determined by certain liquidity to debt ratios. The base rate is the greater of the prime rate (as announced by Bank of America), the federal funds rate plus 0.50%, or the one-month LIBOR rate plus 1.00%. At March 25, 2016, the applicable spread on LIBOR was 1.50% and the applicable spread on the base rate was 0.5%. As of March 25, 2016, the weighted average interest rate on outstanding borrowings was 2.00%.

A fee of 0.375% is applied against the Revolving Credit Facility's unused borrowing capacity when utilization is less than 25%, or 0.25% when utilization is greater than or equal to 25%. 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 guaranteed by TrueBlue and material U.S. domestic subsidiaries, and are secured by a pledge of substantially all of the assets of TrueBlue and material U.S. domestic subsidiaries. The Revolving Credit Facility has variable rate interest and approximates fair value as of March 25, 2016 and December 25, 2015.

Term loan agreement

On February 4, 2013, we entered into an unsecured Term Loan Agreement ("Term Loan") with Synovus Bank in the principal amount of $34.0 million. The Term Loan has a five-year maturity with fixed monthly principal payments, which total $2.3 million annually based on a loan amortization term of 15 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 Term Loan by five consecutive one-year extensions. At March 25, 2016, the interest rate for the Term Loan was 1.94%.

At March 25, 2016 and December 25, 2015, the remaining balance of the Term Loan was $26.8 million and $27.6 million, respectively, of which $2.3 million is current and is included in Other current liabilities on our Consolidated Balance Sheets. The Term Loan has variable rate interest and approximates fair value as of March 25, 2016 and December 25, 2015.

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

NOTE 9: COMMITMENTS AND CONTINGENCIES

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.

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

	March 25, 2016	December 25, 2015
Cash collateral held by workers' compensation insurance carriers	$26,032	$ 23,133
Cash and cash equivalents held in Trust	28,005	26,046
Investments held in Trust	134,273	126,788
Letters of credit (1)	4,520	4,520
Surety bonds (2)	17,992	17,946
Total collateral commitments	$210,822	$ 198,433

(1) We have agreements with certain financial institutions to issue letters of credit as collateral.

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Notes to Consolidated Financial Statements—(Continued)

(2) Our surety bonds are issued by independent insurance companies on our behalf and bear annual fees based on a percentage of the bond, which are determined by each independent surety carrier. These fees 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 liabilities included in our financial statements reflect the probable loss that can be reasonably estimated. The resolution of those proceedings is not expected to have a material effect on our results of operations or financial condition.

NOTE 10: STOCK-BASED COMPENSATION

We record stock-based compensation expense for restricted and unrestricted stock awards, performance share units, stock options, and shares purchased under an employee stock purchase plan.

Our 2005 Long-Term Equity Incentive Plan, as amended and restated effective May 2013 ("Incentive Plan"), provides for the issuance or delivery of up to 7.95 million shares of our common stock over the full term of the Incentive Plan.

Restricted and unrestricted stock awards and performance share units

Under the Incentive Plan, restricted stock awards are granted to executive officers and key employees and vest annually over three or four years. Unrestricted stock awards granted to our Board of Directors vest 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. 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 one 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 awards and performance share units activity for the thirteen weeks ended March 25, 2016, was as follows (shares in thousands):

	Shares	Weighted-average grant-date price
Non-vested at beginning of period	1,218	$ 22.63
Granted	491	$ 21.01
Vested	(392)	$ 19.77
Forfeited	(35)	$ 18.33
Non-vested at the end of the period	1,282	$ 22.99

As of March 25, 2016, total unrecognized stock-based compensation expense related to non-vested restricted stock was approximately $13.8 million, which is estimated to be recognized over a weighted average period of 1.84 years.

As of March 25, 2016, total unrecognized stock-based compensation expense related to performance share units was approximately $5.4 million, which is estimated to be recognized over a weighted average period of 2.03 years.

Stock options

Our Incentive Plan 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. All of our stock options are vested and expire if not exercised within seven years from the date of grant. Stock option activity was de minimis for the thirteen weeks ended March 25, 2016.

Employee stock purchase plan

Our Employee Stock Purchase Plan (“ESPP”) reserves for purchase 1.0 million shares of common stock. The plan 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 85% of the lesser of the fair market value of shares on either the first day or the last day of each month. 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 thirteen weeks ended March 25, 2016 and March 27, 2015, participants purchased approximately 23,000 and 20,000 shares from the plan, for cash proceeds of $0.5 million and $0.4 million, respectively.

Stock-based compensation expense

Total stock-based compensation expense, which is included in Selling, general and administrative expenses on our Consolidated Statements of Operations and Comprehensive Income, was $3.2 million and $3.4 million for the thirteen weeks ended March 25, 2016 and March 27, 2015, respectively.

NOTE 11: DEFINED CONTRIBUTION PLANS

We offer both qualified and non-qualified defined contribution plans to eligible employees. Participating employees may elect to defer and contribute a portion of their eligible compensation. The plans offer discretionary matching contributions. The liability for the non-qualified plans was $14.4 million and $12.9 million as of March 25, 2016 and December 25, 2015, respectively. The current and non-current portion of the deferred compensation liability is included in Other current liabilities and Other long-term liabilities, respectively, on our Consolidated Balance Sheets, and is largely offset by restricted investments recorded in Restricted cash and investments on our Consolidated Balance Sheets.

NOTE 12: 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 are 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, tax credits, 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. Except as required under U.S. tax law, we do not provide for U.S. taxes on undistributed earnings of our foreign subsidiaries since we consider those earnings to be permanently invested outside of the U.S.

Our effective tax rate on earnings for the thirteen weeks ended March 25, 2016 was 8.1%. The principal difference between the statutory federal income tax rate of 35.0% and our effective income tax rate of 8.1% results from estimated 2016 federal Work Opportunity Tax Credit ("WOTC"). In December of 2015, WOTC was restored through 2019 as a result of the Protecting Americans from Tax Hikes Act of 2015. We also recognized $1.8 million of discrete tax benefits from prior year WOTC. Other differences between the statutory federal income tax rate of 35.0% and our effective tax rate of 8.1% result from state and foreign income taxes and certain non-deductible expenses.

Our effective tax rate on earnings for the thirteen weeks ended March 27, 2015, was 20.5%. The principal difference between the statutory federal income tax rate of 35.0% and our effective income tax rate of 20.5% results from estimated WOTC earned in 2015 from 2014 hires. WOTC had expired for 2015 hires. We also recognized $1.3 million of discrete tax benefits from prior year WOTC and California Enterprise Zone tax credits. Other differences between the statutory federal income tax rate of 35.0% result from state and foreign income taxes and certain

non-deductible expenses.
As of March 25, 2016 and December 25, 2015, we had gross unrecognized tax benefits of $2.3 million and $2.2 million, respectively, recorded in accordance with current accounting guidance on uncertain tax positions.

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Notes to Consolidated Financial Statements—(Continued)

NOTE 13: NET INCOME PER SHARE

Diluted common shares were calculated as follows (in thousands, except per share amounts):

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Net income	$6,968	$ 5,716
Weighted average number of common shares used in basic net income per common share	41,502	41,031
Dilutive effect of outstanding stock options and non-vested restricted stock	296	331
Weighted average number of common shares used in diluted net income per common share	41,798	41,362
Net income per common share:		
Basic	$0.17	$ 0.14
Diluted	$0.17	$ 0.14
Anti-dilutive shares	284	266

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 stock options, vested and non-vested restricted stock, performance share units, and shares issued under the employee stock purchase plan, except where their inclusion would be anti-dilutive.

Anti-dilutive shares include non-vested restricted stock, performance share units, and outstanding stock 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 14: ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated other comprehensive loss is reflected as a net decrease to shareholders' equity. Changes in the balance of each component of accumulated other comprehensive loss during the thirteen weeks ended March 25, 2016 were as follows (in thousands):

	Foreign currency translation adjustment	Unrealized gain (loss) on investments (1)	Total other comprehensive income (loss), net of tax
Balance at beginning of period	$ (13,514)	$ (499)	$ (14,013)
Current-period other comprehensive income	2,401	76	2,477
Balance at end of period	$ (11,113)	$ (423)	$ (11,536)

(1) Consists of deferred compensation plan accounts, which are comprised of mutual funds classified as available-for-sale securities. The tax impact on foreign currency translation adjustment and unrealized gain on marketable securities was de minimis for the period ended March 25, 2016.

There were no material reclassifications out of accumulated other comprehensive loss during the thirteen weeks ended March 25, 2016.

Notes to Consolidated Financial Statements—(Continued)

NOTE 15: SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental disclosure of cash flow information (in thousands):

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Cash paid (received) during the period for:		
Interest	$1,321	$ 1,137
Income taxes	$(12,983)	$ 565

As of March 25, 2016 and March 27, 2015, we had acquired $2.1 million and $0.2 million, respectively, of property, plant and equipment on account that was not yet paid. As of March 25, 2016, we finalized our fair value assessment of our acquisition of SIMOS and recorded measurement-period adjustments of $4.6 million, with corresponding adjustments to goodwill. These are considered non-cash investing items. For additional information see Note 2: Acquisitions.

NOTE 16: SEGMENT INFORMATION

Our operating segments are based on the organizational structure for which financial results are regularly evaluated by the chief operating decision maker, our Chief Executive Officer, to determine resource allocation and assess performance. Our service lines are our operating segments. Effective January 4, 2016, our PeopleScout RPO service line acquired certain assets and assumed certain liabilities of the RPO business of Aon Hewitt, which expands our RPO service offering. The RPO business of Aon Hewitt will be fully integrated into our PeopleScout service line, which is part of our Managed Services reportable segment. Effective December 1, 2015, we acquired SIMOS, which broadens our Staff Management on-premise contingent staffing solution and is part of our Staffing Services reportable segment.

Our reportable segments are described below: Our Staffing Services segment provides temporary staffing through the following service lines:

- Labor Ready: On-demand general labor;
- Spartan Staffing: Skilled manufacturing and logistics labor;
- CLP Resources: Skilled trades for commercial, industrial, and energy construction as well as building and plant maintenance;
- PlaneTechs: Skilled mechanics and technicians to the aviation and transportation industries;
- Centerline Drivers: Temporary and dedicated drivers to the transportation and distribution industries; and
- Staff Management On-premise Staffing: Exclusive recruitment and on-premise management of a facility's contingent industrial workforce.

Our Managed Services segment provides high-volume permanent employee recruitment process outsourcing and management of outsourced labor service providers through the following service lines:

- PeopleScout and hrX: Outsourced recruitment of permanent employees on behalf of clients; and
- Staff Management (MSP): Management of multiple third party staffing vendors on behalf of clients.

We have two measures of segment performance: revenue from services and income from operations. Income from operations for each segment includes net sales to third parties, related cost of sales, and operating expenses directly attributable to the segment. Costs excluded from segment income from operations include various corporate general and administrative expenses, depreciation and amortization expense, and interest and other expense, net. Asset information by reportable segment is not presented since we do not manage our segments on a balance sheet basis. There are no material internal revenue transactions between our reporting segments.

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Notes to Consolidated Financial Statements—(Continued)

Revenue from services and income from operations associated with our segments were as follows (in thousands):

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Revenue from services		
Staffing Services	$602,453	$549,712
Managed Services	43,527	23,603
Total Company	$645,980	$573,315
Income from operations		
Staffing Services	$19,205	$24,229
Managed Services	8,830	3,478
Depreciation and amortization	(11,289)	(10,520)
Corporate unallocated	(8,147)	(9,464)
Total Company	8,599	7,723
Interest and other expense, net	(1,019)	(534)
Income before tax expense	$7,580	$7,189

NOTE 17: SUBSEQUENT EVENTS

In April 2016, we were notified by Amazon of their intent to reduce their use of contingent labor for their warehouse fulfillment centers in the United States and realign the use of their contingent labor vendors. Amazon is our largest customer and represented approximately $354 million, or 13%, of total company revenues for the fiscal year ended December 25, 2015 and $68 million, or 11%, of total company revenues for the thirteen weeks ended March 25, 2016 and $70 million, or 12%, for the comparable quarter in the prior year. Management estimates that the change in scope of our services will decrease revenues for the remainder of 2016 by approximately $150 million, compared to the prior year. Amazon continues to be an important client in areas not impacted by the change to scope of services. Management is in the process of evaluating the full impact of the change in scope of services on the current and future years. This evaluation will coincide with our annual test of goodwill for impairment as of the beginning of the second quarter.

Amazon is a customer of our Staff Management | SMX service line, which is part of our Staffing Services reportable segment and provides on-premise staffing and management of a facility's contingent workforce. The carrying value of the goodwill was approximately $42.7 million and other intangible assets were approximately $53.9 million consisting of customer relations, acquired technology, and trade name as of March 25, 2016. We may record a related impairment charge in the second quarter, which may be material to the consolidated financial statements.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

COMMENT ON FORWARD LOOKING STATEMENTS

Certain statements in this report, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may appear throughout this report, including the following sections: “Management’s Discussion and Analysis,” and “Risk Factors.” 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. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. We describe risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements in “Risk Factors” (Part II, Item 1A of this Form 10-Q), “Quantitative and Qualitative Disclosures about Market Risk” (Part I, Item 3), and “Management’s Discussion and Analysis” (Part I, Item 2). We undertake no obligation to update or revise publicly any forward-looking statements, whether because of new information, future events, or otherwise.

The following Management’s Discussion and Analysis (“MD&A”) is intended to help the reader understand the results of operations and financial condition of TrueBlue. Our MD&A is provided as a supplement to, and should be read in conjunction with, our Annual Report on Form 10-K for the fiscal year ended December 25, 2015, and our subsequently filed Quarterly Reports on Form 10-Q. The 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.

OVERVIEW

TrueBlue, Inc. (“TrueBlue,” “we,” “us,” “our”) is a leading provider of specialized workforce solutions helping clients improve growth and performance by providing staffing, recruitment process outsourcing, and managed service provider solutions. Our workforce solutions meet clients’ needs for a reliable, efficient workforce in a wide variety of industries. Through our workforce solutions, we help approximately 130,000 businesses be more productive and we connect approximately 840,000 people to work each year. We are headquartered in Tacoma, Washington.

Revenue grew to $646.0 million for the thirteen weeks ended March 25, 2016, a 12.7% increase compared to the same period in the prior year primarily due to the following:

- Effective December 1, 2015, we acquired SIMOS Insourcing Solutions (“SIMOS”), a leading provider of on-premise workforce management solutions. SIMOS specializes in helping clients streamline warehouse/distribution operations to meet the growing demand for online commerce and supply chain solutions. SIMOS will expand our existing services for on-premise staffing and management of a facility's contingent workforce. SIMOS contributed $36.1 million in revenue or 6.3% of our revenue growth for the thirteen weeks ended March 25, 2016.
- Effective January 4, 2016, we acquired the recruitment process outsourcing ("RPO") business of Aon Hewitt, a leading provider of RPO services. The acquired operations expand and complement our PeopleScout services and will be fully integrated with this service line in 2016. The RPO business of Aon Hewitt contributed $16.0 million in revenue or 2.8% of our revenue growth for the thirteen weeks ended March 25, 2016.

- Organic revenue growth of approximately 3.6% for the thirteen weeks ended March 25, 2016 as compared to the prior year. Revenue growth slowed throughout the quarter in many of the geographies and industries we serve. This was especially pronounced for our large national customers and retail industry. Project work has slowed for our large national customers. This was partially offset by stronger growth for our small to medium-sized business customers and the market for construction and construction related customers..

Gross profit as a percentage of revenue for the thirteen weeks ended March 25, 2016 was 23.3% compared to 22.6% for the same period in the prior year. The increase was primarily due to the impact of the SIMOS and the RPO business of Aon Hewitt acquisitions of 0.9% which carried higher gross margins in comparison to our blended company average, and the positive impact of a revenue mix change of approximately 0.3%. This was partially offset by gross margin compression due to a growing reluctance by our

customers to accept price increases for our normal mark-ups on higher contingent worker wages in a tightening labor market and increasing minimum wages. This is especially pronounced for our large national customers.

Selling, general and administrative ("SG&A") expenses increased by $19.0 million to $130.6 million for the thirteen weeks ended March 25, 2016 compared to the same period in 2015. The increase includes expenses related to the acquired operations of SIMOS and the RPO business of Aon Hewitt of approximately $9.3 million. SIMOS was acquired effective December 1, 2015 and the RPO business of Aon Hewitt was acquired effective January 4, 2016. The remaining increase of approximately $9.7 million was due to variable costs related to organic revenue growth and investments made in selling and recruiting resources for blue-collar staffing services as well as start-up costs for new on-site customers and recruitment process outsourcing customers. These investments commenced in the prior year to fuel continued growth. With the slowdown in growth, these investments have been curtailed and cost control programs have commenced.

SG&A expenses as a percentage of revenue increased to 20.2% for the thirteen weeks ended March 25, 2016 from 19.5% for the same period in 2015. The operating leverage generated by organic growth was more than offset by the targeted investments which commenced in the prior year to fuel continued growth.

Income from operations grew to $8.6 million for the thirteen weeks ended March 25, 2016, or an increase of 11.3%, compared to $7.7 million for the same period in 2015. The improved performance is primarily due to the operating income from acquired operations. This was partially offset by slowed organic revenue growth and associated gross margin compression and increased cost of operations.

Net income grew to $7.0 million, or $0.17 per diluted share, for the thirteen weeks ended March 25, 2016, compared to $5.7 million, or $0.14 per diluted share, for the same period in 2015. The increase is in large part due to changes to our income taxes. Our effective tax rate on earnings for the thirteen weeks ended March 25, 2016 was 8.1% compared to 20.5% for the same period in the prior year due to the reenactment of the Work Opportunity Tax Credit program.

We believe we are in a strong position financially to fund working capital needs for growth opportunities. As of March 25, 2016, we had cash and cash equivalents of $21.9 million and $91.6 million available under the Revolving Credit Facility.

RESULTS OF OPERATIONS

Total company results

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

	Thirteen weeks ended			
	March 25, 2016	% of revenue	March 27, 2015	% of revenue
Revenue from services	$645,980		$573,315	
Total revenue growth %	12.7 %		44.8 %	
Gross profit	$150,512	23.3 %	$129,836	22.6 %
Selling, general and administrative expenses	130,624	20.2 %	111,593	19.5 %
Depreciation and amortization	11,289	1.7 %	10,520	1.8 %
Income from operations	8,599	1.3 %	7,723	1.3 %
Interest and other expense, net	(1,019)		(534)	
Income before tax expense	7,580		7,189	
Income tax expense	612		1,473	
Net income	$6,968	1.1 %	$5,716	1.0 %
Net income per diluted share	$0.17		$0.14	

Our year-over-year trends for the thirteen weeks ended March 25, 2016 compared to the same period in the prior year are significantly impacted by the acquisitions of SIMOS and the RPO business of Aon Hewitt, which further expand on our acquisition of Seaton in 2014. The Seaton acquisition added new services and capabilities to better meet our

objective of providing our customers with the talent and flexible workforce solutions they need to enhance their business performance. These service lines have dedicated customer on-site and virtual teams which leverage highly centralized support services for recruiting and delivering services to meet the specialized needs of each customer. These service lines do not operate a branch network and accordingly operate with more flexibility.

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Effective December 1, 2015, we acquired SIMOS Insourcing Solutions ("SIMOS"), a leading provider of on-premise workforce management solutions. SIMOS specializes in helping clients streamline warehouse/distribution operations to meet the growing demand for online commerce and supply chain solutions. SIMOS will expand our existing services for on-premise staffing and management of a facility's contingent workforce. Effective January 4, 2016, we acquired the RPO business of Aon Hewitt, a leading provider of RPO services. The acquired operations expand and complement our PeopleScout services and will be fully integrated with this service line in 2016.

Revenue from services

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

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Revenue from services	$645,980	$573,315
Total revenue growth %	12.7 %	44.8 %

Revenue grew to $646.0 million for the thirteen weeks ended March 25, 2016, a 12.7% increase compared to the same period in the prior year primarily due to the acquisitions of SIMOS and the RPO business of Aon Hewitt . Effective December 1, 2015, we acquired SIMOS which contributed $36.1 million in revenue or 6.3% of our revenue growth for the thirteen weeks ended March 25, 2016. Effective January 4, 2016, we acquired the RPO business of Aon Hewitt, which contributed $16.0 million in revenue or 2.8% of our revenue growth for the thirteen weeks ended March 25, 2016.

Organic revenue growth increased by approximately 3.6% for the thirteen weeks ended March 25, 2016 as compared to the prior year. Revenue growth slowed throughout the quarter in many of the geographies and industries we serve. This was especially pronounced for our large national customers and the retail industry. Project work has slowed for our large national customers.The domestic manufacturing industry continues to face challenges. This was offset by stronger growth for our small to medium-sized business customers and the the market for construction and construction related customers. The construction market continues to experience significant growth driven by increases in both residential and commercial construction.

The demand for our specialized workforce solutions continues to generate growth as labor markets continue to tighten and our customers need our specialized solutions to find talent. We continue to see success with our focus on generating organic growth by making it easier for our customers to access reliable workers and for our workers to access work opportunities. Additionally, we are improving the productivity of our customers with temporary workforce solutions which are specialized and tailored to their needs. Furthermore, we continue to make substantial investments in technology solutions that will improve both the customer and worker experience as well as our business efficiency for the longer term.

Gross profit

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

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Gross profit	$150,512	$129,836
Percentage of revenue	23.3 %	22.6 %

Gross profit represents revenue from services less direct costs of services, which consist of payroll, payroll taxes, workers' compensation costs, and reimbursable costs.

Gross profit as a percentage of revenue for the thirteen weeks ended March 25, 2016 was 23.3% compared to 22.6% for the same period in the prior year. The increase in gross margin was primarily due to the impact of the SIMOS and the RPO business of Aon Hewitt acquisitions of 0.9% which carried higher gross margins in comparison to our blended company average and positive impact of a revenue mix change of 0.3%. This was partially offset by gross margin compression due to a growing reluctance by our customers to accept price increases for our normal mark-ups

on higher worker wages caused by a tightening labor market, increasing minimum wages and benefit costs. This is especially pronounced for our large national customers.

Workers’ compensation expense as a percentage of revenue remained approximately 3.7% for the thirteen weeks ended March 25, 2016, compared to 3.8% for the same period in the prior year. Our efforts to actively manage the safety of our temporary workers with our safety programs and control increasing costs with our network of workers' compensation service providers have had a positive impact of creating favorable adjustments to workers’ compensation liabilities recorded in prior periods. Continued favorable

adjustments to our workers' compensation liabilities are dependent on our ability to continue to lower accident rates and claim costs. However, in line with our expectations, we are experiencing diminishing favorable adjustments to our workers' compensation liabilities as the opportunity for significant reduction to frequency and severity of accident rates diminishes.

Selling, general and administrative expenses

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

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Selling, general and administrative expenses	$130,624	$111,593
Percentage of revenue	20.2 %	19.5 %

SG&A expenses increased by $19.0 million to $130.6 million for the thirteen weeks ended March 25, 2016 compared to the same period in 2015. The increase includes expenses related to the acquired operations of SIMOS and the RPO business of Aon Hewitt of approximately $9.3 million. SIMOS was acquired effective December 1, 2015 and the RPO business of Aon Hewitt was acquired effective January 4, 2016.

The remaining increase of approximately $9.7 million was due to variable costs related to organic revenue growth and investments made in selling and recruiting resources for blue-collar staffing services as well as start-up costs for new on-site customers and recruitment process outsourcing customers. These investments commenced in the prior year to fuel continued growth. With the slowdown in growth, these investments have been curtailed and cost control programs have commenced.

SG&A expenses as a percentage of revenue increased to 20.2% for the thirteen weeks ended March 25, 2016 from 19.5% for the same period in 2015. The operating leverage generated by organic growth was more than offset by the targeted investments which commenced in the prior year to fuel continued growth. With the progressive slowdown in growth during the current quarter, these investments have been curtailed and cost control programs have commenced.

Depreciation and amortization

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

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Depreciation and amortization	$11,289	$10,520
Percentage of revenue	1.7 %	1.8 %

Depreciation and amortization increased to $11.3 million for the thirteen weeks ended March 25, 2016, primarily due to the amortization of acquired finite-lived intangible assets in connection with the SIMOS and RPO business of Aon Hewitt acquisitions. We continue to make significant investments in projects that are designed to further improve our efficiency and effectiveness in recruiting, retaining our temporary workers, and attracting and retaining our customers.

Income taxes

The income tax expense and the effective income tax rate were as follows (in thousands, except percentages):

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Income tax expense	$612	$1,473
Effective income tax rate	8.1 %	20.5 %

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 are 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, tax credits, 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. Except as required under U.S. tax law, we do not provide for U.S. taxes on undistributed earnings of our foreign subsidiaries since we consider those earnings to be permanently invested outside of the U.S.

The most significant driver of fluctuations in our effective income tax rate is the Work Opportunity Tax Credit (“WOTC”). WOTC is designed to encourage hiring of workers from certain disadvantaged targeted categories, and is generally calculated as a percentage of wages over a twelve month period up to worker maximum by targeted category. Based on historical results and business trends we estimate the amount of WOTC we expect to earn related to wages of the current year. However, the estimate is subject to variation because 1) a small percentage of our workers qualify for one or more of the many targeted categories; 2) the targeted categories are subject to different incentive credit rates and limitations; 3) credits fluctuate depending on economic conditions and qualified worker retention periods; and 4) state and federal offices often delay their credit certification processing from a few months to several years and have inconsistent certification rates. We recognize additional prior year hiring credits if credits in excess of original estimates have been certified by government offices. WOTC was restored through December 31, 2019, as a result of the Protecting Americans from Tax Hikes Act of 2015, signed into law on December 18, 2015.

Our effective tax rate on earnings for the thirteen weeks ended March 25, 2016 was 8.1%, compared to 20.5% for the same period in 2015 primarily because WOTC was restored for 2016 hires. WOTC had expired during the first quarter of the prior year for all 2015 hires. We recognized discrete tax benefits from prior year hiring credits of $1.8 million compared to $1.3 million for the same period in the prior year.

Changes to our effective tax rate as a result of hiring credits were as follows:

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Effective income tax rate without hiring credits	41.0 %	39.7 %
Hiring credits estimate from current year wages	(9.2)	(1.7)
Effective income tax rate before prior year adjustments	31.8	38.0
Additional hiring credits from prior year wages	(23.7)	(17.5)
Effective income tax rate with hiring credits	8.1 %	20.5 %

Segment results

In the fourth quarter of 2014, we changed our organizational structure as a result of our acquisition of Seaton on June 30, 2014. Legacy TrueBlue operated within the overall staffing industry providing contingent, industrial labor to customers, which we aggregated into one reportable segment in accordance with U.S. generally accepted accounting principles ("GAAP"). The acquisition of Seaton added a full service line providing contingent, industrial labor through an on-premise operation located at the customer's place of business. On-premise staffing is large scale exclusive sourcing, screening, recruitment, and management of a contingent labor workforce. This service line is an operating segment which is aggregated with the Legacy TrueBlue operations and reported as Staffing Services. Effective December 1, 2015, we acquired SIMOS, a leading provider of on-premise workforce management solutions. SIMOS specializes in helping clients streamline warehouse/distribution operations to meet the growing demand for online commerce and supply chain solutions. SIMOS will expand our existing services for on-premise staffing and management of a facility's contingent workforce.

The acquisition of Seaton also added complementary outsourced service offerings in recruitment process outsourcing and managed service provider solutions. Recruitment process outsourcing is high-volume sourcing, screening, and recruitment of permanent employees for all major industries and jobs. Managed service provider solutions provide customers with improved quality and spend management of their contingent labor vendors. The complementary service lines are operating segments which are aggregated and reported as Managed Services. Effective January 4, 2016, we acquired the RPO business of Aon Hewitt, a leading provider of recruitment process outsourcing services. The acquired operations expand and complement our PeopleScout services and will be fully integrated with this service line in 2016.

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Revenue from services and income from operations associated with our segments were as follows (in thousands, except percentages):

	Thirteen weeks ended			
	March 25, 2016		March 27, 2015	
Revenue from services		Revenue growth %		Revenue growth %
Staffing Services	$602,453	9.6%	$549,712	38.8%
Managed Services	43,527	84.4%	23,603	
Total Company	$645,980	12.7%	$573,315	44.8%
Income from operations		% of revenue		% of revenue
Staffing Services	$19,205	3.2%	$24,229	4.4%
Managed Services	8,830	20.3%	$3,478	14.7%
Depreciation and amortization	(11,289)		(10,520)	
Corporate unallocated	(8,147)		(9,464)	
Total Company	8,599	1.3%	7,723	1.3%
Interest and other expense, net	(1,019)		(534)	
Income before tax expense	$7,580		$7,189	

Revenue from services

Staffing Services revenue grew to $602.5 million, a 9.6% increase for the thirteen weeks ended March 25, 2016 compared to the same period in the prior year. Effective December 1, 2015, we acquired SIMOS which contributed $36.1 million in revenue or 6.6% of our revenue growth for the thirteen weeks ended March 25, 2016. Organic revenue increased by approximately 3.0% for the thirteen weeks ended March 25, 2016 as compared to the prior year. Revenue growth slowed throughout the quarter in many of the geographies and industries we serve. This was especially pronounced for our large national customers and retail industry. The domestic manufacturing industry continues to face challenges. This was partially offset by stronger growth for our small to medium sized business customers and construction industry. The construction industry continues to experience significant growth driven by continued momentum in both residential and commercial construction.

Managed Services revenue grew to $43.5 million, an 84.4% increase, for the thirteen weeks ended March 25, 2016, compared to the same period in the prior year. Effective January 4, 2016, we acquired the RPO business of Aon Hewitt, which contributed $16.0 million in revenue or 67.9% of our revenue growth for the thirteen weeks ended March 25, 2016. The Managed Services organic revenue growth of 16.5% was driven by increased demand for our services in a tightening labor market and serving our customers to acquire new talent. Additionally, we are winning new customers from our pipeline of opportunities which remains strong.

Income from operations

Staffing Services income from operations declined to $19.2 million or 20.7% for the thirteen weeks ended March 25, 2016, compared to the same period in the prior year. The improved performance from the acquired SIMOS operations was more than offset by the by slowed organic revenue and associated pressure on gross margin and cost of operations.

Managed Services income from operations grew to $8.8 million or 153.9% for the thirteen weeks ended March 25, 2016, compared to the same period in the prior year. The increase is largely due to the improved performance from the acquired the RPO business of Aon Hewitt operations and timing of start-up costs for new recruitment process outsourcing customers.

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Future outlook

The following highlights represent our expectations regarding operating trends for the remainder of fiscal year 2016. We have limited visibility into future demand for our services. However, we believe there is value in providing an update to our expectations for the financial performance for fiscal 2016 in light of our recent performance and anticipated changes to the services provided to our largest customer. We expect revenue growth of approximately 6% for fiscal 2016 as compared to fiscal 2015. Net of the positive impact of acquisitions, we expect an organic revenue decline of 2%. These expectations are subject to revision as our business changes with the overall economy.

- Our top priority remains to produce strong organic revenue and gross profit growth, and leverage our cost structure to generate increasing operating income as a percentage of revenue. However, based on recent trends, growth slowed through the first quarter of fiscal 2016 in many of the geographies and industries we serve. This was especially pronounced for our large national customers and retail industry. The domestic manufacturing industry continues to face challenges. This was offset by stronger growth for our small to medium-sized business customers and the construction market. However, the growth rates have declined from those experienced in the prior year. We expect slower growth rates in 2016 and continued gross margin pressure. We have taken action and put in place programs to reduce our cost structure to be more in line with lower revenue expectations.
- In April 2016, we were notified by Amazon of their intent to reduce their use of contingent labor for their larger warehouse fulfillment centers in the United States and realign the use of their contingent labor vendors. Amazon is our largest customer and represented 13.1% of total Company revenues in 2015 and 11% of total company revenues for the thirteen weeks ended March 25, 2016 and 12% for the comparable quarter in the prior year. Management estimates that the change in scope of our services will decrease revenues for the remainder of 2016 by approximately $150 million, compared to the prior year. Management is in the process of evaluating the full impact of the change in scope of services on future years. This evaluation will coincide with our annual test of goodwill for impairment in the second quarter. Therefore, our future estimates do not include any charges for impairment. Amazon remains a key customer and continues to use our contingent labor services in other areas not impacted by the change in scope of services. We expect to continue to serve them and their needs for contingent labor as they expand their smaller delivery stations to distribute and deliver their products direct to the customer.
- The acquisition of SIMOS provides new opportunities to leverage the Staff Management technology and best practice processes in centralized, high-volume, and rapid recruitment of quality workers which are deployed to customers with multi-location demand for temporary staffing. These centralized capabilities when combined with our local presence will continue to provide opportunities to staffing services growth. Staff Management will leverage the SIMOS on-premise workforce management solutions specialized in helping clients streamline warehouse/distribution operations to meet the growing demand for online commerce and supply chain solutions. SIMOS will expand our existing services for on-premise staffing and management of a facility's contingent workforce.
- PeopleScout is a recognized industry leader of recruitment process outsourcing services, which are in the early stages of their adoption cycles. The acquisition of the RPO business of Aon Hewitt positions PeopleScout as the leading provider of recruitment processing outsourcing solutions and accelerates our globalization strategy. The acquisition added new services and capabilities to better meet our objective of providing customers with talent and flexible workforce solutions they need to enhance business performance. We expect continued growth with a differentiated service that leverages innovative technology for high-volume scalable sourcing and dedicated client service teams for connecting the best talent to work opportunity, reducing the cost of hiring, and delivering a better outcome for the customer.
- Acquisitions are a key element of our growth strategy. We have a proven track record of successfully acquiring and integrating companies and believe we have a strong business competence to continue to do so.
- We are committed to technology innovation that makes it easier for our customers to do business with us and easier to connect people to work. We are making significant investments in online and mobile applications to improve access, speed, and ease of connecting our customers and workers. We will continue to invest in technology which increases our sustainability, scalability, and agility. These investments improve the efficiency and effectiveness of delivering our service and are reducing our dependence on local branches to process workers. Additionally, these investments

advance our ability to centralize high-volume activities, which have increased the reliability of our service delivery and allowed our field personnel to focus on matching the customer's needs with the best solution to enhance their performance.

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LIQUIDITY AND CAPITAL RESOURCES

The following discussion highlights our cash flow activities for the thirteen weeks ended March 25, 2016 and March 27, 2015.

Cash flows from operating activities

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

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Net income	$ 6,968	$ 5,716
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	11,289	10,520
Provision for doubtful accounts	1,308	1,745
Stock-based compensation	3,179	3,389
Deferred income taxes	(1,083)	(299)
Other operating activities	1,014	(316)
Changes in operating assets and liabilities:		
Accounts receivable	147,067	67,411
Income tax receivable	14,742	943
Accounts payable and other accrued expenses	(9,681)	4,369
Accrued wages and benefits	(16,153)	(3,999)
Workers' compensation claims reserve	3,731	159
Other assets and liabilities	(1,876)	6,122
Net cash provided by operating activities	$ 160,505	$ 95,760

Net cash provided by operating activities was $160.5 million for the thirteen weeks ended March 25, 2016, compared to $95.8 million for the same period in 2015.

- Net income of $7.0 million increased over 2015 due to the improved operating income performance from acquired operations. This was more than offset by slowed organic revenue growth and associated pressure on gross margin and cost of operations.
- Depreciation and amortization increased over 2015 to $11.3 million primarily due to the amortization of acquired finite-lived intangible assets in connection with the acquisitions of SIMOS and the RPO business of Aon Hewitt.
- The change in accounts receivable for the thirteen weeks ended March 25, 2016 is significantly more than that of the comparable period for the prior year due to a record seasonal peak in the fourth quarter of 2015 and seasonal

de-leveraging of accounts receivable in the first quarter of 2016 with significantly improved rate of collections in the thirteen-weeks ended March 25, 2016 as compared to the prior year.

- Income tax receivable declined due primarily to additional WOTC refunds realized. Income taxes were reduced by Work Opportunity Tax Credit ("WOTC") program benefits. The Protecting Americans from Tax Hikes Act of 2015, was signed into law on December 18, 2015, retroactively restoring the WOTC program for all of 2015 through 2019. This tax credit is designed to encourage employers to hire workers from certain targeted groups with higher than average unemployment rates.
- Accounts payable and other accrued expenses decreased primarily due to volume of activity from normal seasonal patterns and timing of payments. The decrease was significantly more than that of the comparable period in the prior year primarily due to a record peak in our normal seasonal patterns in the fourth quarter of 2015 and the timing of payments made in the first quarter of 2016. Additionally, the seasonal patterns and timing of payments in the first quarter of 2015 were lower due to the accelerated vendor payments to facilitate the transition of the acquired Seaton operations to TrueBlue's ERP system prior to the commencement of 2015.
- Accrued wages and benefits decreased primarily due to volume of activity from normal seasonal patterns and timing of payments.

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- Generally, our workers' compensation claims reserve for estimated claims increases as temporary labor services increase and decreases as temporary labor services decline. During the thirteen weeks ended March 25, 2016, our workers' compensation claims reserve increased as the delivery of temporary labor services increased, which was partially offset by claim payments.

Cash flows from investing activities

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

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Capital expenditures	$(3,876)	$(3,458)
Acquisition of businesses, net of cash acquired	(72,000)	—
Sales and maturities of marketable securities	—	1,500
Change in restricted cash and investments	(11,650)	(3,927)
Net cash used in investing activities	$(87,526)	$(5,885)

Cash flows used in investing activities were $87.5 million for the thirteen weeks ended March 25, 2016 compared to cash flows used in investing activities of $5.9 million for the same period in 2015.

- Cash used in investing activities of $72 million in 2016 was for the acquisition of the RPO business of Aon Hewitt effective January 4, 2016.
- The change in restricted cash and cash equivalents increased by $11.7 million for the thirteen weeks ended March 25, 2016. This increase was primarily due to an increase in collateral requirements paid to our workers' compensation insurance providers.

Cash flows from financing activities

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

	Thirteen weeks ended	
	March 25, 2016	March 27, 2015
Net proceeds from stock option exercises and employee stock purchase plans	$477	$411
Common stock repurchases for taxes upon vesting of restricted stock	(2,229)	(3,026)
Net change in revolving credit facility	(78,988)	(88,000)
Payments on debt and other liabilities	(756)	(566)
Other	171	865
Net cash provided by (used in) financing activities	$(81,325)	$(90,316)

Cash flows used in financing activities were $81.3 million for the thirteen weeks ended March 25, 2016 compared to cash flows used in financing activities of $90.3 million for the same period in 2015.

- The net change in revolving credit facility activities are due to repayments on our Revolving Credit Facility. See Note 8: Long-term Debt, to our Consolidated Financial Statements found in Item 1 of this Quarterly Report on Form 10-Q, for details of our Revolving Credit Facility.

Future outlook

Our cash-generating capability provides us with financial flexibility in meeting our operating and investing needs. Our current financial position is highlighted as follows:

- Our Revolving Credit Facility of up to a maximum of $300.0 million expires on June 30, 2019. The Revolving Credit Facility is an asset backed facility which is secured by a pledge of substantially all of the assets of TrueBlue, Inc. and material U.S. domestic subsidiaries. The additional amount available to borrow at March 25, 2016 was $91.6 million. We believe the Revolving Credit Facility provides adequate borrowing availability.

- We had cash and cash equivalents of $21.9 million at March 25, 2016. We expect to continue to apply excess cash towards the outstanding balance on our Revolving Credit Facility.
- The majority of our workers’ compensation payments are made from restricted cash rather than cash from operations. At March 25, 2016, we had restricted cash and investments totaling $202.7 million.

We believe that cash provided from operations and our capital resources will be adequate to meet our cash requirements for the foreseeable future.

Capital resources

Revolving Credit Facility

See Note 8: Long-term Debt, to our Consolidated Financial Statements found in Item 1 of this Quarterly Report on Form 10-Q, for details of our Revolving Credit Facility.

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. 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 March 25, 2016, we had restricted cash and investments totaling $202.7 million. The majority of our collateral obligations are held in a trust at the Bank of New York Mellon ("Trust").

We established investment policy directives for the Trust with the first priority to ensure sufficient liquidity to pay workers' compensation claims, second to maintain and ensure a high degree of liquidity, and third to maximize after-tax returns. Trust investments must meet minimum acceptable quality standards. The primary investments include U.S. Treasury securities, U.S. agency debentures, U.S. agency mortgages, corporate securities, and municipal securities. For those investments rated by nationally recognized statistical rating organizations the minimum ratings are:

	S&P	Moody's	Fitch
Short-term rating	A-1/SP-1	P-1/MIG-1	F-1
Long-term rating	A-	A3	A-

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.

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 service line 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 the Trust.

Our total collateral commitments were made up of the following components for the fiscal period end dates presented (in thousands):

	March 25, 2016	December 25, 2015
Cash collateral held by workers' compensation insurance carriers	$26,032	$ 23,133
Cash and cash equivalents held in Trust	28,005	26,046
Investments held in Trust	134,273	126,788
Letters of credit (1)	4,520	4,520
Surety bonds (2)	17,992	17,946
Total collateral commitments	$210,822	$ 198,433

(1) We have agreements with certain financial institutions to issue letters of credit as collateral.

(2) 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. These fees 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 fiscal period end dates presented (in thousands):

	March 25, 2016	December 25, 2015
Total workers' compensation reserve	$270,011	$ 266,280
Add back discount on workers' compensation reserve (1)	18,223	18,026
Less excess claims reserve (2)	(51,929)	(49,026)
Reimbursable payments to insurance provider (3)	12,157	10,610
Less portion of workers' compensation not requiring collateral (4)	(37,640)	(47,457)
Total collateral commitments	$210,822	$ 198,433

(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) Excess claims 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. We discount our workers' compensation liability as we believe the estimated future cash outflows are readily determinable. The discounted workers' compensation claims reserve was $270.0 million at March 25, 2016.

Our workers' compensation reserve for deductible and 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;
- changes in mix between medical only and indemnity claims;
- regulatory and legislative developments impacting benefits and settlement requirements;
- type and location of work performed;
- the impact of safety initiatives; and

- positive or adverse development of claims.

Our workers' compensation claims 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 March 25, 2016, the weighted average rate was 1.8%. The claim payments are made over an estimated weighted average period of approximately 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 March 25, 2016, the weighted average rate was 2.4%. The claim payments are made and the corresponding reimbursements from our insurance carriers are received over an estimated weighted average period of approximately 16 years. The discounted workers' compensation reserve for excess claims and the corresponding receivable for the insurance on excess claims were $51.9 million and $49.0 million as of March 25, 2016 and December 25, 2015, 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.

We continue to actively manage workers' compensation expense through the safety of our temporary workers with our safety programs and actively control costs with our network of service providers. These actions have had a positive impact creating favorable adjustments to workers' compensation liabilities recorded in prior periods. Continued favorable adjustments to our workers' compensation liabilities are dependent on our ability to continue to aggressively lower accident rates and costs of our claims. We expect diminishing favorable adjustments to our workers' compensation liabilities as the opportunity for significant reduction to frequency and severity of accident rates diminishes.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

There have been no material changes during the period covered by this Quarterly Report on Form 10-Q, outside of the ordinary course of our business, to the contractual obligations specified in the table of contractual obligations included in Part II, "Item 7. 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 25, 2015.

SUMMARY OF CRITICAL ACCOUNTING ESTIMATES

Our critical accounting estimates are discussed in Part II, "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 25, 2015.

Goodwill and indefinite-lived intangible assets

We evaluate goodwill and indefinite-lived intangible assets for impairment on an annual basis as of the first day of our second fiscal quarter, or more frequently if an event occurs or circumstances change that would indicate impairment may exist. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit. We monitor the existence of potential impairment indicators throughout the fiscal year.

Goodwill

Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations. If necessary, we reassign goodwill using a relative fair value allocation approach. We test for goodwill impairment at the reporting unit level. We consider our service lines to be our reporting units for goodwill impairment testing. We evaluate our reporting units on an annual basis. There were no substantial changes to our previously

reported reporting units. The impairment test involves comparing the fair value of each reporting unit to its carrying value, including goodwill. Fair value reflects the price a market participant would be willing to pay in a potential sale of the reporting unit. If the fair value exceeds carrying value, then we conclude that no goodwill impairment has occurred. If the carrying value of the reporting unit exceeds its fair value, a second step is required to measure possible goodwill impairment loss. The second step includes hypothetically valuing the tangible and intangible assets and liabilities of the reporting unit as if the reporting unit had been acquired in a business combination. Then, the implied fair

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value of the reporting unit’s goodwill is compared to the carrying value of that goodwill. If the carrying value of the reporting unit’s goodwill exceeds the implied fair value of the goodwill, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value.

Determining the fair value of a reporting unit involves the use of significant estimates and assumptions to evaluate the impact of operational and macroeconomic changes on each reporting unit. The fair value of each reporting unit is estimated using an income approach and applies a fair value methodology based on discounted cash flows. This analysis requires significant estimates and judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital, which is risk-adjusted to reflect the specific risk profile of the reporting unit being tested. Our weighted average cost of capital for our most recent impairment test ranged from 12.0% to 13.5%. We also apply the market approach, which identifies similar publicly traded companies and develops a correlation, referred to as a multiple, to apply to the operating results of the reporting units. The primary market multiples we compare to are revenue and earnings before interest, taxes, depreciation, and amortization. These combined fair values are then reconciled to our aggregate market value of our shares of common stock outstanding on the date of valuation, resulting in a reasonable control premium. We base fair value estimates on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Actual future results may differ from those estimates. We consider a reporting unit’s fair value to be substantially in excess of its carrying value at 20% or greater. Based on our test, all of our legacy TrueBlue reporting units' fair values were substantially in excess of their carrying values. Accordingly, no impairment loss was recognized.

While the estimated fair value of our PlaneTechs reporting unit was in excess of 20% of its carrying value, this reporting unit continues to focus on transitioning from a concentrated portfolio with one significant customer in the aviation industry to a more diversified aviation customer portfolio, and expanding its provision of mechanics and technicians to other transportation industries. As such, we believe this reporting unit carries more risk of future impairment in comparison to our other legacy TrueBlue reporting units. In the event the forecasted revenue growth rate declines by approximately 4% or gross margin as a percentage of revenue declines by approximately 1% or the discount rate of 13.5% increases by approximately 3%, the carrying value of our PlaneTechs reporting unit would exceed its fair value. In that event, we would be required to measure for possible goodwill impairment. We will continue to closely monitor the operational performance of the PlaneTechs reporting unit as it relates to goodwill impairment.

Effective June 30, 2014, our acquisition of Seaton added a full service line of on-premise staffing with Staff Management | SMX ("Staff Management"), complementary service offerings in recruitment process outsourcing with the PeopleScout and hrX service lines, and the MSP solutions portion of Staff Management. We consider the acquired service lines to be reporting units for goodwill impairment testing. In our annual impairment test, all of our acquired Seaton reporting units' estimated fair values exceeded their carrying values. However, the acquired PeopleScout, hrX, and MSP reporting units' fair values were not substantially in excess of their carrying values.

The estimated fair value of the PeopleScout reporting unit was in excess of its carrying value by approximately 11% as of the assessment date, which is primarily due to the proximity of the goodwill impairment assessment date to the recent acquisition date of Seaton. Goodwill of $48.0 million was allocated to the PeopleScout reporting unit. A discount rate of 12% was used in calculating the fair value of this reporting unit. In the event that the discount rate increases by 1% or the forecasted revenue growth rate declines by approximately 1% or gross margin as a percentage of revenue declines by approximately 1%, the carrying value of the reporting unit would exceed its fair value. Should any one of these events occur, we would be required to measure for possible goodwill impairment. We will continue to monitor the operational performance of this newly acquired reporting unit as it relates to goodwill impairment.

The estimated fair value of the MSP reporting unit was in excess of its carrying value by approximately 15% as of the assessment date, which is primarily due to the proximity of the goodwill impairment assessment date to the recent acquisition date of Seaton. Goodwill of $12.0 million was allocated to the MSP reporting unit. A discount rate of 12% was used in calculating the fair value of this reporting unit. In the event that the discount rate increases by 1% or the forecasted revenue growth rate declines by approximately 1% or gross margin as a percentage of revenue declines by approximately 1%, the carrying value of the reporting unit would exceed its fair value. Should any one of these events occur, we would be required to measure for possible goodwill impairment. We will continue to monitor the operational performance of this newly acquired reporting unit as it relates to goodwill impairment.

The estimated fair value of the hrX reporting unit was in excess of its carrying value by approximately 7% as of the assessment date, which is due to the proximity of the goodwill impairment assessment date to the recent acquisition date of Seaton and actual post-acquisition results not meeting revenue or profitability targets forecasted at the time of acquisition. We have updated our forecasts for this reporting unit and will closely monitor the performance of this reporting unit against these revised forecasts. Less

than forecasted performance will result in reevaluation of our impairment conclusion at an interim date. Goodwill of $56.9 million was allocated to the hrX reporting unit. A discount rate of 12% was used in calculating the fair value of this reporting unit. In the event that the discount rate increases by 0.9% or the forecasted revenue growth rate declines by approximately 2% or gross margin as a percentage of revenue declines by approximately 3%, the carrying value of the reporting unit would exceed its fair value. Should any one of these events occur, we would be required to measure for possible goodwill impairment.

Our services are subject to volatility based on overall economic conditions. As a consequence, our revenues tend to increase quickly when the economy begins to grow. Conversely, our revenues also decrease quickly when the economy begins to weaken, as occurred during the most recent recession. If actual results were to significantly deviate from management's estimates and assumptions of future performance, we could experience a material impairment to our goodwill.

Indefinite-lived intangible assets

We have indefinite-lived intangible assets related to our Staff Management | SMX and PeopleScout trade names. We test our trade names annually for impairment, or when indications of potential impairment exist. We utilize the relief from royalty method to determine the fair value of each of our trade names. If the carrying value exceeds the fair value, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value. Considerable management judgment is necessary to determine key assumptions, including projected revenue, royalty rates and appropriate discount rates. We performed our annual indefinite-lived intangible asset impairment test as the first day of our second fiscal quarter and determined that the estimated fair values exceeded the carrying amounts of all our indefinite-lived trade names. Accordingly, no impairment loss was recognized.

Subsequent event to the quarter ended March 25, 2016

In April 2016, we were notified by Amazon of their intent to reduce their use of contingent labor for their warehouse fulfillment centers in the United States and realign the use of their contingent labor vendors. Amazon is our largest customer and represented approximately $354 million, or 13%, of total company revenues for the fiscal year ended December 25, 2015 and $68 million, or 11%, of total company revenues for the thirteen weeks ended March 25, 2016 and $70 million, or 12%, for the comparable quarter in the prior year. Management estimates that the change in scope of our services will decrease revenues for the remainder of 2016 by approximately $150 million, compared to the prior year. Amazon continues to be an important client in areas not impacted by the change to scope of services. Management is in the process of evaluating the full impact of the change in scope of services on the current and future years. This evaluation will coincide with our annual test of goodwill for impairment as of the beginning of the second quarter.

Amazon is a customer of our Staff Management | SMX service line, which is part of our Staffing Services reportable segment and provides on-premise staffing and management of a facility's contingent workforce. The carrying value of the goodwill was approximately $42.7 million and other intangible assets were approximately $53.9 million consisting of customer relations, acquired technology, and trade name as of March 25, 2016. We may record a related impairment charge in the second quarter, which may be material to the consolidated financial statements.

NEW ACCOUNTING STANDARDS

See Note 1: Summary of Significant Accounting Policies, to our Consolidated Financial Statements included in Item 1 of this Quarterly Report on Form 10-Q.

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Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our quantitative and qualitative disclosures about market risk are discussed in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk” in our Annual Report on Form 10-K for the fiscal year ended December 25, 2015.

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 March 25, 2016, our disclosure controls and procedures are effective.

During the fiscal quarter ended March 25, 2016, 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.

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PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

See Note 9: Commitments and Contingencies, to our Consolidated Financial Statements found in Part I, Item 1 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. If any of the events described below occur, our business, financial condition, results of operations, liquidity, or access to the capital markets could be materially and adversely affected.

Our workforce solutions and services are significantly affected by fluctuations in general economic conditions.

The demand for workforce solutions and services is highly dependent upon the state of the economy and upon the workforce needs of our customers, which creates uncertainty and volatility. As economic activity slows, companies tend to reduce their use of contingent workers and reduce their recruitment of new employees. Significant declines in demand of any region or specific industry in which we have a major 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.

It is difficult for us to forecast future demand for our services due to the inherent difficulty in forecasting the direction and strength of economic cycles, and the project nature of our staffing assignments. This situation can be exacerbated by uncertain and volatile economic conditions, which may cause clients to reduce or defer projects for which they utilize our services, thereby negatively affecting demand for them. When it is difficult for us to accurately forecast future demand, we may not be able to determine the optimal level of personnel and investment necessary to profitably take advantage of growth opportunities.

Our workforce solutions and services are subject to extensive government regulation and the imposition of additional regulations that could materially harm our future earnings.

Our workforce solutions and services are subject to extensive regulation. The cost to comply, and any inability to comply with government regulation, could have a material adverse effect on our business and financial results. 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.

Our temporary staffing services employ contingent workers. The wage rates we pay to temporary workers are based on many factors, including government mandated minimum wage requirements, payroll taxes, and benefits. If we are not able to increase the fees charged to customers to absorb any increased costs related to government mandated minimum wages, payroll-related taxes and benefits, our results of operations and financial condition could be adversely affected.

We offer our temporary workers in the United States government mandated health insurance in compliance with the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (collectively, the “ACA”). Because the requirements, regulations, and legislation related to the ACA may change, the full financial effect of the ACA is not yet known, and additional requirements, regulations, or legislation changes could increase our costs. If we are unable to comply with such additional changes, or sufficiently raise the rates we charge our customers to cover any additional costs, such increases in costs could materially harm our business.

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

We are in the business of employing people and placing them in the workplaces of other businesses. We incur a risk of liability for claims for personal injury, wage and hour violations, immigration, discrimination, harassment, and other liabilities arising from the actions of our customers and temporary workers. Some or all of these claims may give rise to negative publicity and/or 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 maintain insurance with respect to certain claims and costs. We cannot be certain that our insurance will be available, or if available, will be 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 at all, 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. Unexpected changes in claim trends on our workers' compensation may negatively impact our financial condition.

Our temporary staffing services employ contingent workers for which we provide workers' compensation insurance. 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 if 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.

We self-insure, or otherwise bear financial responsibility for, a significant portion of expected losses under our workers' compensation program. Unexpected changes in claim trends, including the severity and frequency of claims, changes in state laws regarding benefit levels and allowable claims, actuarial estimates, or medical cost inflation, could result in costs that are significantly different than initially reported. There can be no assurance that we will be able to increase the fees charged to our customers in a timely manner and in a sufficient amount to cover increased costs as a result of any changes in claims-related liabilities.

We actively manage the safety of our temporary workers with our safety programs and actively control costs with our network of workers’ compensation related service providers. These activities have had a positive impact creating favorable adjustments to workers’ compensation liabilities recorded in prior periods. The benefit of these adjustments has been declining and there can be no assurance that we will be able to continue to reduce accident rates and control costs to produce these results in the future.

Our level of debt and restrictions in our credit agreement could negatively affect our operations and limit our liquidity and our ability to react to changes in the economy.

Extensions of credit under our Second Amended and Restated Revolving Credit Agreement ("Revolving Credit Facility") are permitted based on a borrowing base, which is an agreed percentage of eligible accounts receivable and an agreed percentage of the appraised value of our Tacoma headquarters building, less required reserves and other adjustments. If the amount or quality of our accounts receivable deteriorates, then our ability to borrow under the Revolving Credit Facility will be directly affected. Our lenders can impose additional conditions which may reduce the amounts available to us under the Revolving Credit Facility.

Our principal sources of liquidity are funds generated from operating activities, available cash and cash equivalents, and borrowings under our Revolving Credit Facility. We must have sufficient sources of liquidity to meet our working capital requirements, fund our 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 Revolving Credit Facility and Term Loan Agreement contain restrictive covenants that require us to maintain certain financial conditions. Our failure to comply with these restrictive covenants 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. We may not have sufficient funds on hand to repay these loans, and 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 materially adversely affected by increased costs and rates.

Our increased debt levels could have significant consequences for the operation of our business, including: requiring us to dedicate a significant portion of our cash flow from operations to servicing our debt rather than using it for our operations; limiting our ability to obtain additional debt financing for future working capital, capital expenditures, or

other corporate purposes; limiting our ability to take advantage of significant business opportunities, such as acquisition opportunities; limiting our ability to react to changes in market or industry conditions; and putting us at a disadvantage compared to competitors with less debt.

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

We expect to continue making acquisitions and entering into new business initiatives as part of our business strategy. This strategy may be impeded, however, if we cannot identify suitable acquisition candidates or new business initiatives, or if acquisition candidates are not available under terms that are acceptable to us. Future acquisitions could result in our incurring additional debt and contingent liabilities, an increase in interest expense, an increase in amortization expense, and/or significant charges related

to integration costs. Acquisitions and new business initiatives, including initiatives outside of our workforce solutions and services business, could involve significant unanticipated challenges and risks, including that they may not advance our business strategy, we may not realize our anticipated return on our investment, we may experience difficulty in implementing initiatives or integrating acquired operations, or management's attention may be diverted from our other business. These events could cause material harm to our business, operating results, or financial condition.

If our acquired intangible assets become impaired we may be required to record a significant charge to earnings.

We regularly review acquired intangible assets for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. We test goodwill and indefinite-lived intangible assets for impairment at least annually. Factors that may be considered a change in circumstances, indicating that the carrying value of the intangible assets may not be recoverable, include: macroeconomic conditions, such as deterioration in general economic conditions; industry and market considerations, such as deterioration in the environment in which we operate; cost factors, such as increases in labor or other costs that have a negative effect on earnings and cash flows; our financial performance, such as negative or declining cash flows or a decline in actual or planned revenue or earnings compared with actual and projected results of relevant prior periods; and other relevant entity-specific events, such as changes in management, key personnel, strategy, or customers, and sustained decreases in share price. We may be required to record a significant charge in our financial statements during the period in which we determine an impairment of our acquired intangible assets has occurred, negatively impacting our financial results.

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

Our industry is highly competitive and rapidly innovating. Our competitors include large, well-financed competitors, small local competitors, and internet-based companies providing a variety of flexible workforce solutions. We face extensive pricing pressure and must continue to innovate changes in the way we do business in order to remain relevant to our customers. 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.

The loss of or substantial decline in revenue from a major customer could have a material adverse effect on our revenues, profitability, and liquidity.

We experience revenue concentration with large customers. The loss of, or reduced demand for our services related to major customers, could have a material adverse effect on our business, financial condition, and results of operations. In addition, customer concentration exposes us to concentrated credit risk, as a significant portion of our accounts receivable may be from a small number of customers.

Our management information systems may not perform as anticipated and are vulnerable to damage and interruption.

The efficient operation of our business is dependent on our management information systems. We rely heavily on proprietary and third-party management information systems, mobile device technology and related services, and other technology which 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.

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A data breach, or improper disclosure of, or access to, our confidential and/or proprietary information or our employees' or customers' information could materially harm our business.
Our business involves the use, storage, and transmission of information about applicants, candidates, contingent workers, permanent placements, our employees, and customers. Our contingent workers and employees may have access or exposure to confidential customer information about applicants, candidates, contingent workers, permanent placements, other employees, and customers. We and our third-party vendors have established policies and procedures to help protect the security and privacy of this information. The secure use, storage, and transmission of this information is critical to our business operations. We have experienced cyber-attacks, computer viruses, social engineering schemes, and other means of unauthorized access to our systems. The security controls over sensitive or confidential information and other practices we and our third-party vendors follow may not prevent the improper access to, disclosure of, or loss of such information. Failure to protect the integrity and security of such confidential and/or proprietary information could expose us to regulatory fines, litigation, contractual liability, damage to our reputation, and increased compliance costs.
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 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 employment services 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, train, and motivate a sufficient number of qualified individuals may delay or affect the speed of our strategy execution and planned growth. 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 sufficient qualified candidates to meet the needs of our customers.
We compete to meet our customers' needs for workforce solutions and services and we must continually attract qualified candidates to fill positions. Attracting qualified candidates depends on factors such as desirability of the assignment, location, and the associated wages and other benefits. We have in the past experienced shortages of qualified candidates and we may experience such shortages in the future. Further, if there is a shortage, 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. Organized labor periodically engages in efforts to represent various groups of our contingent workers. If we are subject to unreasonable collective bargaining agreements or work disruptions, our business could be adversely affected.
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.
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, mobile texting and electronic pay solutions, to provide certain back office support activities, and to support business process outsourcing for our customers. Accordingly, we are subject to the risks associated with the vendors' ability to provide these services to meet our needs. If the cost of these services is more than expected, or if we or the vendors 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.

Foreign currency fluctuations may have a material adverse effect on our operating results.

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We report our results of operations in United States dollars. The majority of our revenues are generated in the United States. Our international operations are denominated in currencies other than the United States dollar, and unfavorable fluctuations in foreign currency exchange rates could have an adverse effect on our reported financial results. Increases or decreases in the value of the United States dollar against other major currencies could affect our revenues, operating profit, and the value of balance sheet items denominated in foreign currencies. Our exposure to foreign currencies, in particular the Australian dollar, could have an adverse effect on our business, financial condition, cash flow, and/or results of operations. Furthermore, the volatility of currencies may impact year-over-year comparability.

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 March 25, 2016.

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)
12/26/2016 through 1/22/16	399	$25.76	—	$35.2 million
1/23/16 through 02/19/16	53,042	$20.91	—	$35.2 million
2/20/16 through 3/25/16	1,212	$24.30	—	$35.2 million
Total	54,653	$21.02	—	

(1) During the thirteen weeks ended March 25, 2016, we purchased 54,653 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 $75.0 million share repurchase program in July 2011 that does not have an expiration date. As of March 25, 2016, $35.2 million remains available for repurchase of our common stock under the current authorization.

Item 6. EXHIBITS

Exhibit Number	Exhibit Description
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.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.

101.LAB XBRL Taxonomy Extension Label Linkbase.

101.PRE XBRL Taxonomy Extension Presentation Linkbase.

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SIGNATURES

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

TrueBlue, Inc.

	/s/ Steven C. Cooper	4/25/2016
	Signature	Date
By:	Steven C. Cooper, Director and Chief Executive Officer	
	/s/ Derrek L. Gafford	4/25/2016
	Signature	Date
By:	Derrek L. Gafford, Chief Financial Officer and Executive Vice President	
	/s/ Norman H. Frey	4/25/2016
	Signature	Date
By:	Norman H. Frey, Chief Accounting Officer and Senior Vice President	