

Command Center, Inc.

CORPORATE GOVERNANCE GUIDELINES

These Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors of Command Center, Inc., to assist the Board and its committees in the exercise of their responsibilities. These principles and policies are in addition to and are not intended to change or interpret any Federal or state law or regulation, including the Washington Business Corporation Act, the Articles of Incorporation and Bylaws of the Company, or applicable listing requirements. The Board of Directors will review these Guidelines at least annually and, if appropriate, revise the Guidelines from time to time.

OPERATION OF THE BOARD

Director Responsibilities

The basic responsibility of the Directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging this obligation, Directors are entitled to rely on the honesty and integrity of the Company’s Management and its outside advisors and auditors.

In furtherance of its responsibilities, the Board of Directors will:

- Review, evaluate and approve, on a regular basis, long-range plans for the Company.
- Review, evaluate and approve the Company’s budget and forecasts.
- Review, evaluate and approve major resource allocations and capital investments.
- Review the financial and operating results of the Company.
- Review, evaluate and approve the overall corporate organizational structure.
- Review, evaluate and approve compensation strategy as it relates to senior management of the Company.
- Adopt, implement and monitor compliance with the Company’s Code of Ethics.
- Review periodically the Company’s corporate objectives and policies relating to social responsibility.

- Review and assess the effectiveness of the Company's policies and practices with respect to risk assessment and risk management.

Board and Committee Meetings

Regular Board meetings will be held approximately four times per year, and special meetings will be called as necessary. A schedule of locations of the regular meetings will be provided to the Directors well in advance. Directors are expected to attend Board meetings and meetings of the committees on which they serve. Directors should devote the time necessary and meet as frequently as necessary to properly discharge their responsibilities.

At the beginning of each year, the Chairman, in consultation with the CEO and the Secretary, shall propose a tentative board and committee calendar of the year. The Board and the committees shall review, discuss and modify the calendar as needed.

Non-management Directors will meet in executive session following or in conjunction with each regular Board meeting, without the CEO or other management representatives being present. If the non-management Directors includes any Directors who are not "independent" pursuant to the Board's determination of independence, at least one executive session per year will include only independent Directors.

The Chief Executive Officer may from time to time invite corporate officers, other employees and advisors to attend Board or committee meetings whenever deemed appropriate.

Directors are encouraged to attend all annual meetings of shareholders.

Agenda Items for Board and Committee Meetings

The Chairman, in consultation with the CEO and the Secretary, will establish the agenda for each Board meeting. At the beginning of the year the Chairman will establish a schedule of likely agenda subjects to be discussed during the year (if foreseeable). Each Director is free to suggest the inclusion of agenda items. At any Board meeting, each Director is free to raise subjects that are not on the agenda for that meeting. The agenda and, to the extent feasible, supporting documents will be provided to the Directors approximately one week prior to each Board meeting. Directors should review these materials in advance of

the meeting. Subject to any applicable notice requirements, Directors having items to suggest for inclusion on the agenda for future Board meetings should advise the Chairman well in advance of such meetings.

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings, consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and Management, will develop the committee's agenda. At the beginning of each year each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The agenda and, to the extent feasible, supporting documents will be provided to the committee members approximately one week prior to each committee meeting. Committee members should review these materials in advance of the meeting.

Director Compensation

Non-employee Directors shall receive reasonable compensation for their services as such. Directors who are employees of the Company or any of its subsidiaries shall receive no additional compensation for serving as Directors.

The form and amount of Director compensation will be recommended by the Compensation Committee to the Board in accordance with the policies and principles set forth in its charter, and the Compensation Committee will conduct an annual review of Director compensation. The Compensation Committee will consider that Directors' independence may be jeopardized if Director compensation and perquisites exceed customary levels or if the Company enters into consulting contracts with (or provide other indirect forms of compensation to) a Director or an organization with which the Director is affiliated.

Director Orientation and Education

Management will provide new Directors with an initial orientation in order to familiarize them with their responsibilities as Directors under law, listing standards for the stock exchange on which the Company's shares are listed, and with the Company and its strategic plans, its significant financial, accounting and risk management issues, its

compliance programs, its Code of Ethics, its Management, and its internal and independent auditors.

In order to facilitate the Directors' duties and responsibilities regarding continuing education, enhancing each Director's knowledge of the Company and its operations, as well as providing the latest developments in corporate governance, it is appropriate for Management to provide Directors with the following:

- Educational programs supplemental to the initial orientation to explain the Company's business operations, including its services, locations and market position.
- Access to, or notice of, continuing educational programs that are designed to keep Directors abreast of the latest developments in corporate governance matters and critical issues relating to the operation of public company boards.
- Information pertaining to (i) the Company's industry and (ii) comparisons of the Company with its major competitors.
- A legal review for the Board, at least annually, of (i) the status of major litigation, (ii) compliance with significant regulatory requirements affecting the Company and (iii) corporate governance matters.

CEO Evaluation and Management Succession

The Compensation Committee will conduct an annual review of the Chief Executive Officer's performance. The Board of Directors will review the Compensation Committee's report in order to ensure that the Chief Executive Officer is providing effective leadership for the Company in the long- and short-term.

The Board will evaluate potential successors and approve Management succession strategies and plans for the Chief Executive Officer and other executive officers of the Company. The Chief Executive Officer should at all time make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

Director Access to Officers and Employees

Directors have full access to all individuals within the senior management of the Company. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or the Secretary.

The Directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between a Director and an officer or employee of the Company.

Independent Advisors

As they deem appropriate, the Board or a committee have the power to engage experts or advisors, including independent legal counsel, without consulting or obtaining the approval of any officer of the Company. The Company will provide for appropriate funding, as determined by the Board or committee, for payment of compensation to any such counsel, experts or advisors retained by the Board or a committee.

BOARD MEMBERSHIP AND STRUCTURE

Size of the Board

The Company's Bylaws prescribe that the number of Directors of the Company shall not be less than 1 nor more than 9. The exact number of Directors within such range shall be fixed from time to time by resolution of the Board. The Board currently believes that the optimum number of directors is between 5 and 9.

Selection of Directors

Nominees for directorship will be recommended to the Board by the Nominating and Governance Committee in accordance with the policies and principles set forth in its charter. The invitation to join the Board should be extended by the Board itself, by the Chairman of the Board.

The Board is responsible for filling vacancies on the Board that may occur between annual meetings of shareholders, in each case with due

consideration to the recommendations of the Nominating and Governance Committee.

Chairman of the Board

The Board shall annually elect one of its members to serve as Chairman for a period of one year, or until his successor is elected. The Directors have adopted the Policy on Roles and Responsibilities of the Chairman of the Board, establishing the duties and responsibilities of the Chairman.

Director Qualifications and Independence

Not more than two members of the Board can fail to meet the criteria for independence established by the Board. The Nominating and Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members, as well as the composition of the Board as a whole. This assessment will include evaluation of the members' independence, as well as consideration of diversity (including gender, age, ethnic background, geographic origin and professional experience), talent, skills, and other experience in the context of the needs of the Board.

The Nominating and Governance Committee will develop a description of the desirable characteristics that the Committee and the Board should evaluate when considering candidates for nomination as Directors. Once completed, the Nominating and Governance Committee will review such characteristics at least annually and recommend any appropriate changes to the Board for consideration.

The Board's standards for determining the independence of a Director are set forth in Attachment A to these Guidelines and are made part of these Guidelines. The Nominating and Governance Committee will review such standards at least annually and recommend any appropriate changes to the Board for consideration.

Stock Ownership

Non-employee Directors are expected to have beneficial ownership of at least 50,000 shares of the Company's common stock, including shares issued as compensation for Board service. Each Director shall have

three full calendar years following his or her first appointment or election to the Board to attain this level of ownership.

Code of Conduct

The Board has established and adopted the Standards of Ethics and Business Conduct. Directors, Management and all employees of the Company are expected to comply at all times with the policies set forth therein.

Insider Trading

The Board has adopted the Insider Trading Policy. The Insider Trading Policy applies to all transactions in the Company's stock by every Director, officer and employee. This Policy requires, among other things, Directors to obtain pre-clearance of every proposed acquisition or disposition of Company securities with the General Counsel.

Resignation from the Board

Any Director may resign at any time by giving notice in writing or by electronic transmission to the Chairman of the Board, the CEO or the Secretary of the Company. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Board should consider whether a material change in a Director's outside professional role and responsibilities may directly or indirectly impact that individual's board service to the Company. To facilitate this review, the Board requires that a Director submit to the Board written notification of any resignation, retirement or other material change in professional roles and responsibility. The Board, in its discretion, may choose to review the continued appropriateness of Board membership under the circumstances.

Term Limits

The Board has not established term limits or a mandatory retirement age. The Board believes that term limits and a mandatory retirement age

both have the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

COMMITTEES OF THE BOARD

A substantial portion of the analysis and work of the Board is done by standing Board committees. The Board has established the following standing committees: Audit; Compensation; and Nominating and Governance. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

Committee members will be appointed by the Board, with consideration of the desires of individual Directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. All of the members of these committees will be independent Directors under the criteria established by the Board. In addition, the members of the Audit Committee will also meet the independence, experience and expertise requirements of the Securities and Exchange Commission and applicable exchange.

OTHER BOARD PRACTICES

Review of Roles and Responsibilities of Directors

The Chairman will review with each Director on a periodic basis the performance of each Director's duties as well as the role and responsibilities of each Director.

Board Interaction with Institutional Investors, Analysts, Media, Customers and Members of the Public

Except where otherwise directed by an executive officer of the Company, communications on behalf of the Company with the media, securities analysts, stockbrokers and investors must be made only by specifically designated representatives of the Company. If a Director receives any inquiry relating to the Company from the media, securities analysts, brokers or investors, including informal social contacts, he or she should decline to comment and ask them to contact the Company's Chief Financial Officer or the General Counsel

Limitation of Liability

To the extent permitted by Washington Business Corporation Act, a Director will not be liable to the Company or its shareowners. Washington law currently permits eliminating liability for monetary damages for breach of a Director's fiduciary duty; it does not permit limiting liability for breach of a Director's duty of loyalty to the Company or its shareowners or for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.

Performance Evaluation of the Board

The Board of Directors will conduct an annual self-evaluation to determine whether it and its Committees are functioning effectively. The Nominating and Governance Committee will receive comments from all Directors and report annually to the Board with an assessment of the Board's performance. The assessment will be discussed with the entire Board each year. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or Management believes that the Board could improve.

Each standing Committee shall review and reassess the adequacy of its charter annually and recommend any proposed changes to the Board of Directors for approval. Further, each standing Committee shall annually review its own performance and report the results to the Board.

Prior Notice of Outside Directorships

Directors should carefully consider the number of other boards on which they can serve consistent with the time and energy necessary to satisfy the requirements of Board and Committee memberships. Directors should also carefully consider any actual or apparent conflicts of interest and impairments to independence that service on other boards may create. In furtherance of these considerations, outside directors are expected to notify the Chairman, the CEO and Company Counsel in a timely manner before accepting an invitation to serve on the board of another public company. This prior notice is to allow the Chairman, the CEO and/or Company Counsel to review whether such other service will interfere with the outside Director's service on the Company's Board, impact the Director's status as an independent Director, or create an actual or apparent conflict of interest for the Director.

ATTACHMENT A
To the
Corporate Governance Guidelines

INDEPENDENCE STANDARDS

An independent Director is one who is not an executive officer or employee of the Company and, who in the Board's opinion, has no material relationship with the Company that would interfere with the exercise of independent judgment in carrying out their director responsibilities. The Board of Directors has adopted the following standards to determination of each Director's independence. The Board of Directors will determine the independence of any Director with a relationship to the Company that is not covered by these standards and the Company will disclose the basis of such determinations and the identity of all directors who have been determined to be independent in the Company's annual proxy statement.

A Director will be presumed to be independent if the Director:

- 1) Has not been an employee of the Company for at least three years, other than in the capacity as a former Chairman, Chief Executive Officer or other executive officer, serving on an interim basis;
- 2) Has not, within the past three years, worked on the Company's audit as a partner or employee of a firm that is the Company's external auditor, and is not a current partner or employee of such a firm;
- 3) Has not, during the last three years, been employed as an executive officer by a company for which an executive officer of the Company concurrently served as a member of such company's compensation committee;
- 4) Has no immediate family members (i.e., spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares the Director's home) who did not satisfy the foregoing criteria; provided, however, that, with respect to the employment criteria, such Director's immediate family member may (i) currently serve or have served as an employee (other than as a partner) in a firm that is the Company's internal or external auditor, unless such family member has personally worked on the Company's audit during that time; and (ii) currently serve or have served as an employee but not as an executive officer of the Company during such period;

5) Has not received, and has no immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation (e.g. payments under personal service or consulting contracts or similar payments) from the Company (other than director and committee meeting fees, tax-qualified retirement plan payments or other non-discretionary compensation for prior services;

6) Is not a current executive officer or employee, and has no immediate family member who is a current executive officer, of a company that made payments to, or received payments from, the Company for property or services in the current or any of the last three fiscal years in an amount which, in any single fiscal year, exceeds the lesser of \$200,000 or 5% of such other company's consolidated gross revenues (including charitable contributions are considered as payments);

Audit Committee

In addition to the foregoing, in order to be considered independent for purposes of serving on the Company's Audit Committee, a member of the Audit Committee may not, other than in his or her capacity as a member of the Audit Committee, the Board of Directors, or any other Board committee:

1) Accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary of the Company, other than in the Director's capacity as a director or committee member or any pension or other deferred compensation for prior service, provided that such compensation is not contingent in any way on continued service; or

2) Be an "affiliated person" of the Company or any subsidiary of the Company, as such term is defined by the Securities and Exchange Commission.

Compensation Committee

In addition to the foregoing, in order to be considered independent for purposes of serving on the Company's Compensation Committee, a member of the Compensation Committee may not, other than in his or her capacity as a member of the Compensation Committee, the Board of

Directors, or any other Board committee, receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary, excluding director and committee meeting fees, fixed amounts received from retirement plan payments (including deferred compensation) for prior services (which is not contingent on continued service);