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TrueBlue, Inc.  
Form DEF 14A  
April 03, 2014

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

- [ ] Preliminary Proxy Statement  [ ] Soliciting Material Under Rule 14a-12
- [ ] Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [X] Definitive Proxy Statement
- [ ] Definitive Additional Materials

TrueBlue, Inc.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
  - 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- [ ] Fee paid previously with preliminary materials:
- [ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
  - 1) Amount previously paid:
  - 2) Form, Schedule or Registration Statement No.:

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- 3) Filing Party:
  - 4) Date Filed:
-

**Wednesday, May 14, 2014**  
10:00 a.m., Pacific Time  
TrueBlue Building, 1015 A Street  
Tacoma, Washington 98402

***Notice of 2014 Annual Meeting of Shareholders and Proxy Statement***

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Schedule 14A (Rule 14a-101)

Information required in proxy statement schedule 14a information

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

- Filed by the Registrant**
- Filed by a Party other than the Registrant**

Check the appropriate box:

- Preliminary Proxy Statement**
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement**
- Definitive Additional Materials**
- Soliciting Material Under Rule 14a-12**

**TrueBlue, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.**

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**3** Filing Party:

**4** Date Filed:

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## Letter to Shareholders

Tacoma, Washington  
April 4, 2014

### Dear Shareholders:

On behalf of the Board of Directors and management of TrueBlue, Inc. it is a pleasure to invite you to your Company's 2014 Annual Meeting of Shareholders, to be held at TrueBlue's corporate headquarters, 1015 A Street, Tacoma, Washington 98402, on Wednesday, May 14, 2014, at 10:00 a.m. (Pacific Daylight Time).

As in prior years, TrueBlue has elected to deliver our proxy materials to the majority of our shareholders over the internet. This delivery process allows us to provide shareholders with the information they need, while at the same time conserving resources and lowering costs to the Company. On or about April 4, 2014, we mailed to our shareholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our 2014 Proxy Statement and 2013 Annual Report to Shareholders. The Notice also provides instructions on how to vote online, by telephone, or by requesting and returning a proxy card, and includes instructions on how to receive a paper copy of the proxy materials by mail.

The matters to be acted upon are described in the accompanying Notice of Annual Meeting of Shareholders and Proxy Statement.

I look forward to seeing our shareholders at the Annual Meeting of Shareholders. We will report on TrueBlue's operations and respond to questions you may have.

**Your vote is very important. Whether or not you plan to attend, it is important that your shares be represented. Please vote online, by telephone, or by requesting and returning a proxy card as soon as possible in order to ensure that your vote is counted. If you are a shareholder of record and attend the Annual Meeting of Shareholders you will, of course, have the right to vote your shares in person.**

Very truly yours,

/s/ **Joseph P. Sambataro, Jr.**

**Joseph P. Sambataro, Jr.**  
Chairman of the Board

## Notice of Annual Meeting of Shareholders

**TrueBlue, Inc.** 1015 A Street, Tacoma, Washington 98402

### Notice of Annual Meeting of Shareholders

Wednesday, May 14, 2014

The Annual Meeting of Shareholders of TrueBlue, Inc., a Washington corporation (the Company), will be held at TrueBlue's corporate headquarters, 1015 A Street, Tacoma, Washington 98402, on Wednesday, May 14, 2014, at 10:00 a.m. (Pacific Daylight Time) for the following purposes:

**1** to elect the Directors named in the accompanying proxy statement to serve until the next Annual Meeting of Shareholders and until their respective successors are elected and qualified;

**2** to approve, by advisory vote, executive compensation; and

**3** to ratify the selection of Deloitte & Touche LLP to serve as the independent registered public accounting firm of the Company for the fiscal year ending December 26, 2014.

**Important notice regarding the availability of Proxy Materials for the Annual Meeting of Shareholders to be held on May 14, 2014:** Our proxy statement is attached. Financial and other information concerning the Company is contained in our annual report to shareholders for the 2013 fiscal year. The proxy statement and our 2013 annual report to shareholders are available on our website at [www.TrueBlue.com](http://www.TrueBlue.com). Additionally, and in accordance with Securities and Exchange Commission rules, you may access our proxy materials and vote your shares at [www.proxyvote.com](http://www.proxyvote.com).

**Your vote is important. Whether or not you plan to attend the meeting, you are urged to vote online, by telephone, or by requesting and returning a proxy card as promptly as possible in order that the presence of a quorum may be assured. The giving of such proxy does not affect your right to revoke it later or, if you are a shareholder of record, vote your shares in person in the event that you should attend the meeting.**

Only shareholders of record at the close of business on March 14, 2014, will be entitled to notice of, and to vote at, the Annual Meeting and any adjournments thereof. Brokers cannot vote for Items 1 or 2 without your instructions on how to vote.

By Order of the Board of Directors,

**/s/ James E. Defebaugh**

**James E. Defebaugh**  
Secretary

## Proxy Summary

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement carefully before voting.

### *Annual Meeting of Shareholders*

<b>Date and Time</b>	May 14, 2014, 10:00 a.m., Pacific Time
<b>Location</b>	TrueBlue Building Robert J. Sullivan Auditorium 1015 A Street Tacoma, Washington 98402
<b>Record Date</b>	March 14, 2014
<b>Voting</b>	Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals.

### *Vote Right Away*

Even if you plan to attend our Annual Meeting, please read this proxy statement with care and vote right away using any of the following methods. In all cases, have your proxy card or voting instructions form in hand and follow the instructions:

**By internet using your computer**

Visit [www.proxyvote.com](http://www.proxyvote.com)

**By internet using a tablet or smartphone**

Scan this QR Code to vote with your mobile device

**By telephone**

Dial toll-free 1-800-690-6903

**By requesting and mailing your proxy card**

Cast your ballot, sign your proxy card, and send by U.S. mail

### *Voting Matters*

Agenda Item		Board Vote Recommendation	Page Reference For More Information
1	Election of Directors	FOR	5
2	Approval, by advisory vote, of the compensation of our Named Executive Officers	FOR	17
3	Ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 26, 2014	FOR	42

### *Governance Best Practices*

<b>Leadership</b>	Separation of Chairman, Lead Independent Director, and CEO roles since 2008
<b>Independence</b>	All non-executive Directors are independent All members of the Governance, Audit, and Compensation committees are independent

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**Elections**

All board members are elected annually

**Evaluations**

Board members must be elected by the majority of votes cast

The full Board of Directors completes annual self evaluations

The Audit and Compensation committees complete annual self evaluations

**Aligning with  
Shareholder Interests**

All board members have stock ownership guidelines

All board members receive annual equity grants

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**TrueBlue, Inc.**

2014 Proxy Statement

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Proxy Summary

*2013 Corporate Financial Highlights*

<b>Revenue</b>	Grew to \$1.67 billion for 2013, a 20.1% increase over 2012
<b>Net Income</b>	Grew to \$44.9 million for 2013, a 33.6% increase over 2012
<b>Diluted Earnings per Share</b>	Increased to \$1.11 per share, a 32.1% increase over 2012
<b>Acquisitions</b>	Completed and integrated two key acquisitions in 2013

*Compensation Governance Highlights*

<b>Shareholder Approval</b>	96.6% of shareholders approved of our executive compensation program in 2013
<b>Compensation Committee</b>	Named Executive Officer (NEO) pay overseen and regularly reviewed by the Compensation Committee
<b>Compensation Consultant</b>	Compensation Committee retains external independent compensation consultant
<b>Risk</b>	Compensation programs do not encourage excessive or unnecessary risk-taking

*2013 Compensation Best Practices*

**What We Do**

Pay for performance by delivering the majority of compensation through performance and equity-based plans  
Annual advisory say-on-pay vote  
Target total compensation near the median of relevant peers  
Maintain meaningful stock ownership guidelines for all NEOs  
Engage an independent compensation consultant  
Retain double trigger change-in-control agreements  
Conduct an annual risk analysis of compensation programs  
Maintain a clawback policy

**What We Do Not Do**

No excessive guaranteed pay targets  
No cash bonus paid unless Company is profitable  
No re-pricing of options or equity grants  
No pension benefits  
No gross-up of excise taxes or benefits  
No hedging or short sales of Company stock permitted  
No reward for excessive risk-taking  
No executive perquisites

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## General Information

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors (the **Board**) of TrueBlue, Inc. ( **TrueBlue**, **Company**, **we**, **us**, or **our** ) to be voted at our 2014 Annual Meeting of Shareholders (the **Meeting** ) to be held at 10:00 a.m. (Pacific Daylight Time) on Wednesday, May 14, 2014, at the corporate headquarters of TrueBlue, Inc., 1015 A Street, Tacoma, Washington 98402, and at any adjournment thereof. This proxy statement contains the required information under the rules of the U.S. Securities and Exchange Commission (the **SEC** ) and is designed to assist you in voting your shares.

## Background

### *What is the purpose of the Meeting?*

At the Meeting, shareholders as of the record date will vote on the items of business outlined in the Notice of Annual Meeting of Shareholders (the **Meeting Notice** ). In addition, management will report on our business and respond to questions from shareholders.

### *When is the record date?*

The Board has established March 14, 2014, as the record date for the Meeting ( **Record Date** ).

### *Why did I receive a Notice of Internet Availability or why did I receive this proxy statement and a proxy card?*

You received a Notice of Internet Availability or this proxy statement and a proxy card because you owned shares of TrueBlue common stock as of March 14, 2014, the Record Date, and are entitled to vote on the items of business at the Meeting. This proxy statement describes the items of business that will be voted on at the Meeting and provides information on these items so that you can make an informed decision.

### *Who may vote?*

In order to vote at the Meeting, you must be a shareholder of record of TrueBlue as of March 14, 2014. If on the close of business on the Record Date, your shares were registered directly in your name with our transfer agent, then you are a shareholder of record. As a shareholder of record, you may vote in person at the Meeting, or vote by proxy.

If on the close of business on the Record Date, your shares were held, not in your name, but rather in an account at a brokerage firm, bank or other agent, then you are the

beneficial owner of shares held in **street name** and these proxy materials are being made available or being forwarded to you by your broker, bank or other agent. The broker, bank or other agent holding your account is considered to be the shareholder of record for purposes of voting at the Meeting. As a beneficial owner, you have the right to direct your broker, bank, or other agent on how to vote the shares in your account. You are also invited to attend the Meeting. However, since you are not the shareholder of record, you may not vote your shares in person at the Meeting unless you request and obtain a valid legal proxy issued in your name from your broker, bank, or other agent.

### *How many shares of TrueBlue common stock are outstanding?*

As of the Record Date, there were 41,170,375 shares of TrueBlue common stock outstanding. There are no other classes of capital stock outstanding.

## Voting Procedure

### *On what items of business am I voting?*

You are being asked to vote on the following items of business:

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1 to elect the Directors named in the accompanying proxy statement to serve until the next Annual Meeting of Shareholders, and until their respective successors are elected and qualified;

2 to approve, by non-binding vote, executive compensation; and

3 to ratify the selection of Deloitte & Touche LLP to serve as the independent registered public accounting firm of the Company for the fiscal year ending December 26, 2014.

### *How do I vote?*

If you are a shareholder of record (that is, if your shares are owned in your name and not in street name ), you may vote:

- online at [www.proxyvote.com](http://www.proxyvote.com);
- by using your smart phone or tablet to scan the QR Code provided;
- by telephone (within the U.S. or Canada) toll-free at 1-800-690-6903;
- by requesting, signing, and returning a proxy card; or
- by attending the Annual Meeting and voting in person.

## General Information

If you wish to vote by telephone, you must do so before 11:59 p.m., Eastern Time, on Tuesday, May 13, 2014. After that time, telephone voting will not be permitted, and a shareholder wishing to vote, or revoke an earlier proxy, must submit a signed proxy card or vote in person. Shareholders can vote in person or online during the Meeting. Shareholders of record will be on a list held by the Inspector of Elections. Street name shareholders, also known as beneficial holders, must obtain a proxy from the institution that holds their shares, whether it is their brokerage firm, a bank or other shareholder of record, and present it to the Inspector of Elections with their ballot. Shareholders attending online will need to follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) in order to vote or submit questions at the Meeting. Voting in person or online by a shareholder will revoke and replace any previous votes submitted by proxy.

In accordance with the rules of the SEC, we are providing all shareholders all of their proxy materials via the internet, unless a shareholder as affirmatively elected to receive paper materials. You may elect to receive paper copies of proxy materials, at no cost to you, by following the instructions contained in the Notice of Internet Availability.

### ***How are my voting instructions carried out and how does the Board recommend I vote?***

When you vote via proxy by properly executing and returning a proxy card or by voting online or by telephone, you appoint the individuals named on the proxy card (your Proxy) as your representatives at the Meeting. The Proxy will vote your shares at the Meeting, or at any adjournment of the Meeting, as you have instructed them on the proxy card. We urge you to specify your choices by marking the appropriate boxes on a proxy card, or following the instructions carefully for voting online or by telephone. However, if you return a properly executed proxy card without specific voting instructions, the Proxy will vote your shares: (i) FOR Proposal 1 (for the election of the director nominees named in the proxy statement); (ii) FOR Proposal 2 (for the non-binding approval of executive compensation); and (iii) FOR Proposal 3 (for the ratification of the selection of Deloitte & Touche LLP to serve as our independent registered public accounting firm). With proxy voting, your shares will be voted regardless of whether you attend the Meeting. Even if you plan to attend the Meeting, it is advisable to vote your shares via proxy in advance of the Meeting in case your plans change.

If any nominee for director is unable to serve or for good cause will not serve, or if an item that is not described in the Meeting Notice properly comes up for vote at the Meeting, or at any postponement or adjournment of the Meeting, your Proxy will vote the shares as recommended by the Board of Directors pursuant to the discretionary authority granted in the proxy. At the time this proxy statement was printed, we were not aware of any other matters to be voted on.

### ***How many votes do I have?***

You have one vote for each share you own, and you can vote those shares for each item of business to be addressed at the Meeting.

### ***How many shares must be present to hold a valid Meeting?***

For us to hold a valid Meeting, we must have a quorum, which means that a majority of the outstanding shares of our common stock that are entitled to cast a vote are present in person or by proxy at the Meeting. Proxies received but marked as abstentions and Broker Non-Votes (discussed below) will be treated as shares that are present and entitled to vote for purposes of determining a quorum. Your shares will be counted as present at the Meeting if you:

- vote online or by telephone;
- properly submit a proxy card (even if you do not provide voting instructions); or
- attend the Meeting and vote in person.

### ***How many votes are required to approve an item of business?***

As described in more detail under Proposal 1, Election of Directors, the Company has adopted majority voting procedures for the election of Directors in uncontested elections. As this is an uncontested election, each of the nominees for election as Directors will be elected by the vote of the majority of the votes cast. A majority of votes cast means that the number of shares cast For a director's election exceeds the number of votes cast Against that director. There is no cumulative voting for the Company's Directors. Abstentions and Broker Non-Votes are not considered votes cast. Likewise, a share otherwise present at the Meeting as

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to which a shareholder gives no authority or direction to vote is also not considered a vote cast.

## General Information

The proposal to approve, by non-binding vote, executive compensation will be approved under Washington law if the number of votes cast For the proposal exceeds the number of votes cast Against the proposal.

The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered accounting firm will be approved under Washington law if the number of votes cast For the proposal exceeds the number of votes cast Against the proposal.

### ***What if my shares are held by a brokerage firm?***

If you are a beneficial owner whose shares are held on record by a broker, you should instruct the broker how to vote your shares. The rules of the New York Stock Exchange ( NYSE ) allow brokerage firms to vote their clients' shares on routine matters if the clients do not provide voting instructions at least 10 days prior to the shareholder meeting. The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm is considered a routine matter under NYSE rules. However, the other proposals, including the election of directors and the approval of executive compensation, are not considered routine matters under NYSE rules. The NYSE rules do not allow brokerage firms to vote their clients' shares on non-routine matters, in the absence of affirmative voting instructions. It should be noted that NYSE rules previously considered the election of directors to be a routine matter for which brokerage firms could vote in the election of directors if the record holder had not received instructions on how to vote from the beneficial owner. Accordingly, it is particularly important that the beneficial owners instruct their brokers how they wish to vote their shares.

If your brokerage firm lacks discretionary voting power with respect to an item that is not a routine matter and you do not provide voting instructions (a Broker Non-Vote ), your shares will be counted for purposes of establishing a quorum to conduct business at the Meeting but will not be counted in determining the number of shares voted for or against the non-routine matter.

### ***What effect will Abstentions and Broker Non-Votes have?***

Abstentions and Broker Non-Votes will have no practical effect on any of the proposals because abstentions and Broker Non-Votes do not represent votes cast For or Against the proposals.

### ***What if I change my mind after I vote via proxy?***

You may revoke your proxy at any time before your shares are voted by:

- submitting a later dated proxy prior to the Meeting (by mail, online or telephone);
- delivering a written request to return the executed proxy;
- voting in person at the Meeting; or
- providing written notice of revocation to the Corporate Secretary of the Company at 1015 A Street, Tacoma, Washington 98402.

### ***Where can I find the voting results of the Meeting?***

We will announce preliminary voting results at the Meeting. We plan to publish the final voting results in a Current Report on Form 8-K ( Form 8-K ) filed within four business days of the Meeting. If final voting results are not available within the four-business-day time frame, we plan to file a Form 8-K disclosing preliminary voting results within the required four business days, to be followed as soon as practicable by an amendment to the Form 8-K containing final voting results.

### ***How can multiple shareholders sharing the same address request the receipt of only one set of proxy materials and other investor communications?***

If you opt to continue to receive paper copies of our proxy materials, you may elect to receive future proxy materials, as well as other investor communications, in a single package per address. This practice, known as householding, is designed to reduce our paper use, printing, and postage costs. To make the election, please indicate on your proxy card under Household Election your consent to receive such communications in a single package per address. Once we receive your consent, we will send a single

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package per household until you revoke your consent by notifying our Investor Relations Department at 1015 A Street, Tacoma, Washington 98402. We will start sending you individual copies of proxy materials and other investor communications within 30 days of your revocation.

### *Can I receive the proxy materials electronically?*

Yes. Shareholders who have not affirmatively opted to receive paper proxy materials through the mail will receive a Notice of Internet Availability and may access our proxy materials online. On or about April 4, 2014, we mailed to our shareholders a Notice of Internet Availability of Proxy

## General Information

Materials ( Notice ) directing shareholders to the website where they can access our 2014 proxy statement and fiscal 2013 annual report and view instructions on how to vote online or by phone. If you received the Notice only and would like to receive a paper copy of the proxy materials, please follow the instructions printed on the Notice to request that a paper copy be mailed to you.

We will arrange with brokerage firms and other custodians, nominees and fiduciaries to forward proxy solicitation materials to certain beneficial owners of common stock and will reimburse such brokerage firms, custodians, nominees and fiduciaries for reasonable out-of-pocket expenses that they incur as a result of forwarding the proxy materials.

### *Who may solicit proxies?*

Proxies may be solicited by our officers, Directors, and regular supervisory and executive employees, none of whom will receive any additional compensation for their services.

### *Who will count the votes?*

Broadridge Investor Services will count the votes and will serve as the independent inspector of the election.

## Proposals by Shareholders

### *How can a shareholder submit a proposal to be voted on at the 2015 Annual Meeting?*

The Company anticipates that the 2015 Annual Meeting will be held no later than June 2015. A shareholder proposal to be presented at the Company's 2015 Annual Meeting of Shareholders and included in the Company's proxy statement relating to such meeting must be received by the Company at its executive offices at 1015 A Street, Tacoma, Washington 98402, not earlier than the close of business on the 120th day and not later than the 90th day prior to the first anniversary of the date of the 2014 Annual Meeting. Please send the proposal to the attention of the Company's Secretary. A proposal for action to be presented by any shareholder at an annual meeting will be out of order and will not be acted upon unless: (i) specifically described in the Company's proxy statement relating to such meeting; (ii) such proposal has been submitted in writing to the Secretary at the above address not earlier than the close of business on the 120th day and not later than the 90th day prior to the first anniversary of the 2014 Annual Meeting (proposals must be submitted between January 14, 2015, and February 13, 2015); and (iii) such proposal is, under law, an appropriate subject for shareholder action.

All shareholder proposals related to the nomination of a director must comply with the provisions set forth below in the section Nominations by Shareholders. Shareholder proposals not related to the nomination of a director, in addition to the information about the proposing shareholder, must set forth:

**A** a brief description of the business desired to be brought before the Meeting, the reasons for conducting such business at the Meeting and any material interest of such shareholder in such business; and

**B** a description of all agreements, arrangements and understandings, whether direct or indirect, between such shareholder, and any other person or persons (including their names) in connection with the proposal of such business by such shareholder.

## Additional Information

### *Where can I find additional information about TrueBlue?*

Our reports on Forms 10-K, 10-Q, and 8-K, and other publicly available information should be consulted for other important information about TrueBlue. You can also find additional information about us on our website at [www.TrueBlue.com](http://www.TrueBlue.com). The principal executive office of the Company and its mailing address is at 1015 A Street, Tacoma, Washington 98402. The telephone number for the Company is (253) 383-9101.



## Proposal 1. Election of Directors

### The Nominees

The Board of Directors has nominated the following persons for election as Directors, all of whom are currently Directors. **The Board of Directors recommends a vote FOR each of the nominees.** Proxies cannot be voted for a greater number of persons than the number of nominees named. The biographies of each of the nominees and continuing Directors below contain information regarding the person's service as a Director, business experience, director positions held currently or at any time during the last five years and information regarding involvement in certain legal or administrative proceedings, if applicable. Each biographic summary is followed by a brief summary of certain experiences, qualifications, attributes or skills that led the Corporate Governance and Nominating Committee (the Governance Committee) and the Board to determine that each nominee should serve as a director for the Company. The summaries do not include all of the experiences, qualifications, attributes or skills of the nominees. General information regarding the nomination process is included in the Corporate Governance Section under the Nominations for Directors heading.

#### *Steven C. Cooper*

Steven C. Cooper, 51, has served as a Director and the Company's Chief Executive Officer since 2006, and has served as President since 2005. From 2001 to 2005, Mr. Cooper served as the Company's Executive Vice President and Chief Financial Officer. Prior to joining the Company in 1999, Mr. Cooper held various senior management positions with Deloitte & Touche LLP, providing professional services, and with Albertsons, Inc., a NYSE-listed retail company. Currently, Mr. Cooper is a board member of the Washington Roundtable, a nonprofit, public policy organization representing major private sector employers throughout Washington State. He is also a member of the American Cancer Society's CEOs Against Cancer and a chair of the United Way of Pierce County's fundraising committee.

Mr. Cooper has extensive experience in strategic planning, operations, finance and accounting. Mr. Cooper is the only management member of the Board, thus his participation on the Board fulfills a critical communication and leadership role.

#### *Thomas E. McChesney*

Thomas E. McChesney, 67, has served as a Director of the Company since 1995. Mr. McChesney currently serves as a Director of ConnectSoft, Inc. From 2004 to 2009, Mr. McChesney was President of SR Footwear, LLC. From 1998 to 2005, he was Director of Investment Banking with Blackwell Donaldson and Company. Mr. McChesney was previously a Director of Nations Express, Inc.

Mr. McChesney contributes his long experience as a Director of the Company, including 14 years as the Chair of our Compensation Committee, qualifies as an audit committee financial expert, and has extensive financial and entrepreneurial experience as an executive and board member in the financial services industry as well as a wide variety of other enterprises.

#### *Gates McKibbin*

Gates McKibbin, 67, has served as a Director of the Company since 2001. Since 1996, Ms. McKibbin has been self-employed as a consultant developing comprehensive strategy and leadership programs for large, nationally respected organizations. Prior to 1996, Ms. McKibbin held numerous executive and consulting positions.

Ms. McKibbin has a Ph.D. in organizational theory and research, spends significant time visiting and consulting with management and staff at all levels throughout the Company, and provides the Board with her unique and insightful observations, especially those involving human relations, strategic and organizational change and leadership development.

***Jeffrey B. Sakaguchi***

Jeffrey B. Sakaguchi, 52, has served as a Director of the Company since December 2010. Mr. Sakaguchi serves as the Chairman of the Board of Neah Power Systems, Inc., a publicly-held fuel cell development and manufacturing company. He also serves as a director of Eccentex, Inc., a privately-held early-stage software company. Mr. Sakaguchi is a former Chairman of the Board of Directors for the Los Angeles Region of the American Red Cross, a nonprofit humanitarian organization, for which he currently serves as Chairman of

## Proposal 1. Election of Directors

the Governance & Nominating Committee. Mr. Sakaguchi has also served as a partner of the Technology Solutions Group, a management consulting firm, and as President and Chief Operating Officer of Evolution Robotics Retail, Inc., an early-stage technology company. Prior to these positions, he was a senior partner with Accenture, a global management consulting firm, where he led the North American Energy Strategy Practice. Prior to that, he was a senior engagement manager for McKinsey & Company, a global strategy consulting firm.

Mr. Sakaguchi's experience in a number of leadership roles helps the Company improve performance and build market share. His background and expertise in emerging technology, start-ups, and strategy will provide valuable guidance to the Company's strategy, innovation, and technology efforts. His experience provides a valuable resource to the Company.

### *Joseph P. Sambataro, Jr.*

Joseph P. Sambataro, Jr., 63, has served as a Director since 2000 and as Chairman of the Board since October 2008. Mr. Sambataro served as the Company's Chief Executive Officer from 2001 until 2006, and served as the Company's President from 2001 until 2005. Mr. Sambataro joined the Company in 1997 and served as Chief Financial Officer, Executive Vice President, Treasurer, and Assistant Secretary until 2001. Prior to joining the Company, he worked with BDO Seidman, LLP, KPMG Peat Marwick and in senior management of biotechnology firms in Seattle.

Mr. Sambataro's long and successful tenure as CEO and CFO for the Company during its formative years combined with his effective leadership and coaching skills, financial and accounting expertise and unique ability to develop consensus are among the contributions he makes to the Board and the primary reasons why he serves as our Chairman.

### *Bonnie W. Soodik*

Bonnie W. Soodik, 63, has served as a Director since March 2010. Ms. Soodik's career spanned 30 years with The Boeing Company, where she most recently served as a Senior Vice President, Office of Internal Governance and a member of the Boeing Executive Council. Ms. Soodik also served in various Vice President roles within Boeing and McDonnell Douglas Corporation, where she began her career in 1977.

Ms. Soodik has experience from a broad number of functions at Boeing, from operations to human resources and has overseen governance, compliance and regulatory affairs. Her experience with such a large organization provides a valuable resource to the Company.

### *William W. Steele*

William W. Steele, 77, has served as a Director of the Company since August 2001, Chair of the Governance Committee since June 2003 and the Lead Independent Director since October 2008. Mr. Steele is currently a Director, and Chairman of the Corporate Citizen Communication Committee of ABM Industries, a large facilities services contractor traded on the NYSE. In the course of his 43-year career with ABM Industries, Mr. Steele was appointed its President in 1991 and its Chief Executive Officer in 1994, and served in those capacities until his retirement in October of 2000.

Mr. Steele's long-term operating, executive, strategic and continuing board experience with ABM, a multi-unit service company that shares many attributes with our Company, is invaluable to the Board in its decision-making and leadership processes. As Chair of our Governance Committee and Lead Independent Director, Mr. Steele is a student and champion of good governance and best practices.

## Proposal 1. Election of Directors

### *Craig E. Tall*

Craig E. Tall, 68, has served as a Director of the Company since 2006. Mr. Tall was previously employed by Washington Mutual from 1985 to 2007, was a member of its Executive Committee from 1995 through 2004, and served as its Vice Chair of Corporate Development from 1999 to 2004. Mr. Tall's management responsibilities included a variety of assignments, such as mergers and acquisitions, commercial banking, consumer finance, managing Washington Mutual's life insurance company, strategic planning, real estate, special credits and venture capital fund. Before joining Washington Mutual, Mr. Tall was president of Compensation Programs, Inc., a national employee benefits consulting firm.

Mr. Tall's extensive and high level experience in the financial services industry, as well as his executive and board involvement with numerous other businesses and organizations, enables Mr. Tall to make very significant contributions to the Board's decision-making processes especially in strategic planning and financial matters. The depth and breadth of Mr. Tall's experience and skills are also evident in the fact that he qualifies as an audit committee financial expert and serves as Chair of our Audit Committee.

### Majority Voting

The Company's Directors are elected each year at the Annual Meeting of Shareholders to serve until their successors are elected and qualified, or until they resign, are removed, or are otherwise disqualified to serve. The Company's Board of Directors currently consists of eight Directors.

A nominee for director in an uncontested election who does not receive a majority vote but who was a director at the time of the election shall not be elected, but shall continue to serve as a holdover director until the earliest of: (a) 90 days after the date on which an inspector determines the voting results as to that director pursuant to Section 23B.07.280 of the Washington Business Corporation Act; (b) the date on which the Board of Directors appoints an individual to fill the office held by such director, which appointment shall constitute the filling of a vacancy by the Board of Directors; or (c) the date of the director's resignation. Any vacancy resulting from the non-election of a director under these circumstances may be filled by the Board of Directors as provided in Article II, Section 2.11 of the Company's Bylaws. The Governance Committee will consider promptly whether to fill the position of a nominee failing to receive a majority vote and make a recommendation to the Board of Directors about filling the position. The Board of Directors will act on the Governance Committee's recommendation and within ninety (90) days after the certification of the shareholder vote will publicly disclose its decision. Except as provided in the next sentence, a director who fails to receive a majority vote for election will not participate in the Governance Committee's recommendation or Board of Directors decision about filling his or her office. If no director receives a majority vote in an uncontested election, then the incumbent Directors: (i) will nominate a slate of nominee directors and hold a special meeting for the purpose of electing those nominees as soon as practicable; and (ii) may in the interim fill one or more director positions with the same director(s) who will continue in office until their successors are elected.

**The Governance Committee and the Board of Directors recommend a vote FOR the election of each nominee named above.**

## Corporate Governance

### Leadership Structure

The Company has divided its leadership among three Directors:

- Steven C. Cooper serves as Chief Executive Officer;
- Joseph P. Sambataro, Jr. serves as Chairman of the Board of Directors; and
- William W. Steele serves as Lead Independent Director.

The Board has appointed different individuals to fulfill the roles of the Chairman of the Board and the Chief Executive Officer for over ten years and believes that it is in the best interest of the shareholders and an efficient allocation of the time and responsibilities for Company leadership.

Mr. Steele was appointed as the Lead Independent Director in 2008. The Lead Independent Director presides at meetings of the Board and the shareholders in the absence of the Chairman and specifically during all executive sessions of the independent Directors except where he has a conflict or elects to delegate such responsibility to another independent Director. In addition, the Lead Independent Director is responsible for:

- maintaining effective communication between the independent Directors, the Chairman, and the Chief Executive Officer including the right to direct the distribution of information to the independent Directors and the calling of special meetings of committees and, if not a member of the committee, participating on a non-voting basis in any such committee meetings;
- representing the independent Directors in meetings and discussions with institutional or other major shareholders or stakeholders;
- reviewing and approving agendas for and the scheduling of Board, committee, and shareholder meetings; and
- generally representing the Board during emergency situations and whenever such representation, in his reasonable judgment, is required or the Company will benefit from participation by the Lead Independent Director.

The Chairman generally presides at and, with consultation and input from the Chief Executive Officer and all other Directors, proposes the agendas for meetings of the Board and the shareholders, except in the case of executive sessions of independent Directors or where the Chairman has a conflict or elects to delegate such responsibility to another Director. The Chairman also meets or confers with the Chief Executive Officer on a regular basis and is responsible for maintaining effective communication between the Board and the Chief Executive Officer.

### Director Independence

The Board affirmatively determines the independence of each Director and nominee for election as a director in accordance with criteria set forth in the Company's Corporate Governance Guidelines (the Guidelines), which include all elements of independence set forth in the NYSE listing standards and related SEC Rules and Regulations. At a regularly scheduled portion of each Board meeting or as part of the Governance Committee meetings, the independent Directors meet in executive session without management or any non-independent Directors present.

Based on these standards, at its meeting held on March 12-13, 2014, the Governance Committee and the Board determined that each of the following non-employee Directors is independent and has no material relationship with the Company, except as a Director and shareholder of the Company:

- Thomas E. McChesney
- Gates McKibbin
- Jeffrey B. Sakaguchi
- Joseph P. Sambataro, Jr.
- Bonnie W. Soodik
- William W. Steele
- Craig E. Tall

In addition, based on the NYSE Rules, the Board determined that Steven C. Cooper is not independent because he is the Chief Executive Officer of the Company.

**Risk Assessment**

The Company has an Enterprise Risk Management ( ERM ) program. During 2013, risk responsibilities were integrated within the current management structure. Specific risks were assigned to business area experts, and an ERM committee, consisting of senior leaders and executives, which met regularly to discuss the risk environment. The Board is actively involved in oversight of risks that could affect the Company. The Board is assisted in this regard by the Audit Committee, which has responsibility for periodically reviewing the guidelines, policies, and procedures by which the Company assessed and managed its exposure to risk

## Corporate Governance

and reviewed the risk exposures and the steps management used to identify, monitor, assess, and respond to such exposures. Both the Audit Committee and the Board discussed specific risks with management throughout the year, as appropriate. The Board believes the administration of this risk oversight function does not negatively affect the Board's leadership structure.

### Corporate Governance Guidelines

The Guidelines are available at [www.TrueBlue.com](http://www.TrueBlue.com) by first selecting Investors, then Corporate Governance and then Guidelines. The Guidelines are also available in print to any shareholder who requests them. The Guidelines were adopted by the Board to best ensure that the Board is independent from management, that the Board adequately performs its function as the overseer of management, and that the interests of the Board and management align with the interests of the shareholders.

On an annual basis, each Director and executive officer is obligated to complete a Director or Officer Questionnaire which, among other things, requires disclosure of any transactions with the Company in which the Director or executive officer, or any member of his or her immediate family, has a direct or indirect material interest.

### Code of Business Conduct and Ethics

Our Code of Business Conduct and Ethics ( Code of Conduct ) is applicable to all Directors and employees of the Company. Our Code of Conduct is available at [www.True-Blue.com](http://www.True-Blue.com) by selecting Investors, then Code of Business Conduct. Shareholders may also request a free printed copy from: TrueBlue, Inc., Investor Relations, 1015 A Street, Tacoma, Washington 98402.

The Company intends to disclose any amendments to the Code of Conduct (other than technical, administrative or non-substantive amendments), and any waivers of a provision of the Code of Conduct for Directors or executive officers, on the Company's website at [www.TrueBlue.com](http://www.TrueBlue.com). Information on the Company's website, however, does not form a part of this proxy statement.

### Related Person Transactions

The Board has adopted a Related Person Transaction Policy, which is attached as Annex A to the Guidelines, that sets forth the policies and procedures for the review and approval or ratification of Related Person Transactions, which are defined to include transactions, arrangements

or relationships in which the Company is a participant; the amount involved exceeds \$120,000; and a Related Person has or will have a direct or indirect material interest. Related Persons is defined to include Directors, executive officers, director nominees, beneficial owners of more than 5% of the Company's common stock, and members of their immediate families. A Related Person Transaction must be reported to the Company's General Counsel and reviewed and approved by the Governance Committee. Under certain circumstances a transaction may be approved by the Chair of the Governance Committee subject to ratification by the full Governance Committee at its next meeting. In determining whether to approve or ratify a Related Person Transaction, the Governance Committee, as appropriate, shall review and consider:

- the Related Person's interest in the Related Person Transaction;
- the approximate dollar value of the amount involved in the Related Person Transaction;
- the approximate dollar value of the amount of the Related Person's interest in the Related Person Transaction without regard to the amount of any profit or loss;
- whether the Related Person Transaction was undertaken in the ordinary course of business of the Company;
- whether the Related Person Transaction with the Related Person is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to the Company of, the Related Person Transaction; and
- any other information regarding the Related Person Transaction or the Related Person in the context of the proposed Related Person Transaction that would be material to investors in light of the circumstances of the particular transaction.

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After reviewing all facts and circumstances, the Governance Committee may approve or ratify the Related Person Transaction only if it determines that the transaction is in, or is not inconsistent with, the best interests of the Company.

The Governance Committee reviewed and approved the following transaction in accordance with the Related Person Transaction Policy: Mr. McChesney's adult son, who does not share his residence, owns Steeldog Safety Gear LLC ( Steeldog ), which sells work boots to the Company.

## Corporate Governance

In 2013, the total amount of sales by Steeldog to the Company was approximately \$122,000. Mr. McChesney is not in any way involved with the business of Steeldog and does not have any ownership or other financial interest in our relationship with Steeldog.

### Nominations for Directors

#### *Qualifications of Nominees*

The Guidelines include the criteria our Board believes are important in the selection of director nominees. While the Board has not established any minimum qualifications for nominees, the Board does consider the composition of the Board as a whole, the requisite characteristics (including independence, diversity, and experience in industry, finance, administration and operations) of each candidate and the skills and expertise of its current members while taking into account the overall operating efficiency of the Board and its committees. With respect to diversity, we broadly construe diversity to mean not only diversity of race, gender and ethnicity, but also diversity of opinions, perspectives, and professional and personal experiences. Nominees are not discriminated against on the basis of race, gender, religion, national origin, sexual orientation, disability or any other basis proscribed by law. Service on other boards and other commitments by Directors will be considered by the Governance Committee and the Board when reviewing Board candidates and in connection with the Board's annual self-assessment process for current members of the Board.

#### *Change in Director's Principal Business Association*

Each time a Director's principal occupation or business association changes substantially, the Director is required to tender a proposed resignation from the Board to the Chair of the Governance Committee (or, in the case of the Chair of the Governance Committee's occupation or association changing, to the Chairman of the Board and the Lead Independent Director, if one has been elected). The Governance Committee shall review the Director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the Director continue to serve.

#### *Nominee Identification and Evaluation*

The Governance Committee may employ a variety of methods for identifying and evaluating nominees for director. The Governance Committee regularly assesses the size of the Board, the need for particular expertise on the Board, the need for diversity on the Board, and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated or arise, the Governance Committee considers various potential candidates for director which may come to the Governance Committee's attention through current Board members, professional search firms, shareholders, or other persons. These candidates will be evaluated at regular or special meetings of the Governance Committee and may be considered at any time during the year.

The Governance Committee will consider candidates recommended by shareholders. The Governance Committee will make an initial analysis of the qualifications of any candidate recommended by shareholders or others pursuant to the criteria summarized above to determine whether the candidate is qualified for service on the Board before deciding to undertake a complete evaluation of the candidate. If a shareholder or professional search firm provides any materials in connection with the nomination of a director candidate, such materials will be forwarded to the Governance Committee as part of its review. If the Governance Committee determines that additional consideration is warranted, it may engage a third-party search firm to gather additional information about the prospective nominee's background and experience and to report its findings to the Governance Committee. Other than the verification of compliance with procedures and shareholder status and the initial analysis performed by the Governance Committee, the Governance Committee will treat a potential candidate nominated by a shareholder like any other potential candidate during the review process. In connection with this evaluation, the Governance Committee will determine whether to interview the prospective nominee. One or more members of the Governance Committee, and others as appropriate, will interview the prospective nominees in person or by telephone. After completing this evaluation and interview, the Governance Committee will make a recommendation to the full Board as to the persons who should be nominated by the Board, and the Board will determine the nominees after considering the recommendation and report of the Governance Committee.



## Corporate Governance

### *Nominations by Shareholders*

The Governance Committee will consider director candidates recommended by shareholders on the same basis as are candidates recommended by the Governance Committee. In accordance with the Company's Bylaws, shareholders wishing to nominate a candidate should deliver the name and address of the shareholder as they appear on the Company's books (or if the shareholder holds for the benefit of another, the name and address of such beneficial owner) in a letter addressed to the Chair of the Governance Committee in care of the Company's Secretary not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the 2014 annual meeting (nominations for the 2015 annual meeting must be submitted between January 14, 2015, and February 13, 2015). In addition, the submitting shareholder should provide the following information:

- the class or series and number of shares of the Company which are, directly or indirectly, owned beneficially and/or of record;
- any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Company or with a value derived in whole or in part from the value of any class or series of shares of the Company, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Company or otherwise (a Derivative Instrument) that is, directly or indirectly, owned beneficially and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Company;
- any proxy, contract, arrangement, understanding, or relationship pursuant to which the shareholder has a right to vote or has been granted a right to vote any shares of any security of the Company;
- any short interest in any security of the Company;
- any rights to dividends on the shares of the Company owned beneficially by the shareholder that are separated or separable from the underlying shares of the Company;
- any proportionate interest in shares of the Company or Derivative Instruments held, directly or indirectly, by a general or limited partnership or limited liability

company or similar entity in which the shareholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner, is the manager, managing member or directly or indirectly beneficially owns an interest in the manager or managing member of a limited liability company or similar entity;

- any performance-related fee (other than an asset-based fee) that the shareholder is entitled to which is based on any increase or decrease in the value of shares of the Company or any Derivative Instruments; and
- the information called for above for any members of the shareholder's immediate family sharing the same household.

For each person who the shareholder proposes to nominate for election or re-election to the Board of Directors, the shareholder should also provide:

- all information relating to the nominee that would be required to be disclosed in a proxy statement or other filings required in connection with solicitations of proxies for election of Directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934 (the Exchange Act) and the rules and regulations promulgated thereunder (including the nominee's written consent to being named in the proxy statement as a nominee and to serving as a director if elected);
- a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years; and
- any other material relationships, between or among the shareholder and its respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the shareholder making the nomination or on whose behalf the nomination is made, if any, or any affiliate or associate thereof or person acting in concert therewith, were the registrant for purposes of such rule and the nominee were a director or executive officer of such registrant.



## Corporate Governance

To be eligible to be a nominee for election or re-election as a director of the Company, pursuant to a nomination by a shareholder, a person must deliver (in accordance with the time periods prescribed) to the Secretary at the principal executive office of the Company a written questionnaire (provided by the Secretary upon written request) with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made and a written representation and agreement (in the form provided by the Secretary upon written request) that such person:

- in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, if elected as a director of the Company, will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Company, and
- is not and will not become a party to:
  - > any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Company, will act or vote on any issue or question (a Voting Commitment) that has not been disclosed to the Company;
  - > any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Company, with such person's fiduciary duties under applicable law; or
  - > any agreement, arrangement or understanding with any person or entity other than the Company with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein.

Additional information may be requested to assist the Governance Committee in determining the eligibility of a proposed candidate to serve as a director. This may include requiring that a prospective nominee complete a Director questionnaire and provide any follow-up information requested. In addition, the nominee must meet all other requirements contained in the Company's Bylaws.

### Meetings and Committees of the Board

#### *The Board*

Each Director is expected to devote sufficient time, energy and attention to ensure diligent performance of his or her duties and to attend all Board, committee and shareholders' meetings. The Board met eleven times during 2013. All Directors attended at least 75% of the meetings of the Board and of the committees on which they served during the fiscal year ended December 27, 2013. Directors are expected to attend the annual meetings and special meetings of shareholders, if any. All of the Directors attended the 2013 Annual Meeting of Shareholders on May 15, 2013.

#### *Committees of the Board*

The Board has four standing committees to facilitate and assist the Board in the execution of its responsibilities. These committees are the Audit Committee, the Compensation Committee, the Innovation and Technology Committee, and the Nominating and Corporate Governance Committee (Governance Committee). All the committees are comprised solely of non-employee, independent Directors. Charters for each committee are available on the Company's website at [www.TrueBlue.com](http://www.TrueBlue.com) by first selecting Investors and then Corporate Governance. The charter of each committee is also available in print to any shareholder who requests it. The table below shows membership during 2013 for each of the standing Board committees.

#### *Membership of Board Committees*

##### **Audit**

Craig E. Tall, Chair  
Gates McKibbin  
Thomas E. McChesney

##### **Compensation**

Bonnie W. Soodik, Chair  
Jeffrey B. Sakaguchi  
William W. Steele

##### **Governance**

##### **Innovation and Technology**

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William W. Steele, Chair  
Thomas E. McChesney  
Gates McKibbin  
Jeffrey B. Sakaguchi  
Bonnie W. Soodik  
Craig E. Tall

Jeffrey B. Sakaguchi, Chair  
Joseph P. Sambataro  
Bonnie W. Soodik  
Craig E. Tall

## Corporate Governance

### *Audit Committee*

The Audit Committee met four times in fiscal 2013. The Audit Committee is comprised solely of non-employee Directors, all of whom the Board determined are independent pursuant to the NYSE rules and the independence standards set forth in Rule 10A-3 of the Exchange Act. The Governance Committee and the Board have determined that all the members of the Audit Committee are financially literate pursuant to the NYSE rules. The Board also has determined that Messrs. Tall and McChesney are Audit Committee Financial Experts within the meaning stipulated by the SEC. The Board has adopted a charter for the Audit Committee, which is available at [www.TrueBlue.com](http://www.TrueBlue.com) by selecting Investors and then Corporate Governance. The charter is also available in print to any shareholder who requests it.

### *Compensation Committee*

The Compensation Committee met five times in fiscal 2013. The Compensation Committee is comprised solely of non-employee Directors, all of whom the Board determined are independent pursuant to the NYSE rules. The Board has adopted a charter for the Compensation Committee, which is available on the Company's website at [www.TrueBlue.com](http://www.TrueBlue.com) by selecting Investors and then Corporate Governance. The charter is also available in print to any shareholder who requests it. Additional information regarding the Compensation Committee, and its procedures and processes for the consideration and determination of executive and director compensation are included under the Compensation Discussion and Analysis section of this proxy statement.

### *Corporate Governance and Nominating Committee*

The Corporate Governance and Nominating Committee ( Governance Committee ) met four times in fiscal 2013. The Governance Committee is comprised solely of non-employee Directors, all of whom the Board determined are independent pursuant to the NYSE rules. The Board has adopted a charter for the Governance Committee, which is available on the Company's website at [www.TrueBlue.com](http://www.TrueBlue.com) by selecting Investors and then Corporate Governance. The charter is also available in print to any shareholder who requests it.

### *Innovation and Technology Committee*

The Innovation and Technology Committee ( IT Committee ) met four times in fiscal 2013. The Board has adopted a charter for the IT Committee, which is available on the Company's website at [www.TrueBlue.com](http://www.TrueBlue.com) by selecting Investors and then Corporate Governance. The charter is also available in print to any shareholder who requests it. The IT Committee's primary functions are to oversee the Company's information technology strategy and programs, and to consider emerging innovation and business trends and their alignment with the Company's business strategies and objectives.

## Shareholder Communications

Any shareholder or interested party who wishes to communicate with our Board of Directors or any specific Directors, including non-management directors, may write to: Board of Directors, TrueBlue, Inc. c/o Corporate Secretary, 1015 A Street, Tacoma, Washington 98402.

The mailing envelope must contain a clear notation indicating that the enclosed letter is a Board Communication or Director Communication. All such letters must indicate whether or not the author is a shareholder and clearly state whether the intended recipients are all members of the Board or just certain specified individual Directors. The Corporate Secretary will make copies of all such letters and circulate them to the appropriate Director or Directors. If the Company develops any other procedures, they will be posted on the Company's corporate website at [www.TrueBlue.com](http://www.TrueBlue.com). Procedures addressing the reporting of other concerns by shareholders, employees, or other third parties are set forth in our Code of Conduct and Ethics.

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act, requires the Company's officers and directors and certain other persons to timely file certain reports regarding ownership of, and transactions in, the Company's securities with the SEC. Copies of the required filings must also be furnished to the Company. Based solely on its review of such forms received by it, or representations from certain reporting persons, the Company believes that during 2013 all applicable Section 16(a) filing requirements were met, and that all such filings were timely except the Form 4 that was filed for Craig Tall on March 20, 2014, for the reporting of a gift of shares.



## Compensation of Directors

### Annual Retainers

The Chairman of the Board of Directors and the Lead Independent Director each received an annual retainer of \$60,000. All other non-employee Directors received an annual cash retainer of \$40,000. Committee Chairs received an additional annual retainer payment of \$10,000.

### Meeting Fees

Each non-employee Director received meeting fees for attendance during each regular or special Board of Directors or committee meeting in accordance with the schedule below.

Meeting	In Person	Telephonic
Board of Directors	\$1,500	\$750/1,500*
Audit Committee Chair	\$1,500	\$750
Audit Committee, Member	\$1,250	\$750
Compensation Committee Chair or Member	\$1,250	\$750
Governance Committee Chair or Member	\$1,250	\$750
IT Committee Chair or Member	\$1,250	\$750

\* Directors are paid \$750 for telephonic Board of Director meetings lasting less than three hours. Directors are paid \$1,500 for a telephonic Board of Director Meetings lasting three hours or longer.

### Equity Grants

Each non-employee Director received an annual grant of unrestricted common stock worth \$100,000. The Chairman of the Board of Directors and the Lead Independent Director each received an additional \$48,000 grant. The Audit Committee Chair received an additional \$35,000 grant while all other committee Chairs received an additional \$25,000 grant. In 2013, the Company determined the number of shares of each such annual grant of common stock based on the average closing price of our stock during the 60 trading days prior to the second full trading day after the announcement of the Company's fourth quarter and year-end financial results, which was \$15.67 per share. Non-employee Directors appointed during the year are entitled to receive a pro rata grant as follows: 100% if appointed prior to the first quarterly meeting, 75% if appointed prior to the second quarterly meeting, 50% if appointed prior to the third quarterly meeting, and 25% if appointed prior to the last quarterly meeting of the year. The target equity awards received by each non-employee Director are set forth in the table below.

Name	Target Equity Award Value
Thomas E. McChesney	\$100,000
Gates McKibbin	\$100,000
Jeffrey B. Sakaguchi	\$125,000
Joseph P. Sambataro, Jr.	\$148,000
Bonnie W. Soodik	\$125,000
William W. Steele	\$173,000
Craig E. Tall	\$135,000

## Compensation of Directors

### Non-Employee Director Compensation

The following table discloses the cash, equity awards and other compensation earned by each of the Company's non-employee directors during the last completed fiscal year.

Name	Fees Earned	Stock Award	All Other	Grant
	or Paid in Cash	Grant Date	Compensation	Date Fair
		Fair Value <sup>1</sup>		Value Total
Thomas E. McChesney	\$62,500	\$117,493		\$179,993
Gates McKibbin <sup>2</sup>	\$65,000	\$117,493		\$182,493
Jeffrey B. Sakaguchi	\$77,000	\$146,857		\$223,857
Joseph P. Sambataro, Jr.	\$86,250	\$173,882		\$260,132
Bonnie W. Soodik	\$77,000	\$146,857		\$223,857
William W. Steele	\$93,250	\$203,246		\$296,496
Craig E. Tall	\$76,500	\$158,602		\$235,102

<sup>1</sup>This column represents the grant date fair value of shares awarded to each of the non-employee Directors in 2013 in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Accounting for Stock Compensation (Topic 718). The amounts are calculated using the closing price of our stock on the grant date, which was \$18.41. For additional information, refer to Note 11 to the Notes to Consolidated Financial Statements found in Item 8 of Part II of our 2013 Form 10-K (listed under Stock-Based Compensation).

<sup>2</sup>Under the Director Deferred Compensation Plan, Ms. McKibbin elected to receive 40% of her equity retainer in 2,553 shares of vested Company stock and to defer 60% of her equity retainer in the form of 3,829 shares of Company stock. Delivery of these shares to Ms. McKibbin will be made in 25% increments starting ninety days after her separation from the Board of Directors, and in three annual installments thereafter.

### Equity Retainer and Deferred Compensation Plan for Non-Employee Directors

Each non-employee Director is able to participate in the Equity Retainer and Deferred Compensation Plan for Non-Employee Directors. Under this plan, a Director may elect to modify the manner in which he or she receives the annual retainer from the Company. Directors are given the option to make an irrevocable election to convert up to 100% of his or her cash retainer to an equity retainer, and then further elect to receive up to 50% of the equity retainer in the form of stock options, rather than unrestricted common stock. In addition, a Director may make an irrevocable election to defer all or part of the stock award of his or her equity retainer to a time after he or she leaves the Board of Directors.

### Director Stock Ownership Guidelines

Each Director is expected to hold shares of the Company's common stock having a value of not less than five times the Director's base annual cash retainer. For the purpose of determining compliance, the Company will determine the number of shares required on an annual basis with the value of the shares to be determined on a trailing twelve month average daily stock price. New Directors are allowed five years in which to reach the ownership guidelines.

## Compensation Committee Report

The Compensation Committee of the Company has reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K. Based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

### Compensation Committee Membership and Processes

Compensation for our executives is determined by the Compensation Committee. As discussed under the Corporate Governance section, each of the members satisfies all of the independence requirements of the NYSE. Each member also meets applicable requirements under the regulations issued by the SEC for non-employee Directors and the Internal Revenue Service for outside Directors.

The Compensation Committee's mission, as stated in its charter, is to further shareholder value by helping to create compensation plans that provide financial incentives to employees for producing results that fairly reward shareholders.

The Compensation Committee has regularly scheduled in-person meetings each quarter and has additional in-person or telephonic meetings as appropriate. During 2013, the Compensation Committee met five times. The agenda for each meeting is set by the Chair. The Compensation Committee has full authority to directly retain the services of outside counsel and compensation consultants and has done so on a regular basis. Our Chief Executive Officer and other Named Executive Officers (NEOs) have also attended portions of Committee meetings in order to provide information and help explain data relating to matters under consideration by the Compensation Committee but are not present during deliberations or determinations of their respective compensation or during executive sessions that occur in connection with each meeting. Outside counsel also regularly attends Compensation Committee meetings.

Prior to each regular meeting the Compensation Committee receives and reviews meeting materials including the agenda, minutes from prior meetings, a summary of

outstanding equity awards and other briefing and background materials relating to agenda items. Tally sheets for each of our NEOs are made available to the Compensation Committee for each meeting at which the Compensation Committee considers material changes to existing compensation arrangements or exercises discretion under existing plans. The tally sheets summarize: (i) all material aspects of the executive compensation program for each NEO for the last two full years as well as year-to-date information for the current year including base salary, cash awards under the short-term incentive plan, equity awards (restricted stock and performance share units) under the long-term incentive plan and all other miscellaneous compensation and benefits; (ii) equity ownership information for the last two years and the current year, including current holdings, option vesting and exercises, restricted stock vesting and any other purchases or sales of our stock; and (iii) amounts payable to NEOs in the event of termination under various scenarios, including voluntary and involuntary termination with and without cause or good reason. The regular availability of tally sheets provides the Compensation Committee with up-to-date and relevant information and has enabled the Compensation Committee members to assess the effect of individual decisions and new proposals in the context of the existing programs and prior awards and benefits taken as a whole. No specific changes were made as a result of maintaining the tally sheets but the availability of the information has proven to be a valuable and convenient reference.

### Compensation Committee Interlocks and Insider Participation

The Compensation Committee is comprised entirely of independent Directors. During 2013, none of the Company's executive officers served as a member of a compensation committee or board of directors of any other entity that had an executive officer serving as a member of the Company's Board of Directors.

#### Members of the Compensation Committee

Bonnie W. Soodik, Chair  
Jeffrey B. Sakaguchi  
William W. Steele



## Proposal 2. Advisory (Non-Binding) Vote Approving Executive Compensation

Our board has adopted a policy providing for an annual say-on-pay advisory vote. In accordance with this policy and Section 14A of the Securities Exchange Act of 1934, as amended, and as a matter of good corporate governance, we are asking shareholders to approve the following advisory resolution at the Annual Meeting of Shareholders:

**Resolved, that the shareholders of TrueBlue, Inc. (the Company ) approve, on an advisory basis, the compensation of the Company s Named Executive Officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in the Proxy Statement for the Company s Annual Meeting of Shareholders.**

This vote is mandated by Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and SEC regulations. As an advisory vote, this proposal is not binding upon the Company. However, the Compensation Committee, which is responsible for designing and administering our executive compensation program, values the feedback received from shareholders in their vote on this proposal, and will consider the outcome of the vote when making future compensation decisions for Named Executive Officers. In addition, the non-binding advisory votes described in this Proposal 2 will not be construed as: (1) overruling any decision by the Company, the Board of Directors, or the Compensation Committee relating to the compensation of the Named Executive Officers, or (2) creating or changing any fiduciary duties or other duties on the part of the Board of Directors, or any committee of the Board of Directors, or the Company.

**Our Board of Directors recommends a vote FOR the Advisory (Non-Binding) Vote Approving Executive Compensation.**

## Executive Officers

The names, ages and positions of the current executive officers of the Company are listed below, along with their prior business experience. No family relationships exist among any of the Directors or executive officers of the Company.

**Kimberly A. Cannon**, 48, has served as the Company's Executive Vice President, Human Resources, since November 2010. Prior to joining the Company, Ms. Cannon served as Vice President, Human Resources, Talent Management and Reward Systems for T-Mobile USA from 2009 to 2010 and, between 2001 and 2009, held a variety of positions with Washington Mutual Bank, including Senior Vice President of Talent, Organizational Development, Recruiting, and Total Rewards. Before this, Ms. Cannon was employed at Microsoft Corporation in numerous Human Resources roles from 1989 to 2000.

**Steven C. Cooper**, 51, has served as a Director and the Company's Chief Executive Officer since 2006, and has served as President since 2005. From 2001 to 2005, Mr. Cooper served as the Company's Executive Vice President and Chief Financial Officer. Prior to joining the Company in 1999, Mr. Cooper held various senior management positions with Deloitte & Touche LLP, providing professional services, and with Albertsons, Inc., a NYSE-listed retail company. Currently, Mr. Cooper is a board member of the Washington Roundtable, a nonprofit, public policy organization representing major private sector employers throughout Washington State. He is also a member of the American Cancer Society's CEOs Against Cancer and a chair of the United Way of Pierce County's fundraising committee.

**James E. Defebaugh**, 59, has served as Executive Vice President, General Counsel and Secretary of the Company since 2006, after serving as Vice President, General Counsel and Secretary of the Company since joining the Company in 2005. Prior to joining the Company, Mr. Defebaugh held various positions with Kmart Holding Corporation, including Senior Vice President and Chief Legal Officer (2004-2005), Senior Vice President and Chief Compliance Officer (2002-2004), Vice President and Corporate Secretary (2001-2002), and Vice President, Legal (2001). Mr. Defebaugh also served as Vice President and Chief Compliance Officer of Sears Holdings Corporation in 2005. Mr. Defebaugh is currently on the Board of Trustees for the Museum of Glass, in Tacoma, Washington, and serves there as Secretary, Audit Committee Chair, and a member of the Executive Committee.

**Derrek L. Gafford**, 43, has served as the Company's Executive Vice President and Chief Financial Officer since 2006, after serving as Vice President and Chief Financial Officer since 2005 and as the Company's Vice President of Finance and Accounting beginning in 2004. Mr. Gafford is a Certified Public Accountant and first joined the Company in 2002, serving as Vice President and Treasurer. Prior to joining the Company, Mr. Gafford served as Chief Financial Officer for Metropolitan Market, a grocery retailer, from 2001 to 2002, and held various management positions with Deloitte & Touche LLP, providing professional services, and with Albertsons, Inc., a NYSE-listed retail company.

**Wayne Larkin**, 48, has served as Executive Vice President of Branch Operations for TrueBlue since 2012 and as President of Labor Ready since May 2008. Prior to this position, he had been the Executive Vice President for Labor Ready since 2007, and the Senior Vice President of Operations for Labor Ready in 2006. Mr. Larkin originally joined the Company in 1996 and was promoted in 1998 to Labor Ready Area Director of Operations. Between 1999 and 2002, Mr. Larkin worked for Staffmark, serving first as a Business Development Manager and then as a General Manager. Mr. Larkin rejoined the Company in 2002. Prior to working for the Company, Mr. Larkin held various management positions with Avis Rent-A-Car. Currently, Mr. Larkin is a board member of the Pierce County YWCA.

**Billie R. Otto**, 47, has served as Executive Vice President and Chief Information Officer since December of 2012, after serving as Senior Vice President and Chief Information Officer since 2010. Ms. Otto has been with the Company since 1998, serving in a number of roles, including as Vice President and Corporate Controller prior to 2004. Prior to joining the Company, Ms. Otto worked in public accounting, from 1990 to 1998, with the firm now known as RSM McGladrey. Ms. Otto also currently serves on the YWCA Pierce County Board of Directors and the Advisory Board of the Western Washington University College of Business & Economics.

## Compensation Discussion and Analysis

### Executive Summary

We achieved strong performance in 2013 through organic growth in our core business as well as growth through acquisitions. Revenue for 2013 grew 20.1% to a record high of \$1.67 billion, and EBITDA, adjusted for non-recurring costs related to acquisitions, which is a key metric in our executive compensation program, grew 21.6% to \$87 million.

We delivered strong organic revenue results throughout 2013. Our sales and service teams became increasingly specialized in the industries of our customers to better help them solve their unique business challenges. Following the implementation of our electronic pay solutions in 2012, we implemented mobile texting solutions in 2013 which increased the geographic reach of our branches, reduced the time to fill orders, and increased the quality of our applicant pool. Our specialized approach and ability to leverage technology in meaningful ways increased the relevancy of our business model to both customers and workers while improving the efficiency of our operations.

We completed two key acquisitions in 2013. These acquisitions improved our ability to serve our customers, added profitable market share, and increased the quality of our talent. We integrated both acquisitions in record time while successfully retaining customers and generating meaningful business synergies.

Our management team, which is led by the Named Executive Officers ( NEOs ), was critical to our success. In 2013, the NEOs were:

- Mr. Cooper, President and Chief Executive Officer;
- Mr. Gafford, EVP and Chief Financial Officer;
- Ms. Cannon, EVP Human Resources;
- Mr. Defebaugh, EVP, General Counsel and Secretary; and
- Mr. Larkin, EVP Branch Operations.

### *Pay-for-Performance Alignment*

Our executive compensation program was designed by the Compensation Committee ( Committee ) to ensure the interests of the Company s management team are appropriately aligned with those of its shareholders by rewarding performance that meets and exceeds business and individual goals. Key pay-for-performance features of our 2013 compensation program included:

**We continued the emphasis on performance-based equity for the management team.** In 2013, we continued the balancing of our equity award mix to emphasize performance-based equity where payable compensation, if any, was tied to long-term company EBITDA and revenue growth. Target equity grant values are now split evenly between performance share units (50%) and restricted stock grants (50%). In addition, we lowered the overall value of the executive equity awards to allow for the addition of non-NEOs into the 2013 Performance Share Unit Program without significantly increasing equity expense over the prior year.

**One-half of CEO s total direct compensation package is performance-based**As a result of the changes to our equity award mix in 2013, 50% of Mr. Cooper s targeted annual total direct compensation (short-term incentive and performance share unit awards) was performance-based and at-risk, while 37% of the targeted annual total direct compensation for the other NEOs was performance-based and at-risk if performance goals were not met.

**Performance metrics used in incentive plans are linked to Company s strategic business plan**The financial measures under the 2013 incentive award programs were linked directly to the annual and long-term strategic business plans reviewed and approved by the Board of Directors. Further, if minimum financial goals under the annual cash incentive award plan and the performance share unit awards under the long-term incentive program had not been met, no payouts would be made under these awards.

**Outstanding Company performance relative to goals resulted in above target payouts under incentive plans.** Company EBITDA and revenue performance exceeded the performance share unit plan growth goals for 2011-2013, allowing performance share unit payout of the 2011 performance share unit grant at 146.7% of target. Company EBITDA performance exceeded short-term incentive plan EBITDA goals for 2013, leading to payouts for short-term incentive payout at 116% of target.

## Compensation Discussion and Analysis

### We Are Committed to Strong Governance and Best Pay Practices

Our executive compensation philosophy is reflected in the programs and practices we embrace and how they align with shareholders' long-term interests. Below is a summary of these programs and practices.

#### What We Do

Pay for performance by delivering the majority of compensation through performance and equity-based plans  
 Annual advisory say-on-pay vote  
 Target total compensation near the median of relevant peers  
 Maintain meaningful stock ownership guidelines for all NEOs  
 Engage an independent compensation consultant  
 Retain double trigger change-in-control agreements  
 Conduct an annual risk analysis of compensation programs  
 Maintain a clawback policy

#### What We Do Not Do

No excessive guaranteed pay targets  
 No cash bonus paid unless Company is profitable  
 No re-pricing of options or equity grants  
 No pension benefits  
 No gross-up of excise taxes or benefits  
 No hedging or short sales of Company stock permitted  
 No reward for excessive risk-taking  
 No executive perquisites

### We Consider Shareholder Feedback

Beginning in 2011, the Company began requesting that shareholders provide an annual say on pay advisory vote on its executive compensation program.

At our 2013 Annual Meeting of Shareholders, shareholders expressed substantial support for the compensation of our NEOs, with 96.6% of the votes cast for approval of the say on pay advisory vote. The Committee evaluated the results of the 2013 advisory vote in evaluating the Company's executive compensation programs. The Committee also considered many other factors as discussed in this Compensation Discussion and Analysis, including the Committee's assessment of the interaction of our compensation programs with our corporate business objectives, evaluations of our programs by external consultants, and review of pay data of a relevant group of peers. Each of these factors was evaluated in the context of the Committee's fiduciary duty to act in shareholders' best interests and bore on the Committee's decisions regarding our NEOs' compensation. The Committee did not make any changes to our executive compensation program and policies as a result of the 2013 say on pay advisory vote.

### We Effectively Manage Risk

As part of its oversight of our compensation programs, the Committee also regularly reviews our various compensation plans, and has concluded they do not create risks reasonably likely to have a material adverse effect on the Company. Additionally, the Committee evaluated the current design of the compensation program for our NEOs and concluded that it encourages appropriate, but not excessive, levels of risk-taking.

The short-term incentive plan focused on multiple goals such as resource management, leadership development, change management and company profitability and provided relatively moderate awards for achievement of the goals. As discussed above, a significant portion of the executive compensation for the NEOs was received under the Long-Term Executive Equity Incentive Plan, which included vesting and performance requirements and provided meaningful shareholder value primarily in the form of sustained long-term growth of our common stock.

## Compensation Discussion and Analysis

The Committee believed the following features of our 2013 compensation program, as described in greater detail throughout this document, served to mitigate excessive or unnecessary risk-taking:

- short- and long-term incentives included financial and non-financial metrics or objectives that required substantial performance on a broad range of material initiatives and/or sustained financial performance and growth;
- the maximum amount of annual cash bonus that could be earned was capped;
- a substantial portion of the total compensation for NEOs was delivered via equity awards that included a mix of restricted stock that vests over three years and performance share units that vest based on meeting certain performance targets and that encourage retention and sustained performance over time;
- stock ownership guidelines for the NEOs, insider trading and anti-hedging policies for NEOs and Directors; and
- the Company has adopted a clawback policy.

### The Compensation Committee Oversees NEO Compensation

The Committee oversees, regularly reviews, and approves compensation programs for our NEOs. The Committee reviews and approves corporate goals and objectives relevant to the compensation plans applicable to the NEOs, and together with the Governance Committee, evaluates the performance of the Chief Executive Officer in light of the corporate goals and objectives established for him.

In making compensation recommendations to the Board, the Committee considers its compensation objectives, compensation practices of our peers, the roles and responsibilities of each NEO, and internal pay equity. The Committee seeks to align compensation with our current and long-term business strategy and goals. There is no formal weighting of any of these factors; the Committee uses its informed judgment in determining pay targets and amounts. The Committee reviews and discusses annual pay elements (base salary, bonus targets, and equity awards) each year. It evaluates other programs as needed based on changes in compensation objectives, alignment with overall Company direction and business strategy, competitive trends, accounting rules, and changes in tax and other laws and regulations. Based on a review of these factors and the Committee's recommendations, the Board has approved our executive compensation programs.

### The Committee Retains Its Own Independent Compensation Consultant

The Committee retains its own external independent compensation consultant, Mercer (US) Inc. ( Mercer ), to provide an in-depth external review of its executive compensation programs every two years based on peer group benchmarking. Mercer attends key meetings of the Committee and is available to the Committee as necessary.

In 2012, the Committee reaffirmed its consulting relationship with Mercer through an evaluation process that included the evaluation of other independent compensation consultants. At the time, and on an annual basis, the Committee evaluates the independence of Mercer to ensure that no conflicts of interest of any kind exist between Mercer and the Company, including personal or business relationships between Mercer and Company or Company executive officers, Company stock ownership by Mercer, or engagement of Mercer by the Company for other material services; however, the Company's EVP Human Resources may engage Mercer, on occasion, to provide compensation market expertise for non-NEO positions.

Information provided by Mercer is considered by the Committee but does not directly determine any of our actual compensation arrangements. The Committee applies its informed judgment when establishing the compensation elements, targets and final

awards.

**Our Compensation Programs Are Carefully Designed to Support Specific Objectives**

In making compensation recommendations to the Board, the Committee considers its compensation objectives, including structuring compensation programs that demonstrate our commitment to pay for performance in both short- and long-term incentive elements, the compensation practices of our peers, the roles and responsibilities of each NEO, and internal pay equity. The Committee designs our executive compensation programs with a goal to achieve the following objectives:

- align, focus, attract and retain the key executive talent needed to achieve our long-term business strategies;
- provide a significant portion of each NEO's annual compensation based on both Company and individual performance;
- establish performance targets for incentive compensation that align with both our annual and long-term business strategies;

## Compensation Discussion and Analysis

- reflect the role, scope, and complexity of each NEO's position relative to other NEOs;
- balance the need to be competitive against our industry peers with our commitment to control costs;
- focus on performance and align NEOs' interests with both short- and long-term business objectives;
- motivate NEOs to create long-term shareholder value;
- target total compensation near the median of our peers; and
- provide strong incentives for NEOs to join and remain at TrueBlue.

### Each Component of Compensation Has Its Purpose

Our compensation program is made up of several components as summarized below. Each has a specific purpose and contributes to a well-balanced, competitive program.

The 2013 NEO total compensation program incorporates the elements described below in a manner that emphasizes pay for performance.

Component	Purpose
Base Salary	An annually fixed level of pay that reflects the role, scope and complexity of each NEO's position relative to other NEOs.
Cash Bonus	Performance-based compensation payable only upon our achievement of annual Company performance measures and the NEO's achievement of specific individual objectives that are aligned with the business strategy and shareholders' interests.
Restricted Shares	Retention-based compensation time-vested ratably over three years.
Performance Shares	Performance-based compensation that delivers shares of our stock only if the Company meets certain performance measures over a multi-year period.

The 2013 NEO total compensation program incorporates the elements described above in a manner that emphasizes pay for performance in both short- and long-term incentive elements. The charts below reflect the percentages of our 2013 NEO compensation package that represent base salary (Base Salary), short-term bonus target (STI Target), performance share unit target (PSU Target), and restricted share awards (RSA).

## Compensation Discussion and Analysis

### Peer and External Market Data is Considered in Setting NEO Pay Targets

The market analysis completed by Mercer in 2011 contributed to the changes in the compensation target values, effective January 2012. These values were largely carried forward into 2013.

To establish the 2012 compensation program, at its September 2011 meeting, the Committee received a summary from Mercer of external peer group pay practices relating to base salaries, actual and target short-term incentives, long-term incentives and total compensation. The summary was based on information compiled from both peer group proxy data and published salary surveys compiled by Mercer. The companies in the peer group were selected because they were engaged in staffing or were in industries that operate multi-unit branches on a national basis.

#### *The selected peer group:*

CDI Corp

Kforce, Inc.

Dollar Thrifty Automotive Group, Inc.

Resources Connection, Inc.

G&K Services, Inc.

Robert Half International, Inc.

H&E Equipment Services, Inc.

RSC Holdings, Inc.

Healthcare Services Group, Inc.

SFN Group, Inc.

Hudson Global, Inc.  
(formerly Hudson Highland Group, Inc.)

Unifirst Corp

Insperty, Inc.  
(formerly Administristaff Company)

The data from this peer group was combined with national published surveys compiled by Mercer (Mercer: US Global Premium Executive Remuneration Suite January 2011 Release) and Towers Watson Data Services (Survey Report on Top Management Compensation).

At the time of peer group selection in Spring 2011, the Mercer study showed that the Company's peer group had the following financial statistics (in millions):

	Revenue	Market Capitalization	Total Assets
25th Percentile	\$795	\$516	\$397

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Median	\$991	\$762	\$636
75th Percentile	\$1,537	\$1,008	\$909
TrueBlue	\$1,149	\$793	\$546
Percentile Rank	62.9%	54.3%	41.1%

In 2011, the Mercer compensation review found the following with respect to Company's executive compensation:

- current base salary and total target cash compensation were slightly below the market 25th percentile for our CEO and slightly above the market 25th percentile for the other NEOs;
- short-term cash incentive targets were at the market 25th percentile for all of the NEOs; and
- target long-term equity incentive grant value was between the market 25th percentile and 50th percentile for the CEO and slightly below the market 50th percentile for the other NEOs.

The Company strives for overall total compensation to approximate the 50th percentile of the market, and recognized compensation, on average or by particular element, was below this level. In response, in 2012, the Committee changed the compensation elements for select NEOs to increase the at risk performance-based compensation opportunity. This moved executive overall compensation closer to the peer group 50th percentile.

**2013 NEO Compensation**

In reviewing the objectives of the compensation program and the changes made in 2012, the Committee approved the following 2013 NEO compensation targets.

**Base Salaries**

No changes were made to NEO base salaries in 2013.

NEO	2012 Base Salary	2013 Base Salary	Percentage Change
Mr. Cooper	\$600,000	\$600,000	0%
Mr. Gafford	\$350,000	\$350,000	0%
Ms. Cannon	\$300,000	\$300,000	0%
Mr. Defebaugh	\$310,000	\$310,000	0%
Mr. Larkin	\$330,000	\$330,000	0%

## Compensation Discussion and Analysis

*Short-term Incentive Plan*

The short-term incentive bonus for 2013 measured and rewarded performance against two components: Company and individual performance. At target, the components were equally weighted. At the end of the performance period, both components were calculated separately and added together to determine the total bonus awarded. The short-term incentive bonus was completely at-risk and no short-term incentive bonuses could be earned unless the Company was profitable after taking into account payment of all management bonuses.

Component	CEO	Other NEOs
<b>Component #1 Individual Performance</b>	Individual performance goals are reviewed by the Governance Committee and approved by the Board at the beginning of the fiscal year.	Individual performance goals align the NEOs' focus on the management of critical matters for which they have both direct and shared responsibility. These goals are established by the CEO and approved by the Committee at the beginning of the fiscal year.
<b>Component #2 Company Performance</b>	The Company performance goal for 2013 was based on EBITDA <sup>1</sup> growth over the previous year.	The Company performance goal for 2013 was based on EBITDA <sup>1</sup> growth over the previous year.

<sup>1</sup> EBITDA is a non-GAAP financial measure that excludes interest, taxes, depreciation, and amortization from net income and is a key measure used by management in evaluating performance. For purposes of determining the 2013 short-term incentive awards, EBITDA was adjusted for non-recurring costs related to acquisitions.

The following table shows the two performance components (individual and Company) of the short-term incentive for 2013 and the potential award as a percentage of base salary payable for each component. The maximum target of 30% EBITDA growth is a change from 2012 (40%), and reflects the Committee's acknowledgment of the competitive environment and desire to establish challenging yet reasonably attainable targets. Consistent with the objective that potential compensation reflects the role and responsibilities of each NEO, the short-term incentive potential varies by executive to reflect the individual's market value or role within TrueBlue.

NEO	Component # 1	Component # 2	Company Performance Award as % of Base Salary	
	Individual Performance Award as % of Base	Threshold (10% EBITDA Growth) <sup>1</sup>	Target (20% EBITDA Growth) <sup>1</sup>	Maximum (30% EBITDA Growth) <sup>1</sup>
Mr. Cooper	Up to 50%	25%	50%	100%
Mr. Gafford	Up to 20%	10%	20%	60%
Ms. Cannon	Up to 20%	10%	20%	40%
Mr. Defebaugh	Up to 20%	10%	20%	40%
Mr. Larkin	Up to 20%	10%	20%	60%

<sup>1</sup> The number in parentheses under the threshold, target, and maximum columns represents the Company EBITDA growth required to attain the corresponding award payment.

## Compensation Discussion and Analysis

### *Component # 1 2013 Individual Performance*

The Chief Executive Officer's individual performance bonus for 2013 was based on specific performance goals involving areas of responsibility including:

- Growth
- Project Leadership
- Communications
- Strategy Development, and
- Leadership Development

At the end of the year, the Governance Committee discussed each performance area, the CEO's self-evaluation, and the evaluations of the CEO by each of the independent Directors. The Governance Committee noted the Company's strong performance under the CEO's leadership. The Governance Committee concluded that, based on all the facts and circumstances, the CEO performed at a level that entitled him to receive 100% of his individual bonus, which was equal to 50% of his base salary.

The goals for all other NEOs were focused on the following categories:

- Resource Management
- Growth
- Project Leadership
- Strategy Development
- Communications
- Leadership Development, and
- Function-specific Goals

Based on the Chief Executive Officer's recommendation, as reviewed and approved by the Committee, the following determinations were made:

- Messrs. Defebaugh, Larkin and Ms. Cannon each received 100% of his or her individual bonus opportunity equal to 20% of base salary, and
- Mr. Gafford received 80% of his respective individual bonus opportunity equal to 16% of base salary. Mr. Gafford's individual bonus score reflected his level of achievement of individual goals as evaluated by the CEO.

### *Component # 2 2013 Company Performance*

In evaluating Company performance, the Committee considered the impact on the calculation of EBITDA of certain non-recurring costs related to acquisitions incurred during 2013. After consideration of the impact of those non-recurring items, the Compensation

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Committee determined that, for purposes of short-term incentives, EBITDA growth should be calculated excluding those costs incurred during 2013. The Committee felt that excluding those non-recurring items in assessing management performance more closely aligns management incentives with shareholder interests. Adjusted EBITDA growth, on that basis, equaled 21.6%, which earned 116% of the target Company performance incentive.

The following table shows the total short-term incentive bonus amounts for 2013 paid to each of the NEOs:

Executive	2013 Bonus Opportunity at Target			Component #1 Individual Performance		Component #2 Company Performance		Company Performance	Company Bonus as % of Base Salary
	Base Salary	as % of Base Salary	Target Bonus at Target \$	Individual Performance Score	Individual Bonus as % of Base Salary	Individual Performance Bonus \$	Company Performance Score		
Mr. Cooper	\$600,000	100%	\$600,000	100%	50%	\$300,000	116%	58%	
Mr. Gafford	\$350,000	40%	\$140,000	80%	16%	\$56,000	116%	26%	
Ms. Cannon	\$300,000	40%	\$120,000	100%	20%	\$60,000	116%	23%	
Mr. Defebaugh	\$310,000	40%	\$124,000	100%	20%	\$62,000	116%	23%	
Mr. Larkin	\$330,000	40%	\$132,000	100%	20%	\$66,000	116%	26%	

## Compensation Discussion & Analysis

### *Long-term Equity Compensation Incentives*

The Long-Term Executive Equity Incentive Plan was designed to align the interests of the NEOs with those of the shareholders. The combination of vesting requirements and stock ownership guidelines were intended to promote retention and a long-term commitment to the Company. As in previous years, the 2013 equity awards for NEOs were comprised of a combination of restricted shares and performance share units. The Committee chose these two equity vehicles after considering other vehicles, including stock options.

The Committee reaffirmed that performance share units more directly link pay to specific long-term performance goals than stock options and restricted stock because they put pay at risk. This allocation of performance share units and restricted share grants provides an appropriate balance between long-term performance incentives and retention goals.

Overall, the target award value for each executive was lower in 2013 than 2012, to allow for the addition of non-NEOs into the 2013 Performance Share Program without significantly increasing equity expense over the prior year.

The following table shows the total target awards as a percentage of base salary and the mix between restricted stock and performance shares for our Chief Executive Officer and each of the other NEOs.

NEO	Total Equity as % of Base Salary	Restricted Shares as % of Base Salary	Performance Share Units as % of Base Salary <sup>1</sup>
Mr. Cooper	150%	75%	75%
Mr. Gafford	100%	50%	50%
Ms. Cannon	80%	40%	40%
Mr. Defebaugh	80%	40%	40%
Mr. Larkin	100%	50%	50%

<sup>1</sup> See below for how the actual number of shares granted was determined.

#### *Restricted Shares*

The number of shares awarded was calculated by dividing the target dollar value of the award by the trailing 60-day average closing price of the Company's stock on the date of grant. The grant date was the second trading day after the announcement of fourth quarter and year-end results, which for the 2013 grant was February 8, 2013. One-third of the restricted shares vest each year on the anniversary date of the award.

#### *Performance Share Units*

The target number of performance share units awarded was calculated by dividing the target dollar value of the award by 80% of the trailing 60-day average closing price of the Company's stock on the date of grant. This 20% discount was recommended by Mercer to take into account the contingent nature of the units and risk of forfeiture. Performance share units will vest and be converted into our common stock only if certain cumulative growth rates (EBITDA and revenue) are met at the completion of the three-year performance period.

The Committee established and the Board approved minimum, target, and maximum vesting rates according to potential growth results for the Company as set forth in the following table. Award levels will be extrapolated between levels beginning at the 50% threshold level up to the maximum level. The performance share unit award is completely at-risk and no performance share units will vest at any level unless the threshold EBITDA growth target is met and the Company's total cumulative revenue at the end of the three-year period exceeds three times 2012 revenue plus 10% of 2012 revenue.

The Committee believes the achievement of sustained EBITDA growth, together with the revenue growth threshold, required by the performance share award will be of substantial benefit to the shareholders. If the 10% revenue growth threshold is met, the number of performance share units earned at the end of the three-year award period will be determined by the cumulative growth in EBITDA during the performance period as illustrated by the table below:

**3-Year Cumulative EBITDA Growth**

**% of Shares Awarded**

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Maximum 30%	150%
Target 20%	100%
Threshold 10%	50%

*Example:* If the three-year EBITDA growth averages 20%, NEOs will receive 100% of their target performance share units. A three-year 30% cumulative growth in EBITDA will earn an award of 150% of the target performance share units.

## Compensation Discussion & Analysis

### *2011 Performance Share Unit Award Payment Determination (2011 - 2013 Performance Period)*

In 2011, Messrs. Cooper, Defebaugh, Gafford, Larkin and Ms. Cannon were awarded target performance shares as a component of their total long-term equity award. This 2011 award was received by the NEOs after the final determination and release of the Company's 2013 performance at the end of the applicable performance period. The performance shares provided the potential to earn up to 150% of the target performance shares granted, upon completion of the three-year performance cycle and dependent upon performance against financial metrics established by the Committee at the beginning of the performance cycle as illustrated by the table below:

Average Annual EBITDA Growth	Average Annual Revenue Growth			
	Threshold 3%	Target 6%	Maximum 9%	
Maximum 27%	100%	125%	150%	
Target 18%	75%	100%	125%	
Threshold 9%	50%	75%	100%	

During this three-year period, the Company realized 12.4% average revenue growth and 25.8% average EBITDA growth, achieving a payout of 146.7% of target shares under the plan.

Actual shares granted to each NEO under the 2011 Performance Share Unit award are summarized below.

Executive	Target Shares	Actual Shares Awarded
Mr. Cooper	30,031	44,043
Ms. Cannon	8,736	12,812
Mr. Defebaugh	8,736	12,812
Mr. Gafford	8,736	12,812
Mr. Larkin	8,736	12,812

### In 2012 We Adopted a Clawback Policy

The Committee adopted a formal clawback policy in 2012 that became effective for fiscal year 2013. Our policy applies to all current and former NEOs and certain other executives (including the Chief Accounting Officer) who receive incentive-based compensation after January 1, 2013. Under the policy, the Company may seek to recover the incentive compensation awarded or paid where: (a) the incentive compensation was calculated based wholly or in part upon the achievement of certain financial results that were subsequently the subject of a restatement, (b) in the Committee's view the executive engaged in fraud or illegal conduct that materially contributed to or caused the restatement, and (c) a lower payment would have been made to the executive based upon the restated financial results. The Committee retains discretion regarding the application of the policy and may determine not to seek recovery from an executive if it determines that to do so would be unreasonable or that it is not in the best interest of the Company and its shareholders to do so.

### We Expect Our NEOs to Maintain Significant Stock Ownership

In 2008, the Committee adopted the following stock ownership guidelines applicable to the NEOs based on a multiple of base salary:

Chief Executive Officer	Stock Ownership Guidelines		Status
	Multiple of base salary		
	3x		Achieved by CEO

**Other NEOs**

2x Achieved by all other NEOs

NEOs are expected to achieve their targets within five years of becoming subject to the ownership guidelines. The guidelines may be satisfied by shares owned outright (regardless of whether acquired through a Company plan or other acquisition), unvested restricted shares or shares held in the NEO's account under our employee stock purchase or 401(k) plans. Unvested performance share units may not be used to satisfy the stock ownership guidelines. Compliance with the guidelines is reviewed on an ongoing basis. NEOs who have not satisfied the applicable guideline after becoming subject to them are encouraged to retain 50% of the net amount of their shares (after applicable taxes) on each vesting date for their restricted stock awards. All NEOs have achieved their respective stock ownership level.

## Compensation Discussion & Analysis

### We Maintain a Strict Insider Trading Policy

Under the Company's Insider Trading Policy, all Directors and NEOs are prohibited from hedging the economic interest in our securities that they hold. In addition, we prohibit Company personnel, including the NEOs from engaging in any short-term, speculative securities transactions, including pledging, or purchasing Company securities on margin, engaging in short sales, buying or selling put or call options, and trading in options (other than those granted by the Company).

### We Maintain Conservative Employment Agreements for Our NEOs

The Company has entered into employment agreements with each of the NEOs, under which each NEO may be entitled to payments upon termination of employment under the circumstances described below under Potential Payments to Named Executive Officers upon Termination or Change-in-Control. The Committee believes that the termination payments under the employment agreements are necessary to attract and retain high caliber executives in a competitive labor market, and to motivate them to contribute to our short- and long-term success for the benefit of our shareholders. The Committee designed the termination payments, which are competitive with our compensation peer group and general industry practices, to achieve a balance between these objectives and the potential impact on shareholders. The major provisions intended to achieve this balance include:

- the termination benefits are payable only if the executive's employment is terminated without cause or if the executive terminates his or her employment with good reason other than death or disability;
- cash severance payments are limited to separation payments at a rate equal to the executive's base salary for 18 months for Mr. Cooper and 12 months for the other NEOs. In addition, under their employment agreement or plan document, the NEOs would receive a prorated short-term incentive bonus subject to the performance conditions set by the Board;
- vesting in certain equity awards as set forth in the NEOs employment agreement or applicable grant document;
- Mr. Cooper's employment agreement provides that if he is deemed to receive an excess parachute payment as defined in Section 280G of the Internal Revenue Code by reason of his vesting of the unvested equity

awards, the amount of such payments will be reduced or, alternatively, the provisions of the employment agreement will not act to vest his unvested equity incentive awards, so that no such payments will constitute excess parachute payments; and

- the separation benefits are conditioned upon the execution by the executives of a release of claims against the Company, and continued compliance with non-competition and other covenants made by the executive.

### Our Change-in-Control Agreements Protect Shareholder Interests

The Company has entered into change-in-control agreements with certain executive officers, including all NEOs. These agreements are described in greater detail under Potential Payments to Named Executive Officers upon Termination or Change-in-Control below, and were approved by all of the independent Directors. The change-in-control agreements are intended to protect the interests of our shareholders by providing short-term security for the executives in the event management and the Board are presented with a business combination or other opportunity that is determined to be in the best interest of our shareholders. The Committee designed the change-in-control agreements to achieve a balance between the benefits of providing executives with security and the potential impact on the shareholders. The major provisions intended to achieve this balance include:

- the change-in-control agreements require a double trigger, i.e. both a change-in-control and either an involuntary termination by the Company or a termination for good reason by the executive;
- the basic benefit is limited to an amount equal to two times (three times in the case of the Chief Executive Officer) the sum of (i) the executive's annual base salary rate in effect for the year in which the termination date occurs and (ii) the executive's short-term incentive target award, in addition to the immediate vesting of outstanding, unvested equity awards;
- the effective cost is further controlled by a modified cap which provides that if the parachute amount payable would trigger an excise tax under Section 4999 of the Internal Revenue Code, then the amount required to be paid is the greater of the cut-back parachute payment or 90% of the full parachute payment after taxes;



## Compensation Discussion & Analysis

- the agreements do not include an obligation to pay a gross up in the event excise taxes are payable; and
- the agreements include restrictive covenants covering non-competition, non-solicitation, non-disparagement and confidentiality.

### **We Provide a Nonqualified Deferred Compensation Plan**

The Committee approved and adopted the Company's Nonqualified Deferred Compensation Plan in 2006 (the "Deferred Compensation Plan"). The NEOs, in addition to other of our highly compensated employees, as defined in IRS regulations, are entitled to participate in the Deferred Compensation Plan. The NEOs are not entitled to participate in the Company's 401(k) plan. In October 2012, the Company adopted changes to the Deferred Compensation Plan allowing participants to maintain their balances in the Deferred Compensation Plan upon termination of employment if a participant has attained the age of at least 40 years, achieved five years of credited service and has an accumulated balance of at least \$5,000. The change is intended to make the plan more attractive to participants as a possible retirement planning vehicle.

Under the Deferred Compensation Plan, eligible employees may defer up to 75% of base salary and up to 100% of amounts received under the short-term incentive plan. The Deferred Compensation Plan also includes in-service accounts that allow distribution of contributions during employment and installment payments for distributions (up to 10 years) for additional flexibility for tax purposes and retirement planning. Under the Deferred Compensation Plan, the Company can match employee contributions at double the rate matched under the Company's 401(k) plan and such matching funds will be immediately vested. In 2013, the match was 50% of contributions to the plan up to \$17,500. Details of amounts actually contributed to executives plans for 2013 contributions are provided in the Nonqualified Deferred Compensation Table, below. Under the Plan, the Company can also make additional contributions with different vesting schedules for retention purposes, but no additional contributions were made during 2013.

Although we plan to invest deferred amounts in separate investment funds managed by third parties, we are not required to do so and all deferred amounts are subject to the risk of loss in the event we become insolvent. The Deferred Compensation Plan is administered by a benefits

committee consisting of our employees and NEOs who are eligible to participate on the same basis as other eligible employees.

The Committee believes the Deferred Compensation Plan is necessary as a competitive, meaningful retirement benefit for those employees who are eligible to participate, which includes the NEOs, and does not impose any significant risk to or burden on the Company.

### **We Do Not Offer Pension Benefits**

The Company does not maintain a defined benefit pension plan or supplemental pension plan.

### **We Design Our Plans With Tax and Accounting Implications In Mind**

#### ***Deductibility of Executive Compensation***

Section 162(m) of the Internal Revenue Code limits our ability to deduct certain compensation over \$1 million paid to certain of the NEOs unless such compensation is based on performance objectives meeting certain criteria or is otherwise excluded from the limitation. The Committee uses, where practical, compensation policies and practices intended to preserve tax deductibility of executive compensation. However, notwithstanding this general practice, the Committee also believes there may be circumstances in which our interests are best served by maintaining flexibility in the way compensation is provided, whether or not compensation is fully deductible under Section 162(m). Accordingly, it is possible some compensation paid to certain of the NEOs may not be deductible, such as the restricted stock portion of the long-term executive equity incentive plan and short-term incentive bonuses to the extent the aggregate of non-exempt compensation exceeds the \$1 million level.

#### ***Nonqualified Deferred Compensation***

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We make every effort to operate in compliance with the statutory provisions regarding nonqualified deferred compensation arrangements in Section 409A of the Internal Revenue Code.

*Accounting for Stock-Based Compensation*

We account for stock-based compensation, including our restricted stock and performance share units in accordance with the requirements of FASB ASC Topic 718.

## Executive Compensation Tables

## Summary Compensation Table

The following table shows all compensation paid by the Company in fiscal 2011, 2012, and 2013 to our Chief Executive Officer, Chief Financial Officer, and the other three most highly paid executive officers. All individuals listed in the following tables are referred to in this Proxy Statement as the Named Executive Officers or NEOs.

Name and Principal Position	Year	Salary	Non-Equity Incentive Plan			Total
			Stock Awards	Compensation	All Other Compensation	
Steven C. Cooper <i>President and Chief Executive Officer</i>	2011	\$550,002	\$ 928,124	\$ 495,000		\$1,973,126
	2012	\$599,040	\$ 1,624,042	\$ 450,000		\$2,673,082
	2013	\$600,001	\$ 1,189,544	\$ 648,000		\$2,437,545
Derrek L. Gafford <i>Executive Vice President and Chief Financial Officer</i>	2011	\$300,000	\$ 329,990	\$ 180,000	\$ 8,250 <sup>3</sup>	\$ 818,240
	2012	\$349,041	\$ 553,046	\$ 98,000	\$ 8,500 <sup>3</sup>	\$1,008,587
	2013	\$350,002	\$ 462,607	\$ 148,400	\$ 8,750 <sup>3</sup>	\$ 969,759
Kimberly Cannon <i>Executive Vice President, Human Resources</i>	2011	\$300,000	\$ 329,990	\$ 180,000	\$ 88,250 <sup>4</sup>	\$ 898,240
	2012	\$300,008	\$ 386,258	\$ 84,000	\$ 8,500 <sup>3</sup>	\$ 778,766
	2013	\$294,231	\$ 317,205	\$ 129,600	\$ 8,819 <sup>5</sup>	\$ 749,855
James E. Defebaugh <i>Executive Vice President, Secretary, and General Counsel</i>	2011	\$300,000	\$ 329,990	\$ 180,000	\$ 7,500 <sup>3</sup>	\$ 817,490
	2012	\$309,809	\$ 399,144	\$ 93,000	\$ 2,700 <sup>3</sup>	\$ 804,653
	2013	\$310,001	\$ 327,790	\$ 133,920	\$ 1,395 <sup>3</sup>	\$ 773,106
Wayne Larkin <i>Executive Vice President, Branch Operations</i>	2011	\$300,000	\$ 329,990	\$ 162,000	\$ 8,250 <sup>3</sup>	\$ 800,240
	2012	\$329,423	\$ 521,445	\$ 99,000	\$ 8,500 <sup>3</sup>	\$ 958,368
	2013	\$ 330,000	\$ 436,169	\$ 153,120	\$ 8,750 <sup>3</sup>	\$ 928,039

<sup>1</sup> The value in this column represents the aggregate amount of both restricted shares and performance share units granted to NEOs calculated according to FASB ASC 718. These amounts do not necessarily correspond to the actual value that will be realized by the NEO, or the manner of calculating the restricted share or performance share unit award used by the Compensation Committee. For example, in 2013, Mr. Cooper received a target value of \$450,000 in restricted shares with the actual number of shares granted being calculated using the average closing price of our stock during the 60 trading days preceding the grant date, which was \$15.67. In 2013, Mr. Cooper also received a target value of \$450,000 in performance share units with the actual number of performance shares being calculated using 80% of the average closing price of our stock during the 60 trading days preceding the grant date, which was \$12.54. Thus the FASB ASC 718 grant date fair value of Mr. Cooper's restricted shares was \$528,680 and the FASB ASC 718 grant date fair value of Mr. Cooper's performance share units was \$660,864, which is the amount included in the table above. Performance shares units will vest three years after the grant date if certain long-term Company performance goals are met, as discussed in more detail in the Compensation Discussion and Analysis section of this proxy statement. Equity awards are described in more detail in the Compensation Discussion and Analysis section of this proxy statement and in the Grants of Plan-Based Awards Table. For additional information, refer to Note 11 to the Consolidated Financial Statements found in Item 8 of Part II of our 2013 Form 10-K (listed under Stock-Based Compensation). The value of the performance share units granted in 2013 is based upon the target outcome of the performance conditions at the grant date. The maximum value of the 2013 performance share units assuming that the highest level of performance conditions will be achieved, based on the grant date share price of \$18.41, is approximately \$991,305 for Mr. Cooper, \$385,505 for Mr. Gafford, \$264,331 for Ms. Cannon, \$273,168 for Mr. Defebaugh, and \$363,469 for Mr. Larkin.

<sup>2</sup> The amounts set forth in this column for the respective fiscal year were earned during such fiscal year and paid in the early part of the following fiscal year to each of the NEOs under our Short-Term Incentive Plan. For additional information on the determination of the amounts related to Non-Equity Incentive Plan Compensation, see the discussion above in the Compensation Discussion and Analysis entitled Short-Term Incentive Plan.

<sup>3</sup> These amounts represent matching funds paid by the Company to participants in the Nonqualified Deferred Compensation Plan.

<sup>4</sup> \$80,000 of this amount represents a 2010 transition award partially paid in 2011, and \$8,250 of this amount represents matching funds paid by the Company to the NEO's Nonqualified Deferred Compensation Plan.

<sup>5</sup> This amount represents matching funds paid by the Company to participants in the Nonqualified Deferred Compensation Plan in the amount of \$8,750 and a service award in the amount \$69 received by the NEO.



## Executive Compensation Tables

## Grants of Plan-Based Awards

Name/Type of Award	Grant Date	Action Date <sup>1</sup>	Estimated Possible Payouts			Estimated Future			Grant Date Fair Value of Equity Based Awards <sup>4</sup>
			Threshold	Target	Maximum	Payouts Under Equity Incentive Plan Awards <sup>3</sup>			
Steven C. Cooper									
Cash Incentive		12/6/2012	\$ 450,000	\$ 600,000	\$ 900,000				
Restricted Stock	2/8/2013	12/6/2012					28,717		\$ 528,680
Performance Share Units	2/8/2013	12/6/2012				17,949	35,897	53,846	\$ 660,864
Derrek L. Gafford									
Cash Incentive		12/6/2012	\$ 105,000	\$ 140,000	\$ 280,000				
Restricted Stock	2/8/2013	12/6/2012					11,168		\$ 205,603
Performance Share Units	2/8/2013	12/6/2012				6,980	13,960	20,940	\$ 257,004
Kimberly A. Cannon									
Cash Incentive		12/6/2012	\$ 90,000	\$ 120,000	\$ 180,000				
Restricted Stock	2/8/2013	12/6/2012					7,658		\$ 140,984
Performance Share Units	2/8/2013	12/6/2012				4,786	9,572	14,358	\$ 176,221
James E. Defebaugh									
Cash Incentive		12/6/2012	\$ 93,000	\$ 124,000	\$ 186,000				
Restricted Stock	2/8/2013	12/6/2012					7,913		\$ 145,678
Performance Share Units	2/8/2013	12/6/2012				4,946	9,892	14,838	\$ 182,112
Wayne Larkin									
Cash Incentive		12/6/2012	\$ 99,000	\$ 132,000	\$ 264,000				
Restricted Stock	2/8/2013	12/6/2012					10,530		\$ 193,857
Performance Share Units	2/8/2013	12/6/2012				6,581	13,162	19,743	\$ 242,312

<sup>1</sup> This column reflects the date that the Compensation Committee approved the Company performance targets and individual performance targets and awards pursuant to the Short-Term Incentive Plan, and also set the Company performance targets for the performance share unit awards under the Long-Term Incentive Plan.

<sup>2</sup> These columns show what the potential payout for each NEO was under the Short-Term Incentive Plan in 2013, if the threshold, target, or maximum goals were satisfied for all performance measures. The potential payouts were performance-driven and therefore completely at risk. For actual payouts under the Short-Term Incentive Plan for 2013, please see the Summary Compensation Table above. The business measurements, performance goals, and salary multipliers for determining the payout are described in the Compensation Discussion and Analysis section above.

<sup>3</sup> These columns show the number of restricted share awards and performance share units granted in 2013 to the NEOs under the Long-Term Incentive Plan. The target number of restricted shares and performance share units granted was calculated using the target value for the award which is based on a percentage of the NEO's salary. The amounts shown for restricted stock awards granted vest in equal installments over three years. The 2013 performance share units vest three years after the date of grant, if at all. The amounts shown reflect the potential payout for performance share units for each NEO under the Long-Term Incentive Plan if the threshold, target or maximum Company performance goals are satisfied. The performance goals and award multipliers for determining the potential vesting amounts are described in the Compensation Discussion and Analysis section above. The number of restricted shares granted was calculated using the average closing price of Company shares during the 60 trading days preceding the grant date, which was \$15.67. The number of performance share units granted was calculated using the target value for the award (a percentage of the NEO's salary) divided by 80% of the average closing price of Company shares during the 60 trading days preceding the grant date, which was \$12.54.

<sup>4</sup> This column shows the grant date fair value of equity awards in accordance with FASB ASC Topic 718. For restricted stock, grant date fair value was calculated using the closing price of Company stock on the date of grant. The closing price of Company stock on February 8, 2013, was \$18.41. For performance share units, grant date fair value was calculated using the closing price of Company stock on the date of grant and the target number of performance share units. The performance goals and award multipliers for determining the potential vesting amounts are described in the Compensation Discussion and Analysis section, above. The amounts shown are consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures. For additional information on the calculation and valuation of equity awards, refer to the Compensation Discussion and Analysis section above, and refer to Note 11 to the Consolidated Financial Statements found in Item 8 of Part II of our 2013 Form 10-K (listed under Stock-Based Compensation).



Executive Compensation Tables

**Outstanding Equity Awards at Fiscal Year-End**

The following table provides information on the holdings of stock options, restricted stock awards and performance share units of the NEOs as of December 27, 2013. This table includes unexercised and unvested option awards and unvested shares of restricted stock and performance share units. The option exercise price shown below reflects the closing market price of the Company's stock on the date of the grant. The market value of the restricted stock awards and performance share units is based on the closing market price on December 27, 2013, which was \$25.92. For additional information about the option awards, restricted stock awards and performance share units, see the description of equity incentive compensation in the Compensation Discussion and Analysis section above. The vesting schedule for each grant is shown following this table, based on the restricted stock award or performance share unit grant date. Grants that are not listed in the vesting schedule are 100% vested.

Name	Stock Option Awards					Stock Awards			
	Grant Date	Number of Securities Underlying	Option Exercise Price	Option Expiration Date	Grant Date	Number of Shares or Units of Stock That Have Not Vested (#) <sup>1</sup>	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards:	Equity Incentive Plan:
								Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) <sup>2</sup>	Market Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Steven C. Cooper					2/11/2011	8,007	\$ 207,541	45,047	\$ 1,167,618
					2/10/2012	20,790	\$ 538,877	64,969	\$ 1,683,996
					2/8/2013	28,717	\$ 744,345	35,897	\$ 930,450
Derrek L. Gafford					2/11/2011	3,494	\$ 90,564	13,104	\$ 339,656
					2/10/2012	9,702	\$ 251,476	18,191	\$ 471,511
					2/8/2013	11,168	\$ 289,475	13,960	\$ 361,843
Kimberly A. Cannon					11/8/2010	1,804	\$ 46,760		
					2/11/2011	3,494	\$ 90,564	13,104	\$ 339,656
					2/10/2012	8,316	\$ 215,551	10,395	\$ 269,438
					2/8/2013	7,658	\$ 198,495	9,572	\$ 248,106
James E. Defebaugh					2/11/2011	3,494	\$ 90,564	13,104	\$ 339,656
					2/10/2012	8,593	\$ 222,731	10,742	\$ 278,433
					2/8/2013	7,913	\$ 205,105	9,892	\$ 256,401
Wayne Larkin	2/1/2008	24,820	\$14.85	2/1/2015	2/11/2011	3,494	\$ 90,564	13,104	\$ 339,656
					2/10/2012	9,147	\$ 237,090	17,152	\$ 444,580
					2/8/2013	10,530	\$ 272,938	13,162	\$ 341,159

<sup>1</sup> Restricted Stock Awards. 33 1/3% of each award vests every year for 3 years, except the 11/8/2010 award, which vests at the rate of 25% each year for 4 years.

<sup>2</sup> Performance Share Unit Awards. The awards vest on third anniversary of the award, if at all, according to predetermined targets. For additional information on the vesting schedule and Company performance goals for performance share units granted in 2013 please see the Compensation Discussion and Analysis section above. For performance share awards granted in 2011 and 2012, additional information on performance goals can be found in our prior proxy statements. The 2/11/2011 performance share unit grant reflected in the table assumes 150% of the award, or the maximum potential number of shares, will be awarded. The 2/10/2012 and 2/8/2013 grants assumes 100% of the award, or the target potential number of shares, will be awarded.

## Executive Compensation Tables

## Option Exercises and Stock Vested

The following table provides information for the NEOs regarding: (1) stock option exercises during 2013, including the number of shares acquired upon exercise and the value realized; and (2) the number of shares acquired upon the vesting of restricted stock awards and the value realized before payment of applicable withholding tax and broker commissions. The value realized represents long-term gain over many years, which is not part of compensation awarded in 2013 as reported in the Summary Compensation Table above.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise <sup>1</sup>	Number of Shares Acquired on Vesting	Value Realized on Vesting <sup>2</sup>
Steven C. Cooper	147,331	\$ 1,448,860	63,261	\$ 1,149,662
Derrek L. Gafford	48,820	\$ 164,006	22,768	\$ 412,625
Kimberly A. Cannon			9,456	\$ 183,866
James E. Defebaugh	62,234	\$ 299,146	22,214	\$ 402,426
Wayne Larkin	58,462	\$ 558,443	22,491	\$ 407,526

<sup>1</sup> The aggregate dollar amount realized upon exercise of options is determined by calculating the difference between the market price of the underlying securities at exercise and the exercise or base price of the options.

<sup>2</sup> The dollar amount realized upon vesting was calculated by multiplying the number of shares of stock by the market value of the underlying shares on the vesting date.

## Pension Benefits

The Company does not maintain a defined benefit pension plan or supplemental pension plan.

## Nonqualified Deferred Compensation

The Company maintains a Nonqualified Deferred Compensation Plan that allows certain highly compensated employees, including the NEOs, to defer portions of their base salary and annual incentive bonus and thereby defer taxes. The following table provides additional information about the amounts deferred by our NEOs:

Name	Executive Contributions in Last FY <sup>1</sup>	Registrant Contributions in Last FY <sup>2</sup>	Aggregate Earnings (Loss) in Last FY <sup>3</sup>	Aggregate Withdrawals/Distributions	Aggregate Balance at Last FYE
Steven C. Cooper					
Derrek L. Gafford	\$ 21,000	\$ 8,750	\$ 45,178		\$ 238,516
Kimberly A. Cannon	\$ 51,000	\$ 8,750	\$ 46,227	\$ 110,067	\$ 168,419
James E. Defebaugh	\$ 2,790	\$ 1,395	\$ 7,601		\$ 43,466
Wayne Larkin	\$ 19,800	\$ 8,750	\$ 36,261		\$ 97,131

<sup>1</sup> The amounts contributed to this plan by the Company's NEOs are set forth in this table and are included in the amounts shown as Salary in the Summary Compensation Table, above.

<sup>2</sup> These amounts were earned as a match to contributions made by the NEO to the Company Nonqualified Deferred Compensation Plan in 2013, but paid in early 2014. This Company contribution is included in the column Aggregate Balance at Last FYE. These amounts are included in the amounts shown as All Other Compensation in the Summary Compensation Table above.

These amounts were earned, or lost, by the NEO according to investment gains and losses based on the performance of certain investment choices selected by the participants in the Nonqualified Deferred Compensation Plan. These investment choices are the same investment choices available under the tax-qualified 401(k) plan offered by the Company to eligible employees (except that Company stock is available as an investment in the tax-qualified 401(k) plan). Participants may change their investment elections at any time under the same rules that apply under the 401(k) plan.



## Executive Compensation Tables

The participants in the Nonqualified Deferred Compensation Plan may annually elect to defer up to 75% of their salary and up to 100% of their annual incentive bonus. Participants are always 100% vested in the elective deferral contributions to the plan. The amounts deferred into this plan and all earnings remain subject to the claims of the Company's general creditors until distributed to the participant. Participants may receive their funds after the termination of their employment or during employment in the case of an unforeseen emergency, the disability of the participant, or a change-in-control. Beginning in 2011, participants also have the option to receive a distribution of deferred funds during employment if such a distribution was established prior to the deferral. Any Company matching contributions are discretionary. Whether a matching contribution will be made for a plan year and the amount of any such match will be determined each year by the Company. Prior to 2011, any matching contributions a participant received in the plan for the plan year were subject to a vesting schedule over five years. Starting in 2012 and thereafter, matching funds were immediately vested.

The deemed rates of return for the earnings options may be positive or negative and thus may result in gains or losses to a participant's plan balance. No assets are required to actually be invested in such funds. The deemed investment options may be changed by the participant periodically throughout the year. For certain key employees, the distribution election must be made at least six months before the actual payment of the participant's account balance.

### Potential Payments to Named Executive Officers upon Termination or Change-in-Control

The Company has entered into employment agreements and change-in-control agreements with each of the NEOs pursuant to which each NEO may be entitled to payments upon termination of employment under the circumstances described below. The payments are subject to the fulfillment of certain conditions, including compliance with a non-competition agreement, which are described below. The information below is a summary of certain material provisions of these agreements and does not attempt to describe all aspects of the agreements. The rights of the parties are governed by the actual agreements and are in no way modified by the abbreviated summary set forth in this proxy statement.

Following the description of the agreements, there is a table showing the potential payments the NEOs could have

received under these agreements, assuming their employment with the Company was terminated by the Company without cause or for good reason by the NEO on December 27, 2013.

#### *Employment Agreement for Steven C. Cooper*

Mr. Cooper's employment agreement provides that if the Company terminates his employment without cause or if Mr. Cooper terminates his employment with good reason other than death or disability, then he will be entitled to the following:

- separation payments at a rate equal to his base salary at the time of termination for a period of 18 months;
- payment of Mr. Cooper's then applicable short-term incentive bonus subject to performance conditions set by the Board and prorated for the portion of the bonus period Mr. Cooper is actually employed by the Company; and
- immediate accelerated vesting in all previously awarded but unvested stock options, restricted stock, performance share units (which vest based on performance after the applicable performance period) and other equity awards, provided that any options or other equity awards that are not exercised within the time periods for exercise set forth in the applicable plan, sub-plan or grant agreement, shall expire in accordance with the terms of such plan, sub-plan or grant agreement.

The foregoing separation benefits are conditioned upon the execution by Mr. Cooper of a release of claims against the Company and continued compliance by Mr. Cooper with all covenants with the Company. Pursuant to his employment agreement, Mr. Cooper's covenants with the Company include, without limitation, covenants requiring a duty of loyalty, non-disclosure of confidential information, assignment of inventions, non-competition, and non-solicitation. Mr. Cooper is also party to a non-competition agreement with the Company in the form described below.

Mr. Cooper's employment agreement also provides that if he is deemed to receive an excess parachute payment as defined in Section 280G of the Internal Revenue Code (the Code) by reason of his vesting of the unvested equity awards (taking into account any other compensation paid or deemed paid to him), the amount of such payments or deemed payments shall be reduced or, alternatively, the provisions of the employment agreement shall not act to vest unvested equity incentive awards to Mr. Cooper, so that no such payments or deemed payments shall constitute excess parachute payments.



## Executive Compensation Tables

The determination of whether a payment or deemed payment constitutes an excess parachute payment shall be in the sole discretion of the Board.

### *Employment Agreements for Ms. Cannon, and Messrs. Defebaugh, Gafford, and Larkin*

Ms. Cannon and Messrs. Defebaugh, Gafford and Larkin are parties to employment agreements, which provide that if the Company terminates the NEO's employment without cause, or if the NEO terminates his or her employment with good reason other than death or disability, then the NEO will be entitled to the following:

- separation payments at a rate equal to the NEO's base salary for a period of twelve (12) months from the termination date; and
- immediate accelerated vesting in any previously awarded stock options, restricted stock, performance share units (which vest based on performance after the applicable performance period, and in an amount pro-rated for the portion of the performance period the NEO is employed plus any accelerated vesting period) and other equity awards as if the NEO had worked for the Company for twelve (12) months after their termination date, provided that any options or other equity awards that are not exercised within the time periods for exercise set forth in the applicable plan, sub-plan or grant agreement, shall expire in accordance with the terms of such plan, sub-plan or grant agreement.

As a condition precedent to being entitled to receive the benefits set forth above, the NEO must sign and deliver and thereafter not revoke a release of claims against the company, remain in full compliance with all provisions of the sections of the employment agreement relating to non-disclosure of confidential information and assignment of inventions, and be and remain in full compliance with the non-competition agreement and any other covenants with the Company entered into by the executive. The employment agreement contains, among other things, covenants relating to assignment of inventions, non-disclosure of confidential information, non-disparagement and duty of loyalty. Each NEO is also party to a non-competition agreement with the Company in the form described below.

In addition to the provisions described above, the employment agreement for each NEO also provides that, if at the time of termination of employment the executive is considered a specified employee subject to the required six-month delay in benefit payments under Section 409A(a) (2)(B)(i) of the Code, then any separation payments that would otherwise have been paid within the first six months

after termination of employment shall instead be paid in a single lump sum on (or within 15 days after) the six-month anniversary of such termination of employment and any remaining severance payments shall be made monthly after such six-month anniversary.

### *Change-in-Control Agreements*

The Company has entered into change-in-control agreements with various executive officers, including each of the NEOs. Each change-in-control agreement by its terms expires each year on December 31, provided that beginning on January 1 of each subsequent year, the change-in-control agreements will automatically be extended for an additional year, unless either party gives notice of termination not later than September 30 of the immediately preceding year. No such notices of termination were provided so the change-in-control agreements were in effect through December 27, 2013. If a change-in-control occurs during the term, the term will expire on the earlier of the third anniversary of the change-in-control or the date of the executive's death (such period is referred to as the Severance Period). If the executive ceases to be employed prior to a change-in-control, the agreement will expire on the date of termination of employment. The change-in-control agreements are effective on the date executed, but do not become operative unless a change-in-control occurs.

Change-in-control means that during the term of the agreements any of the following events occur:

- any individual, entity, or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act) is or becomes the beneficial owner (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of more than 33 1/3 % of the combined voting power of the then-outstanding voting stock of the Company;
- a majority of the Board ceases to be comprised of incumbent directors; or

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- the consummation of a reorganization, merger, consolidation, plan of liquidation or dissolution, recapitalization or sale, or other disposition of all or substantially all of the assets of the Company or the acquisition of the stock or assets of another corporation, or other transaction (each, a Business Transaction ), and as a result of which less than 50% of the outstanding voting interests or securities of the surviving or resulting entity immediately after the Business Transaction are owned in the aggregate by the former shareholders of the Company, as the same shall have existed immediately prior to such Business Transaction, in substantially the same proportions as their ownership before such Business Transaction.

## Executive Compensation Tables

The Company will be required to pay the amounts described below if following the occurrence of a change-in-control (or within 90 days prior to the date of a change-in-control if at the request of a third party who has taken steps reasonably calculated to effect a change-in-control): (1) the Company terminates the executive's employment during the Severance Period other than for cause, or as a result of the executive's death or permanent disability, or (2) the executive terminates the executive's employment for good reason during the Severance Period. Each of (1) and (2) is referred to in the change-in-control agreement as a Triggering Termination. As a condition precedent to receiving any payments and benefits under the change-in-control agreement, the executive must execute and not later revoke a waiver and release agreement and be in compliance with the restrictive covenants and terms of the change-in-control agreement. The material covenants of the executive in the change-in-control agreement include a duty of loyalty, non-disclosure, non-use and protection of confidential information, non-disparagement, non-competition and non-solicitation of employees and clients. The non-competition and non-solicitation provisions apply during the term of the change-in-control agreement and for a period of two years following the termination of employment.

In the event of a Triggering Termination, subject to the terms of the agreement, the Company is required to pay to the executive an amount equal to two times (except in the case of Mr. Cooper, in which case it shall be three times) the sum of (a) the executive's annual base salary rate in effect for the year in which the termination date occurs, plus (b) the executive's incentive or target bonus (in an amount equal to the target bonus immediately prior to the change-in-control or, if such target shall not have been established or shall be reduced after a change-in-control, the highest aggregate incentive pay earned in any of the three fiscal years immediately preceding the year in which the change-in-control occurred). Such amounts shall be payable as follows: 50% shall be payable within five business days after the termination date and 50% shall be payable in equal monthly installments over the 24 months following the termination date, so long as the agreement provides that the timing of payments may be adjusted if necessary to comply with Section 409A of the Code. The Company will also either provide employee benefits to the executive comparable to the benefits that the executive was receiving or entitled to receive immediately prior to the termination date or will pay a lump sum payment in lieu of the continuation of such benefits, as described in the change-in-control agreement.

In addition to the amounts described above, if there is a Triggering Termination, the Company will pay in cash to the executive a lump sum amount equal to the sum of (i) any unpaid incentive compensation that has been earned, accrued, allocated or awarded to the executive for any performance period ending prior to a Triggering Termination, plus (ii) the value of any annual bonus or long-term incentive pay earned, accrued, allocated or awarded with respect to the executive's service during the performance period or periods that include the date on which the change-in-control occurred. Furthermore, if there is a Triggering Termination, all stock options, restricted stock, performance share units and any other equity award shall become fully vested as of the date of termination.

Notwithstanding any provision of the change-in-control agreement or any other agreement between the executive and the Company to the contrary, if any amount or benefit to be paid or provided under the change-in-control agreement or any other agreement would be a payment that creates an obligation for the executive to pay excise taxes under Section 280G of the Code (an excess parachute payment), then the payments and benefits to be paid or provided under the change-in-control agreement and any other agreement will be reduced to the minimum extent necessary (but in no event to less than zero) so that no portion of any such payment or benefit, as so reduced, constitutes an excess parachute payment; provided that the foregoing reduction will not be made if such reduction would result in the executive receiving an after-tax amount less than 90% of the after-tax amount of the severance payments the NEO would have received under the change-in-control agreement or under any other agreement. In the event that any payment or benefit intended to be provided is required to be reduced pursuant to this provision, the executive will be entitled to designate the payments and/ or benefits to be so reduced.

In addition to the foregoing limitation, the change-in-control agreements provide that to the extent that the executive receives payments by reason of the executive's termination of employment pursuant to any other employment or severance agreement or employee plan (collectively, Other Employment Agreements), the amounts otherwise receivable under the change-in-control agreement will be reduced by the amounts actually paid pursuant to the Other Employment Agreements, but not below zero, to avoid duplication of payments so that the total amount payable or value of benefits receivable under the change-in-control agreement, and under the Other Employment Agreements, is not less than the amounts payable or value receivable had such benefits been paid in full under the change-in-control agreement.

## Executive Compensation Tables

### *Non-Competition Agreements*

Each of the NEOs has also entered into a non-competition agreement with the Company. Each non-competition agreement provides, among other things, that during the executive's employment with the Company and for a period of two years following the termination of such employment for any reason, the executive shall not, directly or indirectly:

- employ or solicit for employment any Company employee who has been employed by the Company during the six months prior to the termination of the executive's employment or urge any such person to discontinue employment with the Company;
- seek to employ any individual who has applied for and/or accepted placement in a job by the Company with a client, and about whom the executive obtained information or with whom the executive interacted on behalf of the Company;
- solicit any client of the Company for the purpose of providing temporary and/or permanent staffing services on behalf of a competing business;
- engage in any conduct intended to induce or urge any client to discontinue its business relationship with the Company; or
- do any business with any Company client in connection with the provision of temporary and/or permanent staffing services.

The non-competition agreement also provides that during the executive's employment with the Company and for a period of 12 months (18 months in the case of Mr. Cooper) following the termination of such employment, the executive shall not, directly or indirectly, in any location in which the Company conducts or plans to conduct business, work for or participate in a business similar to or that competes with the business of the Company. Within 15 days after the termination of the executive's employment, the Company, in its sole discretion, may elect to extend the non-competition period from 12 months (18 months in the case of Mr. Cooper) to 24 months, provided that if the Company makes such election and either the Company terminated the executive's employment without cause or the executive terminated employment with good reason, then, if the executive has complied with certain conditions precedent, the period during which the executive is entitled to receive separation payments pursuant to the executive's employment agreement will automatically and without further action be extended from 12 months (18 months in the

case of Mr. Cooper) to 24 months. The non-competition agreement also contains, among other things, provisions covering duty of loyalty and non-disclosure, non-use and other protection of confidential information.

### *Stock Option, Restricted Stock, and Performance Share Unit Agreements*

The award agreements that govern the stock option, restricted stock and performance share unit grants to the NEOs also provide that the stock options, restricted stock and performance share units, as applicable, will become fully vested if after a change of control, the NEO is terminated without cause or terminates employment for good reason. Performance share units vest in such an event at the target level, provided that the Compensation Committee shall have the discretion to determine that the performance goals shall be deemed to have been performed at the maximum level. For purposes of the stock option, restricted stock and performance share unit agreements, change of control means the first day that any one or more of the following conditions shall have been satisfied:

- the sale, liquidation or other disposition of all or substantially all of the Company's assets in one or a series of related transactions;
- an acquisition (other than directly from the Company) of any outstanding voting securities by any person, after which such person has beneficial ownership of 25% or more of the then outstanding voting securities of the Company, other than a Board approved transaction;
- during any consecutive 24 month period, the individuals who, at the beginning of such period, constitute the Board cease for any reason other than death to constitute at least a majority of the members of the Board, subject to certain exceptions; or

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- a merger, consolidation or reorganization of the Company, as a result of which the shareholders of the Company immediately prior to such merger, consolidation or reorganization own, directly or indirectly, immediately following such merger, consolidation or reorganization less than 50% of the combined voting power of the outstanding voting securities of the entity resulting from such merger, consolidation or reorganization.

## Executive Compensation Tables

*Potential Payout Upon an Involuntary Termination Without Cause or for Good Reason*

The table below quantifies the potential payouts to each of the NEOs. The table shows two alternative scenarios: termination before a change-in-control and termination after a change-in-control.

Name	Potential Payouts upon Involuntary Termination by Company without Cause or by Executive for Good Reason after a Change-in-Control <sup>1,2</sup>			Potential Payouts upon Involuntary Termination by Company without Cause or by Executive for Good Reason before a Change-in-Control <sup>3</sup>	
	Cash Payment	Restricted Stock & Performance Share Vesting <sup>4</sup>	Continuation of Health & Welfare Benefits	Cash Payment <sup>5</sup>	Restricted Stock & Performance Share Vesting <sup>4, 6, 7</sup>
Steven C. Cooper <sup>8</sup>	\$3,600,000	\$3,598,033	\$68,622	\$1,548,000	\$3,598,033
Derrek L. Gafford <sup>8</sup>	\$980,000	\$2,166,368	\$45,748	\$498,400	\$1,605,332
Kimberly A. Cannon <sup>8</sup>	\$840,000	\$1,408,571	\$45,748	\$429,600	\$1,085,298
James E. Defebaugh <sup>8</sup>	\$868,000	\$1,392,889	\$29,973	\$443,920	\$1,058,852
Wayne Larkin <sup>8</sup>	\$924,000	\$1,725,987	\$45,748	\$483,120	\$1,311,057

<sup>1</sup> Assumes that (a) the change-in-control agreement was effective as of December 27, 2013, (b) a change-in-control occurred on or before such date, and (c) the NEO was terminated by the Company without cause on such date or the NEO terminated NEO's employment for good reason on such date.

<sup>2</sup> As explained above, the definition of a change of control for purposes of the stock option and restricted stock agreements differs slightly from the definition of change-in-control in the change-in-control and performance share agreements. In the event an NEO was terminated on December 27, 2013, by the Company without cause, or the NEO terminated NEO's employment for good reason on such date following a change of control under the stock option and restricted stock agreements that did not constitute a change-in-control for purposes of the change-in-control agreement, the NEO would have been entitled to the restricted stock vesting and stock option vesting but not the cash payment, performance share vesting or continuation of health and welfare benefits shown in the table.

<sup>3</sup> Assumes that (a) the employment agreement was effective as of December 27, 2013, (b) no change-in-control occurred on or before such date, and (c) the NEO was terminated by the Company without cause on such date or the NEO terminated NEO's employment for good reason on such date.

<sup>4</sup> The amounts shown for each NEO are calculated by multiplying the number of unvested restricted stock awards and unvested performance share awards (which are at 150% the maximum for the 2011 award and are at 100% for the 2012 and 2013 award) for such NEO with respect to which the vesting would accelerate as a result of termination under the circumstances noted by the closing price of a share of common stock on December 27, 2013, which was \$25.92. Unvested restricted stock and performance share units are set forth in the Outstanding Equity Awards at Fiscal Year-End table.

<sup>5</sup> These amounts include the amount earned under the 2013 short-term incentive plan, which according to the terms of the short-term incentive plan was payable upon the NEO's termination of employment under the conditions noted in footnote (3) above.

<sup>6</sup> Mr. Cooper's employment agreement provides for the accelerated vesting of all equity awards upon termination of employment under the conditions noted in footnote (3) above. Under the employment agreements for the NEOs (other than Mr. Cooper), however, vesting is only accelerated for those equity awards which would have vested in the 12 month period following a termination of employment under the conditions noted in footnote (3) above.

<sup>7</sup> The performance share unit grant agreements provide that, upon termination of employment under the conditions noted in footnote (3) above, a pro-rata portion of the performance shares vest and are paid out at the end of the performance period based on actual performance. The NEOs also receive the additional vesting noted in footnote (6) above in addition to the pro-rata vesting. For the amounts shown, we have assumed maximum vesting over the performance period for the 2011 award and 100% vesting over the performance period for the 2012 and 2013 award.

<sup>8</sup>As discussed above, the amounts actually payable to the NEOs pursuant to the change-in-control agreement (and the amounts actually payable to Mr. Cooper pursuant to his employment agreement) are subject to reduction if any amount or benefit to be paid under such agreement or any other agreement would be a payment that creates an obligation for the NEO to pay excise taxes under Section 280G of the Code. For purposes of Section 280G, the value of the acceleration of stock options, performance shares, and restricted stock is based on a time-based formula and is different than the method described in footnotes (4) above.

## Equity Compensation Plan Information

*Equity Compensation Plan Information*

(as of December 27, 2013)

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders <sup>1</sup>	74,153	\$15	2,828,127
Employee stock purchase plans approved by security holders <sup>2</sup>			713,422
Totals	74,153		3,541,549

<sup>1</sup>Equity compensation plans approved by security holders include the following:

**1996 TrueBlue, Inc. Employee Stock Option and Incentive Plan.** This plan applies to directors, officers, and employees of the Company and permits the granting of non-qualified and incentive stock options, restricted shares, stock appreciation rights and other stock-based awards. Outstanding stock options as of the fiscal year end are listed in the table above. No further awards were made pursuant to this plan upon shareholder approval of the 2005 Long-Term Equity Incentive Plan.

**TrueBlue, Inc. 2005 Long-Term Equity Incentive Plan.** This plan applies to directors, officers, employees and consultants of the Company and permits the granting of nonqualified and incentive stock options, restricted stock, performance share units, restricted stock units and stock appreciation rights. The total number of shares authorized under this plan is 7,950,000 shares. As of December 27, 2013 there were 2,828,127 shares available for future issuance under this plan. There were 1,473,331 restricted shares and performance share units outstanding as of December 27, 2013. Outstanding stock options as of the fiscal year end are listed in the table above. All future stock compensation awards will be awarded from this plan.

<sup>2</sup>Employee stock purchase plans approved by security holders include the following:

**2010 TrueBlue Employee Stock Purchase Plan.** This plan provides an opportunity for regular employees who have met certain service qualifications to purchase shares of our common stock through payroll deductions of up to 10% of eligible after-tax compensation. These deductions are used to purchase shares of our common stock at 85% of the fair market value of our common stock as of either the first day or last day of each month, whichever is less. As of December 27, 2013, there were 713,422 shares available for future issuance under this plan. On May 12, 2010, shareholders approved the Company's 2010 Employee Stock Purchase Plan. No further awards were made pursuant to the 1996 Employee Stock Purchase Plan after the shareholder approval of the 2010 Employee Stock Purchase Plan.

## Audit Committee Report

In 2013, the Audit Committee was comprised of Mr. Tall, who currently chairs the committee, Ms. McKibbin, and Mr. McChesney. The Audit Committee is comprised solely of non-employee Directors, all of whom the Board determined are independent pursuant to the NYSE rules and the independence standards set forth in Rule 10A-3 of the Exchange Act. The Board of Directors has affirmatively determined that each member of the Audit Committee is financially literate under the listing standards of the NYSE, and that Messrs. Tall and McChesney are audit committee financial experts, as such term is defined in Item 407 of Regulation S-K. The Audit Committee met four times in fiscal 2013. The Board has adopted a charter for the Audit Committee, which is available at [www.TrueBlue.com](http://www.TrueBlue.com) by selecting Investors and then Corporate Governance. The charter is also available in print to any shareholder who requests it.

During its 2013 meetings, the Audit Committee met with the Company's Chief Financial Officer, General Counsel, Chief Accounting Officer, Chief Compliance Officer, other senior members of the finance department, the Director of Internal Audit, and our independent auditors, Deloitte & Touche LLP ( Deloitte ). These meetings included private, executive sessions between the Audit Committee and Deloitte, Chief Financial Officer, and/or Director of Internal Audit. During its meetings, the Audit Committee reviewed and discussed, among other things:

- the status of any significant issues in connection with the quarterly reviews and annual audit of the Company's financial statements;
- the Audit Committee's charter and any modifications thereto;
- Company's annual external audit plans and the staffing resources available to carry out those audit plans;
- Company's annual internal audit plans and the staffing resources available to carry out those audit plans;
- Company's significant accounting policies and estimates;
- Company's progress toward evaluating and documenting its internal controls pursuant to Section 404 of the Sarbanes-Oxley Act of 2002;
  
- the impact of new accounting pronouncements;
- the impact of recent developments in corporate governance;
- current tax matters affecting the Company;
- Company's investment guidelines;
- Company's compliance initiatives;
- Company's processes for responding to and investigation of employee complaints regarding internal controls, auditing issues or questionable accounting matters; and
- Company's enterprise risk management efforts.

In addition to the meetings discussed above, the Audit Committee, or its chair, reviewed with management, and Deloitte, the Company's interim financial statements for each quarter of 2013 prior to the quarterly release of earnings.

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The Audit Committee also reviewed and discussed with management and Deloitte the Company's audited financial statements as of and for the year ended December 27, 2013, prior to the release of earnings on Form 10-K. This discussion included, among other things:

- critical accounting policies and practices used in the preparation of the Company's financial statements;
- significant items involving management's estimates and judgments, including workers' compensation reserves, tax matters, allowance for doubtful accounts, goodwill and intangible assets and legal and regulatory contingencies;
- alternative treatments within GAAP of the Company's annual financial information;
- the effect of regulatory and accounting initiatives on the Company's financial statements, including the adoption of significant accounting pronouncements;
- any significant audit adjustments proposed by Deloitte and management's response; and
- confirmation that there were no matters of significant disagreement between management and Deloitte arising during the audit.

## Audit Committee Report

The Audit Committee has discussed with Deloitte the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board ( PCAOB ) in Rule 3200T. The Audit Committee has received and reviewed the written disclosures and the letter from Deloitte required by applicable requirements of the PCAOB regarding the independent auditor's communications with the Audit Committee concerning independence, and has discussed with Deloitte its independence.

The Audit Committee pre-approved all audit and non-audit services provided by Deloitte prior to any engagement with respect to such services. Deloitte may be engaged to provide non-audit services only after the Audit Committee has first considered the proposed engagement and has determined in each instance that the proposed services are not prohibited by applicable regulations and that Deloitte's independence will not be materially impaired as a result of having provided such services. Based on the reviews and discussions referred to above, the Audit Committee believes that Deloitte has been independent, objective, and impartial in conducting the 2013 audit.

In performing all of the functions described above, the Audit Committee acts in an oversight capacity. In that role, the Audit Committee relies primarily on the work and assurances of our management, which has the primary responsibility for our financial statements and reports, and of the independent auditors who, in their report, express an opinion on the conformity of our annual financial statements to accounting principles generally accepted in the United States of America.

Based on the reviews and discussions referred to above, the Audit Committee has recommended to the Board of Directors that the audited financial statements as of and for the year ended December 27, 2013 be included in the Company's Annual Report on Form 10-K for the year ended December 27, 2013, for filing with the SEC.

### Members of the Audit Committee

Craig E. Tall, Chair  
Thomas E. McChesney  
Gates McKibbin

As a matter of good corporate governance, the Audit Committee requests that shareholders ratify its selection of Deloitte & Touche LLP to serve as our independent registered public accounting firm for fiscal 2014. The Audit Committee of the Board of Directors has appointed Deloitte & Touche LLP as the independent registered public accounting firm to audit the Company's consolidated financial statements for the fiscal year ending December 26, 2014. Representatives of Deloitte & Touche LLP will be present at the annual meeting to make a statement, if they desire to do so, and respond to appropriate questions by shareholders. The ratification of the Board's selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 26, 2014, will be approved if the number of votes cast in favor of the ratification exceeds the numbers of votes cast against ratification.

**Proxies will be voted FOR the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2014 unless other instructions are indicated on your proxy.** In the event shareholders do not ratify the appointment, the Audit Committee will reconsider the appointment. The Audit Committee reserves the right to change its independent registered public accounting firm without seeking shareholder approval if it determines that such change is in the best interest of the Company. Please see the sections below labeled "Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm" and "Fees Paid to Independent Registered Public Accountant for Fiscal Years 2012 and 2013" for more information on the Company's relationship with Deloitte & Touche LLP.

### Proposal 3. Ratification of Selection of Independent Registered Public Accounting Firm

#### *Fees Paid to Independent Registered Public Accountant for Fiscal Years 2012 and 2013*

Deloitte & Touche LLP ( Deloitte ) was the independent registered public accounting firm that audited the Company s consolidated financial statements for the fiscal years ending December 28, 2012, and December 27, 2013. Services provided to the Company and its subsidiaries by Deloitte in fiscal 2012 and 2013, are described in the following table:

	2012	2013
Audit fees <sup>1</sup>	\$ 1,160,771	\$ 1,377,152
Audit-related fees <sup>2</sup>	\$ 8,740	\$ 7,795
Tax fees <sup>3</sup>		
All other fees <sup>4</sup>	\$ 2,405	\$ 2,409

<sup>1</sup> Audit fees for the 2012 and 2013 fiscal years were for services rendered for the audits of the consolidated financial statements included in the Company s Annual Reports on Form 10-K, quarterly reviews of the financial statements included in the Company s Quarterly Reports on Form 10-Q, reviews of internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act and other assistance required to complete the year-end audit of the consolidated financial statements.

<sup>2</sup> All audit-related fees are for other SEC filings including consents, comfort letters, or shelf-registrations.

<sup>3</sup> Tax fees could include consultation on tax compliance, tax advice, and tax planning. The Company paid no such fees to Deloitte in 2012 or 2013.

<sup>4</sup> All other fees for the 2012 and 2013 fiscal years include subscriptions to accounting research services.

The services described above were approved by the Audit Committee pursuant to the policy described below; the Audit Committee did not rely on any of the exceptions to pre-approval under Rule 2-01(c)(7)(i)(C) under Regulation S-X.

#### *Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm*

The Audit Committee pre-approves all audit and non-audit services provided by the independent registered public accounting firm prior to the engagement of the independent accountants with respect to such services. The Company s independent accountants may be engaged to provide non-audit services only after the Audit Committee has first considered the proposed engagement and has determined in each instance that the proposed services are not prohibited by applicable regulations and that the accountants independence will not be materially impaired as a result of having provided such services. In making this determination, the Audit Committee shall take into consideration whether a reasonable investor, knowing all relevant facts and circumstances would conclude that the accountants exercise of objective and impartial judgment on all issues encompassed within the accountants engagement would be materially impaired. The Audit Committee may delegate its approval authority to pre-approve services provided by the independent accountants to one or more of the members of the Audit Committee, provided that any such approvals are presented to the Audit Committee at its next scheduled meeting.

**The Board of Directors recommends a vote FOR the ratification of Deloitte & Touche LLP as the Company s independent registered public accounting firm.**

## Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the beneficial ownership of common stock of the Company as of March 14, 2014, for (i) each person known to the Company to own beneficially 5% or more of our common stock; (ii) each director of the Company; (iii) each individual identified as an NEO of the Company pursuant to Item 402 of Regulation S-K; and (iv) all executive officers and Directors of the Company as a group. Except as otherwise noted, the named beneficial owner has sole voting and investment power. As of March 14, 2014, the Company had no other classes of outstanding equity securities.

Name & Address of Beneficial Owner**	Title of Class	Amount and Nature of Beneficial Ownership	
		(Number of Shares) <sup>1</sup>	Percent of Class
Steven C. Cooper <sup>2</sup>	Common Stock	186,538	*
William W. Steele <sup>3</sup>	Common Stock	128,786	*
Joseph P. Sambataro <sup>4</sup>	Common Stock	88,782	*
Wayne W. Larkin <sup>5</sup>	Common Stock	84,628	*
James E. Defebaugh	Common Stock	57,095	*
Derrek L. Gafford <sup>6</sup>	Common Stock	56,233	*
Kimberly A. Cannon	Common Stock	46,695	*
Jeffrey B. Sakaguchi	Common Stock	28,723	*
Craig Tall <sup>7</sup>	Common Stock	27,925	*
Gates McKibbin <sup>8</sup>	Common Stock	23,733	*
Thomas E. McChesney <sup>9</sup>	Common Stock	22,000	*
Bonnie W. Soodik	Common Stock	12,931	*
All named executive officers and Directors as a group (12 individuals)	Common Stock	764,069	2 %
BlackRock, Inc. <sup>10</sup>	Common Stock	3,753,841	9 %
Wellington Management Company, LLP <sup>11</sup>	Common Stock	3,281,508	8 %
The Vanguard Group <sup>12</sup>	Common Stock	2,441,397	6 %
Alliance Bernstein, LP <sup>13</sup>	Common Stock	2,361,032	6 %
Bank of New York Mellon Corporation <sup>14</sup>	Common Stock	2,263,778	6 %
Royce & Associates, LLC <sup>15</sup>	Common Stock	2,170,971	5 %

\* Less than 1%. \*\* The address of the NEOs and Directors is c/o TrueBlue, Inc., 1015 A Street, Tacoma, Washington 98402.

<sup>1</sup> Beneficial ownership is calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, and includes: (i) shares held outright, shares held under the Company's employee stock purchase plan, and restricted shares; (ii) share units held under the Company's 401(k) plan; and, (iii) shares issuable upon exercise of options, warrants, and other securities convertible into or exchangeable for shares, which were exercisable on or within 60 days after March 14, 2014.

<sup>2</sup> Includes 180,395 shares held outright and 6,143 shares held under the 401(k) plan.

<sup>3</sup> Includes 121,286 shares held outright and options for 7,500 shares.

<sup>4</sup> Includes 76,923 shares held outright and options for 11,859 shares.

<sup>5</sup> Includes 59,388 shares held outright, 420 shares held under the 401(k) plan and options for 24,820.

<sup>6</sup> Includes 51,177 shares held outright and 5,056 shares held under the 401(k) plan.

## Security Ownership of Certain Beneficial Owners and Management

<sup>7</sup> Includes 16,054 shares held outright and 11,871 shares held indirectly in Two Daughters, LLC.

<sup>8</sup> Includes 14,273 shares held outright, options for 8,013 shares, and 1,447 shares held indirectly in a retirement account.

<sup>9</sup> Includes 13,000 shares held outright and 9,000 shares held indirectly in IRAs.

<sup>10</sup> Information provided is based solely on a Schedule 13G dated January 17, 2014, filed on behalf of BlackRock, Inc. BlackRock, Inc. has sole voting power with respect to 3,617,721 and sole dispositive power with respect to 3,753,841 shares. The business address of BlackRock, Inc. is 40 East 52nd Street, New York, New York 10022.

<sup>11</sup> Information provided is based solely on a Schedule 13G dated February 14, 2014, filed on behalf of Wellington Management Company, LLP. Wellington Management Company, LLP has shared voting power with respect to 2,972,314 shares and shared dispositive power with respect to 3,281,508 shares. The business address of Wellington Management Company, LLP is 280 Congress Street, Boston, MA 02210.

<sup>12</sup> Information provided is based solely on a Schedule 13G dated February 6, 2014, filed on behalf of The Vanguard Group, Inc. The Vanguard Group, Inc. has sole voting power with respect to 62,687 shares, sole dispositive power with respect to 2,382,710, and shared dispositive power with respect to 58,687 shares. The business address of The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355.

<sup>13</sup> Information provided is based solely on a Schedule 13G dated January 29, 2014, filed on behalf of AllianceBernstein, L.P. AllianceBernstein, L.P. has sole voting power with respect to 1,985,259 shares, sole dispositive power with respect to 2,270,455 shares, and shared dispositive power with respect to 90,577 shares. The business address of AllianceBernstein, L.P. is 1345 Avenue of the Americas, New York, NY 10105.

<sup>14</sup> Information provided is based solely on a Schedule 13G dated January 29, 2014, filed on behalf of The Bank of New York Mellon Corporation. The Bank of New York Mellon Corporation has sole voting power with respect to 2,108,500 shares, sole dispositive power with respect to 1,904,648 shares, and shared dispositive power with respect to 359,130 shares. The business address of The Bank of New York Mellon Corporation is One Wall Street, 31st Floor, New York, New York 10286.

<sup>15</sup> Information provided is based solely on a Schedule 13G dated May 7, 2013, filed on behalf of Royce & Associates, LLC and its subsidiaries. Royce & Associates, LLC has sole voting and sole dispositive power of 2,170,971 shares. The business address of Royce & Associates, LLC is 745 Fifth Avenue, New York, New York 10151.

### Other Business

We do not intend to bring any other business before the Meeting, and, so far as we know, no matters are to be brought before the Meeting except as specified in the notice of the Meeting. However, as to any other business which may properly come before the Meeting, it is intended that proxies, in the form enclosed, will be voted in respect thereof, in accordance with the discretion of the proxies.

### Form 10-K Report Available

A copy of the Company's Annual Report on Form 10-K, as filed with the SEC, will be furnished without charge to shareholders upon request to Chief Financial Officer, TrueBlue, Inc., 1015 A Street, Tacoma, Washington 98402; telephone: (253) 383-9101.

By Order of the Board of Directors,

/s/ James E. Defebaugh

**James E. Defebaugh**  
Secretary

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TrueBlue, Inc.  
Tacoma, Washington  
April 4, 2014

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NYSE Symbol: TBI [www.trueblue.com](http://www.trueblue.com)

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**C/O Computershare  
350 Indiana Street  
Suite 750  
Golden, CO 80401**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time Tuesday, May 13, 2014. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receive all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time Tuesday, May 13, 2014. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**The Board of Directors recommends you  
vote FOR the following:**

1.	Election of Directors	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1a.	Steven C. Cooper	c	c	c
1b.	Thomas E. McChesney	c	c	c
1c.	Gates McKibbin	c	c	c
1d.	Jeffrey B. Sakaguchi	c	c	c
1e.	Joseph P. Sambataro, Jr	c	c	c
1f.	Bonnie W. Soodik	c	c	c
1g.	William W. Steele	c	c	c
1h.	Craig E. Tall	c	c	c

**The Board of Directors recommends you  
vote FOR proposals 2 and 3.**

2	To approve, on an advisory basis, the compensation of Named Executive Officers.	<b>For</b>	<b>Against</b>	<b>Abstain</b>
		c	c	c

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Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

- |          |   |                 |                     |                     |
|----------|---|-----------------|---------------------|---------------------|
| <b>3</b> | Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 26, 2014. | <b>For</b><br>c | <b>Against</b><br>c | <b>Abstain</b><br>c |
|----------|---|-----------------|---------------------|---------------------|

Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Notice & Proxy Statement, Annual Report/Form 10-K is/are available at [www.proxyvote.com](http://www.proxyvote.com).

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TRUEBLUE, INC.

For Annual Meeting of the Shareholders

**This Proxy is Solicited on Behalf of the Board of Directors**

The undersigned hereby appoints Joseph P. Sambataro, Jr. and James E. Defebaugh (collectively, the "Proxies"), and each of them, with full power of substitution, as proxies to vote the shares which the undersigned is entitled to vote at the annual meeting of the Company to be held at 10:00 a.m. (Pacific Daylight Time) on Wednesday, May 14, 2014, at 1015 A Street, Tacoma, Washington, and at any adjournment thereof.

This proxy, when properly signed will be voted in the manner directed herein by the undersigned shareholder and with respect to any other business that may properly become before the meeting, in accordance with the discretion of the proxies. **Unless otherwise specified herein, the Proxies, in their discretion, are further authorized to vote:**

**FOR PROPOSAL 1 (the election of directors nominated by the Board of Directors);**

**FOR PROPOSAL 2 (advisory vote approving executive compensation); and**

**FOR PROPOSAL 3 (ratification of selection of independent registered public accounting firm).**

**Continued and to be signed on reverse side**

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