

BARRETT BUSINESS SERVICES INC  
Form 10-Q  
November 08, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

For the Quarterly Period Ended September 30, 2013

Commission File No. 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)

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

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

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

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 Exchange Act). Yes  No

Number of shares of common stock, \$.01 par value, outstanding at October 31, 2013 was 7,165,231 shares.

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## Part I - Financial Information

**Item 1. Financial Statements**

## BARRETT BUSINESS SERVICES, INC.

## Consolidated Balance Sheets

(Unaudited)

(In thousands, except per share amounts)

	September 30, 2013	December 31, 2012
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 34,978	\$ 45,747
Marketable securities	7,108	16,748
Trade accounts receivable, net	98,717	63,921
Income taxes receivable	2,307	0
Prepaid expenses and other	1,444	4,854
Restricted certificates of deposit	63,944	0
Deferred income taxes	8,172	8,148
Total current assets	216,670	139,418
Marketable securities	5,876	9,899
Property, equipment and software, net	20,383	18,489
Restricted marketable securities and workers compensation deposits	10,472	9,726
Other assets	3,132	3,509
Goodwill	47,820	47,820
	\$ 304,353	\$ 228,861
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ 220	\$ 220
Line of credit	0	4,532
Accounts payable	2,721	1,995
Accrued payroll, payroll taxes and related benefits	107,060	69,568
Income taxes payable	0	272
Other accrued liabilities	953	306
Workers compensation claims liabilities	32,068	24,541
Safety incentives liability	11,947	9,842
Total current liabilities	154,969	111,276
Long-term workers compensation claims liabilities	63,912	46,023
Long-term debt	5,108	5,273
Deferred income taxes	10,607	10,607
Customer deposits and other long-term liabilities	1,789	1,786
Commitments and contingencies		
Stockholders equity:		
Preferred stock, \$.01 par value; 500 shares authorized; no shares issued and outstanding	0	0
Common stock, \$.01 par value; 20,500 shares authorized, 7,165 and 7,017 shares issued and outstanding	72	70

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Additional paid-in capital	5,456	913
Accumulated other comprehensive (loss) income	(16)	23
Retained earnings	62,456	52,890
	67,968	53,896
	\$ 304,353	\$ 228,861

The accompanying notes are an integral part of these financial statements

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## BARRETT BUSINESS SERVICES, INC.

## Consolidated Statements of Operations

(Unaudited)

(In thousands, except per share amounts)

	Three Months Ended September 30,	
	2013	2012
<b>Revenues:</b>		
Professional employer service fees	\$ 106,244	\$ 74,874
Staffing services	41,727	36,195
<b>Total revenues</b>	<b>147,971</b>	<b>111,069</b>
<b>Cost of revenues:</b>		
Direct payroll costs	31,585	27,158
Payroll taxes and benefits	57,977	42,915
Workers compensation	28,223	19,432
<b>Total cost of revenues</b>	<b>117,785</b>	<b>89,505</b>
Gross margin	30,186	21,564
Selling, general and administrative expenses	16,808	12,745
Depreciation and amortization	521	372
<b>Income from operations</b>	<b>12,857</b>	<b>8,447</b>
<b>Other income (expense):</b>		
Investment income, net	154	172
Interest expense	(48)	(10)
Other	3	(6)
<b>Other income</b>	<b>109</b>	<b>156</b>
<b>Income before income taxes</b>	<b>12,966</b>	<b>8,603</b>
Provision for income taxes	3,972	2,791
<b>Net Income</b>	<b>\$ 8,994</b>	<b>\$ 5,812</b>
<b>Basic earnings per common share</b>	<b>\$ 1.26</b>	<b>\$ .83</b>
<b>Weighted average number of basic common shares outstanding</b>	<b>7,150</b>	<b>7,007</b>
<b>Diluted earnings per common share</b>	<b>\$ 1.21</b>	<b>\$ .81</b>
<b>Weighted average number of diluted common shares outstanding</b>	<b>7,425</b>	<b>7,184</b>
<b>Cash dividends per common share</b>	<b>\$ .13</b>	<b>\$ .11</b>

The accompanying notes are an integral part of these financial statements

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## BARRETT BUSINESS SERVICES, INC.

## Consolidated Statements of Operations

(Unaudited)

(In thousands, except per share amounts)

	Nine Months Ended September 30,	
	2013	2012
<b>Revenues:</b>		
Professional employer service fees	\$ 281,556	\$ 196,198
Staffing services	106,764	92,793
<b>Total revenues</b>	<b>388,320</b>	<b>288,991</b>
<b>Cost of revenues:</b>		
Direct payroll costs	80,492	69,653
Payroll taxes and benefits	170,583	125,239
Workers compensation	75,022	49,637
<b>Total cost of revenues</b>	<b>326,097</b>	<b>244,529</b>
Gross margin	62,223	44,462
Selling, general and administrative expenses	43,113	33,058
Depreciation and amortization	1,487	1,076
<b>Income from operations</b>	<b>17,623</b>	<b>10,328</b>
<b>Other income (expense):</b>		
Investment income, net	499	613
Interest expense	(191)	(23)
Other	(2)	(22)
<b>Other income</b>	<b>306</b>	<b>568</b>
<b>Income before income taxes</b>	<b>17,929</b>	<b>10,896</b>
Provision for income taxes	5,598	3,554
<b>Net Income</b>	<b>\$ 12,331</b>	<b>\$ 7,342</b>
Basic earnings per common share	\$ 1.74	\$ .92
Weighted average number of basic common shares outstanding	7,085	7,959
Diluted earnings per common share	\$ 1.67	\$ .91
Weighted average number of diluted common shares outstanding	7,371	8,069
Cash dividends per common share	\$ .39	\$ .33



The accompanying notes are an integral part of these financial statements

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BARRETT BUSINESS SERVICES, INC.

Consolidated Statements of Comprehensive Income

(Unaudited)

(In thousands)

	Three Months Ended September 30,	
	2013	2012
Net income	\$ 8,994	\$ 5,812
Unrealized gains (losses) on marketable securities, net of tax of \$5 and \$(12) in 2013 and 2012, respectively	7	(19)
<b>Comprehensive income</b>	<b>\$ 9,001</b>	<b>\$ 5,793</b>

	Nine Months Ended September 30,	
	2013	2012
Net income	\$ 12,331	\$ 7,342
Unrealized (losses) gains on marketable securities, net of tax of \$(25) and \$15 in 2013 and 2012, respectively	(39)	24
<b>Comprehensive income</b>	<b>\$ 12,292</b>	<b>\$ 7,366</b>

The accompanying notes are an integral part of these financial statements

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## BARRETT BUSINESS SERVICES, INC.

## Consolidated Statements of Stockholders' Equity

Nine Months Ended September 30, 2013 and 2012

(Unaudited)

(In thousands)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Shares	Amount				
Balance, December 31, 2011	9,871	\$ 99	\$ 20,943	\$ (34)	\$ 80,647	\$ 101,655
Common stock issued on exercise of options	128	1	1,767	0	0	1,768
Stock option compensation expense, net of tax	0	0	490	0	0	490
Tax benefit of stock option exercises	0	0	259	0	0	259
Repurchase of common stock	(2,986)	(30)	(22,864)	0	(37,338)	(60,232)
Cash dividends on common stock	0	0	0	0	(2,639)	(2,639)
Unrealized holding gains on marketable securities, net of tax	0	0	0	24	0	24
Net income	0	0	0	0	7,342	7,342
<b>Balance, September 30, 2012</b>	<b>7,013</b>	<b>\$ 70</b>	<b>\$ 595</b>	<b>\$ (10)</b>	<b>\$ 48,012</b>	<b>\$ 48,667</b>
Balance, December 31, 2012	7,017	70	913	23	52,890	53,896
Common stock issued on exercise of options	148	2	1,858	0	0	1,860
Stock option compensation expense, net of tax	0	0	602	0	0	602
Excess tax benefits from share-based compensation	0	0	2,083	0	0	2,083
Cash dividends on common stock	0	0	0	0	(2,765)	(2,765)
Unrealized holding losses on marketable securities, net of tax	0	0	0	(39)	0	(39)
Net income	0	0	0	0	12,331	12,331
<b>Balance, September 30, 2013</b>	<b>7,165</b>	<b>\$ 72</b>	<b>\$ 5,456</b>	<b>\$ (16)</b>	<b>\$ 62,456</b>	<b>\$ 67,968</b>

The accompanying notes are an integral part of these financial statements

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## BARRETT BUSINESS SERVICES, INC.

## Consolidated Statements of Cash Flows

(Unaudited)

(In thousands)

	Nine Months Ended September 30,	
	2013	2012
<b>Cash flows from operating activities:</b>		
Net Income	\$ 12,331	\$ 7,342
<b>Reconciliations of net income to net cash provided by operating activities:</b>		
Depreciation and amortization	1,487	1,076
Gains recognized on marketable securities	(1)	(1)
Gain recognized on sale and leaseback	(61)	(92)
Deferred income taxes	(48)	30
Share-based compensation	602	490
<b>Changes in certain assets and liabilities:</b>		
Trade accounts receivable, net	(34,796)	(24,498)
Income taxes receivable	(2,307)	701
Prepaid expenses and other	3,410	4,361
Accounts payable	726	496
Accrued payroll, payroll taxes and related benefits	37,492	25,193
Other accrued liabilities	647	55
Income taxes payable	(272)	2,969
Workers compensation claims liabilities	25,416	11,835
Safety incentives liability	2,105	2,357
Customer deposits, long-term liabilities and other assets, net	441	133
Net cash provided by operating activities	47,172	32,447
<b>Cash flows from investing activities:</b>		
Purchase of property and equipment	(3,381)	(2,666)
Proceeds from sales and maturities of marketable securities	58,740	32,676
Purchase of marketable securities	(45,091)	(28,959)
Purchase of restricted certificates of deposit	(63,944)	0
Proceeds from maturities of restricted marketable securities	6,429	6,495
Purchase of restricted marketable securities	(7,175)	(6,539)
Net cash used in investing activities	(54,422)	1,007
<b>Cash flows from financing activities:</b>		
Proceeds from credit-line borrowings	132,664	12,186
Payments on credit-line borrowings	(137,196)	(12,186)
Redemption of mandatorily redeemable preferred stock	0	(34,800)
Payments on long-term debt	(165)	0
Repurchase of common stock	0	(25,432)
Dividends paid	(2,765)	(2,639)
Proceeds from exercise of stock options	1,860	1,768
Excess tax benefits from share-based compensation	2,083	259
Net cash used in financing activities	(3,519)	(60,844)

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Net decrease in cash and cash equivalents	(10,769)	(27,390)
Cash and cash equivalents, beginning of period	45,747	49,571
Cash and cash equivalents, end of period	\$ 34,978	\$ 22,181
Supplemental schedule of noncash financing activities:		
Issuance of mandatorily redeemable preferred stock	\$ 0	\$ 34,800

The accompanying notes are an integral part of these financial statements

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BARRETT BUSINESS SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited)

**Note 1 - Basis of Presentation of Interim Period Statements**

The accompanying consolidated financial statements are unaudited and have been prepared by Barrett Business Services, Inc. ( Barrett , BBSI , the Company , our or we ), pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures typically included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the interim periods presented. The preparation of financial statements in conformity with generally accepted accounting principles ( GAAP ) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from such estimates and assumptions. The consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company s 2012 Annual Report on Form 10-K at pages F1 F29. The results of operations for an interim period are not necessarily indicative of the results of operations for a full year.

**Revenue recognition**

We recognize revenue as services are rendered by our workforce. Professional employer 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 client services agreements are renewable on an annual basis and typically require 30 days written notice to cancel or terminate the contract by either party. Our client services agreements provide for immediate termination upon any default of the client regardless of when notice is given. We report professional employer services revenues on a net basis because we are not the primary obligor for the services provided by our co-employed clients to their customers pursuant to our client services agreements. Consequently, our professional employer service revenues represent the gross margin generated from our professional employer services after deducting the amounts invoiced to clients for direct payroll expenses such as salaries and wages and safety incentives. These amounts are also excluded from cost of revenues. Professional employer service revenues also include amounts invoiced to our clients for employer payroll-related taxes and workers compensation coverage. Staffing services are engaged by customers to meet short-term and long-term personnel needs.

**Marketable securities**

As of September 30, 2013, the Company s marketable securities consisted of certificates of deposit, tax-exempt municipal securities and corporate bonds. The Company classifies certificates of deposit, municipal securities and certain of its corporate bonds as available for sale; they are reported at fair value with unrealized gains and losses, net of taxes, shown as a component of accumulated other comprehensive income (loss) in stockholders equity. In the event a loss is determined to be other-than-temporary, the loss will be recognized in the statement of operations.

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BARRETT BUSINESS SERVICES, INC.

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

**Note 1 - Basis of Presentation of Interim Period Statements (Continued)**

**Allowance for doubtful accounts**

The Company had an allowance for doubtful accounts of \$427,000 and \$381,000 at September 30, 2013 and December 31, 2012, respectively. The Company must make estimates of the collectability of accounts receivable. Management analyzes historical bad debts, customer concentrations, customer creditworthiness, current economic conditions and changes in customers' payment trends when evaluating the adequacy of the allowance for doubtful accounts. The Company deems an account balance uncollectible only after it has pursued all available assets of the customer and, where applicable, the assets of the personal guarantor.

**Workers' compensation claims**

The Company is a self-insured employer with respect to workers' compensation coverage for all of its employees (including employees co-employed through our client service agreements) working in California, Oregon, Maryland, Delaware and Colorado. In the state of Washington, state law allows only the Company's staffing services and internal management employees to be covered under the Company's self-insured workers' compensation program. Additionally, the Company operates a wholly-owned fully licensed insurance company, Ecole Insurance Company (Ecole), in Arizona to provide workers' compensation coverage to our employees in Arizona.

To manage our financial exposure, in the event of catastrophic injuries or fatalities, the Company maintains excess workers' compensation insurance through our wholly owned captive insurance company, Associated Insurance Company for Excess (AICE), with a per occurrence retention of \$5.0 million, except in Maryland and Colorado, where our per occurrence retention is \$1.0 million and \$500,000, respectively. AICE maintains excess workers' compensation insurance coverage with ACE American Insurance Company (ACE), between \$5.0 million and \$15.0 million per occurrence, except in Maryland, where coverage with ACE is between \$1.0 million and \$25.0 million per occurrence, and in Colorado, where the coverage with ACE is between \$500,000 and statutory limits per occurrence. The Company continues to evaluate the financial capacity of its insurers to assess the recoverability of the related insurer receivables.

The Company has provided a total of \$96.0 million and \$70.6 million at September 30, 2013 and December 31, 2012, respectively, as an estimated future liability for unsettled workers' compensation claims liabilities. The estimated liability for unsettled workers' compensation claims represents management's best estimate based upon an actuarial valuation provided by a third party actuary. Included in the claims liabilities are case reserve estimates for reported losses, plus additional amounts based on projections for incurred but not reported claims and anticipated increases in case reserve estimates. Also included in these estimates are amounts for unallocated loss adjustment expenses, including legal costs. These estimates are continually reviewed and adjustments to liabilities are reflected in current operating results as they become known.

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BARRETT BUSINESS SERVICES, INC.

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

**Note 1 - Basis of Presentation of Interim Period Statements (Continued)**

**Safety incentives liability**

Safety incentives represent cash incentives paid to certain client companies under client service agreements for maintaining safe-work practices in order to minimize workplace injuries, thereby meeting agreed-upon loss objectives. The Company has provided \$11.9 million at September 30, 2013 and \$9.8 million at December 31, 2012 as an estimate of the liability for unpaid safety incentives. 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 incentive earned less the then-current amount of the customer's estimated workers' compensation claims reserves as established by the Company's internal and third-party claims administrators, and the expected payout as determined by historical incentive payment trends. Safety incentive expense is netted against professional employer services revenue in our consolidated statements of operations.

**Statements of cash flows**

Interest paid during the nine months ended September 30, 2013 and 2012 did not materially differ from interest expense. Income taxes paid by the Company during the nine months ended September 30, 2013 and 2012 totaled \$6.1 million and \$246,000, respectively.

**Reclassifications**

Certain prior year amounts have been reclassified to conform with the 2013 presentation. Such reclassifications had no impact on the Company's financial condition, operating results, cash flows, working capital or stockholders' equity.

**Note 2 Stock Repurchase**

Effective March 28, 2012, the Company repurchased 2,485,929 shares of the Company's common stock held by the Estate of William W. Sherertz and 500,000 common shares held by Nancy Sherertz. Mr. Sherertz, a founder and former president and CEO of the Company, died January 20, 2011. Nancy Sherertz is also a founder of the Company. The common shares were repurchased at a price of \$20 per share, representing total consideration of \$59.7 million. The Company used a combination of \$24.9 million in cash and issued 34,800 shares of Series A Nonconvertible, Non-Voting Redeemable Preferred Stock with a liquidation preference of \$1,000 per share. Additionally, the Company incurred professional and legal fees totaling \$514,000 related to the transaction.

Effective September 21, 2012, the Company redeemed all of the outstanding shares of its Series A Nonconvertible, Non-Voting Redeemable Preferred Stock for \$34.8 million using a combination of cash on hand and availability under a new revolving credit facility provided by its principal bank. By redeeming the preferred stock within six months of issuance, the Company was not required to pay a semi-annual dividend of approximately \$870,000 due September 28, 2012.



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BARRETT BUSINESS SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

**Note 3 Revolving Credit Facility**

The Company maintains a credit agreement (the Agreement) with its principal bank, Wells Fargo Bank, National Association (the Bank). The Agreement, which expires October 1, 2017, provides for a revolving credit facility with initial borrowing capacity of up to \$24.0 million. The Company had no outstanding borrowings on the revolving credit facility, which had a maximum capacity of \$21.5 million, at September 30, 2013. The Agreement also provides for the continuance of existing standby letters of credit in connection with various surety deposit requirements for workers' compensation purposes, as to which the amount outstanding totaled approximately \$70.6 million at September 30, 2013. As part of the letter of credit related to California workers' compensation, the Company posted \$63.9 million of certificates of deposit with the Bank as collateral. These certificates of deposit are classified as restricted within current assets on the Company's Consolidated Balance Sheet.

Advances under the revolving credit facility bear interest, at the Company's option, at either (a) a fixed rate for a term selected by the Company from time-to-time or (b) a fluctuating rate. In each case, the rate is calculated based on LIBOR plus 1.75%. The Agreement also provides for an unused commitment fee of 0.25% per annum on the average daily unused amount of the revolving credit facility.

The credit facility is collateralized by the Company's accounts receivable and other rights to receive payment, general intangibles, inventory and equipment. Under the Agreement, the maximum principal amount available will be reduced by \$2.5 million every six months commencing April 1, 2013.

The Agreement, as amended, requires the satisfaction of certain financial covenants as follows:

Minimum Fixed Charge Coverage ratio of no less than 1.25:1.0, measured quarterly on a rolling four-quarter basis;

Funded Debt: EBITDA of no more than 2.25:1 through September 30, 2013; 1.75:1 through September 30, 2014; 1.5:1 through September 30, 2015; and 1.25:1 thereafter, measured quarterly on a rolling four-quarter basis;

Ratio of restricted and unrestricted cash and marketable securities to workers' compensation and safety incentive liabilities of at least 1.0:1.0, measured quarterly; and

Prohibition on incurring additional indebtedness without the prior approval of the Bank, other than up to \$200,000 per year in purchase money financing.

The Agreement also contains customary events of default. If an event of default under the Agreement occurs and is continuing, the Bank may declare any outstanding obligations under the Agreement to be immediately due and payable. The Company was in compliance with all applicable financial covenants at September 30, 2013.

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## BARRETT BUSINESS SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

**Note 4 - Basic and Diluted Earnings Per Share**

Basic earnings per share are computed based on the weighted average number of common shares outstanding during the period. Diluted earnings per common share reflect the potential effects of the exercise of outstanding stock options and vesting of restricted stock units. Basic and diluted common shares outstanding are summarized as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
	2013	2012	2013	2012
Weighted average number of basic common shares outstanding	7,149,502	7,007,333	7,084,593	7,959,086
Effect of dilutive securities	275,026	176,180	285,926	109,601
Weighted average number of diluted common shares outstanding	7,424,528	7,183,513	7,370,519	8,068,687

**Note 5- Workers Compensation**

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Beginning balance				
Workers compensation claims liabilities	\$ 84,543	\$ 55,765	\$ 70,564	\$ 51,193
Add: claims expense accrual:				
Current period	17,396	9,891	44,825	26,224
Prior periods	5,002	3,835	12,688	6,945
Total expense accrual	22,398	13,726	57,513	33,169
Less: claim payments related to:				
Current period	3,124	2,207	5,998	3,790
Prior periods	7,837	5,656	26,099	18,944
Total paid	10,961	7,863	32,097	22,734
Ending balance				
Workers compensation claims liabilities	\$ 95,980	\$ 61,628	\$ 95,980	\$ 61,628
Incurred but not reported (IBNR)	\$ 59,412	\$ 44,311	\$ 59,412	\$ 44,311

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## BARRETT BUSINESS SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

**Note 6 - Fair Value Measurement**

Marketable securities consist of the following investments (in thousands):

	September 30, 2013			December 31, 2012			Fair Value Category
	Cost	Gross Unrealized Losses	Recorded Basis	Cost	Gross Unrealized Gains	Recorded Basis	
<b>Current:</b>							
Available-for-sale:							
Certificate of deposits	\$ 6,860	\$ (9)	\$ 6,851	\$ 0	\$ 0	\$ 0	2
Municipal bonds	5	0	5	409	1	410	2
Corporate bonds	256	(4)	252	14,764	16	14,780	2
US treasuries	0	0	0	1,555	3	1,558	1
	\$ 7,121	\$ (13)	\$ 7,108	\$ 16,728	\$ 20	\$ 16,748	
<b>Long term:</b>							
Available-for-sale:							
Municipal bonds	\$ 4,290	\$ (12)	\$ 4,278	\$ 292	\$ 1	\$ 293	2
Corporate bonds	1,613	(15)	1,598	9,111	28	9,139	2
Held-to-maturity:							
Corporate bonds	0	0	0	467	0	467	2
	\$ 5,903	\$ (27)	\$ 5,876	\$ 9,870	\$ 29	\$ 9,899	

The Company's current restricted certificates of deposit are summarized as follows (in thousands):

	September 30, 2013			December 31, 2012			
	Cost	Gross Unrealized Gains	Recorded Basis	Cost	Gross Unrealized Gains	Recorded Basis	
Restricted certificates of deposit	\$ 63,944	\$ 0	\$ 63,944	\$ 0	\$ 0	\$ 0	2

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## BARRETT BUSINESS SERVICES, INC.

Notes to Consolidated Financial Statements (Unaudited) (Continued)

**Note 6 - Fair Value Measurement (Continued)**

The Company's long term restricted marketable securities component of restricted marketable securities and workers' compensation deposits consists of the following (in thousands):

	September 30, 2013			December 31, 2012			Fair Value Category
	Cost	Gross Unrealized Gains	Recorded Basis	Cost	Gross Unrealized Gains	Recorded Basis	
Available-for-sale:							
Municipal bonds	\$ 4,855	\$ 8	\$ 4,863	\$ 4,920	\$ 17	\$ 4,937	2
Corporate bonds	2,685	6	2,691	2,035	5	2,040	2
U.S. treasuries	2,472	0	2,472	1,780	0	1,780	1
	\$ 10,012	\$ 14	\$ 10,026	\$ 8,735	\$ 22	\$ 8,757	

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

#### Overview

Barrett Business Services, Inc. (BBSI, the Company, our or we), was incorporated in the state of Maryland in 1965. We are a leading provider of business management solutions, combining human resource outsourcing and professional management consulting to create an operational platform that differentiates us from our competitors. Our integrated platform is grounded in expertise in payroll processing, employee benefits, workers' compensation coverage, risk management and workplace safety programs, human resource administration, recruiting and permanent placement. BBSI helps small-to medium-sized businesses improve the efficiency of their operations. Our principal services assist our clients in leveraging their investment in human capital. We believe that our combination of business management solutions and expertise in human capital management enables us to provide our clients with a unique blend of services not offered by our competitors.

#### Our Services

Our passage from an entrepreneurially run company to a professionally managed organization has helped to form our view that all businesses experience the same success factors in their growth, as well as the same potential pitfalls. The insights gained through our own growth, along with the trends we see in working with more than 3,000 companies each day, define our approach to guiding business owners through the challenges associated with being an employer.

Through our client services agreement, the Company enters into a contract to become a co-employer of the client's existing workforce assuming responsibility for payroll, payroll taxes, workers' compensation coverage and certain other administrative functions, while the business owner/client maintains physical care, custody and control of their workforce, including the authority to hire and terminate employees. Staffing services include on-demand or short-term staffing assignments, and long or indefinite-term contract staffing. The Company's staffing services also include recruiting, which involves fee-based search efforts for specific employee candidates at the request of co-employed clients, staffing customers or other businesses.

We believe the expert knowledge of our teams combined with tools from the HR outsourcing industry helps our clients more effectively leverage their internal resources. We assist our clients by:

Delivering expertise to help our clients more effectively leverage their internal resources

Partnering with the business owner to frame a three-tiered management platform that brings predictability to their organization

Leveraging our client's investment in human capital through a unique, high-touch, results-oriented approach

Enabling business owners to focus on their core business by reducing organizational complexity and maximizing productivity

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)**

**Our Services (Continued)**

Prior to entering into a client services agreement, we perform an in-depth analysis of the potential client's operations, including evaluation of needs and objectives, risk assessment and financial review. Once the client service agreement has been signed, we pair each of our clients with a dedicated, local branch-based business unit comprised of management professionals with expertise in Human Resource Consulting, Risk Consulting, Payroll, Benefits Administration and Recruiting. We believe our hands-on model allows our clients to more quickly adopt processes to develop a more productive workforce, mitigate workplace injury and risk and encourage workplace compliance with a broad range of employment and safety regulations.

The Company serves a growing and diverse client base of small and medium-sized businesses in a wide variety of industries through a network of branch offices in California, Oregon, Washington, Idaho, Arizona, Utah, Colorado, Maryland, Delaware and North Carolina. Barrett also has several smaller recruiting offices in its general market areas, which are under the direction of a branch office.

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The following table sets forth percentages of total revenues represented by selected items in the Company's Consolidated Statements of Operations for the three and nine months ended September 30, 2013 and 2012.

	Percentage of Total Revenue Three Months Ended September 30,		Percentage of Total Revenue Nine Months Ended September 30,	
	2013	2012	2013	2012
<b>Revenues:</b>				
Professional employer service fees	71.8%	67.4%	72.5%	67.9%
Staffing services	28.2	32.6	27.5	32.1
<b>Total revenues</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>
<b>Cost of revenues:</b>				
Direct payroll costs	21.3	24.5	20.8	24.1
Payroll taxes and benefits	39.2	38.6	43.9	43.3
Workers' compensation	19.1	17.5	19.3	17.2
<b>Total cost of revenues</b>	<b>79.6</b>	<b>80.6</b>	<b>84.0</b>	<b>84.6</b>
Gross margin	20.4	19.4	16.0	15.4
Selling, general and administrative expenses	11.4	11.5	11.1	11.4
Depreciation and amortization	0.3	0.3	0.4	0.4
<b>Income from operations</b>	<b>8.7</b>	<b>7.6</b>	<b>4.5</b>	<b>3.6</b>
Other income	0.1	0.1	0.1	0.2
<b>Income before income taxes</b>	<b>8.8</b>	<b>7.7</b>	<b>4.6</b>	<b>3.8</b>
Provision for income taxes	2.7	2.5	1.4	1.3