UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): June 30, 2014

TRUEBLUE, INC.
(Exact Name of Registrant as Specified in Its Charter)

Washington
(State or Other Jurisdiction of Incorporation)

001-14543	**91-1287341**
(Commission File Number)	**(IRS Employer Identification No.)**
1015 A Street, Tacoma, Washington	**98402**
(Address of Principal Executive Offices)	**(Zip Code)**

(253) 383-9101
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note

This Current Report on Form 8-K/A is being filed to amend the Current Report on Form 8-K (the "Initial 8-K") filed on June 30, 2014 by TrueBlue, Inc. (the "Company") to include the financial information referred to in Item 9.01(a) and (b) below relating to the Company's acquisition of Staffing Solutions Holdings, Inc., a Delaware corporation ("Seaton"), on June 30, 2014. The Company hereby amends Item 9.01 of the Initial 8-K to include previously omitted financial information and related exhibits.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The audited consolidated financial statements of Seaton as of and for the years ended December 29, 2013 and December 30, 2012 are filed as Exhibit 99.1 to this report and incorporated herein by reference.

The Unaudited Condensed Consolidated Balance Sheets of Seaton as of March 30, 2014 and December 29, 2013 and Unaudited Condensed Consolidated Statements of Operations and Comprehensive Loss and Cash Flows of Seaton for the thirteen weeks ended March 30, 2014 and March 31, 2013, and the notes thereto are filed as Exhibit 99.2 to this report and incorporated herein by reference.

(b) Pro Forma Financial Information.

The Unaudited Pro Forma Condensed Combined Balance Sheet as of March 28, 2014, Unaudited Pro Forma Condensed Combined Statement of Operations for the thirteen weeks ended March 28, 2014, and the Unaudited Pro Forma Condensed Combined Statement of Operations for year ended December 27, 2013, and the notes to the pro forma condensed combined financial statements thereto, are filed as Exhibit 99.3 to this report and incorporated herein by reference.

(d) Exhibits.

Exhibit Number	Description
23.1	Consent of Grant Thornton LLP
99.1	Audited consolidated financial statements of Seaton as of and for the years ended December 29, 2013 and December 30, 2012.
99.2	Unaudited Condensed Consolidated Balance Sheets of Seaton as of March 30, 2014 and December 29, 2013 and Unaudited Condensed Consolidated Statements of Operations and Comprehensive Loss, and Cash Flows for the thirteen weeks ended March 30, 2014 and March 31, 2013, and the notes thereto.
99.3	Unaudited Pro Forma Condensed Combined Balance Sheet as of March 28, 2014, Unaudited Pro Forma Condensed Combined Statement of Operations for the thirteen weeks ended March 28, 2014, and the Unaudited Pro Forma Condensed Combined Statement of Operations for year ended December 27, 2013, and the notes thereto.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRUEBLUE, INC.
(Registrant)

Date:	August 8, 2014	By:	/S/ DERREK L. GAFFORD
			Derrek L. Gafford
			Chief Financial Officer and Executive Vice President

EXHIBIT 23.1

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated April 15, 2014, with respect to the consolidated financial statements of Staffing Solutions Holdings, Inc. (a Delaware corporation) as included in the Form 8-K/A of TrueBlue, Inc. We hereby consent to the incorporation by reference of said report in the Registration Statement of TrueBlue, Inc. on Form S-3 (File No. 333-182832) and on Forms S-8 (File No. 333-125206, 333-130685, 333-164614, 333-167770 and 333-190220).

/s/ Grant Thornton LLP
Grant Thornton LLP

Chicago, Illinois
August 8, 2014

Consolidated Financial Statements and Report of Independent Certified Public Accountants

Staffing Solutions Holdings, Inc. and Subsidiaries

December 29, 2013 and December 30, 2012

Contents

Grant Thornton

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors
Staffing Solutions Holdings, Inc.

We have audited the accompanying consolidated financial statements of Staffing Solutions Holdings, Inc. (a Delaware corporation) and subsidiaries (collectively, the Company), which comprise the consolidated balance sheets as of December 29, 2013 and December 30, 2012, and the related consolidated statements of comprehensive loss, stockholders' equity, and cash flows for the fiscal years then ended, and the related notes to the financial statements.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Staffing Solutions Holdings, Inc. and subsidiaries as of December 29, 2013 and December 30, 2012, and the results of their operations and their cash flows for the fiscal years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of matter

As discussed in note B to the consolidated financial statements, the Company adopted new accounting guidance in 2013 related to the accounting for goodwill. Our opinion is not modified with respect to this matter.

Grant Thornton LLP

Chicago, Illinois
April 15, 2014

Staffing Solutions Holdings, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS
December 29, 2013 and December 30, 2012

ASSETS	2013	2012
CURRENT ASSETS		
Cash and cash equivalents	$ 881,540	$ 1,537,369
Restricted cash	5,455,687	2,053,936
Trade accounts receivable, net of allowance for doubtful accounts of $852,616 and $519,271 at December 29, 2013 and December 30, 2012, respectively	140,452,808	97,987,480
Other receivables	20,127,919	29,001,895
Prepaid expenses and other	1,813,018	1,863,776
Deferred income taxes	3,490,771	126,266
Total current assets	172,221,743	132,570,722
PROPERTY AND EQUIPMENT		
Office equipment	8,645,156	7,177,500
Furniture and fixtures	2,257,809	2,625,974
Computer software	15,776,774	11,934,046
Leasehold improvements	2,970,779	2,752,300
Total property and equipment	29,650,518	24,489,820
Less accumulated depreciation	(20,881,358)	(17,263,423)
Property and equipment, net	8,769,160	7,226,397
GOODWILL	54,861,267	60,956,963
OTHER INTANGIBLE ASSETS, NET	12,401,099	16,729,646
DEFERRED FINANCING FEES, NET	1,367,275	576,829
OTHER LONG-TERM ASSETS	1,366,413	1,026,700
TOTAL ASSETS	$250,986,957	$219,087,257

Staffing Solutions Holdings, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS - CONTINUED
December 29, 2013 and December 30, 2012

LIABILITIES AND STOCKHOLDERS' EQUITY	2013	2012
CURRENT LIABILITIES		
Accounts payable	$ 36,471,323	$ 40,653,342
Accrued liabilities	37,584,815	24,586,628
Revolving credit facility	69,448,274	34,119,559
Total current liabilities	143,504,412	99,359,529
DEFERRED COMPENSATION	1,150,380	1,179,339
LONG-TERM DEBT	70,557,445	75,362,587
OTHER LONG-TERM LIABILITIES	792,300	773,857
DEFERRED INCOME TAXES	4,827,028	10,683,008
Total liabilities	220,831,565	187,358,320
STOCKHOLDERS' EQUITY		
Class A preferred stock, par value $0.001 per share, at liquidation value of $1,000 per share; 70,000 shares authorized; 62,275.439 shares issued and outstanding	62,275,439	62,275,439
Common stock, par value $0.001 per share; 37,000,000 shares authorized; 32,918,553 shares issued and outstanding	32,919	32,919
Additional paid-in capital	4,911,071	4,901,488
Accumulated deficit	(35,982,500)	(34,759,043)
Accumulated other comprehensive loss	(1,081,537)	(721,866)
Total stockholders' equity	30,155,392	31,728,937
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$250,986,957	$219,087,257

The accompanying notes are an integral part of these statements.

Staffing Solutions Holdings, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
Fiscal years ended December 29, 2013 and December 30, 2012

	2013	2012
Revenue	$587,299,449	$481,475,795
Operating expenses		
Cost of services	509,470,612	411,806,845
Selling, general and administrative expenses	75,871,343	60,705,153
Total operating expenses	585,341,955	472,511,998
Income from operations	1,957,494	8,963,797
Other expense		
Interest expense, net	10,615,352	8,686,850
Other fees	1,063,047	712,211
Total other expense	11,678,399	9,399,061
Loss before income taxes	(9,720,905)	(435,264)
Income tax (benefit) expense	(8,497,448)	1,190,002
Net loss	(1,223,457)	(1,625,266)
Foreign currency translation adjustment	(359,671)	(66,436)
TOTAL COMPREHENSIVE LOSS	$ (1,583,128)	$ (1,691,702)

The accompanying notes are an integral part of these statements.

Staffing Solutions Holdings, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Fiscal years ended December 29, 2013 and December 30, 2012

	Preferred stock	Common stock	Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss	Total stockholders' equity
Balance, December 26, 2011	$62,275,439	$32,884	$4,886,757	$(27,309,353)	$ (655,430)	$39,230,297
Net loss	-	-	-	(1,625,266)	-	(1,625,266)
Foreign currency translation adjustment	-	-	-	-	(66,436)	(66,436)
Issuance of common stock	-	35	3,510	-	-	3,545
Distributions	-	-	-	(5,824,424)	-	(5,824,424)
Stock-based compensation expense	-	-	11,221	-	-	11,221
Balance, December 30, 2012	62,275,439	32,919	4,901,488	(34,759,043)	(721,866)	31,728,937
Net loss	-	-	-	(1,223,457)	-	(1,223,457)
Foreign currency translation adjustment	-	-	-	-	(359,671)	(359,671)
Stock-based compensation expense	-	-	9,583	-	-	9,583
Balance, December 29, 2013	$62,275,439	$32,919	$4,911,071	$(35,982,500)	$(1,081,537)	$30,155,392

The accompanying notes are an integral part of these statements.

Staffing Solutions Holdings, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
Fiscal years ended December 29, 2013 and December 30, 2012

	2013	2012
Cash flows from operating activities		
Net loss	$ (1,223,457)	$ (1,625,266)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	14,419,182	7,626,737
Bad debt expense	565,241	297,500
Deferred income taxes	(9,220,485)	511,674
Capitalized paid-in-kind interest	7,714,684	7,121,799
Deferred compensation expense	(368,283)	55,101
Stock-based compensation expense	126,031	2,094,446
Changes in operating assets and liabilities		
Restricted cash	(3,401,751)	555,727
Trade accounts receivable	(43,030,569)	(16,239,309)
Other receivables	8,873,976	(11,501,620)
Other assets	50,369	1,139,928
Accounts payable	(4,182,019)	5,237,375
Accrued liabilities	13,016,630	(308,461)
Net cash used in operating activities	(16,660,451)	(5,034,369)
Cash flows from investing activities		
Purchases of property and equipment	(5,836,136)	(3,829,342)
Net cash used in investing activities	(5,836,136)	(3,829,342)
Cash flows from financing activities		
Changes in revolving credit facility, net	35,328,715	10,298,726
Payments on long-term debt	(13,310,272)	(3,500,000)
Proceeds from long-term debt	-	10,000,000
Distributions	-	(5,824,424)
Repurchase of restricted stock awards	(116,448)	(2,083,225)
Issuance of common stock	-	3,545
Net cash provided by financing activities	21,901,995	8,894,622
Effect of exchange rate changes on cash	(61,237)	(128,241)
Net decrease in cash and cash equivalents	(655,829)	(97,330)
Cash and cash equivalents, beginning of year	1,537,369	1,634,699
Cash and cash equivalents, end of year	$ 881,540	$ 1,537,369
Supplemental disclosures of cash flow information		
Cash paid for		
Interest	$ 2,166,636	$ 1,273,157
Taxes	693,575	541,760
Supplemental disclosure of non-cash financing awards		
Proceeds from repurchase of restricted stock awards in restricted cash	$ -	$ 1,897,578

The accompanying notes are an integral part of these statements.

NOTE A - DESCRIPTION OF BUSINESS

Staffing Solutions Holdings, Inc. (the Parent) and its wholly owned subsidiary, Seaton Acquisition Corp. (Holdings), were formed to acquire the outstanding stock of Seaton Corp.; PeopleScout, Inc. (PeopleScout); SMX Corp.; Seaton India IT Private Limited (Seaton India) and Seaton Corp. Puerto Rico, Inc. (Seaton Puerto Rico) in a stock purchase transaction completed on July 27, 2005 (the Acquisition). Prior to the Acquisition, Seaton LLC (Seaton), PeopleScout and SMX LLC (SMX) were affiliated through common ownership. During 2008, the Company incorporated in Canada as Seaton Corp. Canada Inc., and in the Netherlands as Seaton Corp. Netherlands B.V., creating two new legal entities wholly owned by Seaton. During 2009, Seaton incorporated in Mexico as SeatonCorp Mexico S.A. D.E. C.V., in Columbia as SeatonCorp Columbia S.A., and in Chile as SeatonCorp Chile S.A. During 2010, Seaton incorporated in the United Kingdom as SeatonCorp UK, and in Panama as SeatonCorp Panama. The Parent and its subsidiaries, all of which are wholly owned by the Parent, are referred to herein as the Company.

During 2012, the Company executed a legal restructuring of some of its operating companies. The new legal entities created include Seaton, SMX and StudentScout LLC (StudentScout). Seaton and SMX were converted into limited liability companies. StudentScout split off PeopleScout and was formed as a limited liability company and became a wholly owned subsidiary of Seaton Acquisition Corp. PeopleScout and all of the other subsidiaries remained unchanged.

Seaton and SMX provide high-volume staffing contract solutions using either an outsourced workforce management (OWM) model in which the Company's on-site teams serve as an integral part of the client's workforce management operations, or a managed services provider (MSP) model in which the Company manages the vendors of outsourced services.

PeopleScout specializes in providing recruitment process outsourcing (RPO) services for high-volume candidate screening and processing services. The services provided include telephone screening of candidates responding to a variety of servicing campaigns and, in some cases, placing the media advertising and statistical analysis of the effectiveness of a recruitment campaign.

StudentScout is a leading provider of Admissions Process Outsourced (APO) solutions, helping schools of all sizes contact, qualify and enroll more students. StudentScout provides a competitive advantage and reduced operating costs by leveraging proprietary technology, process expertise, data analysis and client-dedicated admissions advisors to its school clients.

Seaton India provides various support services to its affiliates, including software development, certain inbound and outbound telephone call processing, and certain back-office functions.

The Company's fiscal year ends on the last Sunday of December, with the exception of Seaton India, which uses March 31. Seaton India results are included for the years ended December 29, 2013 and December 30, 2012.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements include the financial position and results of operations of the Company and its wholly owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation. The Company's fiscal year is on a 4-4-5 closing schedule (the third month of each quarter has five weeks, instead of four weeks) and, as such, the reporting periods are not based on full years but fiscal years.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents. The Company has not experienced any losses in such accounts, which at times may exceed federally insured limits, and believes it is not exposed to any significant credit risk with respect to these accounts.

Restricted Cash

The Company has cash balances in a restricted account available to satisfy the obligations of third-party vendors to a certain customer and proceeds from the repurchase of restricted stock awards that are held in escrow.

Trade Accounts Receivable

The Company provides services to a large number of customers. Credit evaluations are ongoing, and collateral or other security is generally not required on trade accounts receivable. Payment terms are specific to each customer relationship. An allowance for doubtful accounts is maintained at a level that management believes is sufficient to cover potential credit losses based on past collection history and specific risks identified among uncollected accounts. Accounts receivable are charged off against the allowance for doubtful accounts when it is determined that the receivables will not be collected.

The components of allowance for doubtful accounts at December 29, 2013 and December 30, 2012, are as follows:

	2013	2012
Beginning balance	$ 519,271	$ 415,865
Bad debt expense	565,241	297,500
Write-offs, net	(231,896)	(194,094)
Ending balance	$ 852,616	$ 519,271

Other Receivables

The Company acts as an MSP for certain customers whereby the Company is paid a fee to hire, manage and oversee multiple vendors providing vendor-on-premises staffing services at one or more of the customers' facilities. Under the terms of certain agreements, the Company contracts separately with the customer and the underlying vendors. The Company acts as an agent and assumes responsibility for reimbursing the underlying vendors after collecting contracted costs from the customer. This agency activity is not reflected in the consolidated statements of comprehensive loss. At December 29, 2013, there was $19,568,686 due from 18 customers and remittable to the underlying vendors, classified as other receivables in the accompanying consolidated balance sheets, compared to $27,276,272 at December 30, 2012. The Company bears some collection risk related to amounts due from customers, but has concluded that an allowance for uncollectible accounts is not required. The Company also receives monthly management fees and cost reimbursements from its customers, which are recognized as revenue as the related services are performed and as the reimbursed costs are incurred. For each receivable there is an offsetting payable. At December 29, 2013 and December 30, 2012, the offsetting payable balances were $23,260,357 and $27,372,268, respectively, and are included in accounts payable on the accompanying consolidated balance sheets.

Property and Equipment

Property and equipment are stated at cost. Depreciation and amortization are determined using the straight-line method over the lesser of the estimated useful lives of the assets or the related lease term. The Company capitalizes internally developed software in accordance with authoritative accounting guidance.

The following lives are used for the various categories of property and equipment assets:

Asset description	Life
Office and computer equipment	3 - 8 years
Furniture and fixtures	3 - 6 years
Computer software	1 - 5 years
Leasehold improvements	Period of lease or useful life (if shorter)

Depreciation expense was $3,994,939 and $3,298,337 for the fiscal years ended December 29, 2013 and December 30, 2012, respectively, and is included in selling, general and administrative expenses on the accompanying consolidated statements of comprehensive loss.

Long-lived Assets - Property and Equipment and Definite-lived Intangible Assets

Long-lived assets, such as property and equipment and intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset to be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by an asset to the carrying value of the asset. If the carrying value of the long-lived asset is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques, including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

There were no events that triggered an impairment review for the fiscal years ended December 29, 2013 and December 30, 2012.

Goodwill and Indefinite-lived Intangible Assets

Indefinite-lived intangible assets are not amortized, but are subject to an annual impairment test conducted in the third quarter, or sooner if events or changes in circumstances indicate a potential impairment.

The Company conducted an impairment test to assess whether the carrying value of its trade names and trademarks intangible assets were recoverable and concluded that no impairment of these assets existed for the fiscal years ended December 29, 2013 and December 30, 2012. The Company tested the value of its trade names and trademarks based on a relief royalty method consistent with past practices.

The Company elected to early adopt Accounting Standards Update 2014-02, *Intangibles - Goodwill and Other (Topic 350): Accounting for Goodwill*, to simplify the accounting for goodwill effective January 1, 2013. Under the new guidance, goodwill is amortized over its useful life, which was determined to be 10 years and is subject to an impairment test only if certain triggering events or changes in circumstances are identified that indicate a potential impairment. At December 29, 2013, the Company determined that no triggering events existed that would require goodwill to be tested for impairment, and no impairment was deemed necessary.

In 2012, goodwill was not amortized, but was subject to an annual impairment test conducted in the third quarter. There were no triggering events that existed that would have required goodwill to be tested for impairment more frequently than annually in 2012. Recoverability of goodwill was assessed by comparing the fair value of the reporting unit with its carrying value, including goodwill. For purposes of this analysis, the Company had determined that it has two reporting units: Seaton and PeopleScout. Goodwill was subjected to a weighted valuation process that considers publicly traded comparable companies, as well as a discounted cash flow analysis of the Company's long-term projections. As a result of the impairment test on goodwill, no impairment was identified for the fiscal year ended December 30, 2012

Financial Instruments

The carrying amounts of cash and cash equivalents, restricted cash, trade accounts receivable, other receivables and accounts payable approximate fair value because of the short-term nature of the accounts.

The Company holds investments in Company-owned life insurance policies with the intention of utilizing them as a long-term funding source for its deferred compensation plan. These investments are included within other long-term assets on the accompanying consolidated balance sheets. The Company-owned life insurance policies are recorded at their net cash surrender values as reported by the issuing insurance companies. Any dividends or earnings on the insurance policies are recorded in selling, general and administrative expenses to offset the changes in the deferred compensation liability.

The Company's revolving credit facility and second lien secured loan bear interest on a variable-rate basis. Accordingly, their carrying values approximate their fair values based on the credit risk associated with the arrangements since the Company's cash flows are exposed to changes in interest rates. Long-term debt is carried at the outstanding principal or contractual amount.

Stock-based Compensation

The Company has a stock-based incentive compensation plan that is described in note J. Pursuant to the applicable guidance on stock-based compensation, cost is measured at grant date based on the fair value of the award and is recognized as expense over the requisite service period for awards expected to vest. The Company is required to record compensation expense in the consolidated statements of comprehensive loss for all awards granted after the adoption date and to awards modified, repurchased or canceled after the adoption date using the fair value provisions cited in the guidance.

During fiscal years 2013 and 2012, the Company recorded \$9,583 and \$11,221, respectively, of stock-based compensation expense pursuant to the provisions of authoritative accounting guidance.

Income Taxes

The provision for income taxes is determined using the asset and liability approach of accounting for income taxes. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. The provision for income taxes represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from differences between the financial and tax bases of the Company's assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income during the period that includes the enactment date. Valuation allowances are recorded to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized.

A tax position is recognized as a benefit only if it is more likely than not that the tax position would be sustained in a tax examination, assuming examination will occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likelihood of being realized upon examination. For tax positions not meeting the more likely than not test, no tax benefit is recorded.

Seaton India had a tax holiday from its inception through March 31, 2012. The Company has not provided for deferred U.S. income taxes relating to undistributed earnings of \$947,895 and \$986,672 in Seaton India and Seaton Corp. Canada Inc., respectively, as it considers those earnings to be permanently invested.

Revenue Recognition

Revenue is recognized as earned when services are performed. The Company's revenue streams consist of OWM (89%), MSP (2%), RPO (8%) and APO (1%). Revenue for OWM is recognized as services are performed and are based on contracted rates measured in billable hours. MSP revenue is recognized as services are performed and based on contracted period or volume rates. RPO and APO revenue is recognized as contract terms are fulfilled based on hire and call criteria, respectively.

Major Customers

Four customers accounted for approximately 48% of consolidated revenue for the fiscal year ended December 29, 2013, representing 55 individual client sites, and three customers accounted for approximately 55% of consolidated trade accounts receivable at December 29, 2013, representing 51 individual client sites. Three customers accounted for approximately 41% of consolidated revenue for the fiscal year ended December 30, 2012, representing 51 individual client sites, and three customers accounted for approximately 51% of consolidated trade accounts receivable at December 30, 2012, representing 51 individual client sites. Each client site contracts separately with the Company, and such contracts expire at various dates as stipulated therein.

Foreign Currency

The assets and liabilities of the Company's foreign subsidiaries are translated into U.S. dollars at the current exchange rate at period end, with resulting translation adjustments made directly to the accumulated other comprehensive loss component of stockholders' equity. The functional currency of all of the Company's foreign subsidiaries is the local currency. Revenue and expense accounts are translated at the average rates during the period.

NOTE C - INTANGIBLE ASSETS AND GOODWILL

The components of intangible assets, excluding goodwill, at December 29, 2013 and December 30, 2012, are as follows:

		2013		2012	
	Useful life	Gross carrying amount	Accumulated amortization	Gross carrying amount	Accumulated amortization
Customer relationships	10 years	$43,284,000	$(36,415,901)	$43,284,000	$(32,087,354)
Trade names and trademarks	Indefinite	5,533,000	-	5,533,000	-
Total		$48,817,000	$(36,415,901)	$48,817,000	$(32,087,354)

Amortization expense related to these intangible assets was approximately $4,329,000 for the fiscal years ended December 29, 2013 and December 30, 2012. Estimated annual amortization expense will be approximately $4,329,000 for fiscal year 2014 and approximately $2,541,000 for fiscal year 2015. The weighted-average remaining amortization period for the amortizable intangible assets is 1.6 years.

Goodwill at December 29, 2013, was as follows:

	Useful life	Gross carrying amount	Accumulated amortization
Goodwill	10 years	$60,956,963	$(6,095,696)
Total		$60,956,963	$(6,095,696)

Amortization expense related to goodwill was approximately $6,096,000 for the fiscal year ended December 29, 2013. Estimated annual amortization expense will be approximately $6,096,000 for fiscal years 2014 through 2022.

Prior to January 1, 2013, goodwill was not amortized. Goodwill was $60,956,963 at December 30, 2012.

NOTE D - FINANCING ARRANGEMENTS

Revolving Credit Facility

On July 12, 2012, the Company completed an amendment to the revolving credit facility with PNC Bank, N.A. (PNC). The amendment consents to the Maximum Senior Leverage Ratio not exceeding the ratios set forth: 3.00X for periods prior to March 31, 2013, and 2.75X for any period thereafter.

On November 21, 2012, the Company completed an amendment to the revolving credit facility with PNC. The amendment consents to the Maximum Revolving Advance Amount for the period from November 21, 2012 through January 31, 2013, to be $47,000,000.

On December 21, 2012, the Company completed an amendment to the revolving credit facility with PNC. The amendment consents to the incurrence of up to $10,000,000 in additional indebtedness owing under the second lien secured loan. The amendment also provides for the Maximum Revolving Advance Amount for the period from August 1, 2012 through January 31, 2013, to be $55,000,000, and from February 1, 2013 through July 31, 2013, to be $34,500,000.

On September 11, 2013, the Company completed a refinancing transaction, entering into a secured Revolving Credit, Loan and Security Agreement (Revolving Credit Facility) with Bank of America, N.A. (BOA), which provides for borrowings up to $85,000,000 during the Seasonal Period, which is from September through February, or $65,000,000 during off-season period.

On December 12, 2013, the Company completed an amendment to the Revolving Credit Facility with BOA. The amendment provides for the Maximum Facility Amount for the Seasonal Period to be $95,000,000.

On December 17, 2013, the Company completed an amendment to the Revolving Credit Facility with BOA. The amendment provides for the Maximum Facility Amount for the sole period from December 17, 2013 through January 8, 2014, to be $107,000,000.

Interest on outstanding revolving borrowings is payable at the prime rate plus 1.00% or, at the Company's election, LIBOR plus 2.00%. Interest rates at December 29, 2013 and December 30, 2012, were 2.25% and 2.96%, respectively. The interest rate on the Revolving Credit Facility ranged from 2.25% to 2.96% for the fiscal years ended December 29, 2013 and December 30, 2012. All outstanding borrowings under the Revolving Credit Facility must be repaid no later than October 27, 2014. A commitment fee of 0.30% is payable monthly based on the unused portion of the Revolving Credit Facility. The revolving credit agreement provides that the Company's customers make remittances directly to BOA and that amounts received are applied daily to reduce the debt outstanding under the Revolving Credit Facility. The Revolving Credit Facility provides that the LIBOR-based interest rate under the Revolving Credit Facility may be reduced in the future based on the achievement of EBITDA levels, as defined. Total borrowings under the Revolving Credit Facility at December 29, 2013 and December 30, 2012, were $69,448,274 and $34,119,559, respectively. The Revolving Credit Facility is secured by substantially all of the assets of Seaton, PeopleScout, SMX, StudentScout, Seaton Puerto Rico, Seaton Cargo and Seaton Canada, and is guaranteed by the Parent.

The Company maintains standby letters of credit primarily for the benefit of its workers' compensation insurance carriers. At December 29, 2013 and December 30, 2012, the Company had letters of credit of $19,659,911 and $13,409,511 outstanding, respectively. In addition, as part of the Acquisition, certain members of the selling stockholders' group agreed to provide collateral supporting additional standby letters of credit totaling $40,000 and $90,000 at December 29, 2013 and December 30, 2012, respectively. The selling stockholders' commitment to provide collateral support was reduced by $50,000 and $53,000 during December 2013 and December 2012, respectively.

The Company was in compliance with the financial covenants under the Revolving Credit Facility for the fiscal year ended December 29, 2013.

Long-term Debt

Long-term debt at December 29, 2013 and December 30, 2012, consists of the following:

	2013	2012
Second lien secured loan, interest rate of 14.5% at December 30, 2012, principal due in March 2014	$ -	$13,288,184
15% coupon rate (16.79% imputed) senior subordinated notes, net of unamortized discount of $69,515 and $190,393 at December 29, 2013 and December 30, 2012, respectively, with interest added to principal quarterly, due April 27, 2017	44,272,511	38,080,017
15% senior subordinated notes due April 27, 2017, with interest added to principal quarterly	9,744,075	8,409,849
Subordinated debt payable to selling stockholders, due April 27, 2017, 6% interest added to principal quarterly	16,540,859	15,584,537
Total long-term debt	$70,557,445	$75,362,587

Interest on the second lien secured loan was 2% annually for paid-in-kind interest, and three-month LIBOR plus 9% or prime plus 8% for cash interest with a 3.5% LIBOR floor. The second lien secured loan was secured by substantially all of the assets of the subsidiaries and is guaranteed by the Parent. A voluntary principal payment of $3,500,000 was made during fiscal 2012. There was also an additional borrowing in the amount of $10,000,000 during fiscal 2012. On September 11, 2013, the Company paid off the entire second lien principal and interest.

At the time of the Acquisition, the Company issued two senior subordinated notes with detachable warrants totaling $13,000,000. The senior subordinated notes and warrants are held by an affiliate of Leeds Equity Partners. The notes are composed of a $7,000,000 note, which initially provided for interest paid in cash on a quarterly basis at 12%; a $6,000,000 face amount note, which initially provided for accrued interest paid in-kind at 14%; and warrants, which are convertible into fully diluted common stock and Class A preferred stock (see note E). The difference between the notes' face amount and their initial carrying amount of $11,656,639 was ascribed to the fair value of the warrants issued. This difference was recorded as a discount of $1,343,361 and is amortized over the term of the note using the effective interest method.

On September 11, 2013, there were amendments to the senior subordinated notes originally issued at $13,000,000, which extended the notes to April 26, 2015.

On December 11, 2013, there were amendments to the senior subordinated notes originally issued at $13,000,000, which extended the notes to April 27, 2017.

In December 2005, affiliates of Leeds Equity Partners and certain of the Company's stockholders entered into an agreement for $3,000,000 in additional senior subordinated notes, which provide for accrued interest paid in-kind at 15%. The proceeds from this borrowing were used to repay principal of $3,000,000 on the Company's senior indebtedness. As part of the December 2005 transaction, the terms of the initial $13,000,000 senior subordinated notes were amended to provide that interest, including interest already accrued, would henceforth be paid in-kind at 15%.

On September 11, 2013, there were amendments to the senior subordinated notes originally issued at $3,000,000, which extended the notes to April 26, 2015.

On December 11, 2013, there were amendments to the senior subordinated notes originally issued at $3,000,000, which extended the notes to April 27, 2017.

The Company, at the time of Acquisition, issued subordinated promissory notes (subordinated debt payable to selling stockholders) totaling $10,000,000. These notes provide for accrued interest paid in-kind at 6% on a quarterly basis.

On December 11, 2013, there were amendments to the subordinated promissory notes originally issued at $10,000,000, which extended the notes to April 27, 2017.

Scheduled annual maturities of long-term debt are as follows:

2014	$ 69,448,274
2017	109,119,736
Total	$178,568,010

NOTE E - STOCKHOLDERS' EQUITY

At the time of the Acquisition, the Company issued 62,275.439 shares of its Class A preferred stock. In addition, warrants issued in 2005 to acquire 2% of the Company's fully diluted common stock and Class A preferred stock at a nominal price were issued to the holders of the initial senior subordinated notes. The value of these warrants, $1,343,361, was recorded in equity.

Each Class A preferred share has a liquidation value of $1,000. The liquidation value of each share accrues dividends at 8% per annum, compounded quarterly. Dividends are not recognized in the consolidated financial statements until such time, if any, they are declared. At December 29, 2013 and December 30, 2012, undeclared dividends in arrears on both shares issued and shares issuable upon exercise of restricted stock awards and warrants were $61,071,858 and $51,678,272, respectively. At December 29, 2013, the fully diluted Class A preferred stock liquidation value, including undeclared dividends, was $1,960 per share, totaling $122,517,602. At December 30, 2012, the fully diluted Class A preferred stock liquidation value, including undeclared dividends, was $1,803 per share, totaling $113,825,444. Upon any liquidation or dissolution of the Company, the preferred shares, along with any cumulative unpaid dividends, have liquidation preference over the Company's common stock.

The stock purchase agreement provides that additional consideration of $9,275,000 be paid to former stockholders by the Company in the event that either the current majority stockholders achieve certain defined returns on invested capital or if certain earnings thresholds are achieved. The additional consideration will be recognized only in the event such a payment is made, and the amount of goodwill recorded would be increased accordingly.

NOTE F - RELATED-PARTY TRANSACTIONS

Management fees paid to an affiliate of Leeds Equity Partners included on the Company's accompanying consolidated statements of comprehensive loss in selling, general and administrative expenses were $450,000 and $350,000 for the fiscal years ended December 29, 2013 and December 30, 2012, respectively.

NOTE G - INCOME TAXES

All of the U.S. companies included in the financial statement reporting group are treated as C corporations for tax purposes.

For fiscal 2013 and 2012, the effective tax rates are approximately 87% and (273)%, respectively. The difference in the Company's provision for current income taxes and the federal statutory rate of 34% is primarily due to the permanent differences, changes in deferred tax liabilities not offset by valuation allowance and state income taxes.

The Company files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The Company has Work Opportunity Tax Credit (WOTC) carryforwards for income tax purposes of approximately $6,600,000, which expire at various dates through 2031. The Company has state net operating loss (NOL) carryforwards for income tax purposes of approximately $900,000, which begin expiring in 2025 through 2031. The statute of limitations for the Company's income tax returns from 2010 remains open for examination by the Internal Revenue Service (IRS). In addition, the NOL carryforward can be examined by the IRS for a period of three years after filing the tax return for the year the NOL is used.

The Company's ability to utilize its NOLs could become subject to significant limitations under Section 382 of the Internal Revenue Code if the Company were to undergo an ownership change. An ownership change would occur if the stockholders who own or have owned, directly or indirectly, 5% or more of the Company's common stock or are otherwise treated as 5% stockholders under Section 382 and the regulations promulgated thereunder increase their aggregate percentage ownership of the Company's stock by more than 50 percentage points over the lowest percentage of the stock owned by these stockholders at any time during the testing period, which is generally the three-year period preceding the potential ownership change. In the event of an ownership change, Section 382 imposes an annual limitation on the amount of taxable income a corporation may offset with NOL carryforwards. Any unused annual limitation may be carried over to later years until the applicable expiration date for the respective NOL carryforwards. The Company has not performed a formal Section 382 study, but does not believe there is a limitation on the use of NOLs under Section 382. If a change in ownership is deemed to have occurred during the past three years, then it may be possible that the Company's NOL carryforwards could be subject to limitation under Section 382 for tax return purposes. However, since its NOL carryforwards are fully reserved with a valuation allowance, there would be no impact for financial statement purposes from a Section 382 limitation.

Significant components of the Company's deferred tax assets and liabilities at December 29, 2013 and December 30, 2012, are as follows:

	2013	2012
Current deferred tax assets		
Workers' compensation	$ 5,915,337	$ 3,394,952
Other accruals and reserves	650,205	410,243
Total current deferred tax assets	6,565,542	3,805,195
Current deferred tax liabilities		
Other liabilities	(223,956)	(207,101)
Total current deferred tax liabilities	(223,956)	(207,101)
Valuation allowance	(2,850,815)	(3,471,828)
Net current deferred tax assets	3,490,771	126,266
Non-current deferred tax assets		
WOTC carryforwards	6,597,694	6,841,766
NOL carryforwards	801,685	2,768,658
Deferred interest	4,348,110	2,739,947
Other intangible assets	8,113,355	3,116,590
Other	2,567,851	988,190
Total non-current deferred tax assets	22,428,695	16,455,151
Non-current deferred tax liabilities		
Goodwill	(8,804,230)	(9,399,207)
Other intangible assets	(6,568,060)	(2,207,487)
Other	(2,144,695)	(449,499)
Total non-current deferred tax liabilities	(17,516,985)	(12,056,193)
Valuation allowance	(9,738,738)	(15,081,966)
Net non-current deferred tax liabilities	(4,827,028)	(10,683,008)
Total deferred tax liabilities	$ (1,336,257)	$(10,556,742)

The income tax expense provision consists of the following for the fiscal years ended December 29, 2013 and December 30, 2012:

	2013	2012
Current income taxes		
Federal	$ -	$ -
State	341,007	382,002
Foreign	382,030	296,326
Total current income tax expense	723,037	678,328
Deferred income tax (benefit) expense	(3,256,245)	263,419
Change in valuation allowance	(5,964,240)	248,255
Net deferred income tax (benefit) expense	(9,220,485)	511,674
Total tax (benefit) expense	$ (8,497,448)	$1,190,002

The change in the deferred tax valuation allowance in 2012 was the result of an increase to deferred tax assets in connection with additional federal NOLs and an increase in other accounts that give rise to deferred tax assets. The change in the deferred tax valuation allowance in 2013 was a result of the adoption of the new accounting guidance for goodwill.

The Company has indefinite long-lived intangible assets consisting of trade names, which are not amortized for financial reporting purposes. However, the expense related to the amortization of these assets is tax deductible and, therefore, the assets are amortized for tax purposes. As a result, deferred income tax expense and deferred income tax liabilities arise as a result of the tax deductibility of these indefinite long-lived intangible assets. The resulting deferred tax liability, which is anticipated to continue to increase over time, has an indefinite life, resulting in what is referred to as a "naked tax credit." This deferred tax liability would remain on the consolidated balance sheets indefinitely unless there is an impairment of the related assets for financial reporting purposes of the businesses to which the assets related are to be disposed of. As of December 30, 2012, the Company also had a naked tax credit relating to the deferred tax liability for goodwill. With the election to early adopt the new accounting guidance related to goodwill, the deferred tax liability relating to goodwill is now offset by a reduction in the valuation allowance.

The Company had no liability for unrecognized tax positions at December 29, 2013 and December 30, 2012.

The Company recognizes interest and penalties in income tax expense, if any. During the fiscal years ended December 29, 2013 and December 30, 2012, the Company recognized no interest and penalties in the consolidated statements of comprehensive loss. The Company had no accrual for the payment of interest and penalties at December 29, 2013 and December 30, 2012.

NOTE H - LEASE COMMITMENTS

The Company leases its principal corporate headquarters office space in Chicago, Illinois, and a facility in Bangalore, India, under non-cancelable operating leases. The Chicago lease was renewed and extended through June 2021. These leases contain renewal options at rates that approximate market rent at the time of renewal. Approximate future minimum rental payments under these leases are as follows:

2014	$1,758,475
2015	1,590,674
2016	1,651,853
2017	1,733,426
2018	1,774,213
Thereafter	4,608,875

Rental expense under operating leases was $2,101,834 and $1,972,349 for the fiscal years ended December 29, 2013 and December 30, 2012, respectively. The foregoing amounts shown above do not include real estate taxes, utilities and insurance, which the Company is required to pay.

NOTE I - EMPLOYEE BENEFIT PLAN

The Company's U.S. subsidiaries have a 401(k) savings plan covering substantially all salaried employees. Employees may voluntarily contribute up to 15% of their total compensation subject to certain income tax limitations. The Company matches 25% of the employee contribution, up to 5% of the employee's compensation, which vests ratably over five years. Contributions by the Company amounted to $186,110 and $147,886 for the fiscal years ended December 29, 2013 and December 30, 2012, respectively.

NOTE J - STOCK-BASED INCENTIVE COMPENSATION

Stock Options

In January 2006, the Company adopted its 2005 Stock-Based Incentive Compensation Plan (the Plan). The Plan provides for stock-based incentive awards to be granted to certain employees and directors of the Company. In connection with the adoption of the Plan, the Company increased the number of shares of common stock authorized for issuance from 36,000,000 to 37,000,000, and it reserved 2,716,288 of those shares for issuance under the Plan.

During fiscal 2013, the Company granted no options to employees. During 2012, the Company granted options to employees for 23,000 common shares, which, when vested, grant the recipient the right to purchase shares at $0.10 per share. A portion of the options vests and becomes exercisable ratably with continued employment over a five-year period, with no expiration date. The remaining options vest and become exercisable based on the achievement of various Company and individual performance criteria, generally over a five-year period, with performance criteria established at the beginning of each year. Certain options provided for accelerated vesting if there is a change in control, as defined in the agreements.

The Company determines compensation expense related to the options based on the fair value of the options at the date of grant. The fair value is estimated using a lattice-based, probability-weighted option valuation model. Under this model, the value of the Company's common equity five years after the grant date is estimated based on various scenarios of the Company's forecasted operating results, with the resulting probability-weighted value per option discounted using a 17.4% equity rate of return. Using this method, the weighted-average fair value of options granted in 2012 was $0.28 per share option.

Compensation expense related to options that vest based on continuous service are recognized over the five-year service period, while compensation expense related to performance-based options is recorded when it becomes probable that the related performance goals are met. In 2012, the Company recorded compensation expense of $11,221 and recorded the related deferred tax as part of its provision for income taxes. In 2013, the Company recorded compensation expense of $9,583 and recorded the related deferred tax as part of its provision for income taxes. As of December 29, 2013, there was unrecognized compensation expense related to time-vested options of $10,725, a majority of which the Company expects to recognize over the next four years, and unrecognized compensation expense related to performance-related options of up to $16,087 to be recognized over a similar time frame in the event the performance conditions are met.

A summary of the status of the Company's stock option grants as of December 29, 2013 and December 30, 2012, and changes during the fiscal years then ended, are presented in the following table:

	Options	Weighted-average exercise price	Weighted-average remaining contractual life (years)
Outstanding at December 26, 2011	811,706	$0.10	6.71
Granted	23,000		
Forfeited	(149,929)	0.10	
Exercised	(24,622)		
Outstanding at December 30, 2012	660,155	0.10	5.46
Forfeited	(184,249)	0.10	
Outstanding at December 29, 2013	475,906	$0.10	4.94
Vested at December 29, 2013	374,286	$0.10	
Non-vested at December 29, 2013	101,620	$0.10	4.40

Restricted Stock Awards

In April 2011, the Company granted to four key executives restricted stock awards for 5,366 preferred shares and 1,900,245 common shares, which carry restrictions prohibiting sale, transfer or assignment outside of the Company. At the same time, the four key executives surrendered and forfeited 1,795,079 common stock options. In December 2012, the Company repurchased 4,580 preferred shares and 321,415 common shares. In March 2013, the Company repurchased 688 preferred shares and 255,671 common shares. Stock compensation expense was recognized in 2013 and 2012 for these transactions in selling, general and administrative expenses on the accompanying consolidated statements of comprehensive loss.

A summary of the status of the Company's restricted stock awards as of December 29, 2013 and December 30, 2012, and changes during the fiscal years then ended, are presented in the following table:

	Preferred awards	Common awards
Outstanding at December 26, 2011	5,366	1,900,245
Repurchased	(4,580)	(321,415)
Outstanding at December 30, 2012	786	1,578,830
Repurchased	(688)	(255,671)
Outstanding at December 29, 2013	98	1,323,159
Vested at December 29, 2013	-	-
Non-vested at December 29, 2013	98	1,323,159

The vesting of the awards is based on a triggering event, which is defined as a change in control of the Company. Due to the uncertainty of the achievement of the performance criteria, there has been no stock-based compensation expense recognized for the remaining outstanding awards for the fiscal year ended December 30, 2013.

NOTE K - LITIGATION

The Company is involved in litigation and various other legal matters, which are being defended and handled in the ordinary course of business. None of these matters is expected to result in a judgment that would have a material adverse effect upon the consolidated balance sheets or results of operations of the Company.

NOTE L - SUBSEQUENT EVENTS

The Company has evaluated its December 29, 2013, consolidated financial statements for subsequent events through April 15, 2014, the date the consolidated financial statements were available to be issued.

On January 31, 2014, Seaton refinanced its bank agreement as well as took out a term loan to assist with the acquisition of hrX Holdings, Pty Ltd., an Australian RPO company. The Company is not aware of any other subsequent events that would require recognition or disclosure in the consolidated financial statements.

EXHIBIT 99.2

STAFFING SOLUTIONS HOLDINGS, INC. AND SUBSIDIARIES
TABLE OF CONTENTS TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

STAFFING SOLUTIONS HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
(*in thousands*)

	As of March 30, 2014	As of December 29, 2013
Current Assets		
Cash and cash equivalents	$ 8,011	$ 882
Accounts receivable, net	93,472	140,453
Other receivables	18,043	20,128
Prepaid expenses and other	11,877	10,759
Total current assets	131,403	172,222
Property and equipment, net	9,228	8,769
Goodwill	82,103	54,861
Intangibles assets, net	36,953	12,401
Other non-current assets	4,894	2,734
Total assets	$ 264,581	$ 250,987
Current Liabilities		
Accounts payable and accrued liabilities	$ 70,021	$ 74,057
Revolving credit facility	26,794	69,448
Other current liabilities	1,456	—
Total current liabilities	98,271	143,505
Long-term debt	121,821	70,557
Other non-current liabilities	15,096	6,770
Total liabilities	235,188	220,832
Total shareholders' equity	29,393	30,155
Total liabilities and shareholders' equity	$ 264,581	$ 250,987

See accompanying notes to unaudited condensed consolidated financial statements.

STAFFING SOLUTIONS HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(in thousands)

	Thirteen weeks ended	
	March 30, 2014	March 31, 2013
Revenue from services	$ 148,258	$ 113,014
Cost of services	125,428	98,016
Gross profit	22,830	14,998
Selling, general and administrative expenses	16,731	12,961
Depreciation and amortization	4,801	3,582
Income (loss) from operations	1,298	(1,545)
Interest and other expense, net	(3,724)	(2,954)
Loss before tax benefit	(2,426)	(4,499)
Income tax benefit	(730)	(3,932)
Net loss	(1,696)	(567)
Foreign currency translation adjustment, net of tax	1,069	(158)
Comprehensive loss	$ (627)	$ (725)

See accompanying notes to unaudited condensed consolidated financial statements.

STAFFING SOLUTIONS HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Thirteen weeks ended	
	March 30, 2014	**March 31, 2013**
Cash flows from operating activities:		
Net loss	$ (1,696)	$ (567)
Adjustments to reconcile net loss to net cash from operating activities:		
Depreciation and amortization	4,800	3,582
Provision for doubtful accounts	121	—
Other operating activities	7,876	(1,751)
Changes in operating assets and liabilities, net of acquisition:		
Accounts receivable	49,741	36,088
Accounts payable, accrued liabilities, and other liabilities	(7,774)	(7,186)
Other	431	264
Net cash provided by operating activities	53,499	30,430
Cash flows from investing activities:		
Capital expenditures	(1,532)	(1,455)
Acquisition of business, net of cash acquired	(49,637)	—
Other investing	(739)	(4,028)
Net cash used in investing activities	(51,908)	(5,483)
Cash flows from financing activities:		
Change in revolving credit facility, net	(42,644)	(24,347)
Proceeds from note payable	57,036	—
Payments on debt	(7,730)	—
Other	—	22
Net cash provided by (used in) financing activities	6,662	(24,325)
Effect of exchange rates on cash	(1,124)	(495)
Net change in cash and cash equivalents	7,129	127
CASH AND CASH EQUIVALENTS, beginning of period	882	1,537
CASH AND CASH EQUIVALENTS, end of period	$ 8,011	$ 1,664

Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$ 338	$ 790
Income taxes	112	65

See accompanying notes to unaudited condensed consolidated financial statements.

NOTE 1: ACCOUNTING PRINCIPLES AND PRACTICES

Financial Statement Preparation

The accompanying unaudited condensed consolidated financial statements (“financial statements”) of Staffing Solutions Holdings, Inc. and Subsidiaries (the "Company" or "Seaton") are prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and rules and regulations of the Securities and Exchange Commission. Accordingly, certain information and footnote disclosures usually found in financial statements prepared in accordance with GAAP have been condensed or omitted. The financial statements reflect all adjustments which, in the opinion of management, are necessary to fairly state the financial statements for the interim periods presented. The Company followed the same accounting policies for preparing both quarterly and annual financial statements.

These financial statements should be read in conjunction with the audited financial statements and related notes thereto for the years ended December 29, 2013 and December 30, 2012, included in Exhibit 99.1 of this Current Report on Form 8-K/A. The results of operations for the thirteen weeks ended March 30, 2014, are not necessarily indicative of the results expected for the full fiscal year or for any other fiscal period.

NOTE 2: DESCRIPTION OF BUSINESS

Chicago-based Seaton provides outsourced workforce solutions though its PeopleScout, HRX, and Staff Management|SMX brands. PeopleScout and Australia-based HRX specialize in recruitment process outsourcing, which involves large-scale sourcing, screening, and onboarding of permanent employees for customers. Staff Management|SMX is an outsourced workforce management provider that sources, screens, and onboards contingent workers who are managed by the Company's on site team as an integral part of the customer's workforce management team. Staff Management | SMX also manages outsourced staffing vendors for customers.

The Company’s fiscal year ends on the last Sunday of December.

NOTE 3. HRX ACQUISITION

On January 31, 2014, the Company closed on a share sale agreement to purchase hrX Holdings, Pty Ltd. ("HRX") from CAZO Pty Limited. The Company formed a wholly owned subsidiary, Seaton HRX Holdings Pty Ltd., to acquire HRX. HRX has operations in Australia and performs recruitment process outsourcing. HRX also provides an on-line recruitment platform through its Springboard e-recruitment system.

The Company accounted for this acquisition ("HRX Acquisition") using the purchase method of accounting in accordance with ASC 805,*Business Combinations*. The fair value of the net assets acquired and the results of the acquired business are included in the condensed consolidated financial statements from the acquisition date forward. Seaton was required to make estimates and assumptions that affect the reported amounts of assets and liabilities and results of operations during the reporting period. Estimates are used in accounting for, among other things, the fair value of acquired net operating assets, property and equipment, intangible assets, useful lives of property and equipment, and amortizable lives for acquired intangible assets. Any excess of the purchase consideration over the identified fair value of the assets and liabilities acquired was recognized as goodwill. All acquisition-related costs were expensed as incurred and recorded in operating expenses.

The final purchase price is subject to change based on contingent earn-out payments based on earnings through June 30, 2014. The fair value of the identifiable assets acquired and liabilities assumed of approximately $49.0 million, net of cash acquired of approximately $4.2 million, equaled the fair value of the purchase price of the business. The purchase price includes contingent consideration of $7.5 million, which is recorded in Accounts payable and accrued liabilities on the Unaudited Condensed Consolidated Balance Sheets as of March 30, 2014. The estimated preliminary fair value of acquired assets and liabilities as of the date of acquisition was based on information available at that time. The valuation of the tangible and identifiable intangible assets and liabilities is subject to further management review and may change between the preliminary allocation and the final allocation. Any changes to these estimates may have a material impact on the operating results or financial condition. The Company incurred approximately $2.0 million of direct acquisition costs, which were expensed in 2014.

The following table summarizes the preliminary allocation of the purchase price based on the estimated fair value of the assets acquired and liabilities assumed as of the acquisition date of January 31, 2014 (*in thousands*):

	Preliminary Purchase Price Allocation
Accounts receivable	$ 2,502
Prepaids, deposits, and other current assets	510
Property and equipment	220
Other non-current assets	401
Goodwill (1)	28,436
Indefinite-lived intangible assets	2,277
Definite-lived intangible assets	23,939
Total assets acquired	58,285
Accounts payable and accrued liabilities	1,134
Other current liabilities	674
Contingent purchase price payable	7,524
Total liabilities assumed	9,332
Total cash paid	$ 48,953

(1) Goodwill is attributable to the acquired workforce, strategic opportunities, and synergies that are expected to arise from the acquisition of HRX. The goodwill is not deductible for tax purposes.

The Company has estimated the fair value of the acquired identifiable intangible assets using the income approach. No residual value is estimated for any of the intangible assets.

The following table sets forth the components of definite-lived intangible assets and their estimated useful lives as of January 31, 2014 (in thousands, except for estimated useful lives, in years):

	Estimated Fair Value	Estimated Average Useful Life
Customer relationships	$ 9,404	11
Developed technology	9,453	10
Non-compete agreement	4,980	3
Trade name/trademarks	102	3
Total	$ 23,939	

The Company also acquired definite-lived intangible assets, which consist of trade name/trademarks, with an estimated fair value of $2.3 million.

The acquired assets and liabilities of HRX are included in the Unaudited Condensed Consolidated Balance Sheets as of March 30, 2014 and the results of its operations and cash flows are reported in the Unaudited Condensed Consolidated Statements of Operations and Comprehensive Loss and Cash Flows from January 31, 2014.

Unaudited Pro forma financial information

The following table reflects the unaudited pro forma combined results of operations for the periods presented, as though the acquisition of HRX had occurred as of the beginning of the period being reported on.

The unaudited pro forma combined information combines Seaton's unaudited results of operations for the thirteen weeks ended March 30, 2014, and the audited results of operations for the fiscal year ended December 29, 2013, with the unaudited financial results of HRX for the thirteen weeks ended March 31, 2013, and the fiscal year ended December 30, 2012, respectively. The unaudited financial information is used by management for internal reporting purposes. Any changes required by an audit of the unaudited financial information could be material. The unaudited pro forma financial information presented is for illustrative purposes only and is not indicative of the results of operations that would have been realized if the acquisition had been completed on the dates indicated, nor is it indicative of future operating results.

The unaudited pro forma combined results of operations do not include costs of restructuring and integration associated with the acquisition.

Pro forma financial data is presented below (*in thousands*):

	Thirteen Weeks Ended March 30, 2014	Fiscal Year Ended December 29, 2013
Revenue from services	$ 149,734	$ 606,023
Gross margin	23,829	89,785
Income from operations	1,837	7,637
Net income (loss)	(987)	3,269

NOTE 4. DEBT

The following are the components of the Company's debt as of March 30, 2014 and December 29, 2013 (*in thousands*):

	March 30, 2014	December 29, 2013
US term loan	$ 36,000	$ —
Australian term loan	22,219	—
15% coupon rate (16.79% imputed) senior subordinated notes due April 27, 2017	45,966	44,273
15% senior subordinated notes due April 27, 2017, with interest added to principal quarterly	10,109	9,744
Subordinated debt payable to selling stockholders, due April 27, 2017, 6% interest added to principal quarterly	8,983	16,540
Total debt	123,277	70,557
Total current debt (1)	1,456	—
Total long-term debt	$ 121,821	$ 70,557

(1) The current portion of long-term debt is recorded in Other current liabilities on the Unaudited Condensed Consolidated Balance Sheets.

Revolving Credit Facility

On January 29, 2014, the Company completed an amendment to the Revolving Credit Facility with Bank of America and RBS Citizens. The amendment provides for the purchase of HRX, the pay-off of the senior subordinated debt payable to selling stockholders of $7.7 million, as well as two term loans, a US term loan for $36.0 million and an Australian term loan for AUD $24.0 million.

Interest on the U.S. term loan is payable at; (a) the U.S. Prime Rate for such day; (b) the Federal Funds Rate for such day, plus 0.50%; or (c) LIBOR for a 30 day interest period as of such day, plus 1.00%. At March 30, 2014, the interest rate on the U.S. term loan was 6.75%. The interest on the Australian term loan is payable at the Bank Base Rate. At March 30, 2014, the interest rate on the Australian term loan was 8.37%.

Interest on outstanding revolving borrowings is payable at the prime rate plus 1.00% or, at the Company’s election, LIBOR plus 2.00%. The LIBOR interest rate at March 30, 2014 was 2.00%. All outstanding borrowings under the Revolving Credit Facility must be repaid no later than October 27, 2016. A commitment fee of 0.30% is payable monthly based on the unused portion of the Revolving Credit Facility. The revolving credit agreement provides that the Company’s customers make remittances directly to Bank of America and that amounts received are applied daily to reduce the debt outstanding under the Revolving Credit Facility. The Revolving Credit Facility provides that the LIBOR-based interest rate under the Revolving Credit Facility may be reduced in the future based on the achievement of EBITDA levels, as defined. Total borrowings under the Revolving Credit Facility at M arch 30, 2014, was $26.8 million. The Revolving Credit Facility is secured by substantially all of the assets of Seaton, PeopleScout, SMX, Seaton Puerto Rico, Seaton Cargo and Seaton Canada, and is guaranteed by the Parent.

The Company maintains standby letters of credit primarily for the benefit of its workers' compensation insurance carriers. At March 30, 2014, the Company had letters of credit of $19.6 million outstanding. In addition, as part of the acquisition of HRX, certain members of the selling stockholders' group agreed to provide collateral supporting additional standby letters of credit totaling $40,000 at March 30, 2014.

The Company is in compliance with the financial covenants under the Revolving Credit Facility.

Senior Subordinated Notes

In 2005, in conjunction with the purchase of Seaton by Leeds Equity Partners, the Company issued two senior subordinated notes with detachable warrants totaling $13.0 million. The senior subordinated notes and warrants are held by an affiliate of Leeds Equity Partners. The notes are composed of a $7.0 million note, which initially provided for interest paid in cash on a quarterly basis at 12%; a $6.0 million face amount note, which initially provided for accrued interest paid in-kind at 14%; and warrants, which are convertible into fully diluted common stock and Class A preferred stock. The difference between the notes' face amount and their initial carrying amount of $11.7 million was due to the fair value of the warrants issued. This difference was recorded as a discount of $1.3 million and is amortized over the term of the note using the effective interest method.

Also in conjunction with the purchase of Seaton by Leeds Equity Partners, the Company issued subordinated promissory notes (subordinated debt payable to selling stockholders) totaling $10.0 million. These notes provide for accrued interest paid in-kind at 6% on a quarterly basis.

In December 2005, affiliates of Leeds Equity Partners and certain of the Company's stockholders entered into an agreement for $3.0 million in additional senior subordinated notes, which provide for accrued interest paid in-kind at 15%. As part of the December 2005 transaction, the terms of the initial $13.0 million senior subordinated notes were amended to provide that interest, including interest already accrued, would henceforth be paid in-kind at 15%.

NOTE 5. INCOME TAXES

Seaton's effective tax rate on historical losses for the thirteen weeks ended March 30, 2014, was 30.1%. The principal difference between a statutory federal income tax rate of 34% and Seaton's effective tax rate results primarily from nondeductible goodwill amortization of an electing private company.

Seaton's effective tax rate on historical losses for the thirteen weeks ended March 31, 2013 was 87.4%. The principal difference between a statutory federal income tax rate of 34% and Seaton's effective tax rate results primarily from Seaton's change in deferred tax valuation allowances due to their change in accounting policy during the year to amortize goodwill for financial reporting purposes.

NOTE 6. SUBSEQUENT EVENTS

The Company has evaluated its March 30, 2014, unaudited condensed consolidated financial statements for subsequent events through August 8, 2014, the date the unaudited condensed consolidated financial statements were available to be issued.

Effective June 30, 2014, the acquisition of all of the outstanding equity interests of the Company by TrueBlue, Inc. ("TrueBlue") was completed pursuant to a Stock Purchase Agreement, dated June 1, 2014. As a result of the acquisition, the Company became a wholly-owned subsidiary of TrueBlue.

The Company is not aware of any other subsequent events that would require recognition or disclosure in the unaudited condensed consolidated financial statements.

EXHIBIT 99.3

Unaudited Pro Forma Condensed Combined Financial Information

The following unaudited pro forma condensed combined financial information was prepared using the historical consolidated financial statements of TrueBlue, Inc. ("TrueBlue") and Staffing Solutions Holdings, Inc. ("Seaton"), after giving effect to TrueBlue's acquisition of all of the outstanding equity interests of Seaton on June 30, 2014, using the acquisition method of accounting in accordance with Accounting Standards Codification 805, *Business Combinations.* The assumptions, reclassifications, and adjustments described in the accompanying notes give effect to pro forma events that are directly attributable to the acquisition, are factually supportable, and are expected to have a continuing impact on the combined results.

The Unaudited Pro Forma Condensed Combined Statement of Operations for the thirteen weeks ended March 28, 2014 and for the year ended December 27, 2013, assumes that the acquisition took place on December 29, 2012. The Unaudited Pro Forma Condensed Combined Balance Sheet as of March 28, 2014, assumes that the acquisition took place on March 28, 2014.

The unaudited pro forma condensed combined financial information have been presented for informational purposes only. The unaudited pro forma condensed combined financial information should be read in conjunction with the accompanying notes and is not necessarily indicative of the combined results of operation or financial position had the acquisition been completed as of the dates indicated. The unaudited pro forma condensed combined financial information do not reflect any revenue enhancements or operating synergies that the combined company may achieve as a result of the merger or the costs to integrate the operations of TrueBlue and Seaton or the costs necessary to achieve these revenue enhancements and operating synergies. There were no significant intercompany transactions between TrueBlue and Seaton as of the dates and for the periods of these unaudited pro forma condensed combined financial information. In addition, the unaudited pro forma condensed combined financial information was based on and should be read in conjunction with the financial statements described in Note 1 to the unaudited pro forma condensed combined financial information.

Pursuant to the acquisition method of accounting, the purchase price, calculated as described in Note 2 to the unaudited pro forma condensed combined financial information, has been allocated to assets acquired and liabilities assumed based on their respective fair values. The unaudited pro forma condensed combined financial information does not reflect non-recurring acquisition and integration costs or any cost savings of combined operations and does not purport to project the future results of operations or financial position of the combined company. The pro forma adjustments are based on preliminary estimates of the fair values of assets acquired and liabilities assumed and information available as of the date of this Current Report on Form 8-K/A. Actual adjustments may differ from the amounts reflected in the unaudited pro forma condensed combined financial information, and the differences may be material.

TrueBlue, Inc.
Unaudited Pro Forma Condensed Combined Balance Sheet
As of March 28, 2014
(in thousands)

	TrueBlue As of March 28, 2014	Seaton As of March 30, 2014	Pro Forma Adjustments	Note References	Pro Forma Combined
Current Assets					
Cash and cash equivalents and marketable securities	$ 160,595	$ 8,011	$ (135,346)	A	$ 33,260
Accounts receivable, net	186,084	111,515	13,022	O	310,621
Other current assets	17,343	11,877	(5,933)	O	23,287
Total current assets	364,022	131,403	(128,257)		367,168
Property and equipment, net	53,317	9,228	18,543	M, O	81,088
Restricted cash and investments	151,381	—	—		151,381
Goodwill	82,239	82,103	33,504	C, G	197,846
Intangible assets, net	29,982	36,953	75,047	D	141,982
Other non-current assets	40,754	4,894	(1,107)	B	44,541
Total assets	$ 721,695	$ 264,581	$ (2,270)		$ 984,006
Current liabilities					
Accounts payable, accrued expenses, and other current liabilities	$ 69,883	$ 98,271	$ (15,474)	A, E, F, N	$ 152,680
Current portion of workers' compensation claim reserve	48,803	—	2,243	O	51,046
Total current liabilities	118,686	98,271	(13,231)		203,726
Long-term debt	29,089	121,821	65,173	F	216,083
Workers' compensation liability	166,287	—	—		166,287
Other non-current liabilities	10,837	15,096	(21,019)	G	4,914
Total liabilities	324,899	235,188	30,923		591,010
Total shareholders' equity	396,796	29,393	(33,193)	H	392,996
Total liabilities and shareholders' equity	$ 721,695	$ 264,581	$ (2,270)		$ 984,006

See accompanying notes to unaudited pro forma condensed combined financial information.

TrueBlue, Inc.
Unaudited Pro Forma Condensed Combined Statement of Operations
For the Thirteen Weeks Ended March 28, 2014
(*in thousands, except per share amounts*)

	TrueBlue Thirteen Weeks Ended March 28, 2014	Seaton Thirteen Weeks Ended March 30, 2014	Pro Forma Adjustments	Note References	Pro Forma Combined
Revenue from services	$ 396,063	$ 148,258			$ 544,321
Cost of services	296,504	125,428			421,932
Gross profit	99,559	22,830	—		122,389
Selling, general and administrative expenses	91,982	16,731	39	L	108,752
Depreciation and amortization	5,161	4,801	140	K	10,102
Income from operations	2,416	1,298	(179)		3,535
Interest and other income (expense), net	344	(3,724)	2,853	I	(527)
Income (loss) before tax expense	2,760	(2,426)	2,674		3,008
Income tax expense (benefit)	1,104	(730)	1,070	J	1,444
Net income (loss)	$ 1,656	$ (1,696)	$ 1,604		$ 1,564
Net income per common share:					
Basic	$ 0.04				$ 0.04
Diluted	$ 0.04				$ 0.04
Weighted average shares outstanding:					
Basic	40,572				40,572
Diluted	40,891				40,891

See accompanying notes to unaudited pro forma condensed combined financial information.

TrueBlue, Inc.
Unaudited Pro Forma Condensed Combined Statement of Operations
For the Year Ended December 27, 2013
(in thousands, except per share amounts)

	TrueBlue	Seaton			
	Year Ended				
	December 27, 2013	December 29, 2013	Pro Forma Adjustments	Note References	Pro Forma Combined
Revenue from services	$ 1,668,929	$ 587,299			$ 2,256,228
Cost of services	1,226,626	509,471	(4,374)	N	1,731,723
Gross profit	442,303	77,828	4,374		524,505
Selling, general and administrative expenses	362,248	61,452	287	L	423,987
Depreciation and amortization	20,472	14,419	560	K	35,451
Income from operations	59,583	1,957	3,527		65,067
Interest and other income (expense), net	1,354	(11,678)	8,064	I	(2,260)
Income (loss) before tax expense	60,937	(9,721)	11,591		62,807
Income tax expense (benefit)	16,013	(8,497)	4,636	J	12,152
Net income (loss)	$ 44,924	$ (1,224)	$ 6,955		$ 50,655
Net income per common share:					
Basic	$ 1.12				$ 1.26
Diluted	$ 1.11				$ 1.25
Weighted average shares outstanding:					
Basic	40,166				40,166
Diluted	40,502				40,502

See accompanying notes to unaudited pro forma condensed combined financial information.

TrueBlue, Inc.
Notes to Unaudited Pro Forma Condensed Combined Financial Information

NOTE 1: BASIS OF PRESENATION

The unaudited pro forma condensed combined financial information is provided for illustrative purposes only and does not purport to project the future results of operations or financial position of the combined company. The unaudited pro forma condensed combined financial information, including the notes thereto, are qualified in their entirety by reference to, and should be read in conjunction with the following:

- The historical consolidated financial statements of TrueBlue, Inc. ("TrueBlue") included in its Annual Report on Form 10-K for the year ended December 27, 2013;

- the historical unaudited consolidated financial statements of TrueBlue included in its Quarterly Report on Form 10-Q for the thirteen weeks ended March 28, 2014;

- the audited consolidated financial statements of Staffing Solutions Holdings, Inc. and Subsidiaries ("Seaton"), as of and for the years ended December 29, 2013 and December 30, 2012, which are included in Exhibit 99.1; and

- the historical unaudited condensed consolidated financial statements for the thirteen weeks ended March 30, 2014 of Seaton, which are included in Exhibit 99.2.

The Unaudited Pro Forma Condensed Combined Statements of Operations and Balance Sheet were prepared using the acquisition method of accounting. Under the acquisition method of accounting, the acquisition price is allocated to the assets acquired and the liabilities assumed based on their estimated fair values. The unaudited pro forma condensed combined financial information give effect to the acquisition of Seaton by TrueBlue as follows:

- The Unaudited Pro Forma Condensed Combined Balance Sheet as of March 28, 2014 gives effect to the acquisition as if it occurred on March 28, 2014.

- The Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 27, 2013 and the thirteen weeks ended March 28, 2014, give effect to the acquisition as if it occurred on December 29, 2012.

The unaudited pro forma condensed combined financial information should be read in conjunction with the following notes and is not necessarily indicative of the combined results of operations or financial condition had the acquisition been completed as of the dates indicated. The unaudited pro forma condensed combined financial information does not reflect non-recurring acquisition and integration costs or any cost savings of combined operations and does not purport to project the future results of operations or financial position of the combined company. The pro forma adjustments are based on preliminary estimates of the fair values of assets acquired and liabilities assumed and information available as of the date of this Current Report on Form 8-K/A. The valuation of these assets and liabilities is preliminary, subject to completion of a formal valuation process and further management review, and will be adjusted as additional information becomes available. Actual adjustments may differ from the amounts reflected in the unaudited pro forma condensed combined financial information, and the differences may be material.

Accounting Periods Presented

Seaton's historical fiscal year ended on Sunday, December 29, 2013 and TrueBlue's fiscal year ended on Friday, December 27, 2013. Seaton's first quarter of fiscal 2014 ended on Sunday, March 30, 2014 and TrueBlue's first quarter of fiscal 2014 ended on Friday, March 28, 2014.

- The Unaudited Pro Forma Condensed Combined Balance Sheet combines the historical balance sheet of TrueBlue at March 28, 2014 with the historical balance sheet of Seaton at March 30, 2014.

- The Unaudited Pro Forma Condensed Combined Statement of Operations for the thirteen weeks ended March 28, 2014 combines the historical results of TrueBlue for the thirteen weeks ended March 28, 2014 and the historical results of Seaton for the thirteen weeks ended March 30, 2014.

- The Pro Forma Condensed Combined Statement of Operations of TrueBlue and Seaton for the year ended December 27, 2013, combines the historical results of TrueBlue for the year ended December 27, 2013 and the historical results of Seaton for the year ended December 29, 2013.

Certain pro forma adjustments were made to conform Seaton's accounting policies to TrueBlue's accounting policies as noted in Note 3.

Reclassifications
Certain amounts for Seaton have been reclassified to conform to the TrueBlue current presentation.

NOTE 2: SEATON ACQUISITION

On June 30, 2014, we completed the acquisition of all of the outstanding equity interests of Seaton for a cash purchase price of approximately $307.0 million, net of cash acquired. The purchase price is subject to a final working capital adjustment. We also entered into a Second Amended and Restated Credit Agreement for a secured revolving credit facility of up to a maximum of $300.0 million, of which $187.0 million was used to fund a portion of the acquisition price.

The Company accounted for this acquisition using the purchase method of accounting in accordance with ASC 805,*Business Combinations.* The fair value of the net assets acquired and the results of the acquired business are included in the pro forma condensed combined financial information from the acquisition date forward. We were required to make estimates and assumptions that affect the reported amounts of assets and liabilities and results of operations during the reporting period. Estimates are used in accounting for, among other things, the fair value of acquired net operating assets, property and equipment, intangible assets, useful lives of property and equipment, and amortizable lives for acquired intangible assets. Any excess of the purchase consideration over the identified fair value of the assets and liabilities acquired was recognized as goodwill. All acquisition-related costs were expensed as incurred and recorded in operating expenses.

The estimated preliminary fair value of acquired assets and liabilities as of the date of acquisition is based on information available at that time. The valuation of the tangible and identifiable intangible assets and liabilities is subject to further management review and may change between the preliminary allocation and the final allocation. Any changes to these estimates may have a material impact on the operating results or financial condition.

The estimated purchase price allocation is based on preliminary estimates of fair values, net of cash acquired of $9.8 million, as of the acquisition date of June 30, 2014, as follows (*in thousands*):

	Preliminary Purchase Price Allocation
Accounts receivable	$ 116,570
Prepaid expenses, deposits and other current assets	6,413
Property and equipment (1)	27,771
Other non-current assets	1,230
Intangible assets	112,000
Total assets acquired	263,984
Accounts payable and other accrued expenses	84,303
Other long-term liabilities	2,114
Total liabilities assumed	86,417
Net identifiable assets acquired	177,567
Goodwill (2)	129,054
Net assets acquired	$ 306,621

(1) Property and equipment includes the estimated fair value of acquired technology of $18.0 million.
(2) Goodwill is attributable to the acquired workforce, strategic opportunities, and synergies that are expected to arise from the acquisition of Seaton. The goodwill is not deductible for tax purposes.

Identifiable intangible assets are as follows (*in thousands*):

	Estimated Fair Value	Estimated Average Useful Life
Customer relationships	$ 102,500	11
Trade name/trademarks	9,500	Indefinite
Total	$ 112,000	

NOTE 3: PRO FORMA ADJUSTMENTS

The following pro forma adjustments are included in TrueBlue's unaudited pro forma condensed combined financial information:

A. *Cash*: Adjustment to reflect cash and cash equivalents and marketable securities used in the purchase price of Seaton net of normal working capital adjustments.

B. *Other non-current assets*: Net adjustment to remove Seaton deferred debt financing costs of $3.5 million relating to Seaton's historical debt and increase deferred debt financing cost of $2.6 million relating to TrueBlue's revolving credit facility used to finance a portion of the acquisition price..

C. *Goodwill*: Net adjustment to remove goodwill of Seaton and add estimated goodwill of $129.1 million from the acquisition after allocating the purchase price to the fair value of the net assets acquired, which is preliminary and subject to completion of our fair value assessment.

D. *Intangible assets, net*: Net adjustment to remove intangible assets of Seaton and add the estimated fair value of intangible assets identified of $112.0 million, which are preliminary and subject to completion of our fair value assessment.

E. *Accrued expenses:* Adjustment to remove accrued interest relating to Seaton's historical debt of $0.7 million, which was retired on the date of the acquisition.

F. *Debt*: Net adjustment to remove Seaton's current revolving credit facility and long-term debt and include TrueBlue's revolving credit facility of $187.0 million used to finance a portion of the acquisition price.

G. *Deferred taxes*: Adjustment to record preliminary tax adjustments related to the acquisition. Deferred tax liabilities were decreased by $12.6 million related to the allowances related to tax assets of Seaton that the combined companies will be able to use such as Worker Opportunity Tax Credits and $7.4 million related to the removal of a deferred tax asset related to Seaton's amortization of goodwill.

H. *Equity*: Adjustment to reflect the elimination of Seaton's historical equity accounts and adjustment to reflect the direct, incremental costs of the Seaton acquisition of $3.5 million, which are not yet reflected in the historical financial statements of either Seaton or TrueBlue.

I. *Interest expense*: Net adjustment to eliminate interest expense of $3.7 million and $12.3 million associated with Seaton's historical revolving credit facility and debt, including the elimination of the related bank charges and amortization of deferred financing costs of Seaton's debt, and add interest expense of $1.1 million and $4.2 million on the outstanding portion of the revolver used to finance a portion of the acquisition price, including amortization of deferred financing costs for the thirteen weeks ended March 28, 2014, and the fiscal year ended December 27, 2013, respectively. The variable interest on the new credit facility of 2.0% was calculated based on London Interbank Offered Rate ("LIBOR") plus the applicable spread on LIBOR of 1.75%, which is effective until October 1, 2014. A change in the interest rate of 0.125% would result in a change in interest expense of $0.2 million.

J. *Income taxes*: Adjustment to record the impact on income taxes resulting from the pro forma adjustments utilizing TrueBlue and Seaton's combined preliminary statutory rate of 40%.

K. *Amortization expense*:

i. Goodwill - Net adjustment to eliminate historical goodwill amortization expense for Seaton of $1.5 million and $6.1 million for the thirteen weeks ended March 28, 2014 and the fiscal year ended December 27, 2013, respectively, to conform to TrueBlue's accounting policies.

ii. Intangibles - Net adjustment to eliminate historical intangibles amortization expense for Seaton of $1.1 million and

$4.3 million for the thirteen weeks ended March 28, 2014 and the fiscal year ended December 27, 2013, respectively, and to increase amortization expense for the estimated fair value of acquired technology and intangible assets acquired in the Seaton acquisition of $3.0 million and $12.0 million for the thirteen weeks ended March 28, 2014, and the fiscal year ended December 27, 2013, respectively.

L. *Administrative expenses*:

iii. Management fees - Adjustment to eliminate management fees related to Seaton's private equity partner, Leeds Equity Partners, of $0.2 million and $0.6 million, for the thirteen weeks ended March 28, 2014 and the fiscal year ended December 27, 2013, respectively.

iv. Stock compensation expense - To record the estimated expense related to the unvested portion of restricted stock-based awards assumed in connection with the acquisition using the straight-line amortization method over the remaining vesting periods of $0.1 million and $1.0 million for the thirteen weeks ended March 28, 2014 and the fiscal year ended December 27, 2013, respectively.

M. *Property and equipment*: Adjustment to reflect the estimated fair value of development technology identified of $18.0 million , which is preliminary and subject to completion of our fair value assessment.

N. *Workers' compensation:* Adjustment to workers' compensation expense of $4.4 million for the fiscal year ended December 27, 2013, to exclude the actuarial true-up for costs related to prior periods to better reflect the on-going costs of doing business.

O. Other fair value adjustments to adjust the historical balances as of March 28, 2014, to their preliminary estimated fair values.