
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2008
Commission File Number 0-21886

BARRETT BUSINESS SERVICES, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

8100 NE Parkway Drive, Suite 200
Vancouver, Washington
(Address of principal executive offices)

52-0812977
(IRS Employer
Identification No.)

98662
(Zip Code)

(360) 828-0700

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|--|---|
| Common Stock, Par Value \$0.01 Per Share | The NASDAQ Stock Market LLC |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as indicated by Exchange Act Rule 12b-2).

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

State the aggregate market value of the common equity held by non-affiliates of the registrant: \$98,797,000 at June 30, 2008.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

| Class | Outstanding at February 27, 2009 |
|---|----------------------------------|
| Common Stock, Par Value \$.01 Per Share | [10,544,670] Shares |

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement for the 2009 Annual Meeting of Stockholders are hereby incorporated by reference into Part III of Form 10-K.

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PART I

Item 1. **BUSINESS**

General

Barrett Business Services, Inc. ("Barrett," the "Company," "our" or "we"), was incorporated in the state of Maryland in 1965. We offer a comprehensive range of human resource management services to assist small and medium-sized businesses in managing the increasing costs and complexities of a broad array of employment-related issues. Our principal services, Professional Employer Organization ("PEO") and staffing, assist our clients in leveraging their investment in human capital. We believe that the combination of these two principal services enables us to provide our clients with a unique blend of services not offered by our competition. Our platform of outsourced human resource management services is built upon our expertise in payroll processing, employee benefits and administration, workers' compensation coverage, effective risk management and workplace safety programs and human resource administration.

In a PEO arrangement, we enter into a contract to become a co-employer of the client's existing workforce and assume responsibility for some or all of the client's human resource management responsibilities. Staffing services include on-demand or short-term staffing assignments, long-term or indefinite-term contract staffing and comprehensive on-site management. Our staffing services also include direct placement services, which involve fee-based search efforts for specific employee candidates at the request of our PEO clients, staffing customers or other companies.

Our ability to offer clients a broad mix of services allows us to effectively become the human resource department and a strategic business partner for our clients. We believe our approach to human resource management services is designed to positively affect our clients' business results by:

- allowing our clients to focus on core business activities instead of human resource matters;
- increasing our clients' productivity by improving employee satisfaction and generating greater employee retention;
- reducing overall payroll expenses due to lower workers' compensation costs; and
- assisting our clients in complying with complex and evolving human resource related regulatory and tax issues.

We provide services to a diverse array of customers, including, among others, electronics manufacturers, various light-manufacturing industries, forest products and agriculture-based companies, transportation and shipping enterprises, food processing, telecommunications, public utilities, general contractors in numerous construction-related fields and various professional services firms. During 2008, we provided staffing services to approximately 2,300 staffing services customers, which compares to a similar number of customers during 2007. In addition, at December 31, 2008, we served approximately 1,300 PEO clients and employed approximately 25,100 employees pursuant to PEO contracts, as

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compared to 1,200 PEO clients and approximately 32,200 employees as of December 31, 2007. We serve our clients, who have employees located in 20 states and the District of Columbia, through a network of 46 branch offices in California, Oregon, Washington, Idaho, Arizona, Utah, Colorado, Maryland, Delaware and North Carolina. We also have several smaller recruiting offices in our general market areas, which are under the direction of a branch office.

Market Opportunity

The human resource outsourcing industry is large and continuing to expand. Some of the key factors driving growth include the desire of businesses to outsource non-core business functions, to reduce regulatory compliance risk, to rationalize the number of service providers that they use, and to reduce costs by integrating human resource systems and processes.

The outsourcing of business processes continues to represent a growing trend within the United States. By utilizing the expertise of outsourcing service providers, businesses are able to reduce processing costs and administrative burdens while at the same time offering competitive benefits for their employees. The technical capabilities, knowledge and operational expertise that we have built, along with our broad portfolio of services for clients, have enabled us to capitalize on the growing business processing outsourcing trend.

We believe that the small and medium-sized business segment of the human resource outsourcing market is particularly attractive because:

- this segment is large and has a low penetration rate by providers of outsourced comprehensive human resource services;
- small and medium-sized businesses typically have fewer in-house resources than larger businesses and, as a result, are generally more dependent on their service providers;
- quality of service, ease-of-use and responsiveness to clients' needs are key considerations of this business segment in selecting a service provider;
- small and medium-sized businesses generally do not require customized solutions, enabling service providers to achieve significant economies of scale through an integrated technology and service platform; and
- this segment is generally characterized by a relatively high client retention rate and lower client acquisition costs.

Our Strategic Approach

Our long-term goal is to become the leading provider of human resource outsourcing services for small and medium-sized businesses. We seek to differentiate our strategic position by offering a full spectrum of PEO and staffing services. To a far lesser extent, we also provide permanent placement and administrative service organization (ASO) services. We believe that the integrated nature of our service platform assists our clients and customers in successfully aligning and strengthening their organizational structure to meet the

demands of their businesses. In pursuit of this goal, we have adopted the operating and growth strategies described below to provide the framework for our future growth, while maintaining the quality and integrity of our current service offerings.

Operating Strategy

- *Provide a broad scope of services.* We provide our clients with a broad range of human resource management tools and professional services that meet their critical human resource needs. We believe that most human resource service providers offer discrete services, requiring client companies to engage and manage multiple vendors in order to obtain a comprehensive human resource management solution. Companies that purchase services from multiple vendors typically fail to realize the benefits and economies of scale of having a single, integrated source of human resource information. Our comprehensive solutions allow our clients to maximize the value realized from integrating information and establishing a partnership with a single vendor to address all of their human resource needs. We believe that the aggregate cost of purchasing discrete services from multiple vendors is greater than the cost of purchasing our integrated solution, such that we can offer cost savings and managerial efficiencies to our clients.
- *Promote a decentralized and autonomous management philosophy and structure.* We hire senior-level managers to oversee, develop and expand our business at the branch-office level. We believe that highly experienced senior-level branch managers possess the skill set to handle the day-to-day demands of our business and still be proactive in solving client needs and focusing on further business development. We believe that by making significant investments in the best management talent available, within their respective areas of expertise, we can leverage the value of this investment many times over. We have also found that this philosophy facilitates our ability to attract and retain additional experienced senior-level managers to oversee our branch offices.
- *Motivate employees through a competitive compensation package.* We offer a very competitive base salary structure at the branch-office level and provide the opportunity to earn additional profit sharing on a quarterly basis. This profit sharing is earned by each branch-level employee based upon branch office profitability after achieving certain minimum profitability standards. Our risk managers have an opportunity to earn incentive compensation based upon the workers' compensation claims experience of their specific client base. All profit sharing and incentive compensation measures are tangible and objective, with few subjective components.
- *Control workers' compensation costs through effective risk management.* We are committed to the proactive mitigation of workers' compensation risk through stringent underwriting and disciplined management processes. Our senior management defines and maintains our strict underwriting standards. Our underwriting process begins with the selection of only the best candidate companies. Next, our professional risk managers in the field corroborate the underwriting data by assessing the candidate's operating culture, workplace safety standards and human resource administration philosophies, including compensation rates and benefit levels. If the candidate company satisfies all underwriting standards, then we accept

the company and immediately implement a plan to further strengthen their workplace safety standards and practices. If the client's safe-work culture or adherence to workplace safety procedures declines to unsatisfactory levels, we will terminate the relationship under the terms of our contract.

Growth Strategy

- *Support, strengthen and expand branch office operations.* We believe that increasing the penetration of our existing markets is an effective and cost-efficient means of growth as we are able to capitalize on our reputation and growing brand awareness in the territories in which we operate. We believe that there is substantial opportunity to further penetrate these territories. We intend to increase our penetration in our existing markets by continued growth through the effective use of insurance broker networks, referrals from current clients and marketing efforts within the local business community.
- *Increase client utilization of our services.* We believe that we will be able to continue to maintain our average level of professional service fees per client employee and improve client retention as our clients more fully utilize our current service offerings, including cross selling among staffing, PEO, ASO and permanent placement. We invest substantial time integrating our services into our client organizations to optimize their effectiveness and measure their results. Our long-term partnership philosophy provides us with the opportunity to expand our PEO and staffing services.
- *Enhance management information systems.* We continue to invest in developing our information technology infrastructure. We believe that our platform gives us a competitive advantage by allowing us to provide a high level of flexibility to satisfy a variety of demands of our small and medium-sized business clients on a cost-effective basis. Furthermore, we believe that our current technology platform is capable of supporting our planned development of new business units and increased market share for the foreseeable future.
- *Penetrate new markets.* We intend to open additional branch offices in new geographic markets as opportunities arise. Since the beginning of 2003, we have opened four new offices in California to expand our presence in select geographic markets, including Bakersfield, Fresno, Redding and San Diego. We have developed a well-defined approach to geographic expansion which we will use as a guide for entering new markets.
- *Pursue strategic acquisitions.* Since our initial public offering in June 1993, we have completed 26 acquisitions of complementary businesses. In 2006, we acquired certain assets of Pro HR, LLC, a privately held PEO company with three offices, two of which are in Idaho and one in Western Colorado. Effective July 2, 2007, we acquired certain assets of Strategic Staffing, Inc., a privately held staffing services company with 6 offices, 5 of which are in Utah and one in Colorado. Effective December 3, 2007, we acquired certain assets of Phillips Temps, Inc., a privately held staffing services company with one office in Denver, Colorado. In addition, effective February 4, 2008, we acquired certain assets of First Employment

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Services, Inc., a privately-held staffing services company with two offices in Arizona. In order to increase our client base, expand our presence in existing markets, enter new markets and broaden our service offerings, we may continue to pursue strategic acquisitions, particularly in the staffing area.

Our Services

Our services are typically provided under a variety of contractual arrangements through which we offer a continuum of proactive human resource management services. While some services are more frequently associated with our PEO arrangements, our expertise in such areas as safety services and personnel-related regulatory compliance may also be used by our staffing services customers. Our human resource management services are built upon the following five areas of expertise:

- *Payroll Processing.* For both our PEO and staffing services employees, we assist our clients in managing employment-related administration by providing payroll processing, employment-related tax filings and administration. These services are administered at each branch office, as well as centralized at our headquarters in Vancouver, Washington.
- *Employee Benefits and Administration.* We assist our PEO clients in retaining the best employees for their businesses by helping them obtain, at their cost, comprehensive health benefits, including medical, dental and vision benefits, life and accident insurance, short-term and long-term disability. We also provide, at no cost to our PEO clients and our staffing employees, a 401(k) retirement savings plan and a Section 125 cafeteria plan.
- *Human Resource Management.* We focus on developing and implementing a client-specific proactive human resource management system for each PEO client company. Through these efforts, clients achieve a more productive workforce through the disciplined application of standards for hiring and firing. Specifically, we assist our clients in attracting the right people by providing best recruiting practices, job description development, skills testing, salary information, drug testing, interview guidelines and assistance, evaluating job applications and references and compliance with a broad range of employment regulations.
- *Risk Management.* We focus on developing and implementing a client-specific proactive risk management program so as to further mitigate risk of injury associated with workplace practices. These efforts enable our clients and us to achieve a reduction in accidents and workers' compensation claims. We provide such tactical services as safety training and safety manuals for both workers and supervisors, job-site visits and meetings, improvements in workplace procedures and equipment to further reduce the risk of injury and workplace regulations of the U.S. Department of Labor and state agencies and leading accident investigations. We have at least one risk manager available at each branch office to perform workplace safety assessments for each prospective client and to implement systems to improve work practices. All risk managers report directly to our Chief Executive Officer. Each risk manager has the authority to cancel our business relationship with any customer or client company.

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- *Workers' Compensation Coverage.* We assist our clients in protecting their businesses from employment-related injury claims by providing workers' compensation coverage. Through our internal claims managers and our third-party administrators, we provide claims management services for our PEO clients. We work aggressively to manage and reduce job injury claims, including identifying fraudulent claims and taking advantage of our staffing services to return injured workers to active employment earlier. As a result of our efforts to manage workers' compensation costs, we are often able to reduce our clients' overall expenses arising out of job-related injuries and insurance.

PEO Services. In a PEO services arrangement, we enter into a contract to become a co-employer of the client's existing workforce and assume responsibility for some or all of the human resource management responsibilities, including payroll and payroll taxes, employee benefits, health insurance, workers' compensation coverage, workplace safety programs, compliance with federal and state employment laws, labor and workplace regulatory requirements, and related administrative responsibilities. We have the right to hire and fire our PEO employees, although the client remains responsible for day-to-day assignments, supervision and training and, in most cases, recruiting.

We began offering PEO services to Oregon customers in 1990 and subsequently expanded these services to other states, primarily California. In 2008, approximately 86% of our PEO service fee revenues were generated from customers in California with an additional 6% of revenues generated in Oregon.

We have entered into co-employer arrangements with a wide variety of clients, including companies involved in moving and shipping, professional firms, construction, retail, manufacturing and distribution businesses. PEO clients are typically small to mid-sized businesses with up to several hundred employees. None of our PEO clients individually represented more than 2% of our total revenues in 2008.

Prior to entering into a co-employer arrangement, we perform an analysis of the potential client's actual personnel and workers' compensation costs based on information provided by the prospect. We introduce our workplace safety program and recommend improvements in procedures and equipment following a risk assessment of the prospect's facilities. The potential client must agree to implement recommended changes as part of the co-employer arrangement. We also offer financial incentives to PEO clients to maintain a safe-work environment.

Our standard PEO services agreement typically provides for an initial term of one year with automatic renewal for one-year periods. Our agreements generally permit cancellation by either party upon 30 days' written notice. In addition, we may terminate the agreement at any time for specified reasons, including nonpayment or failure to follow our workplace safety program.

The PEO services agreement also provides for indemnification of us by the client against losses arising out of any default by the client under the agreement, including failure to comply with any employment-related, health and safety, or immigration laws or regulations. We require our PEO clients to maintain comprehensive liability coverage in the amount of \$1.0 million for acts of our work-site employees. Although no claims exceeding such policy

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limits have been paid by us to date, the possibility exists that claims for amounts in excess of sums available to us through indemnification or insurance may be asserted in the future, which could adversely affect our profitability.

Staffing Services. Our staffing services include on-demand or short-term staffing assignments, contract staffing, long-term or indefinite-term on-site management, direct placement and human resource administration. Short-term staffing involves demands for employees caused by such factors as seasonality, fluctuations in customer demand, vacations, illnesses, parental leave and special projects without incurring the ongoing expense and administrative responsibilities associated with recruiting, hiring and retaining additional permanent employees. As more and more companies focus on effectively managing variable costs and reducing fixed overhead, the use of employees on a short-term basis allows firms to utilize the "just-in-time" approach for their personnel needs, thereby converting a portion of their fixed personnel costs to a variable expense.

Contract staffing refers to our responsibilities to provide employees for our clients for a period of more than three months or an indefinite period. This type of arrangement often involves outsourcing an entire department in a large corporation or providing the workforce for a large project.

In an on-site management arrangement, we place an experienced manager on site at a client's place of business. The manager is responsible for conducting all recruiting, screening, interviewing, testing, hiring and employee placement functions at the client's facility for a long-term or indefinite period.

Direct placement services involve fee-based search efforts for specific employee candidates at the request of our PEO clients, staffing customers or other companies.

Our staffing services customers operate in a broad range of businesses, including agriculture-based companies, electronic manufacturers, transportation and logistics companies, food processors, professional firms and construction. Such customers generally range in size from small local firms to companies with international operations that use our services on a domestic basis. None of our staffing services customers individually represented more than 2% of our total revenues in 2008.

In 2008, the light-industrial sector generated approximately 82% of our staffing services revenues, while clerical office staff accounted for 14% of such revenues and technical personnel represented the balance of 4%. Our light-industrial workers perform such tasks as operation of machinery, manufacturing, loading and shipping, site preparation for special events, construction-site cleanup and janitorial services. Technical personnel include electronic parts assembly workers and designers of electronic parts.

We employ a variety of methods to recruit our work force for staffing services, including among others, referrals by existing employees, online job boards, our Web site for job postings, job fairs, newspaper advertising, and marketing brochures distributed at colleges and vocational schools. The employee application process may include an interview, skills assessment test, reference verification, drug screening, criminal background checks and pre-employment physicals. The recruiting of qualified employees requires more effort when unemployment rates are low. We use a comprehensive pre-employment screening test to ensure that applicants are appropriately qualified for employment.

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Our staffing services employees are not under our direct control while working at a customer's business. While we have not experienced any significant liability due to claims arising out of negligent acts or misconduct by our staffing services employees, claims could be asserted against us which could have a material adverse effect on our financial condition and results of operations.

Sales and Marketing

Our sales and marketing efforts are led by our branch managers and a small team of sales professionals, coupled with strong ties with the insurance brokerage community. Our marketing efforts are principally focused on branch-level development of local business relationships. On a regional and national level, efforts are made to expand and align our services to fulfill the needs of local customers with multiple locations, which may include using our on-site personnel and the opening of additional offices to better serve a customer's broader geographic needs. We also rely on an extensive network of insurance brokers for referrals for PEO services, particularly in California, in exchange for an ongoing fee which is a very small percentage of payroll. Business development is the primary function of our branch managers.

Risk Assessment

All prospective clients are evaluated individually on the basis of total predicted profitability. This analysis takes into account workers' compensation risk and claims history, unemployment claims history and creditworthiness. The workers' compensation risk profile also includes an assessment of the prospect's internal culture regarding workplace safety, compensation rates and benefits provided to its employees.

Management Information Systems

We perform all functions associated with payroll administration through our internal management information system. Each branch office performs payroll data entry functions and maintains an independent database of employees and customers, as well as payroll and invoicing records. All processing functions are centralized at our corporate headquarters in Vancouver, Washington.

Acquisitions

We have completed 26 acquisitions since our initial public offering in June 1993. Our acquisition targets are typically traditional light industrial staffing companies. We have acquired PEO companies less frequently due to underwriting issues associated with the target company's existing customers; we prefer to apply our own underwriting criteria prior to establishing a business relationship with a PEO customer. Due to the current concentration of our operations in California and Oregon, our acquisition plans will likely focus on expanding our geographic footprint into contiguous regions. There can be no assurance, however, that any additional transactions will be consummated in the future.

Competition

The staffing services and PEO businesses are characterized by intense competition. The staffing services market includes competitors of all sizes, including national competitors such as Manpower, Inc. and Kelly Services, Inc., that have substantially greater financial,

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marketing and other resources than we do. In addition to national companies, we compete with numerous regional and local firms for both customers and employees. There are relatively few barriers to entry into the staffing services business. The principal competitive factors in the staffing services industry are price, the ability to provide qualified workers in a timely manner and the monitoring of job performance.

We may face additional PEO competition in the future from new entrants to the field, including other staffing services companies, payroll processing companies and insurance companies. Certain PEO companies that periodically compete with us in the same markets have greater financial and marketing resources than we do, such as Administaff, Inc., Gevity HR, Inc., and Paychex, Inc., among others. Competition in the PEO industry is based largely on price, although service and quality can also provide competitive advantages. A significant limiting factor to the growth of the PEO industry is the perception of potential clients that they have the capacity to handle human resource issues internally. We believe that our past growth in PEO service fee revenues is attributable to our ability to provide small and medium-sized companies with the opportunity to reduce workers' compensation costs and to provide enhanced benefits to their employees while reducing their overall personnel administration costs. Our competitive advantage may be adversely affected by a substantial increase in the costs of maintaining our self-insured workers' compensation program, or changes in the regulatory environment, particularly in California. A general market decrease in the level of workers' compensation insurance premiums likely would decrease demand for PEO services among some prospective client companies.

Self-Insured Workers' Compensation Program

A principal service we provide to our customers, particularly our PEO clients, is workers' compensation coverage. As the employer of record, we are responsible for complying with applicable statutory requirements for workers' compensation coverage. Our workplace safety services are closely tied to our approach to the management of workers' compensation risk.

Elements of Workers' Compensation System. State law (and for certain types of employees, federal law) generally mandates that an employer reimburse its employees for the costs of medical care and other specified benefits for injuries or illnesses, including catastrophic injuries and fatalities, incurred in the course and scope of employment. The benefits payable for various categories of claims are determined by state regulation and vary with the severity and nature of the injury or illness and other specified factors. In return for this guaranteed protection, workers' compensation is an exclusive remedy and employees are generally precluded from seeking other damages from their employer for workplace injuries. Most states require employers to maintain workers' compensation insurance or otherwise demonstrate financial responsibility to meet workers' compensation obligations to employees. In many states, employers who meet certain financial and other requirements are permitted to self-insure.

Self Insurance for Workers' Compensation. In August 1987, we became a self-insured employer for workers' compensation coverage in Oregon. We subsequently obtained self-insured employer status for workers' compensation in four additional states, California, Delaware, Maryland and Colorado, as well as in Washington for our non-PEO services. Regulations governing self-insured employers in each jurisdiction typically require the

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employer to maintain surety deposits of government securities, letters of credit or other financial instruments to cover workers' claims in the event the employer is unable to pay for such claims.

To manage our financial exposure from the incidence of catastrophic injuries and fatalities, we maintain excess workers' compensation insurance pursuant to two annual policies with a major insurance company. Effective January 1, 2007, we formed a wholly owned, fully licensed captive insurance company to provide us with excess workers' compensation coverage from \$1.0 million up to \$5.0 million per occurrence. Additional excess workers' compensation insurance coverage is provided by a major insurance company from \$5.0 million to \$15.0 million per occurrence, except for our Maryland and Colorado operations, where our excess insurance policy has a \$1.0 million retention with a \$25.0 million limit on a per occurrence basis. This approach results in an effective per occurrence retention, on a consolidated basis, of \$5.0 million. This higher per occurrence retention may result in higher workers' compensation costs to us with a corresponding negative effect on our operating results. The formation of the captive provides the Company with access to an alternative mechanism for excess insurance coverage, as well as certain income tax benefits arising from the ability to accelerate the deduction, for tax purposes, of certain accruals for workers' compensation claims.

Claims Management. As a self-insured employer, our workers' compensation expense is tied directly to the incidence and severity of workplace injuries to our employees. We seek to contain our workers' compensation costs through an aggressive approach to claims management. We use managed-care systems to reduce medical costs and keep time-loss costs to a minimum by assigning injured workers, whenever possible, to short-term assignments which accommodate the workers' physical limitations. We believe that these assignments minimize both time actually lost from work and covered time-loss costs. We employ internal, professionally licensed claims adjusters and engage third-party claims administrators ("TPAs") to provide the principal claims management expertise. Typical management procedures include performing thorough and prompt on-site investigations of claims filed by employees, working with physicians to encourage efficient medical management of cases, denying questionable claims and attempting to negotiate early settlements to eliminate future development of claims costs. We also maintain a corporate-wide pre-employment drug screening program and a mandatory post-injury drug test. The program is believed to have resulted in a reduction in the frequency of fraudulent claims and in accidents in which the use of illegal drugs appears to have been a contributing factor.

Elements of Self-Insurance Costs. The costs associated with our self-insured workers' compensation program include case reserves for reported claims, an additional expense provision for potential future increases in the cost of open injury claims (known as "adverse loss development") and claims incurred in prior periods but not reported (referred to as "IBNR"), fees payable to our TPAs, additional claims administration expenses, administrative fees payable to state and federal workers' compensation regulatory agencies, legal fees, broker commissions for business referrals, premiums for excess workers' compensation insurance, and costs associated with forming and operating our wholly owned, fully licensed captive insurance company for excess coverage. The state assessments are typically based on payroll amounts and, to a limited extent, the amount of permanent disability awards during the previous year. Excess insurance premiums are also based in part on the size and risk profile of our payroll and loss experience.

Workers' Compensation Claims Experience and Reserves

We recognize our liability for the ultimate payment of incurred claims and claims adjustment expenses by accruing liabilities which represent estimates of future amounts necessary to pay claims and related expenses with respect to covered events that have occurred. When a claim involving a probable loss is reported, our internal claims management personnel or our TPA establishes a case reserve for the estimated amount of ultimate loss. The estimate reflects an informed judgment based on established case reserving practices and the experience and knowledge of our claims management staff and the TPA regarding the nature and expected value of the claim, as well as the estimated expense of settling the claim, including legal and other fees and expenses of administering claims. The adequacy of such case reserves in part depends on the professional judgment of both our claims management staff and our TPA to properly and comprehensively evaluate the economic consequences of each claim. Our reserves include an additional component for both estimated future adverse loss development in excess of initial case reserves on open claims and for incurred but not reported claims (together IBNR). Our reserves do not include an estimated provision for the incidence of unknown or unreported catastrophic claims.

As part of the case reserving process, historical data is reviewed and consideration is given to the anticipated effect of various factors, including known and anticipated legal developments, inflation and economic conditions. Reserve amounts are necessarily based on management's estimates, and as other data becomes available, these estimates are revised, which may result in increases or decreases in existing case reserves. Management's internal accrual process for workers' compensation expense is based upon the immediate recognition of an expense and the related liability at the time a claim occurs; the value ascribed to the expense and liability is based upon our internal claims management and the TPAs' estimate of ultimate claim cost coupled with a provision for estimated future development based upon historical trends. Management reviews the adequacy of its reserves and its historical development by geographic region at least quarterly. We believe our total accrued workers' compensation claims liabilities at December 31, 2008, are adequate. It is possible, however, that our actual future workers' compensation obligations may exceed the amount of our accrued liabilities, with a corresponding negative effect on future earnings, due to such factors as unanticipated adverse loss development of known claims, and to a much lesser extent, of claims incurred but not reported.

Failure to successfully manage the severity and frequency of workers' compensation injuries would result in increased workers' compensation expense and would have a negative effect, which may be substantial, on our operating results and financial condition. Management maintains clear guidelines for our branch office managers, account managers, and risk managers directly tying their continued employment to their diligence in understanding and addressing the risks of accident or injury associated with the industries in which client companies operate and in monitoring the compliance by clients with workplace safety requirements. We have a policy of "zero tolerance" for avoidable workplace injuries. Each of our risk managers has the authority to cancel any staffing customer or PEO client at any time based upon their assessment of their safe-work practices or philosophies.

Employees and Employee Benefits

At December 31, 2008, we had approximately 33,555 employees, including approximately 8,100 staffing services employees, approximately 25,100 PEO employees, approximately 355 managerial, sales and administrative employees and four executive officers. The number of employees at any given time may vary significantly due to business conditions at customer or client companies. During 2008, approximately 1% of our employees were covered by a collective bargaining agreement. Substantially all of our managerial, sales and administrative employees have entered into a standard form of employment agreement which, among other provisions, contains covenants not to engage in certain activities in competition with us for 18 months following termination of employment and to maintain the confidentiality of certain proprietary information. We believe our employee relations are good.

Benefits offered to our staffing services employees include a limited-benefit medical insurance plan, a Section 125 cafeteria plan which permits employees to use pretax earnings to fund various services, including health insurance premiums and childcare expenses, and a retirement savings plan (the "401(k) plan") under Section 401(k) of the Internal Revenue Code pursuant to which employees may begin making contributions upon reaching 21 years of age and completing 1,000 hours of service in any consecutive 12-month period. We may also make contributions to the 401(k) plan, which vest over six years and are subject to certain legal limits, at the sole discretion of our Board of Directors. Beginning in 2006, we made matching contributions to the 401(k) plan under a safe harbor provision, whereby we match 100% of contributions by management and staffing employees to the 401(k) plan up to 3% of each participating employee's annual compensation and 50% of the employee's contributions up to an additional 2% of annual compensation. Employees subject to a co-employer arrangement may participate in our benefit plans at the election of the co-employer.

Regulatory and Legislative Issues

Business Operations. We are subject to the laws and regulations of the jurisdictions within which we operate, including those governing self-insured employers under the workers' compensation systems in Oregon, California, Maryland, Delaware and Colorado, as well as in Washington for non-PEO services. While the specific laws and regulations vary among these jurisdictions, they typically require some form of licensing and often have statutory requirements for workplace safety and notice of change in obligation of workers' compensation coverage in the event of contract termination. Although compliance with these requirements imposes some additional financial risk on us, particularly with respect to those clients who breach their payment obligation to us, such compliance has not had a material adverse effect on our business to date.

Employee Benefit Plans. Our operations are affected by numerous federal and state laws relating to labor, tax and employment matters. By entering into a co-employer relationship with employees who are assigned to work at client locations (sometimes referred to as "work-site employees"), we assume certain obligations and responsibilities of an employer under these federal and state laws. Because many of these federal and state laws were enacted prior to the development of nontraditional employment relationships, such as professional employer, temporary employment, and outsourcing arrangements, many of these laws do not specifically address the obligations and responsibilities of nontraditional employers. In addition, the definition of "employer" under these laws is not uniform.

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As an employer, we are subject to all federal statutes and regulations governing our employer-employee relationships. Subject to the discussion of risk factors below, we believe that our operations are in compliance in all material respects with applicable federal statutes and regulations.

We offer various qualified employee benefit plans to our employees, including employees of our PEO clients who so elect. These qualified employee benefit plans include our 401(k) plan, a cafeteria plan under Section 125 of the Internal Revenue Code, and group health, life insurance and disability insurance plans. Generally, qualified employee benefit plans are subject to provisions of both the Internal Revenue Code and the Employee Retirement Income Security Act of 1974 ("ERISA"). In order to qualify for favorable tax treatment under the Internal Revenue Code, qualified plans must be established and maintained by an employer for the exclusive benefit of its employees.

Our filings with the SEC, including our annual report on Form 10-K, quarterly reports on Form 10-Q, periodic reports on Form 8-K and amendments to these reports, are accessible free of charge at our website at <http://www.barrettbusiness.com> as soon as reasonably practicable after filing with the SEC. By making this reference to our website, we do not intend to incorporate into this report any information contained in the website. The website should not be considered part of this report.

The SEC maintains a website at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers with publicly traded securities, including the Company.

Item 1A. RISK FACTORS

In addition to other information contained in this report, the following risk factors should be considered carefully in evaluating our business.

Our workers' compensation loss reserves may be inadequate to cover our ultimate liability for workers' compensation costs.

We maintain reserves (recorded as accrued liabilities on our balance sheet) to cover our estimated liabilities for our self-insured workers' compensation claims. The determination of these reserves is based upon a number of factors, including current and historical claims activity, claims payment patterns and medical cost trends and developments in existing claims. Accordingly, reserves do not represent an exact calculation of liability. Reserves can be affected by both internal and external events, such as adverse developments on existing claims or changes in medical costs, medical condition of the claimant, claims handling procedures, administrative costs, inflation, and legal trends and legislative changes. Reserves are adjusted from time to time to reflect new claims, claim developments, or systemic changes, and such adjustments are reflected in the results of the periods in which the reserves are changed. The Company's estimated accrual for workers' compensation claims liabilities does not include an estimated provision for the incidence of unknown catastrophic claims. Moreover, because of the uncertainties that surround estimating workers' compensation loss reserves, we cannot be certain that our reserves are adequate. If our reserves are insufficient to cover our actual losses, we would have to increase our reserves and incur charges to our earnings that could be material to our results of operations and financial condition.

Our self-insured retention for workers' compensation claims increased from \$1.0 million per occurrence to \$5.0 million per occurrence beginning January 1, 2007.

In view of the Company's historical experience with large catastrophic claims and an opportunity to realize savings from lower excess workers' compensation insurance premiums, effective January 1, 2007, we increased our self-insured retention from \$1.0 million to \$5.0 million per occurrence, except in Maryland and Colorado where our retention is at \$1.0 million per occurrence. Thus, the Company has increased financial risk for most workers' compensation claims under \$5.0 million, on a per occurrence basis. This higher per occurrence retention may result in higher workers' compensation costs to us with a corresponding negative effect on our operating results.

Adverse developments in the market for excess workers' compensation insurance could lead to increases in our costs.

We are a state-approved self-insured employer for workers' compensation coverage in California, Oregon, Delaware, Maryland and Colorado, as well as in Washington for our non-PEO services and management employees. To manage our financial exposure in the event of catastrophic injuries or fatalities, we maintain excess workers' compensation insurance with a per occurrence retention of \$5.0 million effective January 1, 2007, except in Maryland and Colorado where our retention is at \$1.0 million per occurrence. Changes in the market for excess workers' compensation insurance may lead to limited availability of such coverage, additional increases in our insurance costs or further increases in our self-insured retention, any of which may have a material adverse effect on our financial condition.

We maintain excess workers' compensation insurance coverage with American International Group, Inc. ("AIG") between \$5.0 million and \$15.0 million per occurrence, except in Maryland and Colorado, where coverage with AIG is between \$1.0 million and \$25.0 million per occurrence. AIG's recent financial losses resulting from credit default swaps combined with the turbulence in worldwide equity and credit markets have adversely impacted AIG. Although AIG's commercial insurance subsidiary remains viable and continues to be a fully accepted insurance carrier for all major brokers, should AIG fail, we could be forced to seek alternative coverage at higher costs, which could have a material negative impact on our results of operations and financial condition.

Current economic conditions, particularly in California, may impact our ability to attract new PEO clients and cause our existing PEO clients to reduce staffing levels or cease operations.

The current economic downturn is having a negative impact on small and medium size businesses, which make up the majority of our PEO clients. In turn, these businesses are cutting costs, including trimming employees from their payrolls, or ceasing operations altogether. In addition, businesses may be reluctant to enter into new PEO arrangements because of the uncertainty regarding the timing of any economic recovery. These forces may result in decreased PEO revenues due both to the downsizing of our current clients and difficulties in attracting new clients, and may also result in additional bad debt expense to the extent that existing clients cease operations.

Our staffing business is vulnerable to economic fluctuations. Companies tend to use fewer temporary employees as economic activity slows, while recruiting employees to fill our customers' needs becomes increasingly difficult during robust economic periods.

Demand for our staffing services is sensitive to changes in the level of economic activity in the regions in which we do business. As economic activity begins to slow down, as has occurred in our market areas in recent months, companies often reduce their use of temporary employees before undertaking layoffs of permanent staff, resulting in decreased demand for staffing services. A significant economic downturn, particularly in the Western United States, could have a material adverse effect on our results of operations and financial condition. During strong economic periods, on the other hand, we often experience shortages of qualified employees to meet customer needs.

Changes in the market for workers' compensation insurance in the state of California could adversely affect our business.

Our PEO service revenues in California have grown rapidly over the last five years due in part to difficult market conditions for workers' compensation insurance in California and our status as a state-approved self-insured employer with respect to workers' compensation coverage in that state. Since 2002, California has enacted several legislative reforms in an attempt to address the crisis in its workers' compensation system, and it may attempt additional legislative or regulatory reforms in the future. Any successful legislative reforms or non-governmental changes in market conditions in California could lessen a key advantage we have in that state, leading to a reduction in our new business opportunities and a potential slowing in the growth of our PEO business in California. Any such slowing would adversely affect our results of operations.

Because we assume the obligation to make wage, tax and regulatory payments in respect of some employees, we are exposed to client credit risks.

We generally assume responsibility for and manage the risks associated with our clients' employee payroll obligations, including liability for payment of salaries and wages (including payroll taxes), as well as group health and retirement benefits. These obligations are fixed, whether or not the client makes payments to us as required by our services agreement, which exposes us to credit risks. We attempt to mitigate this risk by invoicing our staffing customers weekly and our PEO clients at the end of their specific payroll processing cycle. We also carefully monitor the timeliness of our clients' payments and impose strict credit standards on our customers. If we fail to successfully manage our credit risk, our results of operations and financial condition could be materially and adversely affected.

Increases in unemployment claims could raise our state unemployment tax rates which we may not be able to pass on to our customers.

During weak economic conditions in our markets, the level of unemployment claims tend to rise as a result of employee layoffs at our PEO clients and lack of work in our temporary staffing pool. The rise in unemployment claims often results in higher state unemployment tax rates which in most instances cannot be concurrently passed on to our customers either due to existing PEO contracts or competitive pricing pressures. Increases in

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our state unemployment tax rates could have a material adverse effect on our results of operations, particularly in the early part of the calendar year when effective payroll tax rates are at or near their maximum.

If we are determined not to be an “employer” under certain laws and regulations, our clients may stop using our services, and we may be subject to additional liabilities.

We believe that we are an employer of employees provided to our PEO clients on a co-employment basis under the various laws and regulations of the Internal Revenue Service and the U.S. Department of Labor. If we are determined not to be an employer under such laws and regulations and are therefore unable to assume obligations of our clients for employment and other taxes, our clients may be held jointly and severally liable for payment of such taxes. Some clients or prospective clients may view such potential liability as an unacceptable risk, discouraging current clients from continuing a relationship with us or prospective clients from entering into a new relationship with us.

Any determination that we are not an employer for purposes of ERISA could adversely affect our cafeteria benefits plan operated under Section 125 of the Internal Revenue Code and result in liabilities to us under the plan.

We may be exposed to employment-related claims and costs and periodic litigation that could adversely affect our business and results of operations.

We either co-employ employees in connection with our PEO arrangements or place our employees in our customers' workplace in connection with our staffing business. As such, we are subject to a number of risks inherent to our status as an employer, including without limitation:

- claims of misconduct or negligence on the part of our employees, discrimination or harassment claims against our employees, or claims by our employees of discrimination or harassment by our clients;
- immigration-related claims;
- claims relating to violations of wage, hour and other workplace regulations;
- claims relating to employee benefits, entitlements to employee benefits, or errors in the calculation or administration of such benefits; and
- possible claims relating to misuse of customer confidential information, misappropriation of assets or other similar claims.

If we experience significant incidents involving any of the above-described risk areas we could face substantial out-of-pocket losses, fines or negative publicity. In addition, such claims may give rise to litigation, which may be time consuming, distracting and costly, and could have a material adverse effect on our business. With respect to claims involving our co-employer relationship with our PEO clients, although our PEO services agreement provides that the client will indemnify us for any liability attributable to the conduct of the client or its employees, we may not be able to enforce such contractual indemnification, or the client may not have sufficient assets to satisfy its obligations to us.

We operate in a complex regulatory environment, and failure to comply with applicable laws and regulations could adversely affect our business.

Corporate human resource operations are subject to a broad range of complex and evolving laws and regulations, including those applicable to payroll practices, benefits administration, employment practices and privacy. Because our clients have employees in many states throughout the United States, we must perform our services in compliance with the legal and regulatory requirements of multiple jurisdictions. Some of these laws and regulations may be difficult to ascertain or interpret and may change from time to time. Violation of such laws and regulations could subject us to fines and penalties, damage our reputation, constitute a breach of our client agreements, impair our ability to obtain and renew required licenses, and decrease our profitability or competitiveness. If any of these effects were to occur, our operating results and financial condition could be adversely affected.

Changes in government regulations may result in restrictions or prohibitions applicable to the provision of employment services or the imposition of additional licensing, regulatory or tax requirements.

Our PEO and staffing businesses are heavily regulated in most jurisdictions in which we operate. We cannot assure you that the states in which we conduct or seek to conduct business will not:

- impose additional regulations that prohibit or restrict employment-related businesses like ours;
- require additional licensing or add restrictions on existing licenses to provide employment-related services; or
- increase taxes or make changes in the way in which taxes are calculated for providers of employment-related services.

Any changes in applicable laws and regulations may make it more difficult or expensive for us to do business, inhibit expansion of our business, or result in additional expenses that limit our profitability or decrease our ability to attract and retain clients.

We may find it difficult to expand our business into additional states due to varying state regulatory requirements.

Future growth in our operations depends, in part, on our ability to offer our services to prospective clients in new states, which may subject us to different regulatory requirements and standards. In order to operate effectively in a new state, we must obtain all necessary regulatory approvals, adapt our procedures to that state's regulatory requirements and modify our service offerings to adapt to local market conditions. In the event that we expand into additional states, we may not be able to duplicate in other markets the financial performance experienced in our current markets.

Acquisitions subject us to various risks, including risks relating to selection and pricing of acquisition targets, integration of acquired companies into our business and assumption of unanticipated liabilities.

We have completed 26 acquisitions since 1993 and may pursue additional acquisitions and investment opportunities. We cannot assure, however, that we will be able to identify or consummate any additional acquisitions. If we do pursue acquisitions, we may not realize the anticipated benefits of such acquisitions. Acquisitions involve many risks, including risks relating to the assumption of unforeseen liabilities of an acquired business, adverse accounting charges resulting from the acquisition, and difficulties in integrating acquired companies into our business, both from a cultural perspective, as well as with respect to personnel and client retention and technological integration. Acquired liabilities may be significant and may adversely affect our financial condition and results of operations. Our inability to successfully integrate acquired businesses may lead to increased costs, failure to generate expected returns, accounting charges, or even a total loss of amounts invested, any of which could have a material adverse effect on our financial condition and results of operations.

Our business is subject to risks associated with geographic market concentration.

Our California and Oregon operations accounted for approximately 50% and 15%, respectively, of our total net revenues in 2008. As a result of the current importance of our California and Oregon operations and anticipated continued growth from these operations, our profitability over the next several years is expected to be largely dependent on economic and regulatory conditions in these markets, particularly in California. If these states continue to experience an economic downturn, or if the regulatory environment changes in a way that adversely affects our ability to do business in these states or limits our competitive advantages in these markets, our profitability and growth prospects may be materially and adversely affected.

We face competition from a number of other companies.

We face competition from various companies that may provide all or some of the services we offer. Our competitors include companies that are engaged in staffing services such as Kelly Services, Inc. and Manpower Inc., companies that are focused on co-employment, such as Administaff, Inc. and Gevity HR, Inc., and companies that primarily provide payroll processing services, such as Automatic Data Processing, Inc. and Paychex, Inc. We also face competition from information technology outsourcing firms and broad-based outsourcing and consulting firms that perform individual projects.

Several of our existing or potential competitors have substantially greater financial, technical and marketing resources than we do, which may enable them to:

- develop and expand their infrastructure and service offerings more quickly and achieve greater cost efficiencies;
- invest in new technologies;
- expand operations into new markets more rapidly;

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- devote greater resources to marketing;
- compete for acquisitions more effectively and complete acquisitions more easily; and
- aggressively price products and services and increase benefits in ways that we may not be able to match economically.

In order to compete effectively in our markets, we must target our potential clients carefully, continue to improve our efficiencies and the scope and quality of our services, and rely on our service quality, innovation, education and program clarity. If our competitive advantages are not compelling or sustainable, then we are unlikely to increase or sustain profits and our stock price could decline.

We are dependent upon certain key personnel and recruitment and retention of key employees may be difficult and expensive.

We believe that the successful operation of our business is dependent upon our retention of the services of key personnel, including our Chief Executive Officer, other executive officers and branch managers. We may not be able to retain all of our executives, senior managers and key personnel in light of competition for their services. If we lose the services of one of our executive officers or a significant number of our senior managers, our operations and profitability likely would be adversely affected.

We do not have an expansive in-house sales staff and therefore rely extensively on brokers to make referrals.

We maintain only a minimal internal professional sales force. Instead, we rely heavily on insurance brokers to provide referrals to new business, especially in California, although each branch office manager is expected to be an effective leader in business development, including marketing efforts and sales closures. In connection with these arrangements, we pay a fee to brokers for new clients. As a result of our reliance on brokers, we are dependent on firms and individuals that do not have an exclusive relationship with us. If we are unable to maintain our relationships with brokers, if brokers increase their fees or if brokers lose confidence in our services, we could face declines in our business and additional costs and uncertainties as we attempt to hire and train an internal sales force.

We depend on attracting and retaining qualified employees; during periods of economic growth, our costs to do so increase and it becomes more difficult to attract and retain people.

The success of our staffing services depends on our ability to attract and retain qualified employees for placement with our customers. Our ability to attract and retain qualified personnel could be impaired by rapid improvement in economic conditions resulting in lower unemployment and increases in compensation. During periods of economic growth, we face growing competition for retaining and recruiting qualified personnel, which in turn leads to greater advertising and recruiting costs and increased salary expenses. If we cannot attract and retain qualified employees, the quality of our services may deteriorate and our reputation and results of operations could be adversely affected.

Our service agreements may be terminated on short notice, leaving us vulnerable to loss of a significant amount of customers in a short period of time, if business or regulatory conditions change or events occur that negatively affect our reputation.

Our PEO services agreements are generally terminable on 30 days' notice by either us or the client. As a result, our clients may terminate their agreement with us at any time, making us particularly vulnerable to changing business or regulatory conditions or changes affecting our reputation or the reputation of our industry.

Our industry has at times received negative publicity and had some stigma associated with it that, if it were to predominate, could cause our business to decline.

Both PEOs and staffing services companies periodically have been tarnished by negative publicity or scandals from poor business judgment or even outright fraud. If we or our industry face negative publicity, customers' confidence in the use of temporary personnel or co-employed workers may deteriorate, and they may be unwilling to enter into or continue our staffing or co-employment relationships. If a negative perception were to prevail, it would be more difficult for us to attract and retain customers.

Changes in state unemployment tax laws and regulations could adversely affect our business.

In recent years, there has been significant negative publicity relating to the use of staffing or PEO companies to shield employers from poor unemployment history and high unemployment taxes. New legislation enacted at the state or federal level to try to counter this perceived problem could have a material adverse effect on our business by limiting our ability to market our services or making our services less attractive to our customers and potential customers.

We are dependent upon technology services and if we experience damage, service interruptions or failures in our computer and telecommunications systems, or if our security measures are breached, our client relationships and our ability to attract new clients may be adversely affected.

Our business could be interrupted by damage to or disruption of our computer and telecommunications equipment and software systems, and we may lose data. Our clients' businesses may be adversely affected by any system or equipment failure we experience. As a result of any of the foregoing, our relationships with our clients may be impaired, we may lose clients, our ability to attract new clients may be adversely affected and we could be exposed to contractual liability. Precautions in place to protect ourselves from, or minimize the effect of, such events, may not be adequate.

In addition, our business involves the storage and transmission of clients' proprietary information and confidential personal data of employees and security breaches could expose us to a risk of loss of this information, litigation and possible liability. If our security measures are breached as a result of third-party action, employee error, malfeasance or otherwise, and, as a result, someone obtains unauthorized access to client or employee data, our reputation will be damaged, our business may suffer and we could incur significant liability. Techniques used to obtain unauthorized access or to sabotage systems change frequently and are

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growing increasingly sophisticated. As a result, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, we could be liable and the market perception of our services could be harmed.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 2. PROPERTIES

We provide PEO and staffing services through all 46 of our branch offices. The following table shows the number of branch offices located in each state in which we operate. We also lease office space in other locations in our market areas which we use to recruit and place employees.

| <u>Offices</u> | <u>Number of Branch Offices</u> |
|----------------|-------------------------------------|
| California | 16 |
| Oregon | 8 |
| Utah | 5 |
| Washington | 4 |
| Arizona | 3 |
| Colorado | 3 |
| Idaho | 3 |
| Maryland | 2 |
| Delaware | 1 |
| North Carolina | 1 |

We lease office space for our branch offices. At December 31, 2008, our leases had expiration dates ranging from less than one year to six years, with total minimum payments through 2014 of approximately \$6.3 million. Effective March 11, 2006, we relocated our corporate headquarters office to Vancouver, Washington. We now occupy approximately 17 percent of the 63,500 square foot building we purchased during the third quarter of 2005 at a price of \$8.85 million.

Item 3. LEGAL PROCEEDINGS

The Company is periodically party to litigation incidental to providing employment services. Based on information currently known to management, although there are uncertainties inherent in litigation, there were no legal proceedings pending against the Company at December 31, 2008, or during the period beginning with that date through March 13, 2009, that individually or in the aggregate, will have a material adverse effect on the Company's financial condition or results of operations.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of the Company's stockholders during the fourth quarter of 2008.

EXECUTIVE OFFICERS OF THE REGISTRANT

The following table identifies, as of February 28, 2009, each executive officer of the Company. Executive officers are elected annually and serve at the discretion of the Board of Directors.

| <u>Name</u> | <u>Age</u> | <u>Principal Positions and Business Experience</u> | <u>Officer Since</u> |
|---------------------|------------|--|----------------------|
| William W. Sherertz | 63 | President; Chief Executive Officer; Director | 1980 |
| Michael L. Elich | 43 | Vice President and Chief Operating Officer | 2005 |
| James D. Miller | 45 | Vice President-Finance, Treasurer and Secretary; Chief Financial Officer; Principal Accounting Officer | 1994 |
| Gregory R. Vaughn | 53 | Vice President and Assistant Secretary | 1998 |

William W. Sherertz has acted as Chief Executive Officer of the Company since 1980. He has also been a director of the Company since 1980, and was appointed President of the Company in March 1993. Mr. Sherertz also serves as Chairman of the Board of Directors.

Michael L. Elich joined the Company in October 2001 as Director of Business Development. He was appointed Vice President and Chief Operating Officer in May 2005. From 1995 to 2001, Mr. Elich served as Executive Vice President and Chief Operating Officer of Skills Resource Training Center, a staffing services company with offices in Oregon, Washington and Idaho that we acquired effective January 1, 2004.

James D. Miller joined the Company in January 1994 as Controller. He was promoted to Vice President-Finance, Treasurer and Secretary, and Chief Financial Officer effective June 1, 2008. From 1991 to 1994, he was the Corporate Accounting Manager for Christensen Motor Yacht Corporation. Mr. Miller, a certified public accountant on inactive status, was employed by Price Waterhouse LLP, now known as PricewaterhouseCoopers LLP, from 1987 to 1991.

Gregory R. Vaughn joined the Company in July 1997 as Operations Manager. Mr. Vaughn was appointed Vice President in January 1998. Prior to joining Barrett, Mr. Vaughn was Chief Executive Officer of Insource America, Inc., a privately-held human resource management company headquartered in Portland, Oregon, since 1996. Mr. Vaughn has also held senior management positions with Sundial Time Systems, Inc. from 1995 to 1996 and Continental Information Systems, Inc. from 1990 to 1994. Previously, Mr. Vaughn was employed as a technology consultant by Price Waterhouse LLP, now known as PricewaterhouseCoopers LLP.

PART II**Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock (the "Common Stock") trades on the Global Select Market segment of The Nasdaq Stock Market under the symbol "BBSI." At February 27, 2009, there were 44 stockholders of record and approximately 3,200 beneficial owners of the Common Stock.

The following table presents the high and low sales prices of the Common Stock and cash dividends paid for each quarterly period during the last two fiscal years, as reported by The Nasdaq Stock Market. Any future determination as to the payment of dividends will be made at the discretion of the Board and will depend upon the Company's operating results, financial condition, capital requirements, general business conditions and such other factors as the Board deems relevant.

| | <u>High</u> | <u>Low</u> | <u>Cash Dividends Declared</u> |
|----------------|-------------|------------|------------------------------------|
| <u>2007</u> | | | |
| First Quarter | \$ 25.15 | \$21.86 | \$ 0.07 |
| Second Quarter | 26.70 | 22.81 | 0.07 |
| Third Quarter | 27.70 | 22.21 | 0.07 |
| Fourth Quarter | 25.75 | 15.75 | 0.08 |
| <u>2008</u> | | | |
| First Quarter | \$ 18.85 | \$14.89 | \$ 0.08 |
| Second Quarter | 18.02 | 11.47 | 0.08 |
| Third Quarter | 17.96 | 10.38 | 0.08 |
| Fourth Quarter | 13.28 | 9.00 | 0.08 |

In November 2006, the Board adopted a stock repurchase program and authorized the repurchase of up to 500,000 shares of the Company's stock from time to time in open market purchases. In November 2007, the Board approved an increase in the authorized shares to be repurchased up to 1.0 million shares. In October 2008, the Board approved a second increase in the authorized shares to be repurchased up to 3.0 million shares. The following table summarizes information related to stock repurchases during the quarter ended December 31, 2008.

| <u>Month</u> | <u>Shares Repurchased</u> | <u>Average Price Per Share</u> | <u>Total Value of Shares Repurchased as Part of Publicly Announced Plan</u> | <u>Maximum Number of Shares that May Yet Be Repurchased Under the Plan</u> |
|--------------|-------------------------------|------------------------------------|---|--|
| October | 147,500 | \$ 10.26 | \$ 1,513,000 | 2,179,400 |
| November | 41,300 | 9.78 | 404,000 | 2,138,100 |
| December | 10,900 | 10.18 | 111,000 | 2,127,200 |
| Total | <u>199,700</u> | | <u>\$ 2,028,000</u> | |

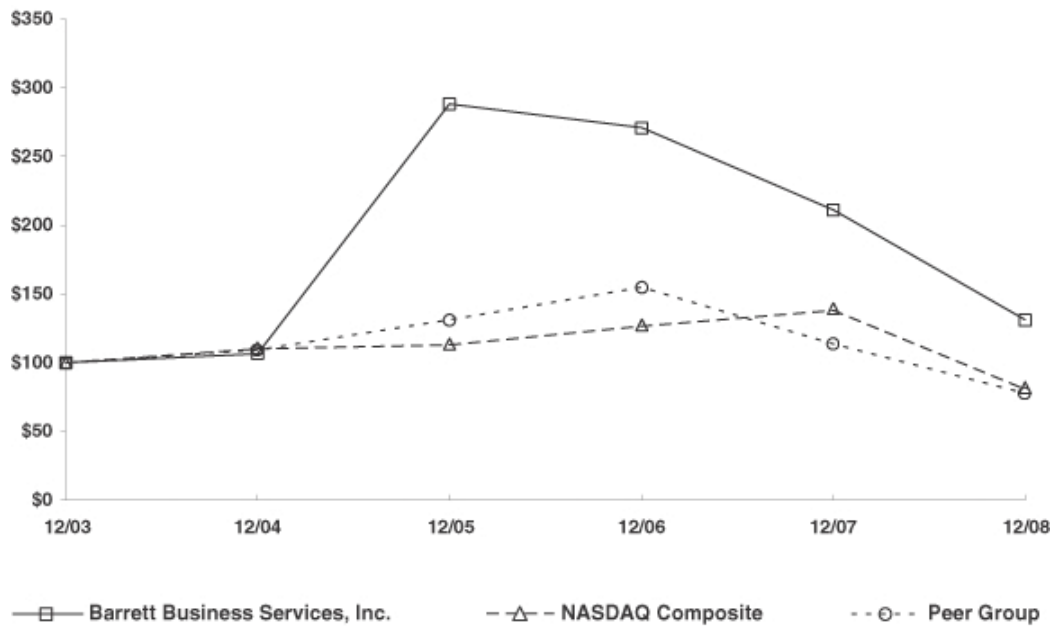
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The following graph shows the cumulative total return at the dates indicated for the period from December 31, 2003, until December 31, 2008, for the Common Stock, The Nasdaq Composite Index, and a group of the Company's current peers in the staffing industry (the "2008 Peer Group"). The 2008 Peer Group is comprised of seven companies included in the peer group used to prepare the performance graph included in the Company's Form 10-K for the year ended December 31, 2007.

The stock performance graph has been prepared assuming that \$100 was invested on December 31, 2003, in the Common Stock, The Nasdaq Composite Index, and the 2008 Peer Group, and that dividends are reinvested. In accordance with the SEC's disclosure rules, the stockholder return for each company in the 2008 Peer Group indices has been weighted on the basis of market capitalization as of the beginning of each annual period shown. The stock price performance reflected in the graph may not be indicative of future price performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Barrett Business Services, Inc., The NASDAQ Composite Index and a Peer Group



*\$100 invested on 12/31/03 in stock & index-including reinvestment of dividends.
Fiscal year ending December 31.

| | 12/03 | 12/04 | 12/05 | 12/06 | 12/07 | 12/08 |
|---------------------------------|--------|--------|--------|--------|--------|--------|
| Barrett Business Services, Inc. | 100.00 | 106.47 | 288.79 | 271.43 | 211.54 | 131.17 |
| NASDAQ Composite | 100.00 | 110.08 | 112.88 | 126.51 | 138.13 | 80.47 |
| Peer Group | 100.00 | 109.31 | 131.18 | 155.08 | 113.53 | 77.68 |

Members of Peer Group:

| |
|--------------------------------|
| Administaff Inc. |
| CDI Corp. |
| Gevity HR Inc. |
| Kelly Services Inc. |
| Manpower Inc. |
| Robert Half International Inc. |
| Westaff Inc. |

Item 6. SELECTED FINANCIAL DATA

The following selected financial data should be read in conjunction with the Company's financial statements and the accompanying notes listed in Item 15 of this report.

| | Year Ended December 31, | | | | |
|---|---------------------------------------|------------------|------------------|------------------|-----------------|
| | 2008 | 2007 | 2006 | 2005 | 2004 |
| | (in thousands, except per share data) | | | | |
| Statement of operations: | | | | | |
| Revenues: | | | | | |
| Staffing services | \$ 154,565 | \$ 147,221 | \$ 123,500 | \$ 130,098 | \$ 123,514 |
| Professional employer service fees | 125,903 | 141,992 | 135,684 | 101,291 | 71,447 |
| Total | <u>280,468</u> | <u>289,213</u> | <u>259,184</u> | <u>231,389</u> | <u>194,961</u> |
| Cost of revenues: | | | | | |
| Direct payroll costs | 114,440 | 113,450 | 92,676 | 97,006 | 91,190 |
| Payroll taxes and benefits | 85,531 | 87,822 | 83,756 | 63,889 | 45,544 |
| Workers' compensation | 30,887 | 29,031 | 27,199 | 24,667 | 23,071 |
| Total | <u>230,858</u> | <u>230,303</u> | <u>203,631</u> | <u>185,562</u> | <u>159,805</u> |
| Gross margin | 49,610 | 58,910 | 55,553 | 45,827 | 35,156 |
| Selling, general and administrative expenses | 36,654 | 34,688 | 31,604 | 25,670 | 22,330 |
| Depreciation and amortization | 1,536 | 1,387 | 1,306 | 974 | 1,008 |
| Income from operations | <u>11,420</u> | <u>22,835</u> | <u>22,643</u> | <u>19,183</u> | <u>11,818</u> |
| Loss on impairment of investments | (3,483) | - | - | - | - |
| Other income: | | | | | |
| Investment income, net | 2,080 | 3,183 | 2,869 | 945 | 343 |
| Other, net | (26) | (100) | (22) | (198) | 89 |
| Total | <u>2,054</u> | <u>3,083</u> | <u>2,847</u> | <u>747</u> | <u>432</u> |
| Income before income taxes | 9,991 | 25,918 | 25,490 | 19,930 | 12,250 |
| Provision for income taxes | 3,728 | 9,112 | 9,154 | 7,440 | 4,879 |
| Net income | <u>\$ 6,263</u> | <u>\$ 16,806</u> | <u>\$ 16,336</u> | <u>\$ 12,490</u> | <u>\$ 7,371</u> |
| Basic earnings per share | <u>\$.58</u> | <u>\$ 1.49</u> | <u>\$ 1.46</u> | <u>\$ 1.29</u> | <u>\$.86</u> |
| Weighted average number of basic shares outstanding | <u>10,861</u> | <u>11,247</u> | <u>11,194</u> | <u>9,647</u> | <u>8,587</u> |
| Diluted earnings per share | <u>\$.56</u> | <u>\$ 1.44</u> | <u>\$ 1.40</u> | <u>\$ 1.21</u> | <u>\$.79</u> |
| Weighted average number of diluted shares outstanding | <u>11,120</u> | <u>11,654</u> | <u>11,671</u> | <u>10,343</u> | <u>9,289</u> |
| Cash dividends per common share | <u>\$.32</u> | <u>\$.29</u> | <u>\$.07</u> | <u>\$ -</u> | <u>\$ -</u> |
| Selected balance sheet data: | | | | | |
| Cash and marketable securities | \$ 60,609 | \$ 64,913 | \$ 73,439 | \$ 64,909 | \$ 16,783 |
| Working capital | 52,493 | 54,213 | 59,985 | 55,475 | 17,151 |
| Total assets | 170,060 | 173,224 | 162,181 | 144,301 | 79,985 |
| Long-term debt, net of current portion | - | - | - | 1,094 | 1,441 |
| Stockholders' equity | 110,622 | 113,748 | 103,700 | 85,850 | 38,753 |

Note: All share and per share amounts have been adjusted for a 3-for-2 stock split effected on May 19, 2005 by way of a 50% stock dividend.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We provide human resource management services, comprised principally of staffing services and PEO services. We generate staffing services revenues primarily from short-term staffing, contract staffing, on-site management and direct placement services. Our PEO service fees are generated from contractual agreements with our PEO clients under which we become a co-employer of our client's workforce with responsibility for some or all of the client's human resource functions. We recognize revenues from our staffing services for all amounts invoiced, including direct payroll, employer payroll-related taxes, workers' compensation coverage and a service fee (equivalent to a mark-up percentage). PEO service fee revenues are recognized on a net basis in accordance with Emerging Issues Task Force No. 99-19, "*Reporting Revenues Gross as a Principal Versus Net as an Agent*" ("EITF No. 99-19"). Consequently, our PEO service fee revenues represent the gross margin generated from our PEO services after deducting the amounts invoiced to PEO customers for direct payroll expenses such as salaries, wages, health insurance and employee out-of-pocket expenses incurred incidental to employment. These amounts are also excluded from cost of revenues. PEO service fees also include amounts invoiced to our clients for employer payroll-related taxes and workers' compensation coverage.

Through centralized operations at our headquarters in Vancouver, Washington, we prepare invoices weekly for our staffing services customers and following the end of each payroll processing cycle for PEO clients. We invoice our customers and clients as each payroll is processed. Payment terms for staffing customers are generally 30 days, while PEO clients' invoices are generally due on the invoice date.

Our business is concentrated in California and Oregon and we expect to continue to derive a majority of our revenues from these markets in the future. Revenues generated in our California and Oregon offices accounted for 65% of our total revenues in 2008, 72% in 2007 and 74% in 2006. Consequently, any weakness in economic conditions or changes in the regulatory environments in these regions could have a material adverse effect on our financial results.

We offer cash safety incentives to certain PEO clients for maintaining safe-work practices in order to minimize workplace injuries. The cash incentive is based on a percentage of annual payroll and is paid annually to customers who meet predetermined workers' compensation claims cost objectives. Safety incentive payments are made only after closure of all workers' compensation claims incurred during the customer's contract period. The safety incentive expense is also netted against PEO revenues on our statements of operations.

Our cost of revenues is comprised of direct payroll costs for staffing services, employer payroll-related taxes and employee benefits and workers' compensation. Direct payroll costs represent the gross payroll earned by staffing services employees based on salary or hourly wages. Payroll taxes and employee benefits consist of the employer's portion of Social Security and Medicare taxes, federal unemployment taxes, state unemployment taxes and staffing services employee reimbursements for materials, supplies and other

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expenses, which are paid by the customer. Workers' compensation expense consists primarily of the costs associated with our self-insured workers' compensation program, such as claims reserves, claims administration fees, legal fees, state administrative agency fees and excess insurance costs for catastrophic injuries. We also maintain separate workers' compensation insurance policies for employees working in states where we are not self-insured.

The largest portion of workers' compensation expense is the cost of workplace injury claims. When an injury occurs and is reported to us, our respective independent third-party claims administrator ("TPA") or our internal claims management personnel analyze the details of the injury and develop a case reserve, which becomes the estimate of the cost of the claim based on similar injuries and their professional judgment. We then record or accrue an expense and a corresponding liability based upon our estimate of the ultimate claim cost. As cash payments are made by our TPA against specific case reserves, the accrued liability is reduced by the corresponding payment amount. The TPA and our in-house claims administrators also review existing injury claims on an on-going basis and adjust the case reserves as new or additional information for each claim becomes available. Our reserve includes a provision for both future anticipated increases in costs ("adverse loss development") of the claims reserves for open claims and for claims incurred but not reported related to prior and current periods. We believe our operational policies and internal claims reporting system help to limit the occurrence of unreported incurred claims.

Selling, general and administrative expenses represent both branch office and corporate-level operating expenses. Branch operating expenses consist primarily of branch office staff payroll and personnel related costs, advertising, rent, office supplies, depreciation and branch incentive compensation. Corporate-level operating expenses consist primarily of executive and office staff payroll and personnel related costs, professional and legal fees, travel, depreciation, occupancy costs, information systems costs and executive and corporate staff incentive compensation.

Amortization of intangible assets consists of the amortization of software costs, covenants not to compete, and if material, customer related intangibles. These costs are amortized using the straight-line method over their estimated useful lives, which range from two to ten years.

Critical Accounting Policies

We have identified the following policies as critical to our business and the understanding of our results of operations. For a detailed discussion of the application of these and other accounting policies, see Note 1 to the audited consolidated financial statements included in Item 15 of this Report. Note that the preparation of this Annual Report on Form 10-K requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

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Self-Insured Workers' Compensation Reserves. We are self-insured for workers' compensation coverage in a majority of our employee work sites in Oregon, California, Maryland, Delaware and Colorado and for staffing services and management employees only in Washington. The estimated liability for unsettled workers' compensation claims represents our best estimate, which includes an evaluation of information provided by our internal claims adjusters and our third-party claims administrators, coupled with management's evaluations of historical claims development and conversion factors and other trends. These elements serve as the basis for our overall estimate for workers' compensation claims liabilities, which include more specifically the following components: case reserve estimates for reported losses, plus additional amounts for estimated future development of reported claims and incurred but not reported claims (together IBNR). These estimates are continually reviewed and adjustments to liabilities are reflected in current operating results as they become known. We believe that the amounts recorded for our estimated liabilities are reasonable and objective and are based upon facts and development factors and other trends associated with the Company's historical universe of claims data. Nevertheless, it is reasonably possible that adjustments to such estimates may be required in future periods if the development of claim costs varies materially from our estimates and such adjustments, if necessary, could be material to results of operations.

Safety Incentives Liability. Our accrued safety incentives represent cash incentives paid to certain PEO client companies for maintaining safe-work practices in order to minimize workplace injuries. The incentive is based on a percentage of annual payroll and is paid annually to customers who meet predetermined workers' compensation claims cost objectives. Safety incentive payments are made only after closure of all workers' compensation claims incurred during the customer's contract period. The liability is estimated and accrued each month based upon the then-current amount of the customer's estimated workers' compensation claims reserves as established by our internal claims adjusters and our third party administrators.

Allowance for Doubtful Accounts. We are required to make estimates of the collectibility of accounts receivables. Management analyzes historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in the customers' payment tendencies when evaluating the adequacy of the allowance for doubtful accounts. If the financial condition of our customers deteriorates, resulting in an impairment of their ability to make payments, additional allowances may be required.

Goodwill. We assess the recoverability of goodwill annually and whenever events or changes in circumstances indicate that the carrying value might be impaired. Factors that are considered include significant underperformance relative to expected historical or projected future operating results, significant negative industry trends and significant change in the manner of use of the acquired assets. Management's current assessment of the carrying value of goodwill indicates there was no impairment as of December 31, 2008. If these estimates or their related assumptions change in the future, we may be required to record impairment charges for these assets, as of the date of our annual assessment on December 31.

Investments in Marketable Securities. We consider available evidence in evaluating potential impairment of our investments, including the duration and extent to which fair value is less than cost and our ability and intent to hold the investment. Investments in securities

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classified as trading are reported at fair value, with unrealized gains or losses reported in other income in our consolidated statements of operations. Investments in securities classified as available-for-sale are reported at fair value, with unrealized gains or losses reported net of tax in other comprehensive income (loss) in stockholders' equity. In the event a loss on our available-for-sale investments is determined to be other-than-temporary, the loss will be recognized in our statement of operations.

Income Taxes. Our incomes taxes are accounted for using an asset and liability approach. This requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement and tax basis of assets and liabilities at the applicable tax rates. A valuation allowance is recorded against deferred tax assets if, based on the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The determination of our provision for income taxes requires significant judgment, the use of estimates, and the interpretation and application of complex tax laws. Significant judgment is required in assessing the timing and amounts of deductible and taxable items and the probability of sustaining uncertain tax positions. The impact of uncertain tax positions would be recorded in our financial statements only after determining a more-likely-than-not probability that the uncertain tax positions would withstand challenge, if any, from taxing authorities. As facts and circumstances change, we reassess these probabilities and would record any changes in the financial statements as appropriate. On January 1, 2007, we adopted the provisions of Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"), which sets out the framework by which such judgments are to be made.

Recent Accounting Pronouncements

For a discussion of recent accounting pronouncements and their potential effect on the Company's results of operations and financial condition, refer to Note 1 in the Notes to the Financial Statements beginning at page F-6 of this Annual Report on Form 10-K.

Forward-Looking Information

Statements in this Item or in Items 1 and 1A of this Report which are not historical in nature, including discussion of economic conditions in the Company's market areas and effect on revenue levels, the potential for and effect of past and future acquisitions, the effect of changes in the Company's mix of services on gross margin, the adequacy of the Company's workers' compensation reserves and allowance for doubtful accounts, the effect of the Company's formation of a wholly owned, fully licensed captive insurance subsidiary and becoming self-insured for certain business risks, the financial viability of the Company's excess insurance carrier, the effectiveness of the Company's management information systems, payment of future dividends and the availability of financing and working capital to meet the Company's funding requirements, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company or industry to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors with respect to the Company include difficulties associated with integrating acquired businesses and clients into the Company's operations,

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economic trends in the Company's service areas, material deviations from expected future workers' compensation claims experience, the effect of changes in the workers' compensation regulatory environment in one or more of the Company's primary markets, collectibility of accounts receivable, the carrying values of deferred income tax assets and goodwill, which may be affected by the Company's future operating results, the availability of capital or letters of credit necessary to meet state-mandated surety deposit requirements for maintaining the Company's status as a qualified self-insured employer for workers' compensation coverage, and the use of \$61 million in cash and marketable securities, among others. The Company disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

Results of Operations

The following table sets forth the percentages of total revenues represented by selected items in the Company's Statements of Operations for the years ended December 31, 2008, 2007 and 2006, included in Item 15 of this report. References to the Notes to Financial Statements appearing below are to the notes to the Company's financial statements included in Item 15 of this report.

| | Percentage of Total Net Revenues | | |
|--|----------------------------------|-------|-------|
| | Year Ended December 31, | | |
| | 2008 | 2007 | 2006 |
| Revenues: | | | |
| Staffing services | 55.1% | 50.9% | 47.6% |
| Professional employer service fees | 44.9 | 49.1 | 52.4 |
| Total | 100.0 | 100.0 | 100.0 |
| Cost of revenues: | | | |
| Direct payroll costs | 40.8 | 39.2 | 35.8 |
| Payroll taxes and benefits | 30.5 | 30.4 | 32.3 |
| Workers' compensation | 11.0 | 10.0 | 10.5 |
| Total | 82.3 | 79.6 | 78.6 |
| Gross margin | 17.7 | 20.4 | 21.4 |
| Selling, general and administrative expenses | 13.2 | 12.0 | 12.2 |
| Depreciation and amortization | 0.5 | 0.5 | 0.5 |
| Income from operations | 4.0 | 7.9 | 8.7 |
| Loss on impairment of investments | (1.2) | - | - |
| Other income | 0.7 | 1.1 | 1.1 |
| Pretax income | 3.5 | 9.0 | 9.8 |
| Provision for income taxes | 1.3 | 3.2 | 3.5 |
| Net income | 2.2% | 5.8% | 6.3% |

We report PEO revenues in accordance with the requirements of EITF No. 99-19 which requires us to report such revenues on a net basis because we are not the primary obligor for the services provided by our PEO clients to their customers pursuant to our PEO contracts. We present for comparison purposes the gross revenues and cost of revenues information for the years ended December 31, 2008 and 2007 set forth in the table below.

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Although not in accordance with generally accepted accounting principles in the United States (“GAAP”), management believes this information is more informative as to the level of our business activity and more illustrative of how we manage our operations, including the preparation of our internal operating forecasts, because it presents our PEO services on a basis comparable to our staffing services.

The presentation of revenues on the net basis and the relative contributions of staffing and PEO revenues can create volatility in our gross margin percentage. The general impact of fluctuations in our revenue mix is described below.

- A relative increase in staffing revenues will typically result in a lower gross margin percentage. Staffing revenues are presented at gross with the related direct costs reported in cost of sales. While staffing relationships typically have higher margins than PEO relationships, an increase in staffing revenues and related costs presented at gross dilutes the impact of the net PEO revenue on gross margin percentage.
- A relative increase in PEO revenue will result in higher gross margin percentage. Improvement in gross margin percentage occurs because incremental PEO revenue dollars are reported as revenue net of all related direct costs.

| (in thousands) | Year Ended December 31, | |
|--------------------------------|----------------------------|------------|
| | 2008 | 2007 |
| Revenues: | | |
| Staffing services | \$ 154,565 | \$ 147,221 |
| Professional employer services | 926,028 | 968,576 |
| Total revenues | 1,080,593 | 1,115,797 |
| Cost of revenues: | | |
| Direct payroll costs | 908,410 | 935,697 |
| Payroll taxes and benefits | 85,531 | 87,822 |
| Workers’ compensation | 37,042 | 33,368 |
| Total cost of revenues | 1,030,983 | 1,056,887 |
| Gross margin | \$ 49,610 | \$ 58,910 |

A reconciliation of non-GAAP gross revenues to net revenues is as follows for the years ended December 31, 2008 and 2007 (in thousands):

| | Gross Revenue Reporting Method | | Reclassification | | Net Revenue Reporting Method | |
|--------------------------------|-----------------------------------|--------------|------------------|--------------|---------------------------------|------------|
| | 2008 | 2007 | 2008 | 2007 | 2008 | 2007 |
| Revenues: | | | | | | |
| Staffing services | \$ 154,565 | \$ 147,221 | \$ - | \$ - | \$ 154,565 | \$ 147,221 |
| Professional employer services | 926,028 | 968,576 | (800,125) | (826,584) | 125,903 | 141,992 |
| Total revenues | \$ 1,080,593 | \$ 1,115,797 | \$ (800,125) | \$ (826,584) | \$ 280,468 | \$ 289,213 |
| Cost of revenues: | \$ 1,030,983 | \$ 1,056,887 | \$ (800,125) | \$ (826,584) | \$ 230,858 | \$ 230,303 |

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The amount of the reclassification is comprised of direct payroll costs and safety incentives attributable to our PEO client companies.

Years Ended December 31, 2008 and 2007

Net income for 2008 amounted to \$6.3 million, a decline of 62.7% or \$10.5 million from net income of \$16.8 million for 2007. The decline for 2008 was primarily due to lower gross margin dollars as a result of a decline in revenues and higher direct payroll costs and higher workers' compensation expense, a \$3.5 million impairment charge on investments and higher SG&A expenses. Diluted earnings per share for 2008 was \$.56 compared to \$1.44 for 2007.

Revenues for 2008 totaled \$280.5 million, a decrease of approximately \$8.7 million or 3.0%, which reflects a decline in the Company's PEO service fee revenue offset in part by an increase in staffing service revenue. PEO service fee revenue decreased approximately \$16.1 million or 11.3% from 2007 primarily due to a decline in business with our existing PEO customer base resulting from challenging economic conditions. Staffing service revenue increased approximately \$7.3 million or 5.0% over 2007 primarily due to the acquisitions of Strategic Staffing on July 2, 2007, Phillips Temps on December 3, 2007 and First Employment Services on February 4, 2008. The increase was offset in part by a decline in business with existing or former customers in excess of market share gains attributable to new customers. On a comparable branch office basis, i.e. without the benefit from the incremental revenue generated from the three acquisitions, staffing revenues for the year declined 13.4% or approximately \$19.8 million due to a decrease in demand for staffing employees resulting from slower economic conditions in the Company's markets. During 2008, the Company served approximately 2,300 staffing service customers, which compares to a similar number of customers during 2007. Management expects demand for the Company's staffing services will continue to reflect overall uncertain economic conditions in its market areas. During 2008, the Company served approximately 1,600 PEO clients, which compares to approximately 1,500 PEO clients during 2007. Offsetting the increase in the number of PEO clients served in 2008 was a decline in the average number of PEO employees and worker hours per client. Net growth in the Company's PEO business has slowed due to general economic conditions.

Gross margin for 2008 totaled approximately \$49.6 million, which represented a decrease of \$9.3 million or 15.8% from 2007, primarily due to the 3.0% decline in revenues and higher cost of revenues. The gross margin percent decreased from 20.4% of revenues for 2007 to 17.7% for 2008. The decline in the gross margin percentage was mainly due to higher direct payroll costs, expressed as a percent of revenues. The increase in direct payroll costs, as a percentage of revenues, from 39.28% for 2007 to 40.80% for 2008 reflects the moderate shift in the overall mix of services from PEO services to staffing services in the Company's customer base primarily attributable to the acquisitions of Strategic Staffing, Phillips Temps and First Employment Services and the effect of each customer's unique mark-up percent. Workers' compensation expense, as a percent of revenues, increased from 10.0% in 2007 to 11.0% in 2008. Workers' compensation expense for 2008 totaled \$30.9 million, which compares to \$29.0 million for 2007. This increase was primarily due to higher estimates for new claim costs and to increases in estimates for existing claims in states where the Company is self-insured as well as to higher insurance premiums in states where the Company is not self-insured. The small increase in payroll taxes and benefits, as a

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percentage of revenues, from 30.4% for 2007 to 30.5% for 2008, was primarily due to the effect of growth in staffing services, as well as slightly higher effective state unemployment tax rates in various states in which the Company operates as compared to 2007. We expect gross margin as a percentage of total revenues to continue to be influenced by fluctuations in the mix between staffing and PEO services, as well as changes to our estimates for workers' compensation claims liabilities, if necessary.

During 2008, the Company recorded a non-cash, other-than-temporary impairment charge of approximately \$3.5 million relating to its investment in four closed-end bond funds. The impairment charge assumes no income tax benefit given the uncertainty of the Company's ability to generate future taxable investment gains required to utilize these investment losses.

Selling, general and administrative ("SG&A") expenses consist of compensation and other expenses relating to the operation of our headquarters and our branch offices and the marketing of our services. SG&A for 2008 amounted to approximately \$36.7 million, an increase of \$2.0 million or 5.7% over 2007. SG&A expenses, as a percentage of revenues, increased from 12.0% in 2007 to 13.2% in 2008. The increase over 2007 was primarily attributable to increases in branch management personnel and related expenses as a result of the incremental SG&A expenses associated with the Strategic Staffing, Phillips Temps and First Employment Services acquisitions, which represented \$3.5 million, offset in part by lower SG&A expenses from our existing branch offices. On a comparable branch basis, SG&A expenses declined \$1.5 million primarily due to lower profit sharing.

Other income for 2008 was \$2.1 million compared to other income of \$3.1 million for 2007. The decline in other income for 2007 was primarily attributable to decreased investment income earned on the Company's cash and investments due to a decline in investment yields.

Depreciation and amortization totaled \$1.5 million for 2008, which compares to \$1.4 million for 2007. The increase in the depreciation and amortization expense level compared to 2007 was primarily due to the acquisitions of Strategic Staffing, Phillips Temps and First Employment Services.

Our effective income tax rate for 2008 was 37.3%, as compared to 35.2% for 2007. The increase in the effective rate was primarily attributable to the Company's establishment of a valuation allowance on the \$3.5 million impairment charge recognized on its investments, offset in part by state tax benefits attributable to Associated Insurance Company for Excess ("AICE"), our wholly-owned captive insurance company, recognized upon the completion and filing of the Company's 2007 state income tax returns during 2008 and to higher Federal employment tax credits.

At December 31, 2008, we had deferred income tax assets of \$2.4 million, which consist of temporary differences between taxable income for financial accounting and tax purposes, which will reduce taxable income in future years. Pursuant to GAAP, we are required to assess the realization of the deferred income tax assets as significant changes in circumstances may require adjustments during future periods. Although realization is not assured, management has concluded that it is more likely than not that the remaining deferred income tax assets will be realized, principally based upon projected taxable income for the next two years. The amount of the deferred income tax assets actually realized could

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vary, if there are differences in the timing or amount of future reversals of existing deferred income tax assets or changes in the actual amounts of future taxable income as compared to operating forecasts. If our operating forecast is determined to no longer be reliable due to uncertain market conditions, our long-term forecast may require reassessment. As a result, in the future, a valuation allowance may be required to be established for all or a portion of the deferred income tax assets. Such a valuation allowance could have a significant effect on our future results of operations and financial position.

Years Ended December 31, 2007 and 2006

Net income for 2007 amounted to \$16.8 million, an improvement of 2.9% or \$470,000 over net income of \$16.3 million for 2006. The improvement for 2007 was primarily due to higher gross margin dollars as a result of significant growth in our staffing business, partially offset by higher selling, general and administrative expenses. Diluted earnings per share for 2007 was \$1.44 compared to \$1.40 for 2006.

Revenues for 2007 totaled \$289 million, an increase of approximately \$30.0 million or 11.6%, which reflects growth in both the Company's staffing service revenue and in PEO service fee revenue. Staffing service revenue increased approximately \$23.7 million or 19.2% over 2006 primarily due to the acquisitions of Strategic Staffing on July 2, 2007 and Phillips Temps on December 3, 2007. The increase was offset in part by a decline in business with existing or former customers in excess of market share gains attributable to new customers. On a comparable branch office basis, staffing revenues for the year declined 0.7% or approximately \$898,000. During 2007, the Company served approximately 2,300 staffing service customers, which compares to approximately 1,800 customers during 2006. PEO service fee revenue increased approximately \$6.3 million or 4.6% over the 2006 comparable period primarily due to the net effect from the addition of new client companies. During 2007, the Company served approximately 1,500 PEO clients, which compares to approximately 1,300 PEO clients during 2006.

Gross margin for 2007 totaled approximately \$58.9 million, which represented an increase of \$3.4 million or 6.0% over 2006, primarily due to the 11.6% increase in revenues. The gross margin percent declined from 21.4% of revenues for 2006 to 20.4% for 2007. The decline in the gross margin percentage was mainly due to higher direct payroll costs, expressed as a percent of revenues. The increase in direct payroll costs, as a percentage of revenues, from 35.8% for 2006 to 39.2% for 2007 reflects the moderate shift in the overall mix of services from PEO services to staffing services in the Company's customer base primarily attributable to the acquisitions of Strategic Staffing and Phillips Temps and the effect of each customer's unique mark-up percent. Workers' compensation expense, as a percent of revenues, declined from 10.5% in 2006 to 10.0% in 2007. Workers' compensation expense for 2007 totaled \$29.0 million, which compares to \$27.2 million for 2006. The decrease, as a percentage of revenues, was due, in part, to cost savings from lower excess insurance premiums as a result of an increase in the self-insured retention from \$1.0 million to \$5.0 million in four of the five states in which the Company is self-insured for workers' compensation purposes and to slightly lower insurance premiums in states where the Company is not self-insured, offset in part by higher estimated costs for claims. The decline in payroll taxes and benefits, as a percentage of revenues, from 32.3% for 2006 to 30.4% for 2007, was largely due to the effect of lower effective state unemployment tax rates in various states in which the Company operates as compared to 2006.

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SG&A expenses for 2007 amounted to approximately \$34.7 million, an increase of \$3.1 million or 9.8% over 2006. The increase over 2006 was primarily attributable to increases in branch management personnel and related expenses as a result of the incremental SG&A expenses associated with the Strategic Staffing and Phillips Temps acquisitions, which represented \$2.5 million or 81.4% of the increase. SG&A expenses, as a percentage of revenues, decreased from 12.2% in 2006 to 12.0% in 2007.

Other income for 2007 was \$3.1 million compared to other income of \$2.8 million for 2006. The increase in other income for 2007 was primarily attributable to increased investment income earned on the Company's higher cash balances.

Depreciation and amortization totaled \$1.4 million for 2007, which compares to \$1.3 million for 2006. The increase in the depreciation and amortization expense level compared to 2006 was primarily due to the acquisitions of Strategic Staffing and Phillips Temps.

Our effective income tax rate for 2007 was 35.2%, as compared to 35.9% for 2006. The lower 2007 effective rate was primarily attributable to increases in Federal tax credits and Federal tax-exempt interest income.

Fluctuations in Quarterly Operating Results

We have historically experienced significant fluctuations in our quarterly operating results and expect such fluctuations to continue in the future. Our operating results may fluctuate due to a number of factors such as seasonality, wage limits on statutory payroll taxes, claims experience for workers' compensation, demand for our services and competition and the effect of acquisitions. Payroll taxes, as a component of cost of revenues, generally decline throughout a calendar year as the applicable statutory wage bases for federal and state unemployment taxes and Social Security taxes are exceeded on a per employee basis. Our revenue levels may be higher in the third quarter due to the effect of increased business activity of our customers' businesses in the agriculture, food processing and forest products-related industries. In addition, revenues in the fourth quarter may be affected by many customers' practice of operating on holiday-shortened schedules. Workers' compensation expense varies with both the frequency and severity of workplace injury claims reported during a quarter and the estimated future costs of such claims. In addition, adverse loss development of prior period claims during a subsequent quarter may also contribute to the volatility in the Company's estimated workers' compensation expense.

Liquidity and Capital Resources

The Company's cash position of \$42.2 million at December 31, 2008, increased by \$32.4 million from December 31, 2007, which compares to a decrease of \$13.3 million for the year ended December 31, 2007. The increase in cash at December 31, 2008, as compared to December 31, 2007, was primarily due to proceeds from sales and maturities of marketable securities of \$91.2 million and net income of \$6.3 million, offset in part by purchases of marketable securities of \$55.4 million and the Company's repurchase of its common stock of \$8.5 million and cash used for acquisitions of \$5.9 million.

Net cash provided by operating activities for 2008 amounted to \$14.2 million, as compared to net cash provided by operating activities of \$17.3 million for 2007. For 2008, cash flow was primarily provided by net income of \$6.3 million, a \$2.4 million increase in workers' compensation claims liabilities, and a \$2.3 million decrease in trade accounts receivable.

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Net cash provided by investing activities totaled \$29.2 million for 2008, compared to net cash used in investing activities of \$25.1 million for 2007. For 2008, the cash from investing activities was principally provided by proceeds from sales and maturities of marketable securities of \$91.2 million, offset in part by purchases of \$55.4 million of marketable securities, cash used in the acquisition of First Employment Services of \$3.8 million and final contingent consideration related to the July 2007 acquisition of Strategic Staffing of \$2.0 million. The Company presently has no material long-term capital commitments.

Net cash used in financing activities for 2008 was \$10.9 million compared to net cash used in financing activities of \$5.5 million for 2007. For 2008, the principal uses of cash for financing activities were for the Company's repurchase of 714,000 shares of its common stock for \$8.5 million and cash dividends of \$3.5 million paid to holders of the Company's common stock, offset in part by \$941,000 of proceeds from exercises of stock options.

As disclosed in Note 2 to the consolidated financial statements included in this report, the Company acquired certain assets of Strategic Staffing, Inc., a privately held staffing services company with five offices in Utah and one office in Colorado Springs, Colorado, effective July 2, 2007. The Company paid \$12.0 million in cash on the effective date for the assets of Strategic Staffing and the selling shareholders' non-compete agreements and agreed to pay additional consideration based upon the level of financial performance achieved by the Strategic Staffing offices during the ensuing 12-month period. Management completed the evaluation of the financial performance criteria for the 12-month period during the third quarter of 2008 and paid \$2.0 million of additional consideration. The Company also acquired certain assets of Phillips Temps, Inc., a privately held staffing services company with an office in downtown Denver, Colorado, effective December 3, 2007. The Company paid \$1.3 million in cash for the assets of Phillips Temps and the selling shareholders' noncompete agreements and paid an additional \$300,000 on March 3, 2008. There was no contingent consideration.

Also, as disclosed in Note 2 to the consolidated financial statements in this report, the Company acquired certain assets of First Employment Services, Inc., a privately held staffing services company with offices in Tempe and Phoenix, Arizona, effective February 4, 2008. As consideration for the acquisition, the Company paid \$3.8 million in cash and agreed to pay additional consideration of \$1.2 million contingent upon the first 12 months of financial performance. Management completed the evaluation of the financial performance criteria for the 12-month period during the first quarter of 2009 and determined no additional consideration was due.

The Company's business strategy continues to focus on growth through the expansion of operations at existing offices, together with the selective acquisition of additional personnel-related business, both in its existing markets and other strategic geographic markets. The Company periodically evaluates proposals for various acquisition opportunities, but there can be no assurance that any additional transactions will be consummated.

The Company entered into a Credit Agreement (the "Credit Agreement") with its principal bank effective July 1, 2008. The Credit Agreement provides for an unsecured revolving credit facility of up to \$7.0 million, which includes a subfeature under the line of credit for standby letters of credit up to \$7.0 million. The interest rate on advances will be, at

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the Company's discretion, either (i) equal to the prime rate or (ii) LIBOR plus 1.50%. The Credit Agreement expires July 1, 2009. Management anticipates that if it chooses to renew the Credit Agreement, terms and conditions for a new agreement will not be less favorable than the current agreement.

Pursuant to the Credit Agreement, the Company is required to maintain compliance with the following covenants: (1) net income after taxes not less than \$1.00 (one dollar) on an annual basis, determined as of each fiscal year end, and (2) pre-tax profit of not less than \$1.00 (one dollar) on a quarterly basis, determined as of each fiscal quarter end. The Company was in compliance with all covenants at December 31, 2008.

Effective November 1, 2006, the Company's board of directors approved management's recommendation to discontinue certain business insurance policies. Such policies, in the aggregate, required annual premiums of approximately \$300,000 and provided insured limits ranging from the relatively small value of personal property in the Company's branch offices to \$1 million general liability coverage with umbrella coverage of an additional \$5 million. It is the Company's determination that the risk of loss under such prior insurance policies is remote; therefore, the Company became self-insured for such risks effective November 1, 2006, except for its errors and omissions insurance coverage which was cancelled effective December 1, 2006. Management may explore in the future more cost effective vehicles to provide higher limits of coverage, as well as coverages provided by the Company's captive insurance company.

During 2006, the Board authorized a stock repurchase program to repurchase up to 500,000 common shares from time to time in open market purchases. During November 2007, the Board approved an increase in the total number of shares to be repurchased under the program up to a total of 1.0 million common shares. In October 2008, the Board approved a second increase in the authorized shares to be repurchased up to 3.0 million shares. The repurchase program currently permits 2.1 million of additional shares to be repurchased at December 31, 2008. Management anticipates that the capital necessary to execute this program will be provided by existing cash balances and other available resources.

Management expects that current liquid assets, coupled with the funds anticipated to be generated from operations and credit available under the Credit Agreement, will be sufficient in the aggregate to fund the Company's working capital needs for the foreseeable future.

Contractual Obligations

The Company's contractual obligations as of December 31, 2008, including commitments for future payments under non-cancelable lease arrangements and long-term workers' compensation liabilities, are summarized below:

| (in thousands) | Payments Due by Period | | | | |
|--|------------------------|---------------------|----------------|----------------|------------------|
| | Total | Less than 1 year | 1 - 3 years | 4 - 5 years | After 5 years |
| Operating leases | \$6,346 | \$ 2,610 | \$ 3,055 | \$ 673 | \$ 8 |
| Long-term workers' compensation claims liabilities for catastrophic injuries | 544 | 56 | 109 | 102 | 277 |
| Total contractual cash obligations | <u>\$6,890</u> | <u>\$ 2,666</u> | <u>\$3,164</u> | <u>\$ 775</u> | <u>\$ 285</u> |

Inflation

Inflation generally has not been a significant factor in the Company's operations during the periods discussed above. The Company has taken into account the impact of escalating medical and other costs in establishing reserves for future expenses for self-insured workers' compensation claims.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's exposure to market risk for changes in interest rates primarily relates to its investment portfolio of liquid assets. As of December 31, 2008, the Company's investment portfolio consisted principally of approximately \$37.5 million in tax-exempt money market funds, \$12.2 million in tax-exempt municipal bonds with an average maturity of 80 days, and approximately \$1.0 million in bond funds and corporate bonds. Based on the Company's overall interest exposure at December 31, 2008, a 100 basis point increase in market interest rates would not have a material effect on the fair value of the Company's investment portfolio of liquid assets or its results of operations because of the predominantly short maturities of the securities within the investment portfolio.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and notes thereto required by this item begin on page F-1 of this report, as listed in Item 15.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our "disclosure controls and procedures" as defined in Exchange Act Rule 13a-15(e) as of December 31, 2008 in connection with the filing of this Annual Report on Form 10-K. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2008, in light of the material weakness described below, our disclosure controls and procedures were not effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in rules and forms of the SEC and is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure.

Notwithstanding the material weakness, our company's financial statements in this Form 10-K fairly present, in all material respects, the financial condition, results of operations and cash flows of our company as of and for the periods presented in accordance with generally accepted accounting principles in the United States.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining for our company adequate internal control over financial reporting as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2008. This evaluation was based on the framework established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

The following material weakness in internal control over financial reporting existed as of December 31, 2008: Our Company did not maintain effective controls over information technology ("IT"); specifically, general IT controls over program changes and program development were ineffectively designed and/or operating as of December 31, 2008. These aggregate deficiencies, along with their associated reflection on the control environment, resulted in more than a remote likelihood that a material misstatement of the Company's annual or interim financial statements would not be prevented or detected.

While open deficiencies exist for program changes and program development (described above), it is important to note that, as of December 31, 2008, remedial actions were completed around access and computer operations.

Company management has concluded that, in light of the remaining, aggregate program change and program development deficiencies described above, the Company did not maintain effective internal control over financial reporting as of December 31, 2008 based on criteria set forth in Internal Control—Integrated Framework issued by COSO.

The effectiveness of our company's internal control over financial reporting as of December 31, 2008 has been audited by Moss Adams LLP, the company's independent registered public accounting firm, as stated in their report which appears in this Annual Report on Form 10-K.

Management's Plan for Remediation

In order to address the material weakness over program changes to our IT systems (described above) and to ensure that adequate personnel resources, independent oversight and documentation for financial reporting are in place, management initiated the following remedial action during 2008 and will continue with these priorities in 2009:

1. Application user acceptance testing will be completed on or before March 31, 2009.
2. Systematic testing of automated functionality will be completed on or before June 30, 2009.
3. Validation of data conversion and migration to the Company's upgraded financial system will be completed on or before June 30, 2009.

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4. Formalized authorization for deployment of the financial system upgrade will be performed on or before June 30, 2009.

Management also anticipates completing a software upgrade to its primary financial application system on or before June 30, 2009. Management believes the software upgrade will provide the opportunity to demonstrate the Company's remedial actions listed above which will address the remaining material weaknesses in general IT controls. The Audit Committee of the Board of Directors and management will continue to monitor the effectiveness of our internal controls and procedures on an ongoing basis and will take further action as appropriate.

Changes in Internal Control over Financial Reporting

Our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of our "internal control over financial reporting" as defined in Exchange Act Rule 13a-15(f) to determine whether any changes in our internal control over financial reporting occurred during the fourth quarter of 2008 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, there have been no such changes during the fourth quarter of 2008.

Inherent Limitations

Control systems, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control systems' objectives are being met. Further, the design of any control systems must reflect the fact that there are resource constraints, and the benefits of all controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our Company have been detected. These inherent limitations include the realities that judgments in decision making can be faulty and that breakdowns can occur because of simple error or mistake. Control systems can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

CEO and CFO Certifications

We have attached as exhibits to this Annual Report on Form 10-K the certifications of our Chief Executive Officer and Chief Financial Officer, which are required in compliance with the Exchange Act. We recommend that this Item 9A be read in conjunction with the certifications for a more complete understanding of the subject matter presented.

Report of Independent Registered Public Accounting Firm on Internal Control

To the Board of Directors and Stockholders of
Barrett Business Services, Inc.

We have audited Barrett Business Services, Inc. and subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also includes performing such other procedures, as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified:

- As of December 31, 2008, the Company did not maintain effective information technology general computing controls over program change and program

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development. Formal written policies and procedures and consistent practices, as well as formal documentation demonstrating the performance of key controls, did not exist for certain areas within the aforementioned IT general controls. In addition, pervasive deficiencies were identified related to segregation of duties within the IT department and authorization and testing of system changes. These deficiencies, and their associated reflection on the control environment, when aggregated with other deficiencies affecting the control environment, resulted in more than a remote likelihood that a material misstatement of the Company's annual or interim financial statements would not be prevented or detected. Accordingly, management concluded that this constitutes a material weakness.

This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements as of and for the year ended December 31, 2008, of the Company and this report does not affect our report on such financial statements.

In our opinion, because of the effect of the material weakness identified above on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of December 31, 2008, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Barrett Business Services, Inc. and subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2008, and our report dated March 13, 2009 expressed an unqualified opinion thereon.

/s/ Moss Adams LLP

Portland, Oregon
March 13, 2009

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required by this Item 10 concerning directors and executive officers of the Company appears under the heading “Executive Officers of the Registrant” on page 20 of this report or is incorporated into this report by reference to the Company’s definitive Proxy Statement for its 2009 Annual Meeting of Stockholders to be filed within 120 days of the Company’s fiscal year end of December 31, 2008 (the “Proxy Statement”). The additional required information is included under the following headings of the Proxy Statement; Item 1 – “Election of Directors,” “Stock Ownership by Principal Stockholders and Management—Section 16(a) Beneficial Ownership Reporting Compliance,” and “Code of Ethics.”

Audit Committee

The Company has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act known as the Audit and Compliance Committee. The members of the Audit and Compliance Committee are Thomas J. Carley, chairman, James B. Hicks, Ph.D., Anthony Meeker and Roger L. Johnson, each of whom is independent as that term is used in Nasdaq listing standards applicable to the Company.

Audit Committee Financial Expert

The Company’s Board of Directors has determined that Thomas J. Carley, an audit committee member, qualifies as an “audit committee financial expert” as defined by Item 407(d)(5) of Regulation S-K under the Exchange Act and is independent as that term is defined for audit committee members in Nasdaq listing standards applicable to the Company.

Item 11. EXECUTIVE COMPENSATION

Information required by this Item 11 concerning executive and director compensation and participation of compensation committee members is incorporated into this report by reference to the Proxy Statement, in which required information is included under the heading “Executive Compensation.”

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by this Item 12 concerning the security ownership of certain beneficial owners and management is incorporated into this report by reference to the Proxy Statement, in which required information is set forth under the headings “Stock Ownership of Principal Stockholders and Management—Beneficial Ownership Table” and “Executive Compensation—Additional Equity Compensation Plan Information.”

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by this Item 13 concerning certain relationships and related transactions and director independence is incorporated into this report by reference to the Proxy Statement, in which required information is included under the headings Item 1—“Election of Directors” and “Related Person Transactions.”

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information required by this Item 14 concerning fees paid to our accountants is incorporated into this report by reference to the Proxy Statement, in which required information is included under the heading “Matters Relating to Our Independent Registered Public Accounting Firm.”

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Financial Statements and Schedules

The Financial Statements, together with the report thereon of Moss Adams LLP, are included on the pages indicated below:

| | <u>Page</u> |
|---|--------------------|
| Report of Independent Registered Public Accounting Firm—Moss Adams LLP | F-1 |
| Balance Sheets as of December 31, 2008 and 2007 | F-2 |
| Statements of Operations for the Years Ended December 31, 2008, 2007 and 2006 | F-3 |
| Statements of Stockholders' Equity for the Years Ended December 31, 2008, 2007 and 2006 | F-4 |
| Statements of Cash Flows for the Years Ended December 31, 2008, 2007 and 2006 | F-5 |
| Notes to Financial Statements | F-6 |

No schedules are required to be filed herewith.

Exhibits

Exhibits are listed in the Exhibit Index that follows the signature page of this report.

BARRETT BUSINESS SERVICES, INC.
AUDITED ANNUAL CONSOLIDATED FINANCIAL STATEMENTS
Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Barrett Business Services, Inc.

We have audited the accompanying consolidated balance sheets of Barrett Business Services, Inc. and subsidiaries (the "Company") as of December 31, 2008 and 2007, and the related consolidated statements of operations, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2008. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Barrett Business Services, Inc. and subsidiaries as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

As more fully described in Note 1, the Company has corrected, by way of reclassification, amounts previously classified as cash equivalents to marketable securities.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2008, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 13, 2009, expressed an adverse opinion on the Company's internal control over financial reporting because of a material weakness.

/s/ Moss Adams LLP

Portland, Oregon
March 13, 2009

Barrett Business Services, Inc.

Consolidated Balance Sheets

December 31, 2008 and 2007

(In Thousands, Except Par Value)

| | 2008 | 2007 |
|--|------------------|------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 42,214 | \$ 9,777 |
| Marketable securities | 17,968 | 50,364 |
| Trade accounts receivable, net | 34,389 | 36,673 |
| Prepaid expenses and other | 1,440 | 2,336 |
| Deferred income taxes | 2,373 | 3,138 |
| Workers' compensation receivables for insured claims | 225 | 225 |
| Total current assets | 98,609 | 102,513 |
| Marketable securities | 427 | 4,772 |
| Goodwill, net | 47,338 | 41,508 |
| Property, equipment and software, net | 15,503 | 16,136 |
| Restricted marketable securities and workers' compensation deposits | 2,701 | 2,750 |
| Other assets | 1,645 | 1,649 |
| Workers' compensation receivables for insured losses and recoveries | 3,837 | 3,896 |
| | <u>\$170,060</u> | <u>\$173,224</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 881 | \$ 1,516 |
| Accrued payroll, payroll taxes and related benefits | 32,296 | 33,553 |
| Other accrued liabilities | 902 | 1,064 |
| Workers' compensation claims liabilities | 7,186 | 6,031 |
| Workers' compensation claims liabilities for insured claims | 225 | 225 |
| Safety incentives liability | 4,626 | 5,911 |
| Total current liabilities | 46,116 | 48,300 |
| Customer deposits | 706 | 752 |
| Long-term workers' compensation claims liabilities | 5,235 | 4,021 |
| Long-term workers' compensation claims liabilities for insured claims | 2,438 | 2,464 |
| Deferred income taxes | 4,394 | 3,268 |
| Deferred gain on sale and leaseback | 549 | 671 |
| Commitments and contingencies (Notes 9 and 13) | | |
| Stockholders' equity: | | |
| Preferred stock, \$.01 par value; 500,000 shares authorized; no shares issued and outstanding | - | - |
| Common stock, \$.01 par value; 20,500 shares authorized, 10,583 and 11,127 shares issued and outstanding | 106 | 111 |
| Additional paid-in capital | 30,959 | 38,418 |
| Other comprehensive income (loss) | 25 | (1,516) |
| Retained earnings | 79,532 | 76,735 |
| | <u>110,622</u> | <u>113,748</u> |
| | <u>\$170,060</u> | <u>\$173,224</u> |

The accompanying notes are an integral part of these financial statements.

[Table of Contents](#)**Barrett Business Services, Inc.**

Consolidated Statements of Operations

Years Ended December 31, 2008, 2007 and 2006

(In Thousands, Except Per Share Amounts)

| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
|---|-----------------|------------------|------------------|
| Revenues: | | | |
| Staffing services | \$ 154,565 | \$ 147,221 | \$ 123,500 |
| Professional employer service fees | 125,903 | 141,992 | 135,684 |
| | <u>280,468</u> | <u>289,213</u> | <u>259,184</u> |
| Cost of revenues: | | | |
| Direct payroll costs | 114,440 | 113,450 | 92,676 |
| Payroll taxes and benefits | 85,531 | 87,822 | 83,756 |
| Workers' compensation | 30,887 | 29,031 | 27,199 |
| | <u>230,858</u> | <u>230,303</u> | <u>203,631</u> |
| Gross margin | 49,610 | 58,910 | 55,553 |
| Selling, general and administrative expenses | 36,654 | 34,688 | 31,604 |
| Depreciation and amortization | 1,536 | 1,387 | 1,306 |
| Income from operations | <u>11,420</u> | <u>22,835</u> | <u>22,643</u> |
| Loss on impairment of investments | (3,483) | - | - |
| Other income: | | | |
| Investment income, net | 2,080 | 3,183 | 2,869 |
| Other | (26) | (100) | (22) |
| | <u>2,054</u> | <u>3,083</u> | <u>2,847</u> |
| Income before income taxes | 9,991 | 25,918 | 25,490 |
| Provision for income taxes | 3,728 | 9,112 | 9,154 |
| Net income | <u>\$ 6,263</u> | <u>\$ 16,806</u> | <u>\$ 16,336</u> |
| Basic earnings per share | <u>\$.58</u> | <u>\$ 1.49</u> | <u>\$ 1.46</u> |
| Weighted average number of basic shares outstanding | <u>10,861</u> | <u>11,247</u> | <u>11,194</u> |
| Diluted earnings per share | <u>\$.56</u> | <u>\$ 1.44</u> | <u>\$ 1.40</u> |
| Weighted average number of diluted shares outstanding | <u>11,120</u> | <u>11,654</u> | <u>11,671</u> |

The accompanying notes are an integral part of these financial statements.

Barrett Business Services, Inc.

Consolidated Statements of Stockholders' Equity

Years Ended December 31, 2008, 2007 and 2006

(In Thousands)

| | Common Stock | | Additional Paid-in Capital | Other Comprehensive Income (Loss) | Retained Earnings | Total |
|---|--------------|--------|----------------------------------|---|----------------------|------------|
| | Shares | Amount | | | | |
| Balance, December 31, 2005 | 11,047 | \$ 110 | \$ 38,382 | \$ (279) | \$ 47,637 | \$ 85,850 |
| Common stock issued for acquisition | 20 | - | 167 | - | - | 167 |
| Common stock issued on exercise of options | 186 | 2 | 519 | - | - | 521 |
| Tax benefit of stock option exercises | - | - | 1,579 | - | - | 1,579 |
| Cash dividend on common stock | - | - | - | - | (788) | (788) |
| Unrealized holding gains on marketable securities, net of tax | - | - | - | 35 | - | 35 |
| Net income | - | - | - | - | 16,336 | 16,336 |
| Balance, December 31, 2006 | 11,253 | 112 | 40,647 | (244) | 63,185 | 103,700 |
| Common stock issued on exercise of options | 33 | - | 85 | - | - | 85 |
| Tax benefit of stock option exercises | - | - | 289 | - | - | 289 |
| Company repurchase of common stock | (159) | (1) | (2,603) | - | - | (2,604) |
| Cash dividend on common stock | - | - | - | - | (3,256) | (3,256) |
| Unrealized holding losses on marketable securities, net of tax | - | - | - | (1,272) | - | (1,272) |
| Net income | - | - | - | - | 16,806 | 16,806 |
| Balance, December 31, 2007 | 11,127 | 111 | 38,418 | (1,516) | 76,735 | 113,748 |
| Common stock issued on exercise of options | 170 | 2 | 939 | - | - | 941 |
| Tax benefit of stock option exercises | - | - | 69 | - | - | 69 |
| Company repurchase of common stock | (714) | (7) | (8,467) | - | - | (8,474) |
| Cash dividend on common stock | - | - | - | - | (3,466) | (3,466) |
| Recognized loss on impairment of investments | - | - | - | 1,475 | - | 1,475 |
| Unrealized holding gains on marketable securities, net of tax | - | - | - | 66 | - | 66 |
| Net income | - | - | - | - | 6,263 | 6,263 |
| Balance, December 31, 2008 | 10,583 | \$ 106 | \$ 30,959 | \$ 25 | \$ 79,532 | \$ 110,622 |

The accompanying notes are an integral part of these financial statements.

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Barrett Business Services, Inc.
Consolidated Statements of Cash Flows
Years Ended December 31, 2008, 2007 and 2006
(In Thousands)

| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
|--|------------------|------------------|------------------|
| Cash flows from operating activities: | | | |
| Net income | \$ 6,263 | \$ 16,806 | \$ 16,336 |
| Reconciliations of net income to net cash provided by (used in) operating activities: | | | |
| Depreciation and amortization | 1,536 | 1,387 | 1,306 |
| Losses (gains) recognized on marketable securities | 3,554 | 88 | (10) |
| Purchase of marketable securities | (100) | (85) | (165) |
| Proceeds from sales of marketable securities | - | 42 | 110 |
| Gain recognized on sale and leaseback | (122) | (122) | (121) |
| Deferred income taxes | 877 | 4,127 | 3,051 |
| Changes in certain assets and liabilities, net of amounts purchased in acquisitions: | | | |
| Trade accounts receivable, net | 2,284 | (5,345) | (5,000) |
| Prepaid expenses and other | 896 | (396) | 574 |
| Accounts payable | (635) | (29) | 179 |
| Accrued payroll, payroll taxes and related benefits | (1,257) | 181 | 4,722 |
| Other accrued liabilities | (162) | 548 | 156 |
| Workers' compensation claims liabilities | 2,402 | 1,149 | (5,110) |
| Safety incentives liability | (1,285) | (1,608) | (168) |
| Customer deposits and other assets, net | (85) | 548 | (461) |
| Net cash provided by operating activities | <u>14,166</u> | <u>17,291</u> | <u>15,399</u> |
| Cash flows from investing activities: | | | |
| Cash paid for acquisitions, including other direct costs | (5,860) | (14,177) | (4,963) |
| Purchase of property and equipment, net of amounts purchased in acquisitions | (830) | (3,860) | (1,697) |
| Proceeds from sales and maturities of marketable securities | 91,198 | 123,142 | 119,635 |
| Purchase of marketable securities | (55,356) | (130,070) | (165,959) |
| Proceeds from maturities of restricted marketable securities | 3,390 | 3,826 | 3,549 |
| Purchase of restricted marketable securities | (3,341) | (3,960) | (4,124) |
| Net cash provided by (used in) investing activities | <u>29,201</u> | <u>(25,099)</u> | <u>(53,559)</u> |
| Cash flows from financing activities: | | | |
| Proceeds from credit-line borrowings | 5,667 | 6,682 | 2,102 |
| Payments on credit-line borrowings | (5,667) | (6,682) | (2,102) |
| Payments on long-term debt | - | - | (1,442) |
| Proceeds from the exercise of stock options | 941 | 85 | 521 |
| Dividends paid | (3,466) | (3,256) | (788) |
| Repurchase of common stock | (8,474) | (2,604) | - |
| Tax benefit of stock option exercises | 69 | 289 | 1,579 |
| Net cash used in financing activities | <u>(10,930)</u> | <u>(5,486)</u> | <u>(130)</u> |
| Net increase (decrease) in cash and cash equivalents | 32,437 | (13,294) | (38,290) |
| Cash and cash equivalents, beginning of year | <u>9,777</u> | <u>23,071</u> | <u>61,361</u> |
| Cash and cash equivalents, end of year | <u>\$ 42,214</u> | <u>\$ 9,777</u> | <u>\$ 23,071</u> |
| Supplemental schedule of noncash investing activities: | | | |
| Acquisitions of other businesses: | | | |
| Cost of acquisitions in excess of fair market value of net assets acquired | \$ 5,830 | \$ 13,972 | \$ 5,020 |
| Intangible assets acquired | 15 | 80 | 100 |
| Tangible assets acquired | 15 | 125 | 10 |
| Less stock issued in connection with acquisitions | - | - | (167) |
| Net cash paid for acquisitions | <u>\$ 5,860</u> | <u>\$ 14,177</u> | <u>\$ 4,963</u> |

The accompanying notes are an integral part of these financial statements.

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements

1. Summary of Operations and Significant Accounting Policies

Nature of operations

Barrett Business Services, Inc. ("BBSI", the "Company", "our" or "we"), a Maryland corporation, is engaged in providing both staffing and professional employer ("PEO") services to a diversified group of customers through a network of branch offices throughout California, Oregon, Washington, Idaho, Arizona, Utah, Colorado, Maryland, Delaware and North Carolina. Approximately 65%, 72% and 74%, respectively, of our revenue during 2008, 2007 and 2006 were attributable to our California and Oregon operations.

Effective January 1, 2007, the Company formed a wholly owned captive insurance company, Associated Insurance Company for Excess ("AICE"). AICE is a fully licensed captive insurance company holding a certificate of authority from the Arizona Department of Insurance. The purpose of AICE is twofold: (1) to provide access to more competitive and cost effective insurance markets and (2) to provide additional flexibility in cost effective risk management. The captive handles only workers' compensation claims occurring on or after January 1, 2007. During 2007, AICE began to provide general liability insurance coverage for BBSI on an as requested basis by third parties such as landlords and other vendors.

Principles of consolidation

The accompanying financial statements are prepared on a consolidated basis. All significant intercompany account balances and transactions between BBSI, AICE and BBS I, the aircraft subsidiary which owns an aircraft for management's operational travel needs, have been eliminated in consolidation.

Revenue recognition

We recognize revenue as services are rendered by our workforce. Staffing services are engaged by customers to meet short-term and long-term personnel needs. PEO services are normally used by organizations to satisfy ongoing human resource management needs and typically involve contracts with a minimum term of one year, which cover all employees at a particular work site. Our PEO contracts are renewable on an annual basis and typically require 30 days' written notice to cancel or terminate the contract by either party. Our PEO contracts provide for immediate termination upon any default of the client regardless of when notice is given. We report PEO revenues in accordance with the requirements of EITF No. 99-19, "Reporting Revenues Gross as a Principal Versus Net as an Agent", which requires us to report such revenues on a net basis because we are not the primary obligor for the services provided by our PEO clients to their customers pursuant to our PEO contracts. Consequently, our PEO service fee revenues represent the gross margin generated from our PEO services after deducting the amounts invoiced to PEO customers for direct payroll expenses such as salaries, wages, health insurance and employee out-of-pocket expenses incurred incidental to employment and safety incentives. These amounts are also excluded from cost of revenues. PEO service fees also include amounts invoiced to our clients for employer payroll-related taxes and workers' compensation coverage.

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

1. Summary of Operations and Significant Accounting Policies (Continued)

Cost of revenues

Our cost of revenues for staffing services is comprised of direct payroll costs, employer payroll related taxes and employee benefits and workers' compensation. Our cost of revenues for PEO services includes employer payroll related taxes and workers' compensation. Direct payroll costs represent the gross payroll earned by staffing services employees based on salary or hourly wages. Payroll taxes and employee benefits consist of the employer's portion of Social Security and Medicare taxes, federal unemployment taxes, state unemployment taxes and staffing services employee reimbursements for materials, supplies and other expenses, which are paid by our customer. Workers' compensation costs consist primarily of the costs associated with our self-insured workers' compensation program, such as claims reserves, claims administration fees, legal fees, state and federal administrative agency fees and excess insurance premiums for catastrophic injuries.

We also maintain separate workers' compensation insurance policies for employees working in states where the Company is not self-insured. Safety incentives represent cash incentives paid to certain PEO client companies for maintaining safe-work practices in order to minimize workplace injuries. The incentive is based on a percentage of annual payroll and is paid annually to customers who meet predetermined workers' compensation claims cost objectives.

Cash and cash equivalents

We consider non-restricted short-term investments, which are highly liquid, readily convertible into cash, and have original maturities of less than three months, to be cash equivalents for purposes of the statements of cash flows.

Financial Statement Reclassification

Certain prior year amounts have been reclassified to correct an error in classification, to present variable rate demand notes ("VRDN") and municipal bonds as short-term investments instead of cash and cash equivalents. The Company has revised its consolidated balance sheet as of December 31, 2007 and its consolidated statements of cash flows for the years ended December 31, 2007 and 2006. As a result, the Company's investments in VRDN and municipal bonds in the amount of \$53.0 million at December 31, 2007, which had previously been included in cash and cash equivalents, are presented as investments in the accompanying consolidated balance sheet at December 31, 2007. As a result of this reclassification, the aggregate purchases and proceeds from the sale of these securities for the years ended December 31, 2007 and 2006 will be presented in the consolidated statements of cash flows from investing activities. These reclassifications had no impact on the Company's results of operations, changes in shareholders' equity, or cash flows from operating activities and financing activities.

Our investments in municipal bonds generally consist of bonds from highly rated issuers that are within one to two years of maturity. VRDN are instruments bundled with

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

1. Summary of Operations and Significant Accounting Policies (Continued)**Financial Statement Reclassification (Continued)**

long-term municipal bonds from highly rated issuers that are traded at par value with an interest rate reset weekly at varying intervals. These instruments include provisions whereby the Company can put the instrument back to the issuer.

The Company had historically classified VRDN and municipal bonds as cash and cash equivalents, which was based on the Company's ability to liquidate its holdings on short notice and the limited exposure to market volatility of these investments. While our investment strategy continues to emphasize liquidity and close management of market risk, we believe these reclassifications provide greater transparency as to the components of our short-term investments. The effects of these reclassifications are summarized in the table below.

| (in thousands) | December 31, 2007 | | | December 31, 2006 | | |
|--|------------------------|------------------|-----------------|------------------------|------------------|-----------------|
| | As Originally Reported | Reclassification | As Reclassified | As Originally Reported | Reclassification | As Reclassified |
| Balance Sheet: | | | | | | |
| Cash and cash equivalents | \$ 62,779 | \$ (53,002) | \$ 9,777 | \$ 69,874 | \$ (46,803) | \$ 23,071 |
| Current marketable securities | 1,717 | 48,647 | 50,364 | 3,159 | 42,584 | 45,743 |
| Long-term marketable securities | 417 | 4,355 | 4,772 | 406 | 4,219 | 4,625 |
| Current assets | 106,868 | (4,355) | 102,513 | 111,225 | (4,219) | 107,006 |
| Total assets | 173,224 | - | 173,224 | 162,181 | - | 162,181 |
| Working capital | \$ 58,568 | \$ (4,355) | \$ 54,213 | \$ 64,205 | \$ (4,219) | \$ 59,986 |
| Current ratio | 2.21 | | 2.12 | 2.37 | | 2.28 |
| Statement of cash flows: | | | | | | |
| Purchases of marketable securities | \$ (729) | \$ (129,341) | \$ (130,070) | \$ (2,124) | \$ (163,835) | \$ (165,959) |
| Proceeds from the maturity and sale of marketable securities | - | 123,142 | 123,142 | 2,603 | 117,032 | 119,635 |
| Cash from investment activities | (18,900) | (6,199) | (25,099) | (6,756) | (46,803) | (53,559) |
| Cash and cash equivalents | 62,779 | (53,002) | 9,777 | 69,874 | (46,803) | 23,071 |

Marketable securities

As of December 31, 2008, the Company's marketable securities consisted of tax-exempt municipal securities, Variable Rate Demand Notes (VRDN), closed-end bond funds, equity securities and corporate bonds. We determine the appropriate classification pursuant to Statement of Financial Accounting Standard ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities," of our marketable securities as trading, available-for-sale or held-to-maturity. The Company classifies municipal securities, VRDN and the closed-end bond funds as available for sale; they are reported at fair value with unrealized gains and losses, net of taxes, shown as a component of

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

1. Summary of Operations and Significant Accounting Policies (Continued)

Marketable securities (Continued)

other comprehensive income (loss) in stockholders' equity. Management considers available evidence in evaluating potential impairment of investments, including the duration and extent to which fair value is less than cost and the Company's ability and intent to hold the investments. In the event a loss is determined to be other-than-temporary, the loss will be recognized in the statement of operations. The equity securities are classified as trading and are reported at fair value with unrealized gains and losses, net of taxes, shown as a component of net income. The corporate bonds are classified as held-to-maturity and are reported at amortized cost.

Restricted marketable securities

At December 31, 2008 and 2007, restricted marketable securities consisted primarily of governmental debt instruments with maturities generally from 180 days to two years (see Note 3 and Note 6). At December 31, 2008 and 2007, the approximate fair value of restricted marketable securities equaled their approximate amortized cost. Restricted marketable securities have been categorized as held-to-maturity and, as a result, are stated at amortized cost. Realized gains and losses on sales of restricted marketable securities are included in other income (expense) on our consolidated statements of operations.

Allowance for doubtful accounts

We had an allowance for doubtful accounts of \$409,000 and \$100,000 at December 31, 2008 and 2007, respectively. We must make estimates of the collectibility of accounts receivable. Our management analyzes historical bad debts, customer concentrations, customer credit-worthiness, current economic conditions and changes in customers' payment trends when evaluating the adequacy of the allowance for doubtful accounts. If the financial condition of our customers deteriorates, resulting in an impairment of their ability to make payments, additional allowances may be required.

Income taxes

Our incomes taxes are accounted for using an asset and liability approach. This requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement and tax basis of assets and liabilities at the applicable tax rates. A valuation allowance is recorded against deferred tax assets if, based on the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The determination of our provision for income taxes requires significant judgment, the use of estimates, and the interpretation and application of complex tax laws. Significant judgment is required in assessing the timing and amounts of deductible and taxable items and the probability of sustaining uncertain tax positions. The impact of uncertain tax positions would be recorded in our financial statements only after determining a

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

1. Summary of Operations and Significant Accounting Policies (Continued)

Income taxes (Continued)

more-likely-than-not probability that the uncertain tax positions would withstand challenge, if any, from taxing authorities. As facts and circumstances change, we reassess these probabilities and would record any changes in the financial statements as appropriate. On January 1, 2007, we adopted the provisions of Financial Accounting Standards Board ("FASB") Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"), which sets out the framework by which such judgments are to be made.

Intangibles

We account for acquisitions in accordance with SFAS No. 141(R), "Business Combinations" and SFAS No. 142, "Goodwill and Other Intangible Assets." We perform a goodwill impairment test annually during the fourth quarter and whenever events or circumstances occur indicating that goodwill might be impaired. Our intangible assets are comprised of covenants not to compete and customer related intangibles. Covenants not to compete arising from acquisitions have contractual lives principally ranging from three to five years amortized on a straight-line basis. Customer related intangibles, if material, are amortized over an estimated useful life of three years on a straight-line basis. We performed a goodwill impairment test at December 31, 2008, 2007 and 2006 and determined there was no impairment to our recorded goodwill.

Property and equipment

Property and equipment are stated at cost. Expenditures for maintenance and repairs are charged to operating expense as incurred and expenditures for additions and improvements are capitalized. The cost of assets sold or otherwise disposed of and the related accumulated depreciation are eliminated from the accounts, and any resulting gain or loss is reflected in the consolidated statements of operations.

Depreciation of property and equipment is calculated using either straight-line or accelerated methods over estimated useful lives of the related assets or lease terms, as follows:

| | <u>Years</u> |
|--------------------------------|---------------|
| Building | 39 |
| Office furniture and fixtures | 7 |
| Computer hardware and software | 3-10 |
| Aircraft | 20 |
| Leasehold improvements | Life of lease |

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

1. Summary of Operations and Significant Accounting Policies (Continued)

Workers' compensation claims liabilities

The Company is a self-insured employer for workers' compensation coverage for its employees working in California, Oregon, Maryland, Delaware and Colorado. In the state of Washington, state law allows only our staffing services and management employees to be covered under the Company's self-insured program.

The estimated liability for unsettled workers' compensation claims represents our best estimate, which includes an evaluation of information provided by our internal claims adjusters and our third-party administrators for workers' compensation claims, coupled with management's evaluations of historical claims development and conversion factors and other trends. Included in the claims liabilities are case reserve estimates for reported losses, plus additional amounts for estimated future development of reported claims and incurred but not reported claims (together IBNR). These estimates are continually reviewed and adjustments to liabilities are reflected in current operating results as they become known.

Safety incentives liability

Safety incentives represent cash incentives paid to certain PEO client companies for maintaining safe-work practices in order to minimize workplace injuries. The incentive is based on a percentage of annual payroll and is paid annually to customers who meet predetermined workers' compensation claims cost objectives. Safety incentive payments are made only after closure of all workers' compensation claims incurred during the customer's contract period. The liability is estimated and accrued each month based upon contract year-to-date payroll and the then-current amount of the customer's estimated workers' compensation claims reserves as established by us and our third party administrator.

Customer deposits

We require deposits from certain PEO customers to cover a portion of our accounts receivable due from such customers in the event of default of payment.

Comprehensive income (loss)

Comprehensive income (loss) includes all changes in equity during a period except those that resulted from investments by or distributions to a company's stockholders. Comprehensive income totaled \$7.8 million, \$15.5 million and \$16.4 million for the years ended December 31, 2008, 2007 and 2006, respectively. Other comprehensive income (loss) refers to revenues, expenses, gains and losses that under generally accepted accounting principles are included in comprehensive income (loss), but excluded from net income as these amounts are recorded directly as an adjustment to stockholders' equity.

Our other comprehensive income (loss) is comprised of unrealized holding gains and losses on our publicly traded marketable securities.

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

1. Summary of Operations and Significant Accounting Policies (Continued)**Statements of cash flows**

Interest paid during 2008, 2007 and 2006 did not materially differ from interest expense. Income taxes paid by the Company in 2008, 2007 and 2006 totaled \$2.8 million, \$6.0 million and \$5.4 million, respectively.

Basic and diluted earnings per share

Basic earnings per share are computed based on the weighted average number of common shares outstanding for each year. Diluted earnings per share reflect the potential effects of the exercise of outstanding stock options. Basic and diluted shares outstanding are summarized as follows:

| | Year Ended December 31, | | |
|---|-------------------------|-------------------|-------------------|
| | 2008 | 2007 | 2006 |
| Weighted average number of basic shares outstanding | 10,860,582 | 11,246,721 | 11,194,233 |
| Stock option plan shares to be issued at prices ranging from \$0.97 to \$17.50 per share | 595,261 | 722,447 | 795,592 |
| Less: Assumed purchase at average market price during the period using proceeds received upon exercise of options | (336,129) | (315,060) | (318,901) |
| Weighted average number of diluted shares outstanding | <u>11,119,714</u> | <u>11,654,108</u> | <u>11,670,924</u> |

Accounting estimates

The preparation of our 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 reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates are used for carrying values of marketable securities, allowance for doubtful accounts, deferred income taxes, carrying values for goodwill and property and equipment, accrued workers' compensation liabilities and safety incentive liabilities. Actual results may or may not differ from such estimates.

Recent accounting pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standard ("SFAS") No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value in GAAP, and expands

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

1. Summary of Operations and Significant Accounting Policies (Continued)

Recent accounting pronouncements (Continued)

disclosures about fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years for financial assets and liabilities. The effective date of the provisions of SFAS 157 for non-financial assets and liabilities, except for items recognized at fair value on a recurring basis, was deferred by the FASB Staff Position SFAS 157-2 and are effective for fiscal years beginning after November 15, 2008. The adoption of SFAS 157 for financial assets and liabilities has not had a material effect on our consolidated financial statements. Furthermore, we believe the adoption of SFAS 157 for non-financial assets and liabilities will not have a material effect on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities," ("SFAS 159"). This statement gives the Company the option to elect to carry certain financial assets and liabilities at fair value with change in fair value recorded in earnings. The adoption of SFAS 159 effective January 1, 2008 has not had a material effect on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141(R) "Business Combinations," ("SFAS 141(R)"). SFAS No. 141(R) requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction; establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed; and requires the acquirer to disclose to investors and other users all the information they need to evaluate and understand the nature and financial effect of the business combination. SFAS No. 141(R) is effective for fiscal years beginning after December 15, 2008. We believe the adoption of SFAS No. 141(R) will not have a material effect on our consolidated financial statements.

2. Acquisitions

Effective February 4, 2008, the Company acquired certain assets of First Employment Services, Inc., a privately held staffing company with offices in Tempe and Phoenix, Arizona. The Company paid \$3.8 million in cash upon closing and agreed to pay additional consideration of \$1.2 million in cash contingent upon the first 12 months of financial performance. Management completed the evaluation of the financial performance criteria for the 12-month period during the first quarter of 2009 and determined no additional consideration was due. As of December 31, 2008, the transaction resulted in the recognition of \$3.8 million of goodwill, \$15,000 of other assets and \$15,000 of fixed assets. The Company's consolidated income statements for the year ended December 31, 2008 include First Employment's results of operations since February 4, 2008.

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

2. Acquisitions (Continued)

Effective December 3, 2007, the Company acquired certain assets of Phillips Temps, Inc., a privately held staffing company with an office in downtown Denver, Colorado. The Company paid \$1.6 million in cash for the assets of Phillips Temps and the selling shareholders' noncompete agreements. There was no contingent consideration. The transaction resulted in the recognition of \$1.6 million of goodwill, \$20,000 of other assets and \$8,000 of fixed assets.

Effective July 2, 2007, the Company acquired certain assets of Strategic Staffing, Inc., a privately held staffing services company with five offices in Utah and one office in Colorado Springs, Colorado. The Company paid \$12.0 million in cash for the assets of Strategic Staffing and the selling shareholders' noncompete agreements and agreed to pay additional consideration contingent upon the first 12 months of financial performance. Effective September 2008, subsequent to the financial performance measurement period, we paid an additional \$2.0 million in full satisfaction of the contingent consideration. The transaction resulted in the recognition of \$13.9 million of goodwill, \$60,000 of intangible assets and \$117,000 of fixed assets.

Effective January 1, 2006, we acquired certain assets of Pro HR, LLC, a privately-held PEO company with offices in Boise and Rexburg, Idaho and Grand Junction, Colorado. We paid \$4.0 million in cash for the assets of Pro HR and the selling shareholders' noncompete agreements and agreed to pay up to \$1.5 million additional cash based upon the level of financial performance achieved by the Pro HR offices during calendar 2006. Subsequent to the financial performance measurement period, the Company paid in full \$1.5 million of additional contingent consideration. The transaction resulted in \$5.4 million of goodwill, \$100,000 of other assets and \$10,000 of fixed assets.

Pro Forma Results of Operations (Unaudited)

The operating results of the Strategic Staffing, Phillips Temps and First Employment Services acquisitions are included in our results of operations since their respective dates of acquisition. The following unaudited summary presents the combined results of operations as if the Strategic Staffing, Phillips Temps and First Employment Services acquisitions had occurred at the beginning of 2007, after giving effect to certain adjustments for the amortization of intangible assets, taxation and cost of capital.

| (in thousands, except per share amounts) | Year ended December 31, | |
|--|----------------------------|-----------|
| | 2008 | 2007 |
| Revenue | \$281,120 | \$324,561 |
| Net income | \$ 6,305 | \$ 18,316 |
| Basic earnings per share | \$.58 | \$ 1.63 |
| Diluted earnings per share | \$.57 | \$ 1.57 |

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

2. Acquisitions (Continued)

Pro Forma Results of Operations (Unaudited) (Continued)

The unaudited pro forma results above have been prepared for comparative purposes only and do not purport to be indicative of what would have occurred had the acquisitions been made as of January 1, 2007, or of results which may occur in the future.

3. Fair Value of Financial Instruments and Concentration of Credit Risk

All of our financial instruments are recognized in our balance sheet. Carrying values approximate fair market value of most financial assets and liabilities. The fair market value of restricted marketable securities consisting primarily of U.S. Treasury bills and municipal bonds was recorded at amortized cost which approximates market value for similar instruments. The interest rates on our restricted marketable security investments approximate current market rates for these types of investments; therefore, the recorded value of the restricted marketable securities approximates fair market value.

Financial instruments that potentially subject us to concentration of credit risk consist primarily of temporary cash investments, marketable securities, restricted marketable securities and trade accounts receivable. We restrict investment of temporary cash investments and marketable securities to financial institutions with high credit ratings and to investments in governmental debt instruments. Credit risk on trade receivables is minimized as a result of the large and diverse nature of our customer base. At December 31, 2008, we had significant concentrations of credit risk as follows:

- Cash and cash equivalents—approximately \$37.5 million of the Company's cash and cash equivalents at December 31, 2008 were invested in tax-exempt money market funds.
- Marketable securities—All investments are held in publicly-traded securities, which includes \$16.8 million, at fair value, in municipal bonds.
- Trade receivables—Trade receivables from two customers aggregated \$1.1 million at December 31, 2008 (3% of trade receivables outstanding at December 31, 2008).
- Restricted marketable securities—\$1.4 million of restricted marketable securities at December 31, 2008 consisted of U.S. Treasury bills and U.S. Treasury notes.

4. Fair Value Measurement

The Company has determined that its marketable securities should be presented at their fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company has determined that its closed-end bond funds and equity securities components of its marketable securities fall into the Level 1 category, which values

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

4. Fair Value Measurement (Continued)

assets at the quoted prices in active markets for the same identical assets. The Company has also determined its municipal bonds and variable rate demand notes components fall into the Level 2 category, which values assets using inputs other than quoted prices that are observable for the asset either directly or indirectly. At December 31, 2008, the Company held no assets or liabilities where Level 3 valuation techniques were used and there were no assets and liabilities measured at fair value on a non-recurring basis.

Marketable securities consist of the following (in thousands):

| | December 31, 2008 | | | December 31, 2007 | | |
|----------------------------|-------------------|--|---------------|-------------------|--|-----------------|
| | Cost | Gross Unrealized Gains (Losses) | Fair Value | Cost | Gross Unrealized Gains (Losses) | Fair Value |
| Current: | | | | | | |
| Trading: | | | | | | |
| Equity securities | \$ 349 | \$ (92) | \$ 257 | \$ 249 | \$ (72) | \$ 177 |
| Available-for-sale: | | | | | | |
| Municipal bonds | 16,704 | 55 | 16,759 | 18,349 | - | 18,349 |
| Variable rate demand notes | 401 | - | 401 | 30,298 | - | 30,298 |
| Closed-end bond funds | 491 | 60 | 551 | 3,995 | (2,455) | 1,540 |
| | <u>17,945</u> | <u>23</u> | <u>17,968</u> | <u>52,891</u> | <u>(2,527)</u> | <u>50,364</u> |
| Long term: | | | | | | |
| Available-for-sale: | | | | | | |
| Municipal bonds | \$ - | \$ - | \$ - | \$ 4,355 | \$ - | \$ 4,355 |
| Held-to-maturity: | | | | | | |
| Corporate bonds | 427 | - | 427 | 417 | - | 417 |
| | <u>\$ 427</u> | <u>\$ -</u> | <u>\$ 427</u> | <u>\$ 4,772</u> | <u>\$ -</u> | <u>\$ 4,772</u> |

During the year ended December 31, 2008, the Company recorded a non-cash, mark-to-market impairment charge of approximately \$3.5 million relating to its investment in four closed-end bond funds. The conclusion to record the impairment charge was based on the continued decline in the market value of the bond funds, as well as reductions in dividends paid by the funds and the decline in the value of the underlying assets held in the funds reported in recent months by the funds' investment manager. The Company recorded no income tax benefit on this impairment charge given the uncertainty of the Company's ability to generate future taxable investment gains required to utilize these investment losses. Prior to the Company recording the impairment charge the decline in market value was carried net of tax in other comprehensive loss.

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

5. Property and Equipment

Property and equipment consist of the following (in thousands):

| | December 31, | |
|--|------------------|------------------|
| | 2008 | 2007 |
| Building | \$ 9,184 | \$ 9,035 |
| Office furniture and fixtures | 5,036 | 4,424 |
| Computer hardware and software | 4,648 | 4,644 |
| Aircraft | 3,885 | 3,869 |
| | <u>22,753</u> | <u>21,972</u> |
| Less accumulated depreciation and amortization | 8,355 | 6,941 |
| | <u>14,398</u> | <u>15,031</u> |
| Land | 1,105 | 1,105 |
| | <u>\$ 15,503</u> | <u>\$ 16,136</u> |

6. Workers' Compensation Claims

We are a self-insured employer with respect to workers' compensation coverage for all our employees (including employees subject to PEO contracts) working in California, Oregon, Maryland, Delaware and Colorado. In the state of Washington, state law allows only our staffing services and management employees to be covered under the Company's self-insured workers' compensation program.

We have provided a total of \$15.1 million and \$12.7 million at December 31, 2008 and 2007, respectively, as an estimated liability for unsettled workers' compensation claims liabilities. The estimated liability for unsettled workers' compensation claims represents our best estimate, which includes an evaluation of information provided by our internal claims adjusters and our third-party administrators for workers' compensation claims, coupled with management's evaluations of historical claims development and conversion factors and other trends. Included in the claims liabilities are case reserve estimates for reported losses, plus additional amounts for estimated future development of reported claims and incurred but not reported claims (together IBNR). These estimates are continually reviewed and adjustments to liabilities are reflected in current operating results as they become known.

Liabilities incurred for work-related employee fatalities and for severely injured workers, as determined by the state in which the accident occurred, are recorded either at an agreed lump-sum settlement amount or the net present value of future fixed and determinable payments over the actuarially determined remaining life expectancy of the beneficiary, discounted at a rate that approximates a long-term, high-quality corporate bond rate.

Concurrent with the formation of AICE, our wholly owned fully licensed captive insurance company, we increased our excess workers' compensation insurance retention from

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

6. Workers' Compensation Claims (Continued)

\$1.0 million per occurrence to \$5.0 million per occurrence in all our self-insured states, except for Maryland and Colorado where our retention is at \$1.0 million per occurrence. During 2006, we maintained excess workers' compensation insurance to limit our self-insurance exposure to \$1.0 million per occurrence in all states. We present our accrued liabilities for workers' compensation claims on a gross basis along with a corresponding receivable from our insurers, as we are the primary obligor for payment of the related insured claims. We maintain excess workers' compensation insurance coverage with America International Group ("AIG") between \$5.0 million and \$15.0 million per occurrence, except in Maryland and Colorado, where coverage with AIG is between \$1.0 million and \$25.0 million per occurrence. AIG's exposure to subprime mortgage securities and recent disruptions in the U.S. financial markets has adversely impacted AIG. However, AIG's commercial insurance subsidiary had funds in excess of loss reserves at December 31, 2008 and continues to be a fully accepted insurance carrier for all major brokers. As a result, we do not expect these recent developments to have a material impact on our insurance coverage with AIG. However, we will continue our past practice of evaluating the financial capacity of our insurers to assess the recoverability of the related insurer receivables.

At December 31, 2008, our long-term workers' compensation claims liabilities in the accompanying balance sheet included \$544,000 for work-related fatalities. The aggregate undiscounted pay-out amount related to the catastrophic injuries and fatalities is \$783,000. The discount rates applied to the discounted liabilities range from 4.88% to 9.00%. These rates represented the then-current rates for high quality long-term debt securities available at the date of loss with maturities equal to the length of the pay-out period to the beneficiaries. The actuarially determined pay-out periods to the beneficiaries range from 8 to 32 years.

The states of Oregon, Maryland, Washington, Delaware and Colorado require us to maintain specified investment balances or other financial instruments, totaling \$9.0 million at December 31, 2008 and \$7.7 million at December 31, 2007, to cover potential claims losses. In partial satisfaction of these requirements, at December 31, 2008, we have provided standby letters of credit and a surety bond totaling \$6.8 million. The investments are included in restricted marketable securities and workers' compensation deposits in the accompanying balance sheets. We participate in California's alternative security program requiring us to pay the State an annual fee, which is determined by several factors, including the amount of a calculated future security deposit and our overall credit rating. The annual fee paid to the State of California for 2008, 2007 and 2006 was \$215,000, \$217,000 and \$283,000, respectively.

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

6. Workers' Compensation Claims (Continued)

The following table summarizes the aggregate workers' compensation reserve activity (in thousands):

| | Year Ended December 31, | | |
|--|-------------------------|---------------|---------------|
| | 2008 | 2007 | 2006 |
| Balance at January 1, | | | |
| Workers' compensation claims liabilities | \$12,741 | \$12,374 | \$17,369 |
| Claims expense accrual: | | | |
| Current year | 13,584 | 11,986 | 7,195 |
| Prior years | 3,130 | 351 | 555 |
| | <u>16,714</u> | <u>12,337</u> | <u>7,750</u> |
| Claims payments related to: | | | |
| Current year | 2,805 | 2,894 | 3,486 |
| Prior years | 11,566 | 9,076 | 9,259 |
| | <u>14,371</u> | <u>11,970</u> | <u>12,745</u> |
| Balance at December 31, | | | |
| Workers' compensation claims liabilities | \$15,084 | \$12,741 | \$12,374 |
| Incurred but not reported (IBNR) | \$ 6,337 | \$ 5,837 | \$ 6,923 |

7. Credit Facility

We entered into a new Credit Agreement (the "Credit Agreement") with our principal bank, effective July 1, 2008. The Credit Agreement provides for an unsecured revolving credit facility of up to \$7.0 million, which includes a subfeature under the line of credit for standby letters of credit up to \$7.0 million. The interest rate on advances, will be, at our discretion, either (i) equal to the prime rate or (ii) LIBOR plus 1.50%. The Credit Agreement expires July 1, 2009.

Pursuant to the Credit Agreement, we are required to maintain compliance with the following financial covenants: (1) net income after taxes not less than \$1.00 (one dollar) on an annual basis, determined as of each fiscal year end, and (2) pre-tax profit not less than \$1.00 (one dollar) on a quarterly basis, determined as of each fiscal quarter end. We were in compliance with these covenants as of December 31, 2008. We had letters of credit totaling approximately \$6.7 million outstanding at December 31, 2008, primarily in connection with various deposit requirements for our self-insured workers' compensation programs. As of December 31, 2008, we had approximately \$323,000 available under our \$7.0 million credit facility.

During the year ended December 31, 2008, the maximum balance outstanding under the revolving credit facility was \$1.2 million, the weighted average outstanding balance for the 15 days in which the Company had drawn against the facility was \$749,000, and the

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

7. Credit Facility (Continued)

weighted average interest rate during the period was 5.93%. The weighted average interest rate during 2008 was calculated using daily weighted averages.

8. 401(k) Savings Plan

We have a Section 401(k) Retirement Savings Plan for the benefit of our eligible employees. All staffing and management employees 21 years of age or older become eligible to participate in the savings plan upon completion of 1,000 hours of service in any consecutive 12-month period following the initial date of employment. Employees covered under a PEO arrangement may participate in the plan at the sole discretion of the PEO client. The determination of discretionary Company contributions to the plan, if any, is at the sole discretion of our Board of Directors. No discretionary company contributions were made to the plan for the years ended December 31, 2008, 2007 and 2006.

Beginning in 2006, we made matching contributions to the 401(k) plan under a safe harbor provision, whereby the Company matches 100% of contributions by management and staffing employees up to 3% of each participating employee's annual compensation; and 50% of the employee's contributions up to an additional 2% of annual compensation. We made \$528,000, \$488,000 and \$413,000 in matching contributions during 2008, 2007 and 2006, respectively. Participants' interests in Company safe harbor contributions to the plan are fully vested when made.

9. Commitments

Lease commitments

We lease office space for our branch offices under operating lease agreements that require minimum annual payments as follows (in thousands):

| <u>Year ending December 31,</u> | |
|-------------------------------------|----------------|
| 2009 | \$ 2,610 |
| 2010 | 1,903 |
| 2011 | 1,152 |
| 2012 | 498 |
| 2013 | 175 |
| Thereafter | 8 |
| | <u>\$6,346</u> |

Rent expense for the years ended December 31, 2008, 2007 and 2006 was approximately \$3.0 million, \$2.5 million and \$2.2 million, respectively.

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

10. Income Taxes

The provisions for income taxes are as follows (in thousands):

| | Year ended December 31, | | |
|-----------------|-------------------------|-----------------|-----------------|
| | 2008 | 2007 | 2006 |
| Current: | | | |
| Federal | \$3,298 | \$3,826 | \$4,980 |
| State | (342) | 1,160 | 1,146 |
| | <u>2,956</u> | <u>4,986</u> | <u>6,126</u> |
| Deferred: | | | |
| Federal | 665 | 3,368 | 2,472 |
| State | 107 | 758 | 556 |
| | <u>772</u> | <u>4,126</u> | <u>3,028</u> |
| Total provision | <u>\$3,728</u> | <u>\$ 9,112</u> | <u>\$ 9,154</u> |

Deferred income tax liabilities are comprised of the following components (in thousands):

| | December 31, | |
|---|-------------------|-----------------|
| | 2008 | 2007 |
| Gross deferred income tax assets: | | |
| Workers' compensation claims liabilities | \$ 1,721 | \$ 1,028 |
| Safety incentives payable | 1,437 | 1,873 |
| Allowance for doubtful accounts | 160 | 29 |
| Deferred compensation | 258 | 102 |
| Tax effect of unrealized losses, net | 1,348 | 1,002 |
| Capital loss carryforward | 98 | 122 |
| Other | 317 | 134 |
| | <u>5,339</u> | <u>4,290</u> |
| Less valuation allowance | <u>1,464</u> | <u>-</u> |
| | <u>3,875</u> | <u>4,290</u> |
| Gross deferred income tax liabilities: | | |
| Tax depreciation in excess of book depreciation | (1,003) | (813) |
| Amortization of intangibles | (4,893) | (3,607) |
| | <u>(5,896)</u> | <u>(4,420)</u> |
| Net deferred income tax liabilities | <u>\$ (2,021)</u> | <u>\$ (130)</u> |

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

10. Income Taxes (Continued)

The effective tax rate differed from the U.S. statutory federal tax rate due to the following:

| | Year ended December 31, | | |
|--|----------------------------|--------------|--------------|
| | 2008 | 2007 | 2006 |
| Statutory federal tax rate | 34.0% | 35.0% | 35.0% |
| State taxes, net of federal benefit | (1.5) | 4.8 | 4.3 |
| Valuation allowance on loss on impairment of investments | 14.6 | - | - |
| Adjustment for final positions on filed returns | (3.0) | - | - |
| Nondeductible expenses and other, net | 1.8 | (.9) | (.5) |
| Federal tax-exempt interest income | (4.8) | (2.9) | (2.6) |
| Federal tax credits | (3.8) | (.8) | (.3) |
| | <u>37.3%</u> | <u>35.2%</u> | <u>35.9%</u> |

During 2008, the Company established a valuation allowance for certain deferred tax assets due to uncertainties regarding the Company's ability to generate future taxable investment gains in order to utilize certain investment impairment losses and investment loss carry forwards for tax purposes. The realization of a significant portion of net deferred tax assets is based in part on our estimates of the timing of reversals of certain temporary differences and on the generation of taxable income before such reversals. At December 31, 2008, we maintained a valuation allowance for approximately \$1.5 million of federal and state tax benefits that are not expected to be utilized.

On January 1, 2007, we adopted the provisions of FIN 48. FIN 48 clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. This adoption did not have an impact on our consolidated financial statements. As of December 31, 2008 and at December 31, 2007, we had no unrecognized tax benefits.

11. Stock Incentive Plans

The Company's 2003 Stock Incentive Plan (the "2003 Plan"), which provides for stock-based awards to our employees, non-employee directors and outside consultants or advisors, was approved by shareholders on May 14, 2003. No options have been issued to outside consultants or advisors. The number of shares of common stock reserved for issuance under the 2003 Plan is 600,000. No new grants of stock options may be made under our 1993 Stock Incentive Plan (the "1993 Plan"). At December 31, 2008, there were option awards covering 190,500 shares outstanding under the 1993 Plan, which to the extent they are terminated unexercised, are carried over to the 2003 Plan as shares authorized to be issued under the 2003 Plan. Outstanding options under both plans were generally exercisable in four equal annual installments beginning one year after the date

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

11. Stock Incentive Plans (Continued)

of grant and expire ten years after the date of grant, however, effective with the close of business on December 30, 2005, the compensation committee of the Board of Directors accelerated the vesting of all outstanding stock options. Outstanding options which were issued after December 30, 2005 are exercisable in four equal annual installments beginning one year after the date of the grant.

The Company applies SFAS No. 123R, "Share-Based Payment" ("SFAS 123R"), to account for compensation expense for options awarded under its stock incentive plans. SFAS 123R requires the grant-date fair value of all share-based payment awards, including employee stock options, to be recognized as employee compensation expense over the requisite service period.

A summary of the status of the Company's stock options at December 31, 2008, 2007 and 2006, together with changes during the periods then ended, are presented below:

| | Number of options | Weighted average exercise price |
|--|-------------------------|--|
| Outstanding at December 31, 2005 | 925,354 | |
| Options exercised | (186,051) | \$ 2.60 |
| Outstanding at December 31, 2006 | 739,303 | |
| Options exercised | (32,712) | 2.55 |
| Outstanding at December 31, 2007 | 706,591 | |
| Options granted at market price | 10,000 | 11.97 |
| Options exercised | (215,585) | 6.85 |
| Outstanding at December 31, 2008 | 501,006 | |
| Available for grant at December 31, 2008 | <u>83,877</u> | |

The following table presents information on stock options outstanding for the years ended December 31, 2008 and 2007:

| (in thousands, except share data) | Year Ended December 31, | |
|--|-------------------------|------------|
| | 2008 | 2007 |
| Intrinsic value of options exercised in the period | \$ 1,325 | \$ 724 |
| | As of December 31, | |
| | 2008 | 2007 |
| Stock options: | | |
| Number of options | 501,006 | 706,591 |
| Options fully vested and currently exercisable | 491,006 | 706,591 |
| Weighted average exercise price | \$ 6.85 | \$ 7.32 |
| Aggregate intrinsic value | \$ 2,492 | \$ 7,553 |
| Weighted average contractual term of options | 5.03 years | 5.76 years |

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

11. Stock Incentive Plans (Continued)

The fair value of the stock-based awards as determined under the Black-Scholes option-pricing model, granted in 2008, was estimated with the following weighted-average assumptions:

| | 2008 |
|-------------------------|-------------|
| Expected volatility | 61.5% |
| Risk free interest rate | 1.7% |
| Expected dividend yield | 2.7% |
| Expected term | 7.27 years |

There were no stock options granted during 2007 and 2006. Total fair value of options granted at market price was calculated as \$49,000 for the year ended December 31, 2008. There were no options granted during 2008 below market price. The weighted average fair value per share of all options granted in 2008 was \$4.91.

The following table summarizes information about stock options outstanding at December 31, 2008:

| <u>Exercise price range</u> | <u>Options outstanding</u> | | | <u>Options exercisable</u> | |
|-----------------------------|----------------------------|--|--|---|--|
| | <u>Number of shares</u> | <u>Weighted-average exercise price</u> | <u>Weighted-average remaining contractual life (years)</u> | <u>Exercisable at December 31, 2008</u> | <u>Weighted-average exercise price</u> |
| \$2.00 - \$ 2.58 | 279,312 | \$ 2.14 | 3.9 | 279,312 | \$ 2.14 |
| 8.82 - 17.50 | 221,694 | 14.51 | 6.5 | 211,694 | 14.63 |
| | <u>501,006</u> | | | <u>491,006</u> | |

At December 31, 2008, 2007 and 2006, 491,006, 706,591 and 739,303 options were exercisable at weighted average per share exercise prices of \$7.53, \$7.32 and \$7.11, respectively.

12. Stock Repurchase Program

In November 2006, the Board of Directors adopted a new stock repurchase program and authorized the repurchase of up to 500,000 shares from time to time in open market purchases. There were no stock repurchases during 2006. Effective November 2007, the Board increased the authorized number of shares to be repurchased to 1.0 million shares. In October 2008, the Board approved a second increase in the authorized shares to be repurchased up to 3.0 million shares. The repurchase program currently allows for the repurchase of approximately 2.1 million additional shares as of December 31, 2008.

During 2008 and 2007, we repurchased 713,533 and 159,239 shares for weighted average prices of \$11.88 and \$16.35 per share, respectively.

Barrett Business Services, Inc.

Notes to Consolidated Financial Statements (Continued)

13. Litigation

The Company is subject to legal proceedings and claims, which arise in the ordinary course of our business. In the opinion of management, the amount of ultimate liability with respect to currently pending or threatened actions is not expected to materially affect the financial position or results of operations of the Company.

14. Quarterly Financial Information (Unaudited)

(in thousands, except per share amounts and market price per share)

| | First Quarter | Second Quarter | Third Quarter | Fourth Quarter |
|------------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| Year ended December 31, 2006 | | | | |
| Revenues | \$ 58,285 | \$ 64,655 | \$ 69,423 | \$ 66,821 |
| Cost of revenues | 49,242 | 50,466 | 52,755 | 51,168 |
| Net income | 1,357 | 4,188 | 5,562 | 5,229 |
| Basic earnings per share | .12 | .37 | .49 | .46 |
| Diluted earnings per share | .12 | .36 | .48 | .45 |
| Common stock market prices: | | | | |
| High | \$ 27.60 | \$ 27.45 | \$ 22.70 | \$ 25.16 |
| Low | 21.05 | 18.09 | 18.20 | 20.30 |
| Year ended December 31, 2007 | | | | |
| Revenues | \$ 60,588 | \$ 63,886 | \$ 82,908 | \$ 81,831 |
| Cost of revenues | 50,897 | 48,922 | 64,110 | 66,374 |
| Net income | 1,728 | 4,881 | 6,282 | 3,915 |
| Basic earnings per share | .15 | .43 | .56 | .35 |
| Diluted earnings per share | .15 | .42 | .54 | .34 |
| Common stock market prices: | | | | |
| High | \$ 25.15 | \$ 26.70 | \$ 27.70 | \$ 25.75 |
| Low | 21.86 | 22.81 | 22.21 | 15.75 |
| Year ended December 31, 2008 | | | | |
| Revenues | \$ 66,194 | \$ 72,183 | \$ 77,461 | \$ 64,630 |
| Cost of revenues | 57,632 | 58,129 | 62,552 | 52,545 |
| Net income | 91 | 3,250 | 650 | 2,272 |
| Basic earnings per share | .01 | .30 | .06 | .21 |
| Diluted earnings per share | .01 | .29 | .06 | .21 |
| Common stock market prices: | | | | |
| High | \$ 18.85 | \$ 18.02 | \$ 17.96 | \$ 13.28 |
| Low | 14.89 | 11.47 | 10.38 | 9.00 |

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SIGNATURES

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

BARRETT BUSINESS SERVICES, INC.
Registrant

Date: March 13, 2009

By: /s/ James D. Miller
James D. Miller
Vice President-Finance,
Treasurer and Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on the 13th day of March, 2009.

Principal Executive Officer and Director:

/s/ William W. Sherertz
William W. Sherertz
President and Chief Executive Officer and Director

Principal Financial Officer:

/s/ James D. Miller
James D. Miller
Vice President-Finance, Treasurer and Secretary

Majority of Directors:

/s/ Thomas J. Carley
Thomas J. Carley
Director

/s/ James B. Hicks
James B. Hicks, Ph.D.
Director

/s/ Roger L. Johnson
Roger L. Johnson
Director

/s/ Jon L. Justesen
Jon L. Justesen
Director

/s/ Anthony Meeker
Anthony Meeker
Director

EXHIBIT INDEX

- 3.1 Charter of the Registrant, as amended. Incorporated by reference to Exhibit 3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994 (File No. 0-21886).
- 3.2 Bylaws of the Registrant, as amended through November 16, 2007. Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on November 19, 2007.
- The Registrant has incurred long-term indebtedness as to which the amount involved is less than 10 percent of the Registrant's total assets. The Registrant agrees to furnish copies of the instruments relating to such indebtedness to the Commission upon request.
- 10.1 Credit Agreement dated as of July 1, 2005, between the Registrant and Wells Fargo Bank, National Association ("Wells Fargo"), Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed July 7, 2005.
- 10.2 Second Amendment dated as of July 1, 2007, to Credit Agreement dated as of July 1, 2005, between the Registrant and Wells Fargo. Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.
- 10.3 Third Amendment dated as of August 21, 2007 to Credit Agreement dated as of July 1, 2005, between the Registrant and Wells Fargo. Incorporated by reference to Exhibit 10.8 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007.
- 10.4 Fourth Amendment dated as of July 1, 2008, to Credit Agreement dated as of July 1, 2005, between the Registrant and Wells Fargo. Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.
- 10.5 Fifth Amendment dated as of August 19, 2008 to Credit Agreement dated as of July 1, 2005, between the Registrant and Wells Fargo. Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.
- 10.6 Revolving Line of Credit Note dated as of July 1, 2008, in the amount of \$7,000,000 issued to Wells Fargo. Incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.
- 10.7 Second Amended and Restated 1993 Stock Incentive Plan of the Registrant. Incorporated by reference to Exhibit 10.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2001 (File No. 0-21886).*
- 10.8 Form of Indemnification Agreement with each director of the Registrant. Incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1 (No. 33-61804).*
- 10.9 Summary of annual cash incentive bonus award program for executive officers of the Registrant. Incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004.*
- 10.10 2003 Stock Incentive Plan of the Registrant (the "2003 Plan"). Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 0-21886).*

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| | |
|-------|--|
| 10.11 | Form of Incentive Stock Option Agreement under the 2003 Plan. Incorporated by reference to Exhibit 10.11 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003 (the "2003 10-K").* |
| 10.12 | Form of Nonqualified Stock Option Agreement under the 2003 Plan. Incorporated by reference to Exhibit 10.12 to the 2003 10-K.* |
| 10.13 | Form of Incentive Stock Option Agreement relating to July 2005 option grants under the 2003 Plan. Incorporated by reference to Exhibit 10.11 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2005 (the "2005 10-K").* |
| 10.14 | Form of Nonqualified Stock Option Agreement relating to July 2005 option grants under the 2003 Plan. Incorporated by reference to Exhibit 10.12 to the 2005 10-K.* |
| 10.15 | Form of Annual Director Option Agreement for July 2005 option grants under the 2003 Plan. Incorporated by reference to Exhibit 10.14 to the 2005 10-K.* |
| 10.16 | Form of Incentive Stock Option Award Agreement relating to January 2009 option grants under the 2003 Plan.* |
| 10.17 | Form of Employee Nonqualified Stock Option Award Agreement relating to January 2009 option grants under the 2003 Plan.* |
| 10.18 | Form of Non-Employee Director Option Award Agreement relating to January 2009 option grants under the 2003 Plan.* |
| 10.19 | Summary of Compensatory Arrangement with William W. Sherertz. Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.* |
| 10.20 | Employment Agreement between the Registrant and Michael L. Elich, dated September 25, 2001. Incorporated by reference to Exhibit 10.17 to the Registrant's Registration Statement on Form S-2 (Registration No. 333-126496) filed July 11, 2005.* |
| 10.21 | Summary of compensatory arrangements for non-employee directors of the Registrant.* |
| 14 | Code of Business Conduct. Incorporated by reference to Exhibit 14 to the 2003 10-K. |
| 21 | Subsidiaries of the Registrant. |
| 23.1 | Consent of Moss Adams LLP, Independent Registered Public Accounting Firm. |
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a). |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a). |
| 32 | Certification pursuant to 18 U.S.C. Section 1350. |

* Denotes a management contract or a compensatory plan or arrangement.

AWARD AGREEMENT
Under The
Barrett Business Services, Inc.
2003 Stock Incentive Plan

INCENTIVE STOCK OPTION

Corporation: **BARRETT BUSINESS SERVICES, INC.**
8100 N.E. Parkway Drive, Suite 200
Vancouver, Washington 98662

Participant: _____

Date: _____, 20__

Corporation maintains the Barrett Business Services, Inc., 2003 Stock Incentive Plan (the "Plan").

This Award Agreement evidences the grant of an Incentive Stock Option (the "Option") to Participant.

The parties agree as follows:

1. Defined Terms

When used in this Agreement, the following terms have the meaning specified below:

(a) "**Acquiring Person**" means any person or related person or related persons which constitute a "group" for purposes of Section 13(d) and Rule 13d-5 under the Securities Exchange Act of 1934 (the "Exchange Act"), as such Section and Rule are in effect as of the Grant Date; provided, however, that the term Acquiring Person shall not include (i) Corporation or any of its Subsidiaries, (ii) any employee benefit plan of Corporation or any of its Subsidiaries, (iii) any entity holding voting capital stock of Corporation for or pursuant to the terms of any such employee benefit plan, or (iv) any person or group solely because such person or group has voting power with respect to capital stock of Corporation arising from a revocable proxy or consent given in response to a public proxy or consent solicitation made pursuant to the Exchange Act.

(b) "**Change in Control**" means:

(i) A change in control of Corporation of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A as in effect on the Grant Date pursuant to the Exchange Act; provided that, without limitation, such a change in control shall be deemed to have occurred at

such time as any Acquiring Person hereafter becomes the “beneficial owner” (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of 30 percent or more of the combined voting power of Voting Securities; or

(ii) During any period of 12 consecutive calendar months, individuals who at the beginning of such period constitute the Board cease for any reason to constitute at least a majority thereof unless the election, or the nomination for election, by Corporation shareholders of each new director was approved by a vote of at least a majority of the directors then in office who were directors at the beginning of the period; or

(iii) There shall be consummated (i) any consolidation or merger of Corporation in which Corporation is not the continuing or surviving corporation or pursuant to which Voting Securities would be converted into cash, securities, or other property, other than a merger of Corporation in which the holders of Voting Securities immediately prior to the merger have the same proportionate ownership of common stock of the surviving corporation immediately after the merger, or (ii) any sale, lease, exchange, or other transfer (in one transaction or a series of related transactions) of all, or substantially all, of the assets of Corporation; or

(iv) Approval by the shareholders of Corporation of any plan or proposal for the liquidation or dissolution of Corporation.

(c) “**Change in Control Date**” means the first date following the Grant Date on which a Change in Control has occurred.

(d) “**Employer**” means Corporation or a Subsidiary of Corporation.

(e) “**Grant Date**” means the date the Option is granted, which is reflected as the date of this Agreement.

(f) “**Voting Securities**” means Corporation’s issued and outstanding securities ordinarily having the right to vote at elections for director.

Capitalized terms not otherwise defined in this Agreement have the meanings given them in the Plan.

2. Grant of Option

Subject to the terms and conditions of this Agreement and the Plan, Corporation grants to Participant the Option to purchase _____ Shares of Corporation’s common stock at \$_____ per share. *[100 percent of the Fair Market Value of a Share on the date of the grant]*

3. Terms of Option

The Option is subject to all the provisions of the Plan and to the following terms and conditions:

3.1 Term. The term of the Option is ten years from the Grant Date and will automatically terminate on _____, 20___, to the extent not exercised, unless terminated earlier in accordance with this Agreement.

3.2 Time of Exercise. Unless the Option is otherwise terminated or the time of its exercisability is accelerated in accordance with this Agreement, the Option may be exercised from time to time to purchase Shares up to the following limits (based on years after the Grant Date and including any Shares previously purchased pursuant to the Option):

- (a) During the first year - none;
- (b) During the second year - up to 25 percent of the total Shares;
- (c) During the third year - up to 50 percent of the total Shares;
- (d) During the fourth year - up to 75 percent of the total Shares; and
- (e) After the fourth year - 100 percent.

3.3 Employment Requirement. Except as otherwise provided in subsection 3.4 of this Agreement, the Option may not be exercised unless Participant is employed by an Employer continuously for at least one year following the Grant Date, unless employment is terminated by death, Disability, or Retirement. For purposes of this Agreement, "employment" includes periods of illness or other leaves of absence authorized by the Employer. If Participant ceases to be an active employee, the Option will remain exercisable, to the extent the Option had become exercisable on or before the termination date, and the right to exercise the Option will expire at the end of the following periods:

| <u>After Termination On Account Of</u> | <u>Period</u> |
|--|---------------|
| Death | 1 year |
| Retirement | 3 months |
| Disability | 1 year |
| Any other reason | 3 months |

3.4 Acceleration of Exercisability. Notwithstanding the schedule provided in subsection 3.2, the Option will become fully exercisable (unless Participant chooses to decline accelerated Vesting of all or any portion of the Option) upon the occurrence of either:

- (a) Participant's death or termination of employment by reason of Disability or Retirement; or
- (b) A Change in Control Date.

3.5 Method of Exercise. The Option, or any portion thereof, may be exercised, to the extent it has become exercisable pursuant to this Agreement, by delivery of written notice to Corporation stating the number of Shares, form of payment, and proposed date of closing.

3.6 Other Documents. Participant will be required to furnish to Corporation before closing such other documents or representations as Corporation may require to assure compliance with applicable laws and regulations.

3.7 Payment. The exercise price for the Shares purchased upon exercise of the Option must be paid in full at or before closing by one or a combination of the following:

- (a) Payment in cash;
- (b) Delivery of previously acquired Shares having a Fair Market Value equal to the exercise price; or
- (c) Delivery (in a form approved by the Committee) of an irrevocable direction to a securities broker acceptable to the Committee:
 - (i) To sell Shares subject to the Option and to deliver all or a part of the sales proceeds to Corporation in payment of all or a part of the exercise price and withholding taxes due; or
 - (ii) To pledge Shares subject to the Option to the broker as security for a loan and to deliver all or a part of the loan proceeds to Corporation in payment of all or a part of the exercise price and withholding taxes due.

3.8 Previously Acquired Shares. Delivery of previously acquired Shares in full or partial payment for the exercise of the Option will be subject to the following conditions:

- (a) The Shares tendered must be in good delivery form;
- (b) The Fair Market Value of the Shares tendered, together with the amount of cash, if any, tendered must equal or exceed the exercise price of the Option;
- (c) Any Shares remaining after satisfying the payment for the Option will be reissued in the same manner as the Shares tendered; and
- (d) No fractional Shares will be issued and cash will not be paid to the Participant for any fractional Share value not used to satisfy the Option exercise price.

4. Tax Reimbursement

In the event any withholding or similar tax liability is imposed on Corporation in connection with or with respect to any exercise of the Option or the disposition by Participant of the Shares acquired upon exercise of the Option, Participant agrees to pay to Corporation an amount sufficient to provide for such tax liability.

5. Conditions Precedent

Corporation will use its best efforts to obtain approval of the Plan and this Option by any state or federal agency or authority that Corporation determines has jurisdiction. If Corporation determines that any required approval cannot be obtained, this Option will terminate on notice to the Participant to that effect. Without limiting the foregoing, Corporation will not be required to issue any Shares upon exercise of the Option, or any portion thereof, until

Corporation has taken any action required to comply with all applicable federal and state securities laws.

6. Termination for Cause; Competition

6.1 Annulment of Awards. The grant of the Option governed by this Agreement is revocable until Participant becomes entitled to a certificate for Shares in settlement thereof. In the event the employment of Participant is terminated for cause (as defined below), any portion of the Option which is revocable will be annulled as of the date of such termination for cause. For the purpose of this Section 6.1, the term “for cause” will have the meaning set forth in Participant’s employment agreement, if any, or otherwise means any discharge (or removal) for material or flagrant violation of the policies and procedures of the Employer or for other performance or conduct which is materially detrimental to the best interests of Corporation, as determined by the Committee.

6.2 Engaging in Competition With Corporation. If Participant terminates employment with an Employer for any reason whatsoever, and within 18 months after the date thereof accepts employment with any competitor of (or otherwise engages in competition with) Corporation, the Committee, in its sole discretion, may require Participant to return to Corporation the economic value of this Option that is realized or obtained (measured at the date of exercise) by Participant at any time during the period beginning on the date that is six months prior to the date of Participant’s termination of employment with an Employer.

7. Successorship

Subject to restrictions on transferability set forth in the Plan, this Agreement will be binding upon and benefit the parties, their successors and assigns.

8. Notices

Any notices under this Option must be in writing and will be effective when actually delivered personally or, if mailed, when deposited as registered or certified mail directed to the address of Corporation’s records or to such other address as a party may certify by notice to the other party.

9. Arbitration

Any dispute or claim that arises out of or that relates to this Agreement or to the interpretation, breach, or enforcement of this Agreement, must be resolved by mandatory arbitration in accordance with the then effective arbitration rules of Arbitration Service of Portland, Inc., and any judgment upon the award rendered pursuant to such arbitration may be entered in any court having jurisdiction thereof.

10. Attorney Fees

In the event of any suit or action or arbitration proceeding to enforce or interpret any provision of this Agreement (or which is based on this Agreement), the prevailing party will be entitled to recover, in addition to other costs, reasonable attorney fees in connection with such suit, action, arbitration, and in any appeal. The determination of who is the prevailing party and the amount of reasonable attorney fees to be paid to the prevailing party will be decided by the

arbitrator or arbitrators (with respect to attorney fees incurred prior to and during the arbitration proceedings) and by the court or courts, including any appellate courts, in which the matter is tried, heard, or decided, including the court which hears any exceptions made to an arbitration award submitted to it for confirmation as a judgment (with respect to attorney fees incurred in such confirmation proceedings).

BARRETT BUSINESS SERVICES, INC.

By _____
Its _____

Participant

**AWARD AGREEMENT
Under The
Barrett Business Services, Inc.
2003 Stock Incentive Plan**

EMPLOYEE NONQUALIFIED STOCK OPTION

Corporation: **BARRETT BUSINESS SERVICES, INC.**
8100 N.E. Parkway Drive, Suite 200
Vancouver, Washington 98662

Participant: _____

Date: _____, 20__

Corporation maintains the Barrett Business Services, Inc., 2003 Stock Incentive Plan (the "Plan").

This Award Agreement evidences the grant of a Nonqualified Option (the "Option") to Participant.

The parties agree as follows:

1. Defined Terms

When used in this Agreement, the following terms have the meaning specified below:

(a) "**Acquiring Person**" means any person or related person or related persons which constitute a "group" for purposes of Section 13(d) and Rule 13d-5 under the Securities Exchange Act of 1934 (the "Exchange Act"), as such Section and Rule are in effect as of the Grant Date; provided, however, that the term Acquiring Person shall not include (i) Corporation or any of its Subsidiaries, (ii) any employee benefit plan of Corporation or any of its Subsidiaries, (iii) any entity holding voting capital stock of Corporation for or pursuant to the terms of any such employee benefit plan, or (iv) any person or group solely because such person or group has voting power with respect to capital stock of Corporation arising from a revocable proxy or consent given in response to a public proxy or consent solicitation made pursuant to the Exchange Act.

(b) "**Change in Control**" means:

(i) A change in control of Corporation of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A as in effect on the Grant Date pursuant to the Exchange Act; provided that, without limitation, such a change in control shall be deemed to have occurred at

such time as any Acquiring Person hereafter becomes the “beneficial owner” (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of 30 percent or more of the combined voting power of Voting Securities; or

(ii) During any period of 12 consecutive calendar months, individuals who at the beginning of such period constitute the Board cease for any reason to constitute at least a majority thereof unless the election, or the nomination for election, by Corporation shareholders of each new director was approved by a vote of at least a majority of the directors then in office who were directors at the beginning of the period; or

(iii) There shall be consummated (i) any consolidation or merger of Corporation in which Corporation is not the continuing or surviving corporation or pursuant to which Voting Securities would be converted into cash, securities, or other property, other than a merger of Corporation in which the holders of Voting Securities immediately prior to the merger have the same proportionate ownership of common stock of the surviving corporation immediately after the merger, or (ii) any sale, lease, exchange, or other transfer (in one transaction or a series of related transactions) of all, or substantially all, of the assets of Corporation; or

(iv) Approval by the shareholders of Corporation of any plan or proposal for the liquidation or dissolution of Corporation.

(c) “**Change in Control Date**” means the first date following the Grant Date on which a Change in Control has occurred.

(d) “**Employer**” means Corporation or a Subsidiary of Corporation.

(e) “**Grant Date**” means the date the Option is granted, which is reflected as the date of this Agreement.

(f) “**Voting Securities**” means Corporation’s issued and outstanding securities ordinarily having the right to vote at elections for director.

Capitalized terms not otherwise defined in this Agreement have the meanings given them in the Plan.

2. Grant of Option

Subject to the terms and conditions of this Agreement and the Plan, Corporation grants to Participant the Option to purchase _____ Shares of Corporation’s common stock at \$_____ per share. *[100 percent of the Fair Market Value of a Share on the date of grant]*

3. Terms of Option

The Option is subject to all the provisions of the Plan and to the following terms and conditions:

3.1 Term. The term of the Option is ten years from the Grant Date and will automatically terminate on _____, 20__, to the extent not exercised, unless terminated earlier in accordance with this Agreement.

3.2 Time of Exercise. Unless the Option is otherwise terminated or the time of its exercisability is accelerated in accordance with this Agreement, the Option may be exercised from time to time to purchase Shares up to the following limits (based on years after the Grant Date and including any Shares previously purchased pursuant to the Option):

- (a) During the first year - none;
- (b) During the second year - up to 25 percent of the total Shares;
- (c) During the third year - up to 50 percent of the total Shares;
- (d) During the fourth year - up to 75 percent of the total Shares; and
- (e) After the fourth year - 100 percent.

3.3 Employment Requirement. Except as otherwise provided in subsection 3.4 of this Agreement, the Option may not be exercised unless Participant is employed by an Employer continuously for at least one year following the Grant Date, unless employment is terminated by death, Disability, or Retirement. For purposes of this Agreement, "employment" includes periods of illness or other leaves of absence authorized by the Employer. If Participant ceases to be an active employee, the right to exercise the Option, to the extent the Option had become exercisable on or before the termination date, will expire at the end of the following periods:

| <u>After Termination On Account Of</u> | <u>Period</u> |
|--|---------------|
| Death | 1 year |
| Retirement | 3 months |
| Disability | 1 year |
| Any other reason | 3 months |

3.4 Acceleration of Exercisability. Notwithstanding the schedule provided in subsection 3.2, the Option will become fully exercisable (unless Participant chooses to decline accelerated Vesting of all or any portion of the Option) upon the occurrence of either:

- (a) Participant's death or termination of employment by reason of Disability or Retirement; or
- (b) A Change in Control Date.

3.5 Method of Exercise. The Option, or any portion thereof, may be exercised, to the extent it has become exercisable pursuant to this Agreement, by delivery of written notice to Corporation stating the number of Shares, form of payment, and proposed date of closing.

3.6 Other Documents. Participant will be required to furnish to Corporation before closing such other documents or representations as Corporation may require to assure compliance with applicable laws and regulations.

3.7 Payment. The exercise price for the Shares purchased upon exercise of the Option must be paid in full at or before closing by one or a combination of the following:

- (a) Payment in cash;
- (b) Delivery of previously acquired Shares having a Fair Market Value equal to the exercise price; or
- (c) Delivery (in a form approved by the Committee) of an irrevocable direction to a securities broker acceptable to the Committee:
 - (i) To sell Shares subject to the Option and to deliver all or a part of the sales proceeds to Corporation in payment of all or a part of the exercise price and withholding taxes due; or
 - (ii) To pledge Shares subject to the Option to the broker as security for a loan and to deliver all or a part of the loan proceeds to Corporation in payment of all or a part of the exercise price and withholding taxes due.

3.8 Previously Acquired Shares. Delivery of previously acquired Shares in full or partial payment for the exercise of the Option will be subject to the following conditions:

- (a) The Shares tendered must be in good delivery form;
- (b) The Fair Market Value of the Shares tendered, together with the amount of cash, if any, tendered must equal or exceed the exercise price of the Option;
- (c) Any Shares remaining after satisfying the payment for the Option will be reissued in the same manner as the Shares tendered; and
- (d) No fractional Shares will be issued and cash will not be paid to the Participant for any fractional Share value not used to satisfy the Option exercise price.

4. Tax Withholding and Reimbursement

Corporation is authorized to withhold from Participant's other compensation any withholding and payroll taxes imposed on Corporation in connection with or with respect to the exercise or other settlement of the Option (the "Payroll Taxes"). In the event Participant is no longer an employee of an Employer at the time of exercise or there is insufficient other income from which to withhold Payroll Taxes, Participant agrees to pay Corporation an amount sufficient to provide for payment of all Payroll Taxes.

5. Conditions Precedent

Corporation will use its best efforts to obtain approval of the Plan and this Option by any state or federal agency or authority that Corporation determines has jurisdiction. If

Corporation determines that any required approval cannot be obtained, this Option will terminate on notice to the Participant to that effect. Without limiting the foregoing, Corporation will not be required to issue any Shares upon exercise of the Option, or any portion thereof, until Corporation has taken any action required to comply with all applicable federal and state securities laws.

6. Termination for Cause; Competition

6.1 Annulment of Awards. The grant of the Option governed by this Agreement is revocable until Participant becomes entitled to a certificate for Shares in settlement thereof. In the event the employment of Participant is terminated for cause (as defined below), any portion of the Option which is revocable will be annulled as of the date of such termination for cause. For the purpose of this Section 6.1, the term “for cause” will have the meaning set forth in Participant’s employment agreement, if any, or otherwise means any discharge (or removal) for material or flagrant violation of the policies and procedures of the Employer or for other performance or conduct which is materially detrimental to the best interests of Corporation, as determined by the Committee.

6.2 Engaging in Competition With Corporation. If Participant terminates employment with an Employer for any reason whatsoever, and within 18 months after the date thereof accepts employment with any competitor of (or otherwise engages in competition with) Corporation, the Committee, in its sole discretion, may require Participant to return to Corporation the economic value of this Option that is realized or obtained (measured at the date of exercise) by Participant at any time during the period beginning on the date that is six months prior to the date of Participant’s termination of employment with an Employer.

7. Successorship

Subject to restrictions on transferability set forth in the Plan, this Agreement will be binding upon and benefit the parties, their successors and assigns.

8. Notices

Any notices under this Option must be in writing and will be effective when actually delivered personally or, if mailed, when deposited as registered or certified mail directed to the address of Corporation’s records or to such other address as a party may certify by notice to the other party.

9. Arbitration

Any dispute or claim that arises out of or that relates to this Agreement or to the interpretation, breach, or enforcement of this Agreement, must be resolved by mandatory arbitration in accordance with the then effective arbitration rules of Arbitration Service of Portland, Inc., and any judgment upon the award rendered pursuant to such arbitration may be entered in any court having jurisdiction thereof.

10. Attorney Fees

In the event of any suit or action or arbitration proceeding to enforce or interpret any provision of this Agreement (or which is based on this Agreement), the prevailing party will be entitled to recover, in addition to other costs, reasonable attorney fees in connection with such suit, action, arbitration, and in any appeal. The determination of who is the prevailing party and the amount of reasonable attorney fees to be paid to the prevailing party will be decided by the arbitrator or arbitrators (with respect to attorney fees incurred prior to and during the arbitration proceedings) and by the court or courts, including any appellate courts, in which the matter is tried, heard, or decided, including the court which hears any exceptions made to an arbitration award submitted to it for confirmation as a judgment (with respect to attorney fees incurred in such confirmation proceedings).

BARRETT BUSINESS SERVICES, INC.

By _____
Its _____

Participant

**AWARD AGREEMENT
Under The
Barrett Business Services, Inc.
2003 Stock Incentive Plan**

NON-EMPLOYEE DIRECTOR OPTION

Corporation: **BARRETT BUSINESS SERVICES, INC.**
8100 N.E. Parkway Drive, Suite 200
Vancouver, Washington 98662

Participant: _____

Date: _____, 20__

Corporation maintains the Barrett Business Services, Inc., 2003 Stock Incentive Plan (the "Plan").

This Award Agreement evidences the grant of a Nonqualified Option (the "Option") to Participant.

The parties agree as follows:

1. Defined Terms

When used in this Agreement, the following terms have the meaning specified below:

(a) "**Acquiring Person**" means any person or related person or related persons which constitute a "group" for purposes of Section 13(d) and Rule 13d-5 under the Securities Exchange Act of 1934 (the "Exchange Act"), as such Section and Rule are in effect as of the Grant Date; provided, however, that the term Acquiring Person shall not include (i) Corporation or any of its Subsidiaries, (ii) any employee benefit plan of Corporation or any of its Subsidiaries, (iii) any entity holding voting capital stock of Corporation for or pursuant to the terms of any such employee benefit plan, or (iv) any person or group solely because such person or group has voting power with respect to capital stock of Corporation arising from a revocable proxy or consent given in response to a public proxy or consent solicitation made pursuant to the Exchange Act.

(b) "**Change in Control**" means:

(i) A change in control of Corporation of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A as in effect on the Grant Date pursuant to the Exchange Act; provided that, without limitation, such a change in control shall be deemed to have occurred at such time as any Acquiring Person hereafter becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or

indirectly, of 30 percent or more of the combined voting power of Voting Securities; or

(ii) During any period of 12 consecutive calendar months, individuals who at the beginning of such period constitute the Board cease for any reason to constitute at least a majority thereof unless the election, or the nomination for election, by Corporation shareholders of each new director was approved by a vote of at least a majority of the directors then in office who were directors at the beginning of the period; or

(iii) There shall be consummated (i) any consolidation or merger of Corporation in which Corporation is not the continuing or surviving corporation or pursuant to which Voting Securities would be converted into cash, securities, or other property, other than a merger of Corporation in which the holders of Voting Securities immediately prior to the merger have the same proportionate ownership of common stock of the surviving corporation immediately after the merger, or (ii) any sale, lease, exchange, or other transfer (in one transaction or a series of related transactions) of all, or substantially all, of the assets of Corporation; or

(iv) Approval by the shareholders of Corporation of any plan or proposal for the liquidation or dissolution of Corporation.

(c) “**Change in Control Date**” means the first date following the Grant Date on which a Change in Control has occurred.

(d) “**Grant Date**” means the date the Option is granted, which is reflected as the date of this Agreement.

(e) “**Retirement**” means ceasing to be a member of the Board for any reason (other than by removal) after service on the Board for at least 10 years.

(f) “**Voting Securities**” means Corporation’s issued and outstanding securities ordinarily having the right to vote at elections for director.

Capitalized terms not otherwise defined in this Agreement have the meanings given them in the Plan.

2. Grant of Option

Subject to the terms and conditions of this Agreement and the Plan, Corporation grants to Participant the Option to purchase _____ Shares of Corporation’s common stock at \$_____ per share [*100 percent of the Fair Market Value of a Share on the date of grant*].

3. Terms of Option

The Option is subject to all the provisions of the Plan and to the following terms and conditions:

3.1 Term. The term of the Option is ten years from the Grant Date and will automatically terminate on _____, 20__, to the extent not exercised, unless terminated earlier in accordance with this Agreement.

3.2 Time of Exercise. Unless the Option is otherwise terminated or the time of its exercisability is accelerated in accordance with this Agreement, the Option may be exercised from time to time to purchase Shares up to the following limits (based on years after the Grant Date and including any Shares previously purchased pursuant to the Option):

- (a) During the first year - none;
- (b) During the second year - up to 25 percent of the total Shares;
- (c) During the third year - up to 50 percent of the total Shares;
- (d) During the fourth year - up to 75 percent of the total Shares; and
- (e) After the fourth year - 100 percent.

3.3 Continuation as Director. If Participant ceases to be a member of the Board for any reason, the right to exercise the Option, to the extent the Option had become exercisable on or before the termination date, will expire at the end of the following periods:

| <u>After Termination On Account of</u> | <u>Period</u> |
|--|---------------|
| Death | 1 year |
| Retirement | 5 years |
| Disability | 1 year |
| Any other reason | 3 months |

3.4 Acceleration of Exercisability. Notwithstanding the schedule provided in subsection 3.2, the Option will become fully exercisable upon the occurrence of either:

- (a) Participant's death or withdrawal from the Board by reason of Disability or Retirement; or
- (b) A Change in Control Date.

3.5 Method of Exercise. The Option, or any portion thereof, may be exercised, to the extent it has become exercisable pursuant to this Agreement, by delivery of written notice to Corporation stating the number of Shares, form of payment, and proposed date of closing.

3.6 Other Documents. Participant will be required to furnish to Corporation before closing such other documents or representations as Corporation may require to assure compliance with applicable laws and regulations.

3.7 Payment. The exercise price for the Shares purchased upon exercise of the Option must be paid in full at or before closing by one or a combination of the following:

-
- (a) Payment in cash;
 - (b) Delivery of previously acquired Shares having a Fair Market Value equal to the exercise price; or
 - (c) Delivery (in a form approved by the Committee) of an irrevocable direction to a securities broker acceptable to the Committee:
 - (i) To sell Shares subject to the Option and to deliver all or a part of the sales proceeds to Corporation in payment of all or a part of the exercise price; or
 - (ii) To pledge Shares subject to the Option to the broker as security for a loan and to deliver all or a part of the loan proceeds to Corporation in payment of all or a part of the exercise price.

3.8 Previously Acquired Shares. Delivery of previously acquired Shares in full or partial payment for the exercise of the Option will be subject to the following conditions:

- (a) The Shares tendered must be in good delivery form;
- (b) The Fair Market Value of the Shares tendered, together with the amount of cash, if any, tendered must equal or exceed the exercise price of the Option;
- (c) Any Shares remaining after satisfying the payment for the Option will be reissued in the same manner as the Shares tendered; and
- (d) No fractional Shares will be issued and cash will not be paid to the Participant for any fractional Share value not used to satisfy the Option exercise price.

4. Tax Reimbursement

In the event any withholding or similar tax liability is imposed on Corporation in connection with or with respect to any exercise of the Option, Participant agrees to pay to Corporation an amount sufficient to provide for such tax liability.

5. Conditions Precedent

Corporation will use its best efforts to obtain approval of the Plan and this Option by any state or federal agency or authority that Corporation determines has jurisdiction. If Corporation determines that any required approval cannot be obtained, this Option will terminate on notice to Participant to that effect. Without limiting the foregoing, Corporation will not be required to issue any Shares upon exercise of the Option, or any portion thereof, until Corporation has taken any action required to comply with all applicable federal and state securities laws.

6. Successorship

Subject to restrictions on transferability set forth in the Plan, this Agreement will be binding upon and benefit the parties, their successors and assigns.

7. Notices

Any notices under this Option must be in writing and will be effective when actually delivered personally or, if mailed, when deposited as registered or certified mail directed to the address of Corporation's records or to such other address as a party may certify by notice to the other party.

8. Arbitration

Any dispute or claim that arises out of or that relates to this Agreement or to the interpretation, breach, or enforcement of this Agreement, must be resolved by mandatory arbitration in accordance with the then effective arbitration rules of Arbitration Service of Portland, Inc., and any judgment upon the award rendered pursuant to such arbitration may be entered in any court having jurisdiction thereof.

9. Attorney Fees

In the event of any suit or action or arbitration proceeding to enforce or interpret any provision of this Agreement (or which is based on this Agreement), the prevailing party will be entitled to recover, in addition to other costs, reasonable attorney fees in connection with such suit, action, arbitration, and in any appeal. The determination of who is the prevailing party and the amount of reasonable attorney fees to be paid to the prevailing party will be decided by the arbitrator or arbitrators (with respect to attorney fees incurred prior to and during the arbitration proceedings) and by the court or courts, including any appellate courts, in which the matter is tried, heard, or decided, including the court which hears any exceptions made to an arbitration award submitted to it for confirmation as a judgment (with respect to attorney fees incurred in such confirmation proceedings).

BARRETT BUSINESS SERVICES, INC.

By _____
Its _____

Participant

BARRETT BUSINESS SERVICES, INC.

SUMMARY OF COMPENSATION ARRANGEMENTS

NON-EMPLOYEE DIRECTORS

As of January 1, 2009, compensation arrangements for non-employee directors of Barrett Business Services, Inc. (the "Company"), consist of (a) an annual retainer of \$24,000 payable in cash in two equal installments on January 1 and July 1 and (b) stock options of 2,000 shares of Company common stock with an exercise price equal to fair market value at the date of grant (January 16, 2009), vesting in four equal annual installments beginning one year following the date of grant and expiring on January 16, 2019. Each non-employee director is expected to purchase Company common stock in the open market with 40% of his or her annual retainer.

SUBSIDIARIES OF BARRETT BUSINESS SERVICES, INC.

AS OF DECEMBER 31, 2008

| <u>Subsidiary</u> | <u>Jurisdiction of Formation</u> |
|---|----------------------------------|
| Associated Insurance Company for Excess | Arizona |
| BBS I, LLC | Oregon |

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-33487 and 333-105833) of Barrett Business Services, Inc. of our reports dated March 13, 2009 relating to the financial statements and the effectiveness of internal controls over financial reporting, appearing in this Annual Report on Form 10-K of Barrett Business Services, Inc. for the year ended December 31, 2008.

/s/ Moss Adams LLP

Portland, OR
March 13, 2009

CERTIFICATIONS

EXHIBIT 31.1

I, William W. Sherertz, certify that:

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

Date: March 13, 2009

/s/ William W. Sherertz

William W. Sherertz
Chief Executive Officer

CERTIFICATIONS

EXHIBIT 31.2

I, James D. Miller certify that:

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

Date: March 13, 2009

/s/ James D. Miller

James D. Miller
Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Annual Report of Barrett Business Services, Inc. (the "Company") on Form 10-K for the year ended December 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certify, pursuant to 18 U.S.C. § 1350, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ William W. Sherertz

William W. Sherertz
Chief Executive Officer
March 13, 2009

/s/ James D. Miller

James D. Miller
Chief Financial Officer
March 13, 2009