

HALF ROBERT INTERNATIONAL INC /DE/  
Form PRE 14A  
March 13, 2009

## SCHEDULE 14A INFORMATION

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**ROBERT HALF INTERNATIONAL INC.**

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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Fee paid previously with preliminary materials

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

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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**ROBERT HALF INTERNATIONAL INC.**

**2884 Sand Hill Road**

**Menlo Park, California 94025**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held**

**Tuesday, May 5, 2009**

**9:00 A.M.**

To the Stockholders:

The annual meeting of stockholders of ROBERT HALF INTERNATIONAL INC. (the Company) will be held at 9:00 a.m. on Tuesday, May 5, 2009 at The Westin Hotel San Francisco Airport, 1 Old Bayshore Highway, Millbrae, California, 94030. The meeting will be held for the following purposes:

1. To elect nine directors.
2. To ratify the appointment of PricewaterhouseCoopers LLP as auditors for 2009.
3. To consider an amendment to Article 7 of the Company's Restated Certificate of Incorporation.
4. To consider an amendment to Article 6 of the Company's Restated Certificate of Incorporation.
5. To transact such other business as may properly come before the meeting or any adjournment of the meeting.

Only stockholders of record at the close of business on March 10, 2009 are entitled to notice of, and to vote at, the meeting and any adjournment of the meeting.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 5, 2009**

Pursuant to rules promulgated by the Securities and Exchange Commission, we have elected to provide access to our proxy materials both by sending you this full set of proxy materials, including a proxy card, and by notifying you of the availability of our proxy materials on the Internet. This proxy statement and our 2008 Annual Report to Stockholders are available at <http://www.rhi.com/14aFilings> and <http://www.rhi.com/AnnualReport>, respectively.

BY ORDER OF THE BOARD OF DIRECTORS

STEVEN KAREL  
*Secretary*

Menlo Park, California

March , 2009

**IMPORTANT**

**WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE SIGN AND RETURN THE ENCLOSED FORM AS PROMPTLY AS POSSIBLE IN THE ENCLOSED POST-PAID ENVELOPE. ALTERNATIVELY, YOU MAY, IF YOU WISH, VOTE VIA THE INTERNET OR VIA TOLL-FREE TELEPHONE CALL FROM A TOUCH-TONE TELEPHONE IN THE U.S. BY FOLLOWING THE DIRECTIONS ON THE ENCLOSED FORM. IF YOU ATTEND THE MEETING AND SO DESIRE, YOU MAY WITHDRAW YOUR PROXY AND VOTE IN PERSON.**

**THANK YOU FOR ACTING PROMPTLY.**

**ROBERT HALF INTERNATIONAL INC.**

**PROXY STATEMENT**

**INTRODUCTION**

The enclosed proxy is solicited on behalf of the present Board of Directors (sometimes referred to as the Board) of Robert Half International Inc., a Delaware corporation (the Company), the principal executive offices of which are located at 2884 Sand Hill Road, Menlo Park, California 94025. The approximate date on which this proxy statement and the enclosed proxy are being mailed to the Company's stockholders is March 25, 2009. The proxy is solicited for use at the annual meeting of stockholders (the Meeting) to be held at 9:00 a.m. on Tuesday, May 5, 2009, at The Westin Hotel San Francisco Airport, 1 Old Bayshore Highway, Millbrae, California, 94030. Only stockholders of record on March 10, 2009 will be entitled to notice of, and to vote at, the Meeting and any adjournment of the Meeting. Each share is entitled to one vote. At the close of business on March 10, 2009, the Company had outstanding and entitled to vote 151,824,866 shares of its common stock, \$.001 par value (Common Stock).

A stockholder giving a proxy in the form accompanying this proxy statement has the power to revoke the proxy prior to its exercise. A proxy can be revoked by an instrument of revocation delivered prior to the Meeting to the Secretary of the Company, by a duly executed proxy bearing a date later than the date of the proxy being revoked, or at the Meeting if the stockholder is present and elects to vote in person. Solicitation of proxies may be made by directors, officers or employees of the Company by telephone or personal interview as well as by mail. Costs of solicitation will be borne by the Company.

An automated system administered by the Company's transfer agent will tabulate votes cast at the Meeting. Abstentions and broker non-votes are each included in the determination of the number of shares present and voting, and each is tabulated separately. Abstentions are counted in tabulations of the votes cast on proposals presented to stockholders or with respect to election of directors, whereas broker non-votes are not counted for purposes of determining whether a proposal has been approved or a nominee has been elected.

**NOMINATION AND ELECTION OF DIRECTORS**

There are nine nominees for director. All of the nominees except for Ms. Novogradac are presently directors of the Company. The present term of office of all directors will expire upon election of directors at the Meeting. The full Board of Directors will be elected at the Meeting to hold office until the next annual meeting and until their successors are elected.

Proxies cannot be voted for more than nine persons. Directors are elected by a majority of the votes of the shares present in person or represented by proxy and entitled to vote at the Meeting. Proxies solicited by the Board will be voted FOR the election of the nominees named below unless stockholders specify in their proxies to the contrary. Although the Board does not expect any nominee to become unavailable to serve as a director for any reason, should that occur before the Meeting, proxies will be voted for the balance of those named and such substitute nominee as may be selected by the Board.

**Directors**

The following table lists the name of each nominee for election as director, the age on the mailing date of this proxy statement and the year current service as a director began.

Name	Age	Director Since
Andrew S. Berwick, Jr.	75	1981
Frederick P. Furth	74	1983
Edward W. Gibbons	73	1988
Harold M. Messmer, Jr.	63	1982
Barbara J. Novogradac	48	New Nominee
Robert J. Pace	46	2009
Frederick A. Richman	63	2008
J. Stephen Schaub	68	1989
M. Keith Waddell	51	1999

Mr. Berwick has been President of Berwick-Pacific Corporation, a real estate development company, for more than the past five years. He is Chairman Emeritus of California Healthcare System.

Mr. Furth has been senior partner of The Furth Firm LLP, a law firm, for more than the past five years. He is the Proprietor of Chalk Hill Estate Winery, LLC and Chalk Hill Estate Vineyards, LLC and Chairman of the Board of the Furth Foundation.

Mr. Gibbons is a private investor. For more than five years prior to and through 2008, he was owner and president of Gibbons & Co., Inc., a private merchant banking firm.

Mr. Messmer has been Chairman of the Board since 1988 and Chief Executive Officer since 1987. From 1985 through 2004 he served as President. Mr. Messmer is a director of Health Care Property Investors, Inc.

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Since 2001, Ms. Novogradac has been president of Novogradac Investment Company, a private real estate investment company that invests in residential rental properties, land development opportunities and light industrial commercial assets. From 1990 to 2001, Ms. Novogradac held various positions with the Company, including Senior Vice President and Controller.

Mr. Pace is currently an advisory director of Goldman, Sachs & Co. Prior to February 2008, he served as managing director. He has been with Goldman Sachs since 1986 and has held numerous senior leadership positions with that firm.

Mr. Richman has been a Consultant to Deloitte Tax, LLP since May 2008. From 2001 to May 2008, he was a Principal with Deloitte Tax, LLP. Prior to 2001 he was a partner with O Melveny & Myers LLP, a law firm. Mr. Richman also served as a director of the Company from 1994 through 2001.

Mr. Schaub has been President and owner of J.S. Schaub & Co., Inc., a firm engaged in investments and financial consulting, for more than the past five years.

Mr. Waddell has been Vice Chairman of the Board since 1999, President since 2004 and Chief Financial Officer since 1988. He served as Treasurer from 1987 until 2004.

### Executive Officers

The following table lists the name of each current executive officer of the Company, his age on the mailing date of this proxy statement, and his current positions and offices with the Company:

Name	Age	Office
Harold M. Messmer, Jr.	63	Chairman of the Board and Chief Executive Officer
M. Keith Waddell	51	Vice Chairman of the Board, President and Chief Financial Officer
Paul F. Gentzkow	53	President and Chief Operating Officer-Staffing Services
Robert W. Glass	50	Executive Vice President, Corporate Development
Michael C. Buckley	42	Executive Vice President, Chief Administrative Officer and Treasurer
Steven Karel	59	Senior Vice President, Secretary and General Counsel

Mr. Gentzkow has been President and Chief Operating Officer-Staffing Services since 2004. From 2000 until 2004, he served as Executive Vice President, Operations. For more than five years prior to his election as an executive officer, he served as Director of Field Operations.

Mr. Glass has been Executive Vice President, Corporate Development since 2004. From 1993 until 2004, he served as Senior Vice President, Corporate Development. From 1987 until 1993 he served as Vice President.

Mr. Buckley has been Treasurer since 2004 and Executive Vice President and Chief Administrative Officer since February 2007. He was Vice President from 2001 through February 2007 and served as Controller, Corporate Accounting from 1999 until 2004. From 1995 through 1999, he held various other positions with the Company.

Mr. Karel has been General Counsel of the Company since 1989 and Secretary since 1993. He has been Senior Vice President since February 2007 and from 1989 through then was Vice President.

The executive officers of the Company are also officers of the Company's wholly owned subsidiaries.



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All of the executive officers serve at the pleasure of the Board of Directors. Mr. Messmer has an employment agreement with the Company to serve as Chairman and Chief Executive Officer. In addition, severance agreements have been entered into with certain executive officers. See the discussion under Employment Agreement and Potential Payments upon Termination or Change in Control below.

There are no family relationships between any of the directors or executive officers.

**BENEFICIAL STOCK OWNERSHIP**

The following table sets forth information as of February 28, 2009, concerning beneficial ownership of Common Stock by (i) the only persons known to the Company to be beneficial owners of 5% or more of the outstanding Common Stock, (ii) each director or nominee for director, (iii) each executive officer, and (iv) all executive officers and directors as a group. Included in share ownership are shares that may be acquired upon the exercise of options that are currently exercisable or become exercisable on or before April 30, 2009 ( Exercisable Options ). All persons have sole voting and investment power except as otherwise indicated.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned	Percent of Common Stock
Capital Research Global Investors	19,454,000(a)	12.8%
333 South Hope Street		
Los Angeles, CA 90071		
FMR Corp.	11,442,256(b)	7.5%
82 Devonshire Street		
Boston, MA 02109		
T. Rowe Price Associates	8,673,378(c)	5.7%
100 E. Pratt Street		
Baltimore, MD 21202		
Harris Associates L.P.	8,482,760(d)	5.6%
Two North LaSalle Street, Suite 500		
Chicago, IL 60602		
Andrew S. Berwick, Jr.	712,278(e)	0.5%
Frederick P. Furth	256,472(f)	0.2%
Edward W. Gibbons	405,745(g)	0.3%
Harold M. Messmer, Jr.	4,789,646(h)	3.1%
Barbara J. Novogradac	85,472(i)	0.1%
Robert J. Pace	1,550(j)	0.0%
Frederick A. Richman	57,650(k)	0.0%
J. Stephen Schaub	2,815,269(l)	1.9%
M. Keith Waddell	2,434,133(m)	1.6%
Paul F. Gentzkow	1,681,439(n)	1.1%
Robert W. Glass	621,073(o)	0.4%
Michael C. Buckley	247,873(p)	0.2%
Steven Karel	387,430(q)	0.3%
All executive officers and directors as a group (13 persons)	14,496,030	9.2%

(a) Information is as of December 31, 2008, the latest date for which information is available to the Company. According to a Schedule 13G filed by Capital Research Global Investors, which identified itself as an investment advisor and as a division of Capital Research and Management Company, sole dispositive power is held with respect to all of such shares and sole voting power is held with respect to 17,844,000 of such shares.

(b)

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Information is as of December 31, 2008, the latest date for which information is available to the Company. According to a Schedule 13G filed by FMR LLC, which identified itself as a parent holding company, Edward C. Johnson 3d, Chairman of FMR LLC, and members of his family, collectively own 49% of the voting power of FMR LLC and may constitute a controlling group with respect to FMR LLC. The shares are held directly by the following entities controlled by FMR LLC: Fidelity Management & Research Company ( Fidelity ), Strategic Advisers, Inc. and Pyramis Global Advisors Trust Company, all of which own such shares in their capacities as investment adviser or investment manager. According to the Schedule 13G, Edward C. Johnson 3d and FMR LLC each has sole dispositive power with respect to the 11,442,256 shares and sole voting power with respect to 93,856 of such shares. Neither Edward C. Johnson 3d nor FMR LLC has the sole power to vote or direct the voting of shares held by the Fidelity Funds, which power resides with the board of trustees of the Fidelity Funds.

- (c) Information is as of December 31, 2008, the latest date for which information is available to the Company. These securities are owned by various individual and institutional investors which T. Rowe Price Associates, Inc. ( Price Associates ) serves as investment adviser with

power to direct investments and/or sole power to vote the securities. According to a Schedule 13G filed by Price Associates, sole dispositive power is held with respect to all of such shares and sole voting power is held with respect to 2,130,587 of such shares. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.

- (d) Information is as of December 31, 2008, the latest date for which information is available to the Company. According to a Schedule 13G filed by Harris Associates L.P., which identified itself as an investment adviser, Harris Associates Inc. is the General Partner of Harris Associates L.P. ( Harris ) and is also beneficial owner of the shares. Sole dispositive power and voting power is held by Harris and Harris Associates Inc. with respect to all such shares. Harris has been granted the power to vote shares in circumstances it determines to be appropriate in connection with assisting its advised clients to whom it renders financial advice in the ordinary course of business, by either providing information or advice to the persons having such power, or by exercising the power to vote.
- (e) Includes 141,000 shares that may be acquired upon the exercise of Exercisable Options and 11,350 shares acquired pursuant to Company benefit plans, as to which shares Mr. Berwick has sole voting power but as to which disposition is restricted pursuant to the terms of such plans.
- (f) Includes 100,000 shares which are pledged and as to which Mr. Furth has voting power but not dispositive power, 1,600 shares owned by the Furth Family Foundation, a charitable foundation of which Mr. Furth is a director, as to which shares Mr. Furth has shared voting and dispositive powers, 141,000 shares that may be acquired upon the exercise of Exercisable Options and 11,350 shares acquired pursuant to Company benefit plans, as to which shares Mr. Furth has sole voting power but as to which disposition is restricted pursuant to the terms of such plans.
- (g) Includes 250,445 shares which are pledged and as to which Mr. Gibbons has voting power but not dispositive power and 141,000 shares that may be acquired upon the exercise of Exercisable Options and 11,350 shares acquired pursuant to Company benefit plans, as to which shares Mr. Gibbons has sole voting power but as to which disposition is restricted pursuant to the terms of such plans.
- (h) Includes 2,430,011 shares that may be acquired upon the exercise of Exercisable Options, 733,735 shares acquired pursuant to Company benefit plans, as to which shares Mr. Messmer has sole voting power but as to which disposition is restricted pursuant to the terms of such plans, an aggregate of 916,146 shares held in various trusts as to which Mr. Messmer has voting and dispositive power and 702,146 shares as to which Mr. Messmer shares voting and dispositive power with his wife.
- (i) Includes 16,600 shares held by Novogradac Rivers Foundation, as to which shares Ms. Novogradac shares voting and dispositive power but in which she has no pecuniary interest.
- (j) Includes 1,550 shares acquired pursuant to Company benefit plans, as to which shares Mr. Pace has sole voting power but as to which disposition is restricted pursuant to the terms of such plans.
- (k) Includes 48,000 shares that may be acquired upon the exercise of Exercisable Options and 4,650 shares acquired pursuant to Company benefit plans, as to which shares Mr. Richman has sole voting power but as to which disposition is restricted pursuant to the terms of such plans.
- (l) Includes 141,000 shares that may be acquired upon the exercise of Exercisable Options, 41,852 shares as to which Mr. Schaub shares voting and dispositive power with his wife, 100,000 shares held by the Sunrise Investment Partners II, LP, of which Mr. Schaub is general partner and a limited partner, 38,000 shares held by The Schaub Foundation, as to which shares Mr. Schaub shares voting and dispositive power but in which he has no pecuniary interest and 1,704 shares owned by Mr. Schaub's wife and 11,350 shares acquired pursuant to Company benefit plans, as to which shares Mr. Schaub has sole voting power but as to which disposition is restricted pursuant to the terms of such plans.
- (m) Includes 755,428 shares that may be acquired upon the exercise of Exercisable Options, 500,691 shares acquired pursuant to Company benefit plans, as to which shares Mr. Waddell has sole voting power but as to which disposition is restricted pursuant to the terms of such plans and 1,178,014 shares as to which Mr. Waddell shares voting and dispositive power with his wife.
- (n) Includes 677,750 shares that may be acquired upon the exercise of Exercisable Options, 357,280 shares that were acquired pursuant to company benefit plans, as to which shares Mr. Gentzkow has sole voting power but as to which disposition is restricted pursuant to the terms of such plans, an aggregate of 40,000 shares held in various trusts as to which Mr. Gentzkow has voting and dispositive power and 606,409 shares as to which Mr. Gentzkow shares voting and dispositive power with his wife.

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- (o) Includes 263,750 shares that may be acquired upon the exercise of Exercisable Options, 110,893 shares acquired pursuant to Company benefit plans, as to which shares Mr. Glass has sole voting power but as to which disposition is restricted pursuant to the terms of such plans, 241,450 shares as to which Mr. Glass shares voting and dispositive power with his wife and 1,500 shares held by Mr. Glass's children.
- (p) Includes 128,745 shares that may be acquired upon the exercise of Exercisable Options, 82,336 shares acquired pursuant to Company benefit plans, as to which shares Mr. Buckley has sole voting power but as to which shares disposition is restricted pursuant to the terms of such plans and 36,792 shares as to which Mr. Buckley shares voting and dispositive power with his wife.
- (q) Includes 50,429 shares that may be acquired upon the exercise of Exercisable Options, 103,473 shares acquired pursuant to Company benefit plans, as to which shares Mr. Karel has sole voting power but as to which disposition is restricted pursuant to the terms of such plans and 233,528 shares as to which Mr. Karel shares voting and dispositive power with his wife.

## COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Committee believes that setting compensation at levels designed to attract and retain key individuals is critical to the success of a personal services business in which there are few tangible assets and in which people represent the true assets of the Company. The Committee is also mindful of the fact that the Company's industry is fractured with a myriad of private firms owned by entrepreneurial individuals or financed by private equity firms representing the Company's most effective competition in many markets. Successful competitors generate large financial rewards to the owners as the Company knows from its acquisitions of such firms over the years. It is imperative that the Company's compensation program provide significant cash and equity incentives to its key managers so as to compete with both public and private companies for this talent and the Committee believes the Company's compensation program achieves this result.

The Committee believes that the Company has an outstanding management team which has produced excellent returns since the inception of the Company's current business in 1986. The Company's management has been stable for two decades: five of the executive officers (Messrs. Messmer, Waddell, Gentzkow, Glass and Karel), have been with the Company since the 1980s. Mr. Messmer negotiated the purchase of Robert Half Incorporated, the predecessor to the Company, in 1986 and has been responsible for recruiting the officers and other managers with whom he has directed the growth of the Company ever since that time. This includes the formation of Protiviti, which, since its formation in 2002, has grown from revenues of \$18 million in its first full quarter of operation to more than \$540 million of annual revenues in 2008. The annual revenues of Robert Half Incorporated at the time of its purchase in 1986 were approximately \$7 million. In fiscal 2008, the Company's revenues were approximately \$4.6 billion.

In the opinion of the Compensation Committee, the Company is fortunate to have a group of outstanding leaders who possess not only considerable management talent, but also great entrepreneurial vision as demonstrated by a series of highly successful new divisions added to the Company's business since 1991, including the aforementioned Protiviti subsidiary. The Committee's view is that, as a personal services business, it is in the Company's long term best interest to be known as an organization offering the opportunity to achieve superior remuneration in the industry. The Company believes the vast majority of such remuneration should be contingent on achieving outstanding results and, indeed, makes bonuses subject to achievement of goals the Committee sets and, further, makes annual grants of equity incentives subject to partial or total forfeiture subject to achievement of goals set by the Committee. The Compensation Committee's policy to provide the opportunity for top level compensation and incentives for extraordinary results has been essentially unchanged for many years, and it is believed that the success of this policy is reflected by the superior results that management has achieved for the Company, as indicated by the following:

The following are highlights of the Company's achievements for 2008:

1. Revenues for 2008 were \$4.6 billion, reflecting a five year annual compound growth rate of 18.4%. Nearly all of this growth was organic.
2. Return on equity for 2008 was 25% and the annual average for the past five years was 27%.
3. The Company ended the year with \$355 million in cash and cash equivalents and virtually no long-term debt.
4. Cash flow from operations for 2008 was \$447 million and totaled \$1.7 billion for the last five years. This funded the repurchase of approximately 49 million Company shares and the payment of \$267 million in dividends during this period.
- 5.

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During the year, the Company again received recognition from *Forbes*, *FORTUNE*, *Business Week*, *Institutional Investor* and other publications for its financial performance and the work environment it cultivates for its employees.

Each component of compensation is determined by the Compensation Committee. The Compensation Committee determines what changes, if any, should be made to continuing arrangements, such as base salaries

and fringe benefits. When determining compensation for the coming year, the Compensation Committee reviews (a) the Company's results for the prior year, (b) the issues that will confront the Company in the coming year (c) the individual performance of the executive officers, (d) the need to set compensation at levels that promote retention and (e) such other information it deems appropriate. The most important of these factors is the Company's performance and, as described in this Compensation Discussion and Analysis, the vast majority of executive compensation is highly contingent upon the Company's results. Based on its long term experience and the historical success of the Compensation Committee's philosophy, the Compensation Committee has not recently retained a compensation consultant nor does it benchmark against a specific peer group, however, it does, from time to time, consider executive compensation at competitors and other companies, including such factors as compensation as a percentage of market capitalization. After such review, it makes its ultimate determinations based upon its evaluation of such information and its long term experience with the Company. While the Compensation Committee receives input from the Chief Executive Officer and Chief Financial Officer and discusses compensation with them, the ultimate decision regarding compensation is solely at the discretion of the Committee. While the Compensation Committee is responsible for executive officers' compensation, the philosophy of providing the opportunity for superior remuneration for superior long term performance is applied to all of the Company's professionals. The Company believes its long term success is due to its ability to attract top talent capable of superior performance and that the Company's compensation practices are an important element in the Company's continuing ability to attract top talent.

As part of its effort to emphasize performance based compensation, the Compensation Committee has set base salaries at levels it considers modest and which, in the case of Messrs. Messmer and Waddell, have not been increased since 1998. The Committee instead heavily weights remuneration toward performance based compensation. An examination of the Summary Compensation Table will show that the vast majority of each executive's compensation consists of performance based restricted share awards under the stockholder approved Stock Incentive Plan and cash payments earned under the stockholder approved Annual Performance Bonus Plan. (With respect to Messrs. Messmer and Waddell, less than 4% of compensation comes from base salary.) A detailed description of how these two plans operate appears in their descriptions below under the "Grants of Plan-Based Awards" table, and such description should be read in conjunction with this Compensation Discussion and Analysis. As indicated by the descriptions of these plans in this Compensation Discussion and Analysis and below under the "Grants of Plan-Based Awards" table, the actual amounts paid are highly contingent upon the achievement of positive results. Earnings per share has been chosen as the measurement factor with respect to both of these plans because the Compensation Committee believes it is directly linked to stockholder value. The emphasis on performance based restricted share awards further ties management compensation to the interests of stockholders. If actual diluted earnings per share for the performance period do not equal or exceed the specified target that was established by the Compensation Committee, all or a portion of the award is forfeited, as described below. (Restricted share awards are not increased, even if actual diluted earnings per share exceed the target.) Even after the performance period has ended and any downward adjustment in the number of shares has been made, shares are still not released to the executive officers. The time vesting provisions must still be satisfied. Therefore, the actual value of what the executive officer ultimately receives is determined by how the Company's stock price varies between the grant date and the vesting date. If the share price increases, then the executive officer benefits along with the Company's stockholders. If the share price decreases, the executive officer's ultimate payout also declines. With respect to the presently unvested portion of restricted stock grants made in recent years to the executives, such shares are currently worth significantly less than they were on the grant dates due to recent declines in the market value of the Company's stock.

As described below in the descriptions of the Stock Incentive Plan and the Annual Performance Bonus Plan that appear under the "Grants of Plan-Based Awards" table, each award under these plans is subject to reduction or elimination depending upon final earnings per share, and only the Annual Performance Bonus Plan permits the final award to be in excess of the target award (pursuant to a set formula in the event actual earnings per share exceed target earnings per share and subject to a cap). Each year, the Committee adopts a target earnings per share for the year that it believes is realistically possible to achieve but not easily achieved. The fact that these targets are realistic but not easy goals is borne out by the fact that, with respect to the last eleven years, the



annual target earnings per share set for compensation purposes was achieved five times and was not achieved six times. Whenever the target is not achieved, the award is subject to reduction, as described below under the Grants of Plan-Based Awards table.

Following its recent practices with respect to the timing of award decisions, the Compensation Committee (a) made restricted stock grants for the 2008 performance period to executive officers under the Stock Incentive Plan at its October 2007 meeting, (b) set target bonuses for 2008 under the Annual Performance Bonus Plan at its February 2008 meeting and (c) adopted the same target earnings per share for both plans for 2008 at its February 2008 meeting. Adopting the target earnings per share at the February 2008 meeting allowed the Compensation Committee to have final 2007 results before it set performance targets for 2008. For the 2009 performance period, the Compensation Committee has chosen to modify the timing with respect to restricted stock grants. (Its timing with respect to the setting of target bonuses and the adoption of earnings per share targets has not changed.) During 2008, the Compensation Committee received information indicating that some readers of the Company's proxy statement were viewing the October 2007 grants as 2007 compensation for performance purposes, even though such grants were part of 2008 compensation. The requirement to include performance based restricted share grants in the 2007 Grants of Plan-Based Awards table based upon grant date, rather than performance period, may have led some readers to take this approach. To address this the Compensation Committee did not make restricted stock grants for 2009 at its October 2008 meeting. Instead, restricted stock grants for 2009 were made in February 2009, at the same time the target bonuses for 2009 and performance conditions for 2009 were determined. Because all of such compensation was granted in 2009 and relates to 2009, information regarding these grants and decisions will be disclosed, in accordance with Securities and Exchange Commission regulations, in the Company's proxy statement for its 2010 Annual Meeting of Stockholders.

As is its customary practice, in setting the target earnings per share, the Compensation Committee considered the Company's annual strategic plan, consensus Wall Street estimates and other items. For 2008, the target earnings per share for purposes of the Stock Incentive Plan and the Annual Performance Bonus Plan was set by the Compensation Committee at \$1.90. The actual earnings per share for the year was \$1.63. Pursuant to the formulas in these two plans (which formulas are not identical and are described below under the Grants of Plan-Based Awards table), cash awards to each executive under the Annual Performance Bonus Plan were decreased and a portion of the restricted stock award was forfeited.

For 2008 (as for many preceding years), the Compensation Committee set target earnings per share and target bonuses under the Annual Performance Bonus Plan such that the percentage by which actual earnings per share increased or decreased over the prior year would cause an identical percentage increase or decrease in the executive officer's bonus relative to the prior year. For example, a 10% increase in actual earnings per share would result in a 10% increase in the bonus, and a 10% decrease in earnings per share would result in a 10% decrease in bonus.

The Compensation Committee, at its February 2009 meeting, adopted the same proportional approach for 2009 cash bonuses under the Annual Performance Bonus Plan. In light of present economic conditions, it is currently anticipated that the Company's earnings per share for 2009 may decrease significantly from 2008. If such significant decrease occurs, then cash bonuses for 2009 will also then decrease significantly by the same proportional amount.

When making its determination with respect to its annual discretionary grant of restricted shares to each executive, the Compensation Committee considers such items as the value of the previous year's grant, the number of shares granted the previous year, the price of the Company's stock, the performance of the Company in the prior year, the target EPS the Committee has set for the coming year, the levels of other compensation granted to the executive and the total compensation package for the executive.

The Compensation Committee has also exercised negative discretion. When the target earnings per share was set with respect to the Stock Incentive Plan and the Annual Performance Bonus Plan for 2005, it was done on the assumption that certain proposed accounting rules that would negatively impact earnings per share would be adopted and made applicable during the year. When the accounting rules were not adopted, the result was an



increase in earnings per share that had nothing to do with performance. At year end, the Compensation Committee made appropriate adjustment in the awards so that management would not receive a benefit from this non-performance related factor.

In 2008, the executive officers agreed to adjust the vesting schedule of their last two restricted stock grants so as to delay a portion of the vesting. Previously, the November 2006 and October 2007 grants had each provided, in addition to their performance conditions, that 50% of the grant would vest after two years and 50% of the grant would vest after four years. These vesting schedules were amended to provide that 100% of each grant would vest four years after grant. No payment or other form of compensation was paid or given to the executive officers in connection with this change.

As described below in the description of the Stock Incentive Plan under the Grants of Plan-Based Awards table, restricted stock grants receive any dividends that are declared with respect to the Company's outstanding shares. In February 2009, the Compensation Committee amended the Stock Incentive Plan to provide that, while the performance condition is pending, dividends will not be paid on a restricted share award. Instead, any such dividends shall accrue and be paid only after the final determination has been made as to whether or not the performance condition has been satisfied. If a portion of the award is forfeited, a like portion of the accrued dividends will also be forfeited.

When considering the numbers in the Summary Compensation Table, it is important to note that under Securities and Exchange Commission regulations, the amount disclosed in the table for equity awards is determined by accounting rules, and may vary widely from the value of the award on the grant date or the value actually realized by the executive officer. For example, even though the Company has granted no options since 2004, the Summary Compensation Table still reflects option compensation for the last three years, because accounting rules still required a charge to earnings in each of those years related to prior grants. Similarly, the amounts in the table under the caption Stock Awards are the amounts expensed in that year in the Company's financial statements, and relate to restricted shares granted in that year and in prior years. In addition, the amount expensed in the Company's financial statements, which is the basis for calculating the value shown in the Summary Compensation Table, is derived using the fair market value of the stock on the date the performance condition is established, which, if the grant is made on an earlier date, will likely vary from the fair market value on the grant date and will also likely vary from the fair market value on the date that the shares are released to the executive following satisfaction of the performance condition and the time vesting requirements.

The Company has not granted options to executive officers since October 2004. The Compensation Committee currently has no plans to make option grants in the future, but reserves the right to do so.

The Compensation Committee believes that awards under the Stock Incentive Plan and the Annual Performance Bonus Plan, considered in the context of each individual's total compensation package and the conditions applicable to such awards, are at levels necessary for retention of the current executive officers so that they can continue to provide superior results to stockholders. It also believes that the ratio of total compensation among the Named Executive Officers is appropriate for purposes of internal equity.

As indicated by the tables appearing below, in addition to the foregoing compensation, each executive also participates in non-tax-qualified deferred compensation arrangements. The Compensation Committee considers deferred compensation arrangements to be appropriate for a corporation of similar size to the Company, and, in light of the moderate salaries, long service and historical results of management, believes that the amounts have been set at reasonable levels, particularly in light of the fact that the Company does not have tax-qualified retirement arrangements for these executives. The Committee does not believe it is appropriate to offset these benefits by performance based compensation because these arrangements serve different purposes and both are at levels the Committee believes to be reasonable. A detailed description of how the deferred compensation arrangements operate is set forth below in the two paragraphs under the Nonqualified Deferred Compensation table.

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The Stock Incentive Plan and Annual Performance Bonus Plan have been drafted to comply with Section 162(m) of the Internal Revenue Code. Compensation in compliance with such Section is fully deductible

for income tax purposes. The other components of compensation are subject to the limitations of Section 162(m), which provides that any amounts above \$1,000,000 paid in one year to certain executive officers are not tax deductible. In the past, such items have not exceeded \$1,000,000 in one year for any individual, so there has been no limitation of tax deductibility. In 2008, the Compensation Committee adopted amendments to various plans and agreements to comply with Section 409A of the Internal Revenue Code.

In determining executive compensation, the Compensation Committee considers, among other factors, the possible tax consequences to the Company and to the executives. However, tax consequences, including but not limited to tax deductibility by the Company, are subject to many factors (such as changes in the tax laws and regulations or interpretations thereof and the timing and nature of various decisions by executives regarding options and other rights) that are beyond the control of either the Compensation Committee or the Company. In addition, the Compensation Committee believes that it is important for it to retain maximum flexibility in designing compensation programs. For all of the foregoing reasons, the Compensation Committee, while considering tax deductibility as one of its factors in determining compensation, will not necessarily limit compensation to those levels or types of compensation that will be deductible. The Compensation Committee will, of course, consider alternative forms of compensation, consistent with its compensation goals, that preserve deductibility.

Various agreements, as described elsewhere in this Proxy Statement, provide for severance benefits in the event of a termination of employment before or after a change in control. (See the discussion below in connection with the Nonqualified Deferred Compensation table and the discussion below under the heading Employment Agreement and Potential Payments upon Termination or Change in Control. ) As indicated by such text, the triggering events and benefits vary among each such arrangement, plan or agreement. Such triggering events and benefits were selected by the Compensation Committee in the light of competitive conditions and customary practices at the time of their implementation and the Committee believes that they continue to be reasonable.

## 2008 Form of Summary Compensation Table Reflecting Net Value of Equity Grants on Date of Grant

The following table summarizes compensation for the Named Executive Officers (the Chief Executive Officer, the Chief Financial Officer and the three other executive officers who had the highest compensation for 2008) with stock awards valued as of the effective date of the grant, net of any forfeitures. (As described below, stock awards are subject to a performance condition pursuant to which all or a portion of the award may be forfeited if target earnings per share is not achieved during the performance period). In all cases, compensation is expressed for the year with respect to which it was earned, regardless of whether grant dates or payment dates occurred during the year, shortly before or shortly thereafter.

Name and Principal Position	Year	Salary	Bonus	Stock Awards(a)	Per Share Value of Stock On Grant Date	Option Awards	Non-Equity Incentive Plan Compensation(b)	Changes in Pension Value and Nonqualified Deferred Compensation		All Other Compensation(d)	Total	EPS
								(c)	(d)			
Harold M. Messmer, Jr. Chairman and Chief Executive Officer	2008	\$ 525,000	\$ 0	\$ 7,047,680	\$ 30.09	\$ 0	\$ 5,708,900	\$ 404,117	\$ 520,020	\$ 14,204,717	\$ 1.63	
	2007	\$ 525,000	\$ 0	\$ 7,357,450	\$ 35.89	\$ 0	\$ 6,339,334	\$ 173,696	\$ 519,782	\$ 14,915,262	\$ 1.81	
	2006	\$ 525,000	\$ 0	\$ 7,466,000	\$ 37.33	\$ 0	\$ 5,768,417	\$ 11,093	\$ 806,099	\$ 14,576,609	\$ 1.65	
M. Keith Waddell Vice Chairman, President and Chief Financial Officer	2008	\$ 265,000	\$ 0	\$ 4,813,046	\$ 30.09	\$ 0	\$ 2,857,979	\$ 41,650	\$ 648,483	\$ 8,626,158	\$ 1.63	
	2007	\$ 265,000	\$ 0	\$ 5,024,600	\$ 35.89	\$ 0	\$ 3,173,586	\$ 14,027	\$ 670,611	\$ 9,147,824	\$ 1.81	
	2006	\$ 265,000	\$ 0	\$ 5,039,550	\$ 37.33	\$ 0	\$ 2,887,774	\$ 1,215	\$ 628,624	\$ 8,822,163	\$ 1.65	
Paul F. Gentzkow President and Chief Operating Officer-Staffing Services	2008	\$ 265,000	\$ 0	\$ 3,437,903	\$ 30.09	\$ 0	\$ 2,572,180	\$ 34,151	\$ 555,058	\$ 6,864,292	\$ 1.63	
	2007	\$ 265,000	\$ 0	\$ 3,589,000	\$ 35.89	\$ 0	\$ 2,856,227	\$ 11,340	\$ 581,612	\$ 7,303,179	\$ 1.81	
	2006	\$ 265,000	\$ 0	\$ 3,546,350	\$ 37.33	\$ 0	\$ 2,598,996	\$ 965	\$ 530,950	\$ 6,942,261	\$ 1.65	
Robert W. Glass Executive Vice President, Corporate Development	2008	\$ 245,000	\$ 0	\$ 1,065,728	\$ 30.09	\$ 0	\$ 809,760	\$ 16,395	\$ 198,170	\$ 2,335,053	\$ 1.63	
	2007	\$ 245,000	\$ 0	\$ 1,112,590	\$ 35.89	\$ 0	\$ 899,182	\$ 5,634	\$ 225,986	\$ 2,488,392	\$ 1.81	
	2006	\$ 205,000	\$ 0	\$ 1,119,900	\$ 37.33	\$ 0	\$ 818,202	\$ 502	\$ 212,665	\$ 2,356,269	\$ 1.65	
Michael C. Buckley Executive Vice President, Chief Administrative and Treasurer	2008	\$ 265,000	\$ 0	\$ 790,705	\$ 30.09	\$ 0	\$ 780,684	\$ 4,434	\$ 186,469	\$ 2,027,292	\$ 1.63	
	2007	\$ 265,000	\$ 0	\$ 825,470	\$ 35.89	\$ 0	\$ 711,095	\$ 1,165	\$ 184,138	\$ 1,986,868	\$ 1.81	
	2006	\$ 205,000	\$ 0	\$ 839,925	\$ 37.33	\$ 0	\$ 567,929	\$ 72	\$ 153,937	\$ 1,766,863	\$ 1.65	

- (a) Represents fair market value, on the date of grant, of the net number of restricted shares retained after application of the performance condition relating to the grant. For a description of the operation of the performance condition, see Description of Restricted Stock Grants under the Stock Incentive Plan under the Grants of Plan-Based Awards table.
- (b) Consists of cash payments made under the Annual Performance Bonus Plan, as described below the Grants of Plan-Based Awards table.
- (c) Consists of above-market interest in excess of the applicable IRS rate on nonqualified deferred compensation plans determined in accordance with applicable regulations. See the Nonqualified Deferred Compensation table below for further information.
- (d) The amounts in this column consist of the following: (i) \$249,356, \$468,447, \$425,577, \$158,214 and \$156,853 allocated for the benefit of Messrs. Messmer, Waddell, Gentzkow, Glass and Buckley, respectively, pursuant to defined contribution plans, as described in the Nonqualified Deferred Compensation table, and (ii) \$270,664, \$180,036, \$129,481, \$39,956 and \$29,616 paid to Messrs. Messmer, Waddell, Gentzkow, Glass and Buckley, respectively, as dividends on unvested restricted shares (unvested restricted shares receive the same dividends as ordinary outstanding shares).

## COMPENSATION TABLES

## 2008 Summary Compensation Table

The following table summarizes compensation for the Named Executive Officers (the Chief Executive Officer, the Chief Financial Officer and the three other executive officers who had the highest compensation for 2008) in accordance with Securities and Exchange Commission rules. It should be noted that the entries in the Stock Awards and Option Awards columns, in accordance with Securities and Exchange Commission rules, are the dollar amounts recognized for financial statement reporting purposes with respect to the indicated year in accordance with Financial Accounting Standard 123R, and do not necessarily reflect (a) the number of shares granted during or in respect of the year, (b) the value of such grants on the grant date, (c) the value of such grants on the date of this proxy statement or (d) the ultimate amount, if any, that will be realized by the individual from the grant.

Name and Principal Position	Year	Salary	Bonus	Stock Awards(a)	Option Awards(a)(b)	Non-Equity Incentive Plan Compensation(c)	Change in Pension Value and Nonqualified Deferred Earnings(d)	All Other Compensation(e)	Total
Harold M. Messmer, Jr. Chairman and Chief Executive Officer	2008	\$ 525,000	\$ 0	\$ 8,241,555	\$ 0	\$ 5,708,900	\$ 404,117	\$ 520,020	\$ 15,399,592
	2007	\$ 525,000	\$ 0	\$ 7,848,461	\$ 0	\$ 6,339,334	\$ 173,696	\$ 519,782	\$ 15,406,273
	2006	\$ 525,000	\$ 0	\$ 5,931,257	\$ 0	\$ 5,768,417	\$ 11,093	\$ 806,099	\$ 13,041,866
M. Keith Waddell Vice Chairman, President and Chief Financial Officer	2008	\$ 265,000	\$ 0	\$ 5,354,036	\$ 258,255	\$ 2,857,979	\$ 41,650	\$ 648,483	\$ 9,425,403
	2007	\$ 265,000	\$ 0	\$ 4,864,853	\$ 624,325	\$ 3,173,586	\$ 14,027	\$ 670,611	\$ 9,612,402
	2006	\$ 265,000	\$ 0	\$ 3,327,911	\$ 1,189,347	\$ 2,887,774	\$ 1,215	\$ 628,624	\$ 8,299,871
Paul F. Gentzkow President and Chief Operating Officer-Staffing Services	2008	\$ 265,000	\$ 0	\$ 3,881,270	\$ 219,517	\$ 2,572,180	\$ 34,151	\$ 555,058	\$ 7,527,176
	2007	\$ 265,000	\$ 0	\$ 3,591,023	\$ 528,601	\$ 2,856,227	\$ 11,340	\$ 581,612	\$ 7,833,803
	2006	\$ 265,000	\$ 0	\$ 2,529,854	\$ 1,005,109	\$ 2,598,996	\$ 965	\$ 530,950	\$ 6,930,874
Robert W. Glass Executive Vice President, Corporate Development	2008	\$ 245,000	\$ 0	\$ 1,190,420	\$ 46,486	\$ 809,760	\$ 16,395	\$ 198,170	\$ 2,506,231
	2007	\$ 245,000	\$ 0	\$ 1,085,418	\$ 108,848	\$ 899,182	\$ 5,634	\$ 225,986	\$ 2,570,068
	2006	\$ 205,000	\$ 0	\$ 747,151	\$ 204,152	\$ 818,202	\$ 502	\$ 212,665	\$ 2,187,672
Michael C. Buckley Executive Vice President, Chief Administrative Officer and Treasurer	2008	\$ 265,000	\$ 0	\$ 892,852	\$ 46,486	\$ 780,684	\$ 4,434	\$ 186,469	\$ 2,175,925
	2007	\$ 265,000	\$ 0	\$ 804,471	\$ 132,040	\$ 711,095	\$ 1,165	\$ 184,138	\$ 2,097,909
	2006	\$ 205,000	\$ 0	\$ 496,599	\$ 189,932	\$ 567,929	\$ 72	\$ 153,937	\$ 1,613,469

(a) The entries in the Stock Awards and Option Awards columns, in accordance with Securities and Exchange Commission rules, are the dollar amounts recognized for financial statement reporting purposes with respect to the indicated year in accordance with Financial Accounting Standard 123R, and do not necessarily reflect (a) the number of shares granted during or in respect of the year, (b) the value of such grants on the grant date, (c) the value of such grants on the date of this proxy statement or (d) the ultimate amount, if any, that will be realized by the individual from the grant. Reference is made to Notes A and K in Item 8 of the Company's Annual Reports on Form 10-K for the Fiscal Years Ended December 31, 2008, 2007 and 2006, for a discussion of how the grants were valued.

(b) The amounts shown represent the amounts expensed in the Company's financial statements for options granted in 2003 and 2004. No options have been granted to executive officers since October 2004. Reference is made to Notes A and K in Items 8 of the Company's Annual Reports on Form 10-K for the Fiscal Years Ended December 31, 2008, 2007 and 2006, for a discussion of how the grants were valued.

(c) Consists of cash payments made under the Annual Performance Bonus Plan, as described below the Grants of Plan-Based Awards table.

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- (d) Consists of interest in excess of the applicable IRS rate on nonqualified deferred compensation plans determined in accordance with applicable regulations. See the Nonqualified Deferred Compensation table below for further information.
  
- (e) The amounts in this column consist of the following: (i) \$249,356, \$468,447, \$425,577, \$158,214 and \$156,853 allocated for the benefit of Messrs. Messmer, Waddell, Gentzkow, Glass and Buckley, respectively, pursuant to defined contribution plans, as described in the Nonqualified Deferred Compensation table, and (ii) \$270,664, \$180,036, \$129,481, \$39,956 and \$29,616 paid to Messrs. Messmer, Waddell, Gentzkow, Glass and Buckley, respectively, as dividends on unvested restricted shares (unvested restricted shares receive the same dividends as ordinary outstanding shares).



**2008 Grants of Plan-Based Awards**

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards(a)			All Other Stock Awards: Number of Shares or Stock or Units	All Other Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
		Threshold	Target	Maximum	Threshold	Target	Maximum				
Harold M. Messmer, Jr.	n/a	\$ 3,327,273	\$ 6,654,546	\$ 9,000,000	n/a	n/a	n/a	n/a	n/a	n/a	n/a
M. Keith Waddell	n/a	\$ 1,665,693	\$ 3,331,386	\$ 6,662,772	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Paul F. Gentzkow	n/a	\$ 1,499,124	\$ 2,998,247	\$ 5,996,494	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Robert W. Glass	n/a	\$ 471,946	\$ 943,892	\$ 1,877,784	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Michael C. Buckley	n/a	\$ 455,000	\$ 910,000	\$ 1,820,000	n/a	n/a	n/a	n/a	n/a	n/a	n/a

(a) No equity grants were made during 2008. See the discussion in the last paragraph under the heading Description of Restricted Stock Grants under the Stock Incentive Plan, below.

*Description of the Annual Performance Bonus Plan*

Non-equity awards consist of an annual cash bonus opportunity pursuant to the Annual Performance Bonus Plan, which was approved by stockholders in 2005. The target bonus amount is set by the Compensation Committee, which also adopts a target diluted earnings per share. Under the plan, each individual's actual bonus will vary from his target bonus in direct linear proportion to the variation between the actual diluted earnings per share and the target diluted earnings per share. (For example, if actual earnings per share are 80% of the target earnings per share, then each executive would receive 80% of his target bonus.) However, no bonus can exceed the lesser of twice the target bonus or \$9,000,000, and no bonus at all is paid if actual diluted earnings per share are less than 50% of target. The Compensation Committee has the discretion to reduce any bonus within limits specified in the plan, but has no discretion to increase any bonus above the amount that would be determined by the formula. The measurement period for the grants appearing in the table was the 2008 calendar year (which is also the Company's fiscal year), so the actual final bonuses pursuant to this plan have been determined and are reported in the Summary Compensation Table in the Non-Equity Incentive Plan Compensation column. For such year, the target earnings per share was \$1.90 and the actual earnings per share was \$1.63.

*Description of Restricted Stock Grants under the Stock Incentive Plan*

Since 2004, stock awards to executive officers have consisted exclusively of restricted share grants made pursuant to the Stock Incentive Plan, which plan was approved by the stockholders in 2005 and 2008. Each of these grants was subject to both a performance condition and a time vesting condition. The performance condition provides that all or portion of the award will be forfeited if actual diluted earnings per share for the performance period do not equal or exceed a specified target that has been established by the Compensation Committee. The award may not be increased, even if actual diluted earnings per share exceed the target. Only downward adjustments can be made. Whether or not all or a portion of the award will be forfeited is determined by a mathematical formula specified in the plan that compares actual diluted earnings per share to the target diluted earnings per share. No discretion is involved in the application of this formula. Pursuant to the formula, the actual earnings per share are divided by the target earnings per share, yielding a Performance Goal Ratio. The Multiplier used to determine actual retention of restricted stock grants is defined as (a) 1, if the Performance Goal Ratio is equal to or exceeds 0.9, (b) 0, if the Performance Goal Ratio is less than 0, or (c) 0.1 plus the Performance Goal Ratio in all other cases. After the Multiplier is determined, it is multiplied by each executive officer's restricted stock grant to determine how many shares he may retain. Any shares in excess of this product are forfeited. In setting the target, the Compensation Committee considers the Company's annual strategic plan, consensus Wall Street estimates and other items.



Even after the performance period has ended and any downward adjustment in the number of shares has been made, shares are still not released to the executive officers. The time vesting provisions must still be satisfied. The time vesting provisions for the grants made in 2005 provided for yearly vesting of 25% of the grant over the subsequent four years. The time vesting provisions for the grants made in 2006 and 2007 originally provided for 50% of each grant to vest after two years and the remaining 50% to vest after four years. In 2008, these grants were amended, as described above in Compensation Discussion and Analysis, to postpone the first vesting date so that 100% of the grant will vest after four years. Notwithstanding the foregoing, each grant will vest upon the recipient's death, termination due to total and permanent disability, or the occurrence of a Change in Control (see Appendix A for a definition of this term).

Such shares are entitled to receive any dividends that may be declared from time to time with respect to the Company's outstanding shares. However, effective February 12, 2009, dividends will not be paid on a restricted share award while any performance condition is pending. Instead, any dividends shall accrue and be paid only after the final determination has been made as to whether or not the performance condition has been satisfied. If a portion of the award is forfeited, a like portion of the accrued dividends will also be forfeited.

Prior to 2008, it was the practice of the Compensation Committee to make restricted stock grants at its regular fall meeting (in October or November), with the performance period being the next calendar year. The last such grant was made in October 2007. In 2008, the Compensation Committee decided to change this practice and make the grant at the beginning of the year to which it applies. Accordingly, no grant was made in 2008, and this absence of a grant made during 2008 is reflected in the above table. Information regarding the grant that was made in February 2009 will, in accordance with applicable rules and regulations, be described with all other 2009 compensation in the proxy statement for the 2010 annual meeting of stockholders.

## Outstanding Equity Awards at Fiscal Year-End 2008

Name	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options			Option Exercise Price	Option Expiration Date(a)	Number of Shares or Units of Stock That Have Not Vested(b)	Market Value of Shares or Units of Stock That Have Not Vested(c)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested(d)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested(c)
	Exercisable	Unexercisable	Unexercised Options	Option Price	Option Expiration Date(a)					Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested(d)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested(c)
Harold M. Messmer, Jr.	85,250	0	0	\$ 14.2813	01/01/10	370,631(e)	\$ 7,716,537	244,515(f)	\$ 5,090,802		
	852,508	0	0	\$ 14.2813	01/02/10						
	571,410	0	0	\$ 22.5625	01/23/11						
	571,410	0	0	\$ 16.9500	10/30/12						
	249,433	0	0	\$ 22.8500	10/22/13						
	100,000	0	0	\$ 26.5600	10/28/14						
M. Keith Waddell	262,171	0	0	\$ 22.5625	01/23/11	242,187(g)	\$ 5,042,333	166,986(f)	\$ 3,476,649		
	262,171	0	0	\$ 16.9500	10/30/12						
	131,086	0	0	\$ 22.8500	10/22/13						
	100,000	0	0	\$ 26.5600	10/28/14						
Paul F. Gentzkow	221,100	0	0	\$ 22.5625	01/23/11	175,000(h)	\$ 3,643,500	119,276(f)	\$ 2,483,326		
	40,000	0	0	\$ 23.6500	02/23/11						
	221,100	0	0	\$ 16.9500	10/30/12						
	110,550	0	0	\$ 22.8500	10/22/13						
	85,000	0	0	\$ 26.5600	10/28/14						
Robert W. Glass	22,000	0	0	\$ 12.3438	07/20/09	53,834(i)	\$ 1,120,824	36,975(f)	\$ 769,820		
	37,400	0	0	\$ 10.4063	10/18/09						
	9,800	0	0	\$ 14.2813	01/01/10						
	66,000	0	0	\$ 14.2813	01/02/10						
	44,220	0	0	\$ 22.5625	01/23/11						
	44,220	0	0	\$ 16.9500	10/30/12						
	22,110	0	0	\$ 22.8500	10/22/13						
	18,000	0	0	\$ 26.5600	10/28/14						
Michael C. Buckley	6,000	0	0	\$ 11.9375	04/30/09	39,875(j)	\$ 830,198	27,433(f)	\$ 571,155		
	4,000	0	0	\$ 12.3438	07/20/09						
	2,000	0	0	\$ 10.4063	10/18/09						
	4,000	0	0	\$ 12.6875	01/18/10						
	20,000	0	0	\$ 22.5625	01/23/11						
	5,000	0	0	\$ 20.5100	04/03/11						
	20,000	0	0	\$ 21.1700	11/01/11						
	600	0	0	\$ 19.9500	07/31/12						
	25,000	0	0	\$ 16.1100	12/31/12						
	1,545	0	0	\$ 15.1600	01/31/13						
	600	0	0	\$ 21.7100	07/31/13						
	22,000	0	0	\$ 28.0000	07/28/14						
	18,000	0	0	\$ 26.5600	10/28/14						

(a) Each of such options is currently fully vested.

(b) Invested restricted share awards with respect to which, as of December 31, 2008, the performance period has been completed, the determination of the final award has been certified by the Compensation Committee, and any applicable adjustments have been made.

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- (c) The market value of unvested stock awards was calculated by valuing each share at \$20.82, which was the closing price of the Company's Common Stock on the New York Stock Exchange on the last trading day of 2008.
  
- (d) Unvested restricted share awards with respect to which the performance period was completed on December 31, 2008, but the determination of the final award and the making of applicable downward adjustments was, in accordance with the terms of the Stock Incentive Plan, made at the February 2009 meeting of the Compensation Committee. In accordance with applicable rules, the number of shares appearing here is the number of shares outstanding on December 31, 2008, before giving effect to the downward adjustment, which downward adjustment resulted in the forfeiture of approximately 4.2% of the shares of each such grant.

- (e) Of such shares, 115,631 vested on January 3, 2009, 50,000 vest on January 3, 2010, and 205,000 vest on January 3, 2011.
- (f) All of such shares vest on January 3, 2012.
- (g) Of such shares, 68,437 vested on January 3, 2009, 33,750 vest on January 3, 2010, and 140,000 vest on January 3, 2011.
- (h) Of such shares, 51,250 vested on January 3, 2009, 23,750 vest on January 3, 2010, and 100,000 vest on January 3, 2011.
- (i) Of such shares, 15,334 vested on January 3, 2009, 7,500 vest on January 3, 2010, and 31,000 vest on January 3, 2011.
- (j) Of such shares, 11,250 vested on January 3, 2009, 5,625 vest on January 3, 2010, and 23,000 vest on January 3, 2011.

### Option Exercises and Stock Vested in 2008

Name	Number of Shares Acquired on Exercise(a)	Value Realized on Exercise(b)	Number of Shares Acquired on Vesting	Value Realized on Vesting(b)
Harold M. Messmer, Jr.	0	\$ 0	181,262	\$ 4,451,795
M. Keith Waddell	714,776	\$ 6,866,423	103,123	\$ 2,532,701
Paul F. Gentzkow	473,000	\$ 6,460,840	78,750	\$ 1,934,100
Robert W. Glass	69,200	\$ 517,039	23,167	\$ 568,982
Michael C. Buckley	0	\$ 0	16,250	\$ 404,538

- (a) Each of such options was granted at 100% of the fair market value, was due to expire on the tenth anniversary of the grant date and was exercised less than two years prior to its expiration date.
- (b) Messrs. Messmer, Waddell and Gentzkow did not sell any of the acquired shares on the open market. Each of them surrendered enough shares to the Company to pay the exercise price and the taxes resulting from exercise or vesting (as permitted pursuant to the terms of the plan under which the options were granted) and retained the remainder of the shares.

### 2008 Nonqualified Deferred Compensation

Name	Executive Contributions in Last Fiscal Year	Registrant Contributions in Last Fiscal Year	Aggregate Earnings in Last Fiscal Year	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last Fiscal Year End
Harold M. Messmer, Jr.	\$ 0	\$ 249,356	\$ 3,445,099	\$ 0	\$ 60,356,029
M. Keith Waddell	\$ 0	\$ 468,447	\$ 278,700	\$ 0	\$ 5,177,981
Paul F. Gentzkow	\$ 0	\$ 425,577	\$ 228,525	\$ 0	\$ 4,287,237
Robert W. Glass	\$ 0	\$ 158,214	\$ 109,710	\$ 0	\$ 2,012,126
Michael C. Buckley	\$ 0	\$ 156,853	\$ 29,669	\$ 0	\$ 658,209

Registrant Contributions for Mr. Messmer are allocated pursuant to the Deferred Compensation Plan. Under the Deferred Compensation Plan, the amount allocated each year to Mr. Messmer is between 3% and 10% of the sum of Mr. Messmer's base salary and cash bonus (pursuant to the Annual Performance Bonus Plan), depending upon how actual earnings per share for the year compare to the target set by the Board. Accrued amounts earn interest quarterly at a rate equal to the 10+ Year High Quality yield in the Merrill Lynch Bond Index. For 2008, the quarterly

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interest rates were 6.40%, 6.64%, 7.32% and 5.91%, respectively. The corresponding 120% long-term quarterly applicable federal rates were 5.05%, 5.26%, 5.40% and 5.25%, respectively. The Deferred Compensation Plan provides that all amounts become fully vested after seven years of service, so all amounts in the table for Mr. Messmer are fully vested. All vested amounts are paid following disability or termination of employment for any reason. The amounts in the Deferred Compensation Plan allocated to Mr. Messmer also include amounts transferred in respect of another plan that was terminated several years ago.

Registrant Contributions for Messrs. Waddell, Gentzkow, Glass and Buckley are allocated pursuant to the Senior Executive Retirement Plan, which was established effective December 31, 1995. Under the Senior Executive Retirement Plan, the amount allocated each year for an executive is 15% of the sum of his base salary and cash bonus (pursuant to the Annual Performance Bonus Plan). Accrued amounts earn interest at a rate equal to Moody's Corporate Bond Yield Average. For 2008, this interest rate was 6.29% and the corresponding 120%

long-term annual applicable federal rate was 5.35%. All allocations are subject to a vesting schedule, which provides that no amount is vested until ten years of service. After ten years of service, the amount vested is 50% plus 4 1/6% for each year over age 50, with 100% vesting thus occurring at age 62. Vested accrued amounts are paid following termination of employment. Prior to January 1, 1996, Messrs. Waddell, Gentzkow and Glass participated in the Deferred Compensation Plan. Contributions made prior to such date continue to earn interest as provided by the Deferred Compensation Plan. Of the aggregate balances shown in the table, \$2,201,357, \$1,520,623, \$888,905 and \$329,105 were unvested as of December 31, 2008, for Messrs. Waddell, Gentzkow, Glass and Buckley, respectively. All vested amounts are paid following disability or termination of employment for any reason. Pursuant to the Senior Executive Retirement Plan and resolutions adopted by the Compensation Committee in 1995, in the event of a Change in Control (see Appendix A for a definition of this term), there shall be allocated to Mr. Waddell's account an amount equal to the product of (a) the number of whole years remaining until Mr. Waddell attains age 62 (10 years as of December 31, 2008) and (b) the last annual allocation for Mr. Waddell made under the Senior Executive Retirement Plan. After such Change in Control allocation has been made, each subsequent annual allocation under the Senior Executive Retirement Plan for Mr. Waddell following the Change in Control and prior to his 62<sup>nd</sup> birthday shall be reduced by an amount equal to the last annual allocation made to Mr. Waddell prior to the Change in Control.

#### **Employment Agreement and Potential Payments upon Termination or Change in Control**

Harold M. Messmer, Jr., Chairman of the Board and Chief Executive Officer, has an employment agreement with the Company terminating December 31, 2012. Under the current terms of the employment agreement, Mr. Messmer will receive a base annual salary of not less than \$525,000 and is entitled to receive certain benefits, including life insurance and tax planning. (Mr. Messmer waived these benefits for 2007 and 2008.) In the event the employment of Mr. Messmer is terminated (a) involuntarily other than for Cause (see Appendix A for a definition of this term), (b) by reason of a constructive termination of Mr. Messmer's employment resulting from a material breach of the employment agreement by the Company, or (c) voluntarily within one year following a Change in Control of the Company (see Appendix A for a definition of this term), he is entitled to receive severance compensation. The amount of such severance compensation shall be (i) the then lump sum present value of the amount he would have received if his base salary (at the rate payable at the time of such termination) had been paid through the then effective term of the agreement and (ii) the then lump sum present value of the amount he would have received if a yearly bonus in an amount equal to the annual cash bonus for the last full calendar year completed prior to the termination (including any bonus pursuant to the Annual Performance Bonus Plan) had been paid yearly through the then effective term of the agreement. If Mr. Messmer's employment is terminated by reason of death or disability, he or his estate will receive only a lump-sum equal to 75% of the base salary he would have received through the then effective term of the agreement and will not receive any amount in lieu of bonus. If Mr. Messmer's employment terminates other than for Cause, he and his wife will each continue thereafter to participate in the Company's healthcare plan for its employees, at Company expense, until his or her death. For one year following termination, Mr. Messmer is prohibited from competing with the Company's personnel services business, employing any officer of the Company or soliciting any officer of the Company to leave the Company. Since 1990, the terms of the employment agreement have provided that it automatically renew on each December 31 for an additional year without further action by the Company or Mr. Messmer and without formal amendment.

Severance Agreements have been entered into with Messrs. Messmer, Waddell, Gentzkow and Glass. Each Severance Agreement provides that the employee will be paid a lump-sum equal to 24 months base salary (36 months if the employee has served as a director) if his employment is terminated (a) without Cause (see Appendix A for a definition of this term), (b) voluntarily by the employee following a reduction by more than 5% of the employee's base salary per month or (c) voluntarily by the employee following a request by the Company that the employee relocate more than 50 miles away from the current location of the principal executive offices of the Company. The terminated employee will also receive a pro rata share of any bonus he would otherwise have received pursuant to any bonus plan if his employment had not been terminated. However, if the termination occurs within one year following a Change in Control of the Company (see Appendix A for a definition of this term), then in lieu of the foregoing bonus payment the employee will receive a lump-sum equal



to twice the prior year's bonus (three times the prior year's bonus if the employee has served as a director). Notwithstanding the foregoing, no individual shall receive salary and bonus payments under both his Severance Agreement and any other agreement. Instead, only the greater of such benefits provided by either agreement shall be paid. On the termination date, any unvested stock or options would become fully vested, as would any amounts accrued for the employee's benefit under the Senior Executive Retirement Plan. The individual will continue to receive all employee benefits in effect on the termination date, including, but not limited to, medical and life insurance payments, for 24 months following termination (36 months if the employee has served as a director). In addition, if the employee has served as a director, the foregoing benefits will be provided in the event of any voluntary termination within one year following a Change in Control. The Agreements also provide that if the individual has served as a director, then any termination of his employment (other than a termination by the Company for Cause) after the conclusion of the year in which his 53<sup>rd</sup> birthday occurs will entitle him and his wife to each continue to participate in the Company's healthcare plan for its employees, at Company expense, until his or her death.

The Company has entered into Part-Time Employment Agreements with each of Messrs. Messmer, Waddell, Gentzkow and Glass. Each Agreement provides that the employee will be retained as a part-time employee for a four year period following retirement. The individual will provide advice and counsel as requested during the part-time employment period and will be prohibited from competing with the Company's staffing services business or soliciting any employee to leave the Company during that period. In return, the individual will receive annual compensation during the part-time employment equal to 8% of the total cash base salary and bonus (including any bonus pursuant to the Annual Performance Bonus Plan) paid during the last complete calendar year prior to retirement, and stock option and restricted stock awards made prior to retirement will remain outstanding and continue to vest in accordance with their original vesting schedules. For purposes of the Agreements, retirement is defined to be any termination by the employee of his employment subsequent to the later of age 55 or 20 years of service. Mr. Messmer is eligible for retirement under this provision.

In 1996, the Company adopted an Excise Tax Restoration Agreement covering Messrs. Berwick, Furth, Gibbons, Messmer, Richman, Schaub, Waddell, Gentzkow and Glass. If any such individual becomes subject to such a tax in connection with a change of control, he will receive a cash payment equal to the sum of the excise tax due, in addition to an amount necessary to restore him to the same after-tax position as if no excise tax had been imposed.

The Stock Incentive Plan, pursuant to which all equity grants to executive officers subsequent to October 2004 have been made, provides that any award held by an executive officer will vest upon (a) such individual's death or disability or (b) a Change in Control of the Company (see Appendix A for a definition of this term). The only grants that have been made under this plan are restricted stock grants. For more details regarding the Stock Incentive Plan, see the discussion below the Grants of Plan-Based Awards table.

All stock option awards to executive officers that are still outstanding were made in 2004 or earlier pursuant to then existing equity plans that were terminated in 2005. All of such options were granted with time vesting schedules. Such time vesting schedules have been satisfied and all such options are now fully vested. Unexercised options held by any executive officer lapse 90 days after the termination of his employment. However, except with respect to options granted prior to 2004 to Mr. Buckley, the award agreements for these options provide that in the event of (a) the executive officer's death or disability, or (b) a Change in Control of the Company (see Appendix A for a definition of this term), such options will remain outstanding until their normal expiration date.

The Annual Performance Bonus Plan, pursuant to which performance-based cash bonuses are paid to executive officers, provides for a pro-rated bonus to be paid to the estate of any executive officer in the event of his death during the year. For more details regarding the Annual Performance Bonus Plan, see the discussion below the Grants of Plan-Based Awards table.

The Deferred Compensation Plan and the Senior Executive Retirement Plan each provide that all vested amounts will be paid following disability or termination of employment for any reason. For more details regarding these two plans, see the discussion below the Nonqualified Deferred Compensation table.

#### **Payments in the Event of Various Circumstances**

Set forth below is information regarding amounts that would have been payable to each of the executive officers pursuant to the arrangements described herein under the assumption that various circumstances had occurred on December 31, 2008.

Depending upon the circumstances surrounding separation, the individual may be entitled to receive one or more of the following benefits: (a) immediate vesting of then-unvested restricted stock awards, (b) then-unvested restricted stock awards would remain outstanding, subject to their existing vesting schedule, (c) allocation of additional amounts under the Senior Executive Retirement Plan, (d) immediate vesting of then-unvested amounts under the Senior Executive Retirement Plan, (e) payout of amounts allocated under the Senior Executive Retirement Plan, (f) a lump sum payment whose calculation is based on salary, (g) a lump sum payment whose calculation is based on bonus, (h) retention as a part-time employee (with payment of compensation) for a specified period, (i) continued participation in Company medical plans and payment of other medical expenses until death, or (j) continued payment of life insurance and other miscellaneous benefits for a specified period. Such benefits would be provided pursuant to the Senior Executive Retirement Plan or one or more of the plans or agreements described above under the heading Employment Agreement and Potential Payments upon Termination or Change in Control.

The amounts that actually would be payable if any such event occurs in the future would be different than those set forth below (which, as stated above, are calculated under the assumption that the event occurred on December 31, 2008) because such payments are contingent upon various factors at the time of the occurrence of the assumed event, including, but not limited to, one or more of the following: (1) each individual's then current salary and non-equity award potential, (2) each individual's salary and non-equity award for preceding fiscal years, (3) the amount and nature of unvested equity awards held by the individual, (4) the trading price of the Company's stock, (5) the then current level of benefits and other items, (6) the individual's age or years of service with the Company and (7) the date of termination, including, but not limited to, where the date of termination falls within the fiscal year or the measurement period for a specific grant. For further information regarding the impact of these factors, see the discussion above regarding the Senior Executive Retirement Plan and the discussion under the heading Employment Agreement and Potential Payments upon Termination or Change in Control.

The following table sets forth, for each individual and each possible benefit (a) the value of each such benefit computed on the assumption a triggering event occurred on December 31, 2008, and (b) the circumstances for that individual under which payment of that benefit would be triggered. Note that the circumstances that trigger a specific benefit may be different for different individuals. **As can be seen from the table, not all benefits are paid to an individual under all circumstances. Therefore, no useful information would be obtained by summing the items in any column. For information regarding the total amount payable to any individual upon the occurrence of a specific event, see the table appearing in the next subsection.**

*Value of Specified Severance or Change in Control Benefits*

	Harold M. Messmer, Jr.	Triggering Events (see footnotes for explanation)	M. Keith Waddell	Triggering Events (see footnotes for explanation)	Paul F. Gentzkow	Triggering Events (see footnotes for explanation)	Robert W. Glass	Triggering Events (see footnotes for explanation)	Michael C. Buckley	Triggering Events (see footnotes for explanation)
Restricted Stock Vesting or Remaining Outstanding	\$ 12,807,340	a,b,c,d,e,f	\$ 8,518,982	b,c,d,e,f	\$ 6,126,826	b,c,d,e,f	\$ 1,890,643	b,c,d,e,f	\$ 1,401,353	b,d,e,f
Senior Executive Retirement Plan Vesting	n/a		\$ 2,201,357	c,d,e,f	\$ 1,520,623	c,d,e,f	\$ 888,905	c,d,e,f	\$ 329,105	d,e,f
Senior Executive Retirement Plan Change in Control Allocation	n/a		\$ 4,684,470	d,e,f	n/a		n/a		n/a	
Lump Sum Payment Based on Salary	\$ 2,095,339	c,e,f	\$ 795,000	c,e,f	\$ 530,000	c,e	\$ 490,000	c,e		n/a
Lump Sum Payment Based on Bonus	\$ 22,797,990	c,e,f	\$ 8,573,937	e,f	\$ 5,144,360	e	\$ 1,619,520	e		n/a
Lump Sum Payment Based on Partial Salary	\$ 1,571,504	b	n/a		n/a		n/a			n/a
Consulting Fees	\$ 1,994,848	a,f	n/a		n/a		n/a			n/a
Life Insurance and Miscellaneous Benefits	\$ 39,233	c,e,f	\$ 15,239	c,e,f	\$ 10,159	c,e	\$ 10,159	c,e		n/a
Post Termination Health Care Benefits	\$ 133,914	a,b,c,e,f	\$ 33,936	c,e,f	\$ 22,624	c,e	\$ 21,168	c,e		n/a

a Voluntary Resignation or Retirement in the Absence of a Prior Change in Control

b Termination by Reason of Death or Disability

- c Termination without Cause in the Absence of a Prior Change in Control
- d Change in Control with No Subsequent Termination
- e Change in Control Followed by an Involuntary Termination without Cause
- f Change in Control Followed by a Resignation or Retirement within One Year Thereafter

*Total Amounts under Specified Circumstances*

The table below sets forth the total amounts of the benefits that would be provided to each individual in the event of the various circumstances described in the table. **Each of the situations described in the table is a separate and complete alternative situation, and each line item sets forth the total amount payable in that alternative. The different line items are not cumulative and should not be added. They are mutually exclusive alternative scenarios.** In all circumstances, each individual would also be entitled, in addition to the amounts set forth below, to receive his then vested account under the Deferred Compensation Plan or the Senior Executive Retirement Plan. These vested amounts are set forth above in the Nonqualified Deferred Compensation table. All amounts are calculated on the assumption that the event occurred on December 31, 2008.

*Total Benefits Payable Under Various Circumstances*

	Harold M. Messmer, Jr.	M. Keith Waddell	Paul F. Gentzkow	Robert W. Glass	Michael C. Buckley
<b>Alternative 1 Voluntary Resignation or Retirement in the Absence of a Prior Change in Control</b>	\$ 14,936,102(a)	\$ 0	\$ 0	\$ 0	\$ 0
<b>Alternative 2 Termination by Reason of Death or Disability</b>	\$ 14,512,758	\$ 8,518,982	\$ 6,126,826	\$ 1,890,643	\$ 1,401,353
<b>Alternative 3 Termination without Cause in the Absence of a Prior Change in Control</b>	\$ 37,873,816	\$ 11,564,514	\$ 8,210,232	\$ 3,300,875	\$ 0
<b>Alternative 4 Change in Control with No Subsequent Termination</b>	\$ 12,807,340	\$ 15,404,809	\$ 7,647,449	\$ 2,779,548	\$ 1,730,458
<b>Alternative 5 Change in Control Followed by an Involuntary Termination without Cause</b>	\$ 37,873,816	\$ 24,822,921	\$ 13,354,592	\$ 4,920,395	\$ 1,730,458
<b>Alternative 6 Change in Control Followed by a Resignation or Retirement within One Year Thereafter</b>	\$ 39,868,664	\$ 24,822,921	\$ 7,647,449	\$ 2,779,548	\$ 1,730,458

- (a) This number consists of \$12,807,340 of restricted stock that would remain outstanding subject to continued vesting requirements, \$1,994,848 of consulting fees paid over four years for four years of consulting services and \$133,914 of health benefits. Such amounts are subject to forfeiture if Mr. Messmer does not fulfill the terms of his Part-Time Employment Agreement, which is described above under the heading Employment Agreement and Potential Payments upon Termination or Change in Control .

**2008 Director Compensation**

Name	Fees Earned or Paid in Cash	Stock Awards(a)	Option Awards(b)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation(c)	Total
Andrew S. Berwick, Jr.	\$ 65,000	\$ 101,787	\$ 0	\$ 0	\$ 0	\$ 4,535	\$ 171,322
Frederick P. Furth	\$ 55,500	\$ 101,787	\$ 0	\$ 0	\$ 0	\$ 4,535	\$ 161,822
Edward W. Gibbons	\$ 57,000	\$ 101,787	\$ 0	\$ 0	\$ 0	\$ 4,535	\$ 163,322
Frederick A. Richman(d)	\$ 14,500	\$ 16,641	\$ 0	\$ 0	\$ 0	\$ 1,023	\$ 32,164
Thomas J. Ryan(e)	\$ 52,000	\$ 367,911(f)	\$ 0	\$ 0	\$ 0	\$ 4,535	\$ 424,446
J. Stephen Schaub	\$ 52,000	\$ 101,787	\$ 0	\$ 0	\$ 0	\$ 4,535	\$ 158,322

- (a) Consists of restricted shares granted under a stockholder approved plan. Reference is made to Notes A and K in Items 8 of the Company's Annual Reports on Form 10-K for the Fiscal Years Ended December 31, 2006, December 31, 2007, and December 31, 2008, for a discussion of how the grants were valued. At December 31, 2008, Messrs. Berwick, Furth, Gibbons and Schaub each held 11,350 restricted shares and Mr. Richman held 4,650 restricted shares. The numbers in the table are the amounts expensed in that year in the Company's financial statements, and relate to restricted shares granted in that year and in prior years.
- (b) At December 31, 2008, Messrs. Berwick, Furth, Gibbons and Schaub each held options for 144,000 shares and Mr. Richman held options for 48,000 shares.
- (c) Consists of dividends on unvested restricted shares. Unvested restricted shares receive the same dividends as ordinary outstanding shares.
- (d) Mr. Richman was elected a director on July 29, 2008.
- (e) Mr. Ryan retired from the Board on October 29, 2008.
- (f) Reflects the dollar amount recognized for financial statement purposes in accordance with Financial Accounting Standard 123R, which amount was impacted by Mr. Ryan's retirement. (See the second paragraph below for a discussion of Stock Incentive Plan provisions relating to director retirement.) Mr. Ryan's 2008 grant was made on the same date and was for the same number of shares as granted to Messrs. Berwick, Furth, Gibbons and Schaub.

Cash fees for outside directors are as follows: (1) an annual fee of \$40,000 for service on the Board, (2) a fee of \$1,500 for each Board meeting attended, (3) a \$3,000 annual fee for service on each of, as applicable, the Audit Committee, the Compensation Committee, and/or the Nominating and Governance Committee, (4) an additional annual fee of \$10,000 for serving as Chairman of the Audit Committee and (5) an additional annual fee of \$5,000 for serving as Chairman of the Compensation Committee or the Nominating and Governance Committee. All directors also receive reimbursement for travel and other expenses directly related to activities as directors.

On May 6, 2008, the date of the Company's 2008 Annual Meeting of Stockholders, Messrs. Berwick, Furth, Gibbons, Ryan and Schaub each received a grant of 6,200 shares of restricted stock under the Stock Incentive Plan. The closing price of the Company's stock on the date of grant was \$24.48 per share, so the grant date fair value of each award was \$151,776. On July 29, 2008, the day of his election to the Board, Mr. Richman received a grant of 4,650 shares of restricted stock under the Stock Incentive Plan. The closing price of the Company's stock on the date of grant was \$25.50 per share, so the grant date fair value of his award was \$118,575. Each of the foregoing grants is subject to a time vesting condition which provides for the vesting of 25% of the grant on each of May 1, 2009, May 1, 2010, May 1, 2011 and May 1, 2012. Notwithstanding the foregoing, each grant will vest upon the recipient's retirement (except under certain specified circumstances), death,

termination due to total and permanent disability, or the occurrence of a Change in Control (see Appendix A for a definition of this term). Each of Messrs. Berwick, Furth, Gibbons, Richman and Schaub is eligible for retirement under the foregoing provision.

## CORPORATE GOVERNANCE

### Transactions with Related Persons

In 2008, there were no transactions with related persons of the type required to be disclosed pursuant to Item 404(a) of Regulation S-K adopted by the Securities and Exchange Commission.

### Policy Regarding Transactions with Related Persons

The Company's policy with respect to related party transactions is that directors and officers are expected to report any transaction that the Company would be required to disclose pursuant to Item 404(a) of Securities and Exchange Commission Regulation S-K (a "Related-Party Transaction") to the Nominating and Governance Committee. All such Related-Party Transactions shall be subject to the review and approval of the non-interested members of the Nominating and Governance Committee. In determining whether to approve any such transaction, the Nominating and Governance Committee will consider such factors as it deems relevant, including, but not limited to, whether the transaction is on terms comparable to those that could be obtained in arm's length negotiations with an unrelated third party. This policy is expressed in the Company's Corporate Governance Guidelines, which guidelines are available at the Company's website at [www.rhi.com](http://www.rhi.com) in the "Corporate Governance" section under the "Investor Center" tab.

### Section 16(a) Beneficial Ownership Reporting Compliance

To the best of the Company's knowledge, each of the directors and executive officers filed on a timely basis all forms required to be filed with respect to 2008 pursuant to Section 16(a) of the Securities Exchange Act of 1934, except for Mr. Gibbons, who filed one Form 4 five business days after the transaction date.

### Code of Ethics

The Company has adopted a code of ethics applicable to the directors and to all employees, including, but not limited to, the principal executive officer, the principal financial officer and the principal accounting officer. The Code of Business Conduct and Ethics is available at the Company's website at [www.rhi.com](http://www.rhi.com) in the "Corporate Governance" section under the "Investor Center" tab.

### Director Independence

The Board of Directors has determined that each of Messrs. Berwick, Furth, Gibbons, Pace, Richman and Schaub and Ms. Novogradac has no material relationship with the Company and therefore is "independent" as defined by Section 303A of the Listed Company Manual of the New York Stock Exchange. In making such determination, the Board has adopted guidelines providing that any relationship with the Company shall be deemed to be *not* material if (a) the director meets the independence requirements set forth in Sections 303A.02(b)(i) through 303A.02(b)(v) of the New York Stock Exchange's Listed Company Manual and (b) the relationship is not required to be disclosed pursuant to Item 404(a) of



Regulation S-K adopted by the Securities and Exchange Commission. Generally, such Item 404(a) requires disclosure, with certain exceptions, of transactions exceeding \$120,000 in which a director or executive officer has a material direct or indirect interest.

**Required Officer Ownership**

The Board of Directors has adopted a policy regarding minimum required share ownership by the Company's executive officers. Details regarding such policy are available at the Company's website at [www.rhi.com](http://www.rhi.com) in the Corporate Governance section under the Investor Center tab. Pursuant to such policy, the minimum number of shares that Messrs. Messmer, Waddell, Gentzkow, Glass, Karel and Buckley are required to own are 184,643, 93,201, 93,201, 72,099, 72,099 and 56,578, respectively.

### **Required Director Ownership**

The Board of Directors has adopted a policy regarding minimum required share ownership by the Company's directors. Details regarding such policy are available at the Company's website at [www.rhi.com](http://www.rhi.com) in the Corporate Governance section under the Investor Center tab. Pursuant to such policy, each director is required to own a minimum of 10,000 shares no later than the later to occur of (a) October 29, 2009 or (b) three years from the commencement of such individual's current tenure as director.

### **Severance Benefits Policy**

The Compensation Committee has adopted a Compensation Committee Policy Regarding Severance Benefits for Executive Officers, pursuant to which future severance agreements with any executive officer shall not, individually or in the aggregate, provide severance benefits, as defined in the policy, that exceed 2.99 times the sum of such executive officer's base salary and annual bonus. This policy is available at the Company's website at [www.rhi.com](http://www.rhi.com) in the Corporate Governance section under the Investor Center tab.

It should be noted that no executive officer has ever been terminated under circumstances that required severance payments.

### **Clawback Policy**

The Compensation Committee has adopted an Executive Compensation Clawback Policy. This policy is available at the Company's website at [www.rhi.com](http://www.rhi.com) in the Corporate Governance section under the Investor Center tab.

It should be noted that the Company has never restated its financial statements.

### **CEO Succession Plan**

The Company's Corporate Governance Guidelines require that the Board of Directors adopt a CEO Succession Plan and that the plan be reviewed annually. Such a plan has been adopted and it has been reviewed by the Board within the past year. Information regarding the requirements of the plan is contained in the Company's Corporate Governance Guidelines, which guidelines are available at the Company's website at [www.rhi.com](http://www.rhi.com) in the Corporate Governance section under the Investor Center tab.

### **Director Succession Plan**

The Company's Board of Directors has adopted a Director Succession Plan. The plan is an appendix to the Company's Corporate Governance Guidelines, which guidelines are available at the Company's website at [www.rhi.com](http://www.rhi.com) in the Corporate Governance section under the Investor Center tab.

**Lead Director Statement of Duties**

The Company's Board of Directors has adopted a Lead Director Statement of Duties. The statement is an appendix to the Company's Corporate Governance Guidelines, which guidelines are available at the Company's website at [www.rhi.com](http://www.rhi.com) in the Corporate Governance section under the Investor Center tab.

**Available Information**

The Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics, and charters for its Audit Committee, Compensation Committee and Nominating and Governance Committee are available on its website, which is [www.rhi.com](http://www.rhi.com), in the Corporate Governance section under the Investor Center tab. Each of these documents is also available in print to any stockholder who makes a request to Robert Half International Inc., 2884 Sand Hill Road, Menlo Park, CA 94025, Attn: Corporate Secretary.

## THE BOARD AND COMMITTEES

The Board met four times during 2008. Each of the directors attended at least 75% of the aggregate number of meetings of the Board and of the committees of the Board on which he served that were held while he was a member thereof. It is the Company's policy that directors are expected to attend the Annual Meeting of Stockholders. All of the directors except Mr. Furth attended the 2008 Annual Meeting of Stockholders.

The Board of Directors has standing Audit, Compensation, Nominating and Governance, and Executive Committees.

The Audit Committee, currently composed of Messrs. Berwick, Gibbons, Richman and Schaub, met four times during 2008. (Mr. Richman was elected to the Audit Committee after its February 2009 meeting.) The functions of the Audit Committee include selecting the Company's independent auditors (subject to stockholder ratification), approving the fees of the independent auditors, monitoring the qualifications and independence of the independent auditors, consulting with the independent auditors with regard to the plan of audit, the results of the audit and the audit report, conferring with the auditors with regard to the adequacy of internal accounting controls, and monitoring the effectiveness of the Company's internal accounting function.

The Compensation Committee, currently composed of Messrs. Berwick, Furth and Richman, met four times during 2008 and acted once by unanimous written consent. (Mr. Richman was elected to the Compensation Committee in October 2008.) The function of the Compensation Committee is to establish compensation policies for the Company's senior officers and to administer compensation plans in which officers, directors and employees are eligible to participate.

The Nominating and Governance Committee, currently composed of Messrs. Berwick, Furth, Gibbons, Pace, Richman and Schaub, met three times during 2008. (Mr. Richman was elected to the Nominating and Governance Committee in July 2008 and Mr. Pace was elected to the Nominating and Governance Committee in February 2009.) The Nominating Committee's role is to recommend candidates to fill any vacancy that may occur in the Board of Directors, develop and recommend corporate governance guidelines to the Board and oversee the evaluation of the Board and management.

The Executive Committee, currently composed of Messrs. Messmer, Furth and Gibbons, did not meet during 2008. The Executive Committee has all of the powers of the Board of Directors, with certain specific exceptions required by Delaware law.

The Company's independent directors meet regularly in executive session without management. Mr. Gibbons, Chairman of the Nominating and Governance Committee, presides at such meetings.

### **Nominating and Governance Committee**

*Nominating and Governance Committee Charter*

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The Nominating and Governance Committee has adopted a charter. It is available on the Company's website, which is [www.rhi.com](http://www.rhi.com). The charter can be found in the Corporate Governance section under the Investor Center tab.

### *Submission to Nominating and Governance Committee of Suggested Nominees for Director*

The Nominating and Governance Committee will consider director candidates recommended by stockholders. A stockholder wishing to submit a candidate to the Nominating and Governance Committee for consideration as nominee for director shall submit the information set forth below to Robert Half International Inc., 2884 Sand Hill Road, Menlo Park, CA 94025, Attn: Corporate Secretary Director Candidate. The Corporate Secretary will forward the information to the Nominating and Governance Committee. The information to be included in any such submission is: (a) a statement from the nominee consenting to be named

in the proxy and proxy card if selected and to serve on the board if elected, (b) whether the candidate qualifies as independent under the listing standards of the New York Stock Exchange, (c) the nominee's biographical data (including other boards on which the nominee serves), business experience and involvement in any legal proceedings, including any involving the Company, (d) transactions and relationships between the nominee and the recommending stockholder, on the one hand, and the Company or management, on the other hand, (e) the stock trading history and current ownership information of the recommending stockholder and the nominee, including the name and address of the recommending stockholder and the nominee as they appear on the Company's stock ledger, (f) any material proceedings to which the nominee or his associates is a party that are adverse to the Company, (g) information regarding whether the recommending stockholder or nominee (or their affiliates) have any plans or proposals for the Company and (h) whether the recommending stockholder and nominee seek to use the nomination to redress personal claims or grievances against the Company or others or to further personal interests or special interests not shared by stockholders at large. In evaluating individuals for nomination as director, the Nominating and Governance Committee shall select individuals who (a) have skills and experience that can be of assistance to management in operating the Company's business, (b) demonstrate integrity, accountability and judgment and (c) can be expected to add to the total mix of individuals on the Board of Directors so as to give the Company a Board that is effective, collegial, diverse and responsive to the needs of the Company. Other factors that may be considered include (i) experience with small to mid-size businesses (the Company's principal client base), (ii) a record of entrepreneurial success and/or (iii) financial or accounting experience.

## **Audit Committee**

### *Audit Committee Charter*

The Company's Board of Directors has adopted a charter for the Audit Committee. The charter is available on the Company's website, which is [www.rhi.com](http://www.rhi.com). The charter can be found in the Corporate Governance section under the Investor Center tab. The Board of Directors has determined that all of the members of the Audit Committee are independent as defined in the New York Stock Exchange's listing standards.

### *Audit Committee Financial Expert*

The Board of Directors has also determined that Edward W. Gibbons and J. Stephen Schaub, each of whom is a member of the Audit Committee, are each an audit committee financial expert and independent in accordance with the requirements of Item 407(d)(5) of Securities and Exchange Commission Regulation S-K and the rules and regulations of the New York Stock Exchange.

### *Audit Committee Report*

*Notwithstanding anything to the contrary set forth in any of the Company's previous or future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 that might incorporate by reference this Proxy Statement or future filings with the Securities and Exchange Commission, in whole or in part, the following information shall not be deemed to be incorporated by reference into any such filings.*

The Audit Committee has reviewed and discussed the audited financial statements for the year ended December 31, 2008, contained in the Company's Annual Report on Form 10-K (the 2008 Financial Statements) with the Company's management. The Audit Committee has discussed with PricewaterhouseCoopers LLP (PwC), the Company's independent auditors, the matters required to be discussed by SAS 61, as amended. The Audit Committee has also received the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board regarding PwC's communications with the Audit Committee concerning independence and has discussed PwC's independence with them. Based on the foregoing review and discussions, the Audit Committee has recommended to the Company's Board

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of Directors that the 2008 Financial Statements be included in the Company's Annual Report on Form 10-K.

Andrew S. Berwick, Jr.

Edward W. Gibbons

J. Stephen Schaub

## **Compensation Committee**

### *Compensation Committee Charter*

The Compensation Committee has adopted a charter. It is available on the Company's website, which is [www.rhi.com](http://www.rhi.com). The charter can be found in the Corporate Governance section under the Investor Center tab.

### *Compensation Committee Procedures*

Each component of executive compensation is determined by the Compensation Committee. The Compensation Committee determines what changes, if any, should be made to continuing arrangements, such as base salaries and fringe benefits. When determining compensation for the coming year, the Compensation Committee reviews (a) the Company's results for the prior year, (b) the issues that will confront the Company in the coming year and (c) such other information it deems appropriate. After such review, it makes its ultimate determinations based upon its evaluation of such information and its long term experience with the Company. While the Compensation Committee receives input from the Chief Executive Officer and Chief Financial Officer and discusses compensation with them, the ultimate decision regarding compensation is solely at the discretion of the Committee. The Compensation Committee has the authority to retain consultants to assist with its decisions. No consultant was involved in determining compensation for 2008 or 2009.

Compensation of directors is determined by the full Board of Directors, except for equity awards under the Stock Incentive Plan, which are made by the Compensation Committee.

### *Compensation Committee Report*

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis appearing earlier in this proxy statement. Based on this review and discussion, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

Andrew S. Berwick, Jr.

Frederick P. Furth

Frederick A. Richman

## **Stockholder Communications with Directors**

Stockholders or other interested persons who wish to communicate with any director, with the non-management directors as a group, or the entire Board may do so by addressing communications to such person or persons c/o Robert Half International Inc., 2884 Sand Hill Road, Menlo Park, CA 94025, Attn: Corporate Secretary Director Communication. The Corporate Secretary or his delegee will forward such communication to the addressee unless he determines that the communication is not suitable for delivery. Examples of communications that would not be suitable for delivery include, but are not limited to, (a) advertisements or solicitations, (b) frivolous, obscene or offensive items, and (c) communications unrelated to the business, affairs or governance of the Company.





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**INDEPENDENT PUBLIC ACCOUNTANTS**

The Audit Committee has selected PricewaterhouseCoopers LLP, independent public accountants, to audit the books, records and accounts of the Company for 2009, subject to ratification by stockholders. PricewaterhouseCoopers LLP has acted as auditors of the Company since 2002. Representatives of that firm will be present at the Meeting and will have the opportunity to make a statement if they desire to do so. They will also be available to respond to questions.

PricewaterhouseCoopers charges for 2007 and 2008 were as follows:

	2007	2008
Audit Fees	\$ 1,788,941	\$ 1,873,860
Audit-Related Fees	\$ 57,500	\$ 80,500
Tax Fees	\$ 0	\$ 0
All Other Fees	\$ 0	\$ 0

The Audit-Related Fees were incurred in connection with audits of the Company's pension and benefit plans. Rule 2-01(c)(7)(i)(C) of Securities and Exchange Commission Regulation S-X (relating to waivers with respect to the requirement that fees be pre-approved) was not applicable to any of the services for 2007 or 2008 described in the above table.

**Audit Committee Policy Regarding Pre-Approval of Services of Independent Auditors**

The Audit Committee pre-approves all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. The Audit Committee has adopted a policy for the pre-approval of services provided by the independent auditors. Under the policy, pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is subject to a specific budget. In addition, the Audit Committee may also pre-approve particular services on a case-by-case basis. For each proposed service, the independent auditor is required to provide detailed back-up documentation at the time of approval. The Audit Committee may delegate pre-approval authority to one or more of its members. Such a member must report any decisions to the Audit Committee at the next scheduled meeting.

**Required Vote**

The affirmative vote of the holders of a majority of the outstanding shares of Common Stock present in person or by proxy at the Meeting and entitled to vote is required for ratification of the appointment of PricewaterhouseCoopers LLP as auditors for 2008.

**Board Recommendation**

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS. PROXIES SOLICITED BY THE BOARD WILL BE SO VOTED UNLESS STOCKHOLDERS SPECIFY A CONTRARY CHOICE IN THEIR PROXIES.



**AMENDMENT OF ARTICLE 7 OF THE RESTATED CERTIFICATE OF INCORPORATION**

The Board of Directors is recommending that certain amendments be made to the Company's Restated Certificate of Incorporation (the Certificate).

**Summary of Proposed Amendments**

Articles 7 and 8 of the Certificate currently read as set forth in Appendix B hereto. Article 7 requires a 2/3 stockholder vote to approve certain transactions with related corporations, and also requires a 2/3 stockholder vote for any amendment of Article 7.

The proposed amendments to the Certificate would (a) delete Article 7, (b) amend Article 8 to eliminate the reference to the now deleted Article 7 and (c) renumber Articles 8, 9 and 10 as Articles 7, 8 and 9, respectively.

**Discussion**

Article 7 currently requires a 2/3 vote of stockholders, rather than a simple majority vote, to approve certain specified transactions. By removing Article 7, stockholders would be reducing the barriers to such transactions.

The remaining changes to the Certificate merely make ministerial and conforming changes to renumber the remaining Articles consecutively and remove a reference to the deleted Article 7.

**Resolutions Proposed for Approval by the Stockholders**

The following resolutions are offered for stockholder approval:

RESOLVED, that the amendment of the Company's Restated Certificate of Incorporation to delete Article 7 thereof is approved.

RESOLVED, that, if an amendment deleting Article 7 of Restated Certificate of Incorporation is approved by the required vote of the stockholders of the Company, then the amendment of Article 8 of the Company's Restated Certificate of Incorporation to read in its entirety as follows is approved:

8. Amendments. The Corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

RESOLVED, that, if an amendment deleting Article 7 of Restated Certificate of Incorporation is approved by the required vote of the stockholders of the Company, then the amendment of the Company's Restated Certificate of Incorporation to redesignate Articles 8, 9 and 10 thereof as Articles 7, 8 and 9, respectively, is approved.

**Required Vote**

Pursuant to the existing Certificate, approval of the resolution requires the affirmative vote of the holders of 2/3 of the outstanding shares of Common Stock entitled to vote.

## **Board Recommendation**

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE CERTIFICATE AMENDMENT. PROXIES SOLICITED BY THE BOARD WILL BE SO VOTED UNLESS STOCKHOLDERS SPECIFY A CONTRARY CHOICE IN THEIR PROXIES.

## **AMENDMENT OF ARTICLE 6 OF THE RESTATED CERTIFICATE OF INCORPORATION**

The Board of Directors is recommending that an amendment be made to Article 6 of the Company's Restated Certificate of Incorporation (the Certificate).

## **Summary of Proposed Amendment**

Article 6 currently reads as follows:

6. By-laws. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-laws of the Corporation.

It is proposed that Article 6 be amended to also state that stockholders may make, alter or repeal the By-laws.

## **Discussion**

The Company is governed by the General Corporation Law of the State of Delaware. Section 109 thereof provides, in part, as follows:

[T]he power to adopt, amend or repeal bylaws shall be in the stockholders entitled to vote; provided, however, any corporation may, in its certificate of incorporation, confer the power to adopt, amend or repeal bylaws upon the directors. The fact that such power has been so conferred upon the directors shall not divest the stockholders of the power, nor limit their power to adopt, amend or repeal bylaws.

Thus, the stockholders of the Company already have the power to adopt, amend or repeal the Company's By-laws. The amendment makes no current change to stockholder rights. However, for the sake of clarity and to insure that stockholders would still have the right to amend the By-laws in the event that Section 109 were to be changed at some time in the future, the Board of Directors has decided to propose this amendment for stockholder approval.

**Resolution Proposed for Approval by the Stockholders**

The following resolution is offered for stockholder approval:

RESOLVED, that the amendment of Article 6 of the Company's Restated Certificate of Incorporation to read in its entirety as follows is approved:

6. By-laws. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors and Stockholders are each expressly authorized to make, alter or repeal the By-laws of the Corporation.

**Required Vote**

Approval of the resolution requires the affirmative vote of the holders of a majority of the outstanding shares of Common Stock present in person or by proxy at the Meeting and entitled to vote. The total vote cast on the proposal also must equal or exceed at least 50% of the number of shares of Common Stock outstanding on the Record Date.

**Board Recommendation**

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE CERTIFICATE AMENDMENT. PROXIES SOLICITED BY THE BOARD WILL BE SO VOTED UNLESS STOCKHOLDERS SPECIFY A CONTRARY CHOICE IN THEIR PROXIES.



## STOCKHOLDER MATTERS

### Proposal of Matters for Inclusion in Proxy Statement

In order to be included in the Company's proxy statement and form of proxy for the 2010 Annual Meeting of Stockholders, a stockholder proposal must, in addition to satisfying the other requirements of the Securities and Exchange Commission's rules and regulations, be received at the principal executive offices of the Company not later than November 25, 2009.

### Presentation of Business at Annual Meeting of Stockholders

Any stockholder proposal, including the nomination of an individual for election to the Board of Directors, not intended for inclusion in the Company's proxy statement and form of proxy must, in addition to satisfying the other requirements of the Company's By-laws, be received at the principal executive offices of the Company between February 4, 2010 and March 8, 2010, inclusive, in order to be presented at the 2010 Annual Meeting. The following information is required to be included with the submission of any such proposal or nomination: (a) for any nominee for director, all information relating to the candidate as is required to be disclosed in a proxy statement pursuant to the rules of the Securities and Exchange Commission (including such candidate's written consent), (b) as to any other proposal, a brief description of (i) the proposal, (ii) the reasons for raising the proposal at the meeting and (iii) any material interest the stockholder has in the proposal, and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Company's books, and of such beneficial owner and (ii) the number of shares of the Company which are owned beneficially and of record by such stockholder and such beneficial owner.

## OTHER MATTERS

The proxy authorizes the holders to vote, in their discretion, upon any other business that comes before the Meeting and any adjournment of the Meeting. The Board knows of no other matters which will be presented to the Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

STEVEN KAREL  
*Secretary*

Menlo Park, California

March , 2009

**YOU ARE CORDIALLY INVITED TO ATTEND THE MEETING IN PERSON. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE REQUESTED TO SIGN AND RETURN THE ACCOMPANYING FORM IN THE ENCLOSED, POST-PAID ENVELOPE. ALTERNATIVELY, YOU MAY, IF YOU WISH, VOTE VIA THE INTERNET OR VIA TOLL-FREE TELEPHONE CALL FROM A TOUCH-TONE TELEPHONE IN THE U.S. BY FOLLOWING THE DIRECTIONS ON THE**

**ENCLOSED FORM.**

### Definitions of Certain Terms Used in the Proxy Statement

#### *Change in Control*

As used in the proxy statement discussion of the Senior Executive Retirement Plan, the Stock Incentive Plan, and the various plans and agreements discussed under the heading Employment Agreement and Potential Payments upon Termination or Change in Control, the term Change in Control means the occurrence of any of the following:

(a) Any person or group (as such terms are defined in Section 13(d)(3) of the Exchange Act), other than an employee benefit plan sponsored by the Company or a subsidiary thereof or a corporation owned (directly or indirectly), by the stockholders of the Company in substantially the same proportions of the ownership of stock of the Company, shall become the beneficial owner of securities of the Company representing 20% or more, or commences a tender or exchange offer following the successful consummation of which the offerer and its affiliates would beneficially own securities representing 20% or more, of the combined voting power of then outstanding securities ordinarily (and apart from rights accruing in special circumstances) having the right to vote in the election of directors, as a result of a tender or exchange offer, open market purchases, privately negotiated purchases or otherwise; PROVIDED, HOWEVER, that a Change in Control shall not be deemed to include the acquisition by any such person or group of securities representing 20% or more of the Company if such party has acquired such securities not with the purpose nor with the effect of changing or influencing the control of the Company, nor in connection with or as a participant in any transaction having such purposes or effect, including, without limitation, not in connection with such party (i) making any public announcement with respect to the voting of such shares at any meeting to consider a merger, consolidation, sale of substantial assets or other business combination or extraordinary transaction involving the Company, (ii) making, or in any way participating in, any solicitation of proxies (as such terms are defined or used in Regulation 14A under the Exchange Act) to vote any voting securities of the Company (including, without limitation, any such solicitation subject to Rule 14a-11 under the Exchange Act) or seeking to advise or influence any party with respect to the voting of any voting securities of the Company, directly or indirectly, relating to a merger or other business combination involving the Company or the sale or transfer of substantial assets of the Company, (iii) forming, joining or in any way participating in any group within the meaning of Section 13(d)(3) of the Exchange Act with respect to any voting securities of the Company, directly or indirectly, relating to a merger or other business combination involving the Company or the sale or transfer of any substantial assets of the Company, or (iv) otherwise acting, alone or in concert with others, to seek control of the Company or to seek to control or influence the management or policies of the Company.

(b) The stockholders of the Company shall approve any plan or proposal for the liquidation or dissolution of the Company.

(c) A change in the composition of the Board of Directors of the Company occurring within a two-year period, as a result of which fewer than a majority of the directors are Incumbent Directors. Incumbent Directors shall mean directors who either (i) are directors of the Company as of the date hereof, or (ii) are elected, or nominated for election, to the Board of Directors of the Company with the affirmative votes of at least a majority of the Incumbent Directors at the time of such election or nomination (but shall not include an individual whose election or nomination is in connection with an actual or threatened proxy contest relating to the election of directors to the Company). As a result of or in connection with any cash tender offer, merger, or other business combination, sale of assets or contested election, or combination of the foregoing, the persons who were directors of the Company just prior to such event shall cease within one year to constitute a majority of the Board.

(d) The Company's stockholders approve a definitive agreement providing for a transaction in which the Company will cease to be an independent publicly owned corporation.

A-1

(e) The stockholders of the Company approve a definitive agreement (i) to merge or consolidate the Company with or into another corporation in which the holders of the Stock immediately before such merger or reorganization will not, immediately following such merger or reorganization, hold as a group on a fully-diluted basis both the ability to elect at least a majority of the directors of the surviving corporation and at least a majority in value of the surviving corporation's outstanding equity securities, or (ii) to sell or otherwise dispose of all or substantially all of the assets of the Company.

*Termination other than for Cause*

As used in the proxy statement discussion of the Employment Agreement with Harold M. Messmer, Jr., a termination for Cause means a termination by the Company of Mr. Messmer's employment by the Company by reason of Mr. Messmer's willful dishonesty towards, fraud upon, or deliberate injury or attempted injury to, the Company or by reason of Mr. Messmer's willful material breach of his employment agreement which has resulted in material injury to the Company; provided, however, that Mr. Messmer's employment shall not be deemed to have been terminated for Cause if such termination took place as a result of any act or omission believed by Mr. Messmer in good faith to have been in the interest of the Company.

As used in the proxy statement discussion of the Severance Agreements with Messrs. Messmer, Waddell, Gentzkow and Glass, a termination for Cause means a termination by the Company of the employee's employment by the Company by reason of the employee's willful dishonesty towards, fraud upon, or deliberate injury or attempted injury to the Company, or by reason of the employee's willful material breach of any employment agreement with the Company, which has resulted in material injury to the Company; provided, however, that the employee's employment shall not be deemed to have terminated for Cause if such termination took place as a result of any act or omission believed by the employee in good faith to have been in the interest of the Company.

**Restated Certificate of Incorporation**

**Current Text of Articles 7 and 8**

7. Certain Transactions with Related Corporations. Except as expressly provided in this Article 7, the affirmative vote or consent of the holders of at least 66-2/3% of the outstanding shares of capital stock of the Corporation entitled to vote in the election of directors shall be required to authorize, adopt or approve any of the following:

(i) Any plan of merger or consolidation of the Corporation with or into any Related Corporation or any affiliate of a Related Corporation or of any Related Corporation or any affiliate of a Related Corporation into the Corporation;

(ii) Any sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation to or with any Related Corporation or any affiliate of a Related Corporation, whether or not in connection with the dissolution of the Corporation; or

(iii) Any issuance of capital stock or other securities of the Corporation in exchange or payment for any properties or assets of any Related Corporation or any affiliate of a Related Corporation in a transaction for which the approval of stockholders of the Corporation is required by law or by any national securities exchange on which outstanding securities of the Corporation are listed as a prerequisite to the listing thereon of the additional securities being issued. The provisions of this Article 7 shall not be applicable to any merger or consolidation of the Corporation with or into, or any sale, lease, exchange or other disposition of all or substantially all the property of the Corporation to or with a corporation of which the Corporation owns, of record or beneficially, a majority of the outstanding shares of all classes of stock entitled to vote in the election of directors of that corporation. Should a majority of the disinterested members of the Board of Directors so authorize by express resolution, the affirmative vote or consent of the holders of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote in the election of directors may authorize, adopt, or approve any of the transactions specified in this Article 7. As used in this Article 7, the following terms shall have the following meanings:

(i) **Related Corporation** shall mean any corporation which together with its affiliates and associated persons owns or has presently exercisable rights to acquire, as of the record date for the determination of stockholders entitled to vote on the transaction in question, of record or beneficially, directly or indirectly, 10% or more of the outstanding shares of capital stock of the Corporation entitled to vote on such transaction;

(ii) An **affiliate** of a Related Corporation shall mean any individual, partnership, joint venture, trust, corporation or other entity which, directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such Related Corporation;

(iii) An **associated person** of a Related Corporation shall mean any beneficial owner, directly or indirectly, of 10% or more of any class of equity security of such Related Corporation or any of its affiliates; and

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(iv) A disinterested member shall refer to a director who is not a director, officer, associated person, or affiliate of a Related Corporation or of an affiliate (other than the Corporation or any of its subsidiaries) of a Related Corporation, and who is not a nominee of such a director, officer, associated person, or affiliate of a Related Corporation.

Any determination made in good faith by the Board of Directors, on the basis of information at the time available to it, as to whether any corporation is a Related Corporation or whether any person is an affiliate

B-1

or an associated person of a Related Corporation, shall be conclusive and binding for all purposes of this Article 7.

This Article 7 shall not be altered, amended or repealed, and no amendment of this Certificate of Incorporation inconsistent with any provision of this Article 7 shall be adopted, unless the holders of at least 66-2/3% of the outstanding shares of capital stock of the Corporation entitled to vote thereon, shall have approved such alteration, amendment, repeal or adoption.

8. Amendments. Subject to Article 7, the Corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.







