Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [X] a multiple-employer plan; or
- [ ] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
STAFFSCAPES, INC. 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2001

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
STAFFSCAPES, INC.

1070 W. 124TH AVE., UNIT 900
WESTMINSTER, CO 80234

2b Employer Identification Number (EIN) 84-1346032

2c Sponsor's telephone number 303-466-7864

2d Business code (see instructions) 561300

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	08/06/2010	JAMES M THIBODEAU
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

STAFFSCAPES, INC.

1070 W. 124TH AVE., UNIT 900
WESTMINSTER, CO 80234

3b Administrator's EIN
84-1346032

3c Administrator's telephone number
303-466-7864

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	177
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	120
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	23
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	143
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	144
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	60
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2H 2J 2K 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
STAFFSCAPES, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
STAFFSCAPES, INC.

D Employer Identification Number (EIN)
84-1346032

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
TRANSAMERICA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
39-0989781	86231	930030		01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
2527	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

SUNSET FINANCIAL SERVICES
PRODUCER TIMOTHY ENGELHART
3250 BROADWAY
KANSAS CITY, MO 64111

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
2527			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	690096

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ STABLE VALUE OPTION

b	Balance at the end of the previous year			7b	356878
c	Additions: (1) Contributions deposited during the year	7c(1)	60646		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	12420		
	(4) Transferred from separate account	7c(4)	36066		
	(5) Other (specify below)	7c(5)	3657		
	▶ LOAN REPAYMENT 3,657				
	(6) Total additions			7c(6)	112789
d	Total of balance and additions (add **b** and **c(6)**)			7d	469667
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	16675		
	(2) Administration charge made by carrier	7e(2)	7108		
	(3) Transferred to separate account	7e(3)	1041		
	(4) Other (specify below)	7e(4)	11047		
	▶ EXCESS CON. 6,955; LOAN REQ 3,951 INTRA- CONTRACT TRANSFER 1,041 SURRENDER 140				
	(5) Total deductions			7e(5)	35871
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	433796

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
STAFFSCAPES, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STAFFSCAPES, INC.

D Employer Identification Number (EIN)
84-1346032

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TRANSAMERICA LIFE INSURANCE COMPANY

39-0989781

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TRANSAMERICA LIFE INSURANCE COMPANY

39-0989781

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 52 62 64 67	RECORDKEEPER	18315	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
STAFFSCAPES, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
STAFFSCAPES, INC.

D Employer Identification Number (EIN)
84-1346032

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY RET OPT

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-101	P	41525

a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INDEX RET OPT

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-102	P	22167

a Name of MTIA, CCT, PSA, or 103-12 IE: GS MID-CAP OPP RET OPT

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-147	P	12190

a Name of MTIA, CCT, PSA, or 103-12 IE: LOOMIS SAYLES BOND RET OPT

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-150	P	3715

a Name of MTIA, CCT, PSA, or 103-12 IE: NEUBERGER BERMAN GENESIS

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-180	P	120540

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY VIP II CONTRAFUND

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-192	P	111180

a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS MID GRW

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
39-0989781-425	P	2834

a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INV SHORT			
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.			
c EIN-PN 39-0989781-429	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1626
a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INV SHORT/INT			
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.			
c EIN-PN 39-0989781-430	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	305
a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INV INT/LONG			
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.			
c EIN-PN 39-0989781-432	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1501
a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INV LONG			
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.			
c EIN-PN 39-0989781-433	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2030
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS HG YD BOND			
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.			
c EIN-PN 39-0989781-434	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	21846
a Name of MTIA, CCT, PSA, or 103-12 IE: CALVERT SOCIAL INVESTMENT			
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.			
c EIN-PN 39-0989781-439	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	20161
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR SMALL CAP			
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.			
c EIN-PN 39-0989781-445	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	8638
a Name of MTIA, CCT, PSA, or 103-12 IE: AIM BASIC VALUE			
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.			
c EIN-PN 39-0989781-448	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	21390
a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS SMALL CAP VALUE RET OPT			
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.			
c EIN-PN 39-0989781-002	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	8681
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS AMCAP			
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.			
c EIN-PN 39-0989781-014	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	16608

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL SHARES

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-017	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29593

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS NEW PERS

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-023	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 80086

a Name of MTIA, CCT, PSA, or 103-12 IE: PARTNERS HG QT BD

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-027	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23390

a Name of MTIA, CCT, PSA, or 103-12 IE: PARTNERS SMALL CORE

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-034	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7581

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2035

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-050	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25450

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2045

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-051	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3775

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY SMALL CAP

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-401	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 176895

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN UTILITIES

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-045	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 63487

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2005

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-047	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1995

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2015

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-048	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12734

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2025

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-049	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1132

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2030

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-111	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1622

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2040

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-112	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3774

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2050

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE CO.

c EIN-PN 39-0989781-113	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 852

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
STAFFSCAPES, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STAFFSCAPES, INC.

D Employer Identification Number (EIN)
84-1346032

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6212	2368
(2) Participant contributions	1b(2)	12291	7034
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	17346	14501
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	615165	690096
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	356878	433796
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1007892	1147795
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1007892	1147795

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	45011	
	(B) Participants	2a(1)(B)	90892	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		135903
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	761	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		761
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		164579
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		4
d Total income. Add all **income** amounts in column (b) and enter total	2d		301247
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	54864	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		54864
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		3954
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	18315	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		18315
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		77133
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		224114
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		84211

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: NAYAR AND COMPANY, P.C. (2) EIN: 84-0929194

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
HORIZON RESTORATION	22-3869488	001

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
STAFFSCAPES, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STAFFSCAPES, INC.

D Employer Identification Number (EIN)
84-1346032

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-6362604

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

STAFFSCAPES, INC. 401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION
WITH INDEPENDENT AUDITOR'S REPORT

YEARS ENDED DECEMBER 31, 2009 AND 2008

STAFFSCAPES, INC. 401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION
WITH INDEPENDENT AUDITOR'S REPORT

YEARS ENDED DECEMBER 31, 2009 AND 2008

STAFFSCAPES, INC. 401(K) PROFIT SHARING PLAN

DECEMBER 31, 2009 AND 2008

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NAYAR AND COMPANY, P.C.

CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrative Committee of
the Staffscapes, Inc. 401(k) Profit Sharing Plan

We were engaged to audit the financial statements of Staffscapes, Inc. 401(k) Profit Sharing Plan as of December 31, 2009 and 2008, and for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2009 as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Transamerica Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Nayar & company P.C.

NAYAR AND COMPANY, P.C.
Certified Public Accountants
Denver, Colorado
July 2, 2010

STAFFSCAPES, INC. 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS		
Investments	$ 1,123,892	$ 972,043
Receivables:		
Employer contributions	2,368	6,212
Participant contributions	7,034	12,291
Participant loans	14,501	17,346
Total assets	1,147,795	1,007,892
LIABILITIES		
Accrued expenses	$ -	$ -
Total liabilities	-	-
Net assets available for benefits	$ 1,147,795	$ 1,007,892

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

STAFFSCAPES, INC. 401(K) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2009 AND 2008

ADDITIONS	2009	2008
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation)		
in fair value of investments	$ 164,579	$ (365,027)
Interest	764	1,598
	165,343	(363,429)
Contributions:		
Participant	90,892	147,373
Employer	45,011	71,598
Rollover	-	414
	135,903	219,385
Total additions (deductions)	301,246	(144,044)
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	54,864	1,250,756
Participant loans receivable terminated due to withdrawal of participant	3,953	4,821
Transfer of assets to other qualified plan	84,211	-
Corrective distributions	-	9,358
Administration expenses	18,315	26,437
Total deductions	161,343	1,291,372
Net increase (decrease)	139,903	(1,435,416)
Net assets available for benefits at beginning of year	1,007,892	2,443,308
Net assets available for benefits at end of year	$ 1,147,795	$ 1,007,892

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

STAFFSCAPES, INC. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

Note 1: Description of Plan

The following description of the Staffscapes, Inc. 401(k) Profit Sharing Plan (the Plan), provides only general information. Participants should refer to the Summary Plan Description or the Plan agreement for a more complete description of the Plans' provisions. The Summary Plan Description has been made available to all participants in the Plan, and a copy of the Plan agreement is available from the Plan administrator.

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective May 1, 2007, the Plan was restated in its entirety to a Volume Submitter Multiple Employer Tax Favored Saving and Discretionary Contribution and Trust Agreement ("Volume Submitter Plan") provided by Transamerica Financial Life Insurance Company. The amendment did not reduce the benefits or lessen the rights of employees with respect to benefits accrued prior to the date of the restatement. On March 31, 2008, the IRS approved the amended Volume Submitter Plan for changes required by the Economic Growth and Tax Relief Reconciliation Act of 2001 and various final Treasury regulations and IRS guidance published within the last several years. On June 1, 2008, the Plan was amended to allow for after-tax Roth Elective Contributions. At the end of 2009 and 2008, fourteen and sixteen employers, respectively, were participating in the Plan.

Administration

The Plan is administered by Staffscapes, Inc. (the Company). Plan trustees are Company employees who have been appointed by the Board of Directors of the Company. Certain administrative expenses incurred by the Plan have been paid for by the Company.

Contributions

Participant eligibility in the Plan varies from 18 to 21 years of age, with various service requirements. During any taxable year, participant contributions are subject to a limitation imposed by the Internal Revenue Service. Certain employers offer company contributions, some offer discretionary contributions, while some employers offer neither company nor discretionary contributions. Participants can direct the investment of their contributions into thirty-two pooled separate accounts and one money market account, as investment options offered by the Plan.

Note 1: Description of Plan (cont.)

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company's matching discretionary contributions portion of their accounts, if applicable, plus actual earnings thereon varies by employer from the first day of eligibility to six years. Participants are eligible for benefits under the Plan upon normal retirement at age 65 or upon death or termination of service due to disability.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution, if applicable, and Plan earnings. Each account is also charged with an allocation of administrative expenses, while the remaining expenses of administering the Plan are absorbed by the Company. Allocations are based on participant earnings on account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to the lesser of $50,000 or 50% of the vested portion of their account balance. Loan terms may range up to five years, unless the loan is for the purchase of a primary residence when the term can be extended to ten years. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates, as determined by the Plan administrator. Principal and interest are paid ratably through payroll deductions.

Loan transactions are treated as transfers between the investment and loan fund. Interest earned on loan balances is treated as income to the loan fund and a subsequent transfer into the employee's investment funds.

Payment of Benefits

On termination of service, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Distributions are subject to the applicable provisions of the Plan agreement, and are made as soon as is administratively possible after the receipt of the distribution request.

Note 1: Description of Plan (cont.)

Forfeited Accounts

At December 31, 2009 and 2008, forfeited nonvested accounts totaled $1,466 and $38, respectively. These accounts will be used to first pay plan expenses, then to reduce employer contributions to the plan.

Note 2: Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through July 2, 2010, which is the date the financial statements were available to be issued.

Method of Accounting

Assets, liabilities, revenues and expenses are recognized on the accrual method of accounting for financial statement presentation. Wherever necessary, prior period financial statements have been restated to conform to changes in the way amounts are classified in the current year financial statements.

Investment contracts held by a defined-contribution plan are required to be reported at fair market value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principals requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Note 2: Summary of Significant Accounting Policies (cont.)

Investment Valuation and Income Recognition

The general account contains investments in a fully benefit responsive investment contract and the investments are stated at contract value which is also the fair market value. The average yield earned by the plan is equal to the average yield earned by the plan adjusted to reflect the actual interest rate credited to the plan participants. Interest rates are reset monthly at the beginning of each month and are applied daily to the total outstanding balance of the investment. There is no stated maturity date for the investment. As of December 31, 2009 and 2008, there are no reserves against the contract for credit risk of the contract issuer or otherwise.

Investments in pooled separate accounts are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant loans are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Contributions

Employee contributions are recorded in the period during which the Company makes payroll deductions from the participants' earnings. Matching Company contributions, if applicable, would be recorded in the same period.

Benefits

Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

Note 3: Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit.

	Fair Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
December 31, 2009				
Pooled Separate Accounts	$ 686,381	$ 686,381	$ -0-	$ -0-
General Account-Investment contract - with insurance company	433,796	-0-	433,796	-0-
Bond Pooled Separate Account	3,715	-0-	3,715	-0-
Participant loans	14,501	-0-	-0-	14,501
Total	$ 1,138,393	$ 686,381	$ 437,511	$ 14,501
December 31, 2008				
Pooled Separate Accounts	$ 611,430	$ 611,430	$ -0-	$ -0-
General Account-Investment contract - with insurance company	356,878	-0-	356,878	-0-
Bond Pooled Separate Account	3,735	-0-	3,765	-0-
Participant loans	17,346	-0-	-0-	17,346
Total	$ 989,389	$ 611,430	$ 360,613	$ 17,346

Note 3: Fair Value Measurements (cont.)

FASB ASC 820-10-35-37, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly though corroboration with observable market value, and Level 3 inputs which are unobservable have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs are utilized when available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of pooled separate accounts is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements

The investment contract with an insurance company is not actively traded, the risk is defined by the insurance company third party credit rating which is observable. Thus, the fair value of the fully-benefit responsive investment contract is the contract value because the contract value is the amount the participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Level 3 Fair Value Measurements

The fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance. The following table provides further details of the Level 3 fair value measurements.

Note 3: Fair Value Measurements (cont.)

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	Participant Loans
December 31, 2009	
Beginning balance	$ 17,346
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	-0-
Purchases, sales, issuance and settlements (net)	(2,845)
Ending balance	$ 14,501
December 31, 2008	
Beginning balance	$ 30,273
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	-0-
Purchases, sales, issuances and settlements (net)	(12,927)
Ending balance	$ 17,346

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2009 are reported in net appreciation in fair value of investments.

Note 4: Certified Financial Information

The Plan assets are invested in products sold by Transamerica Life Insurance Company, the trustee of the Plan. The following schedule is a summary of financial data certified by the trustee as complete and accurate in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Investment income was also certified by the trustee.

Note 4: Certified Financial Information (cont.)

	December 31, 2009	December 31, 2008
Transamerica Life Insurance Company		
General Account (at contract value):		
Transamerica Stable Value (average yield was 3.16% in 2009 and 3.53% in 2008)	$ 433,796	$ 356,878
Total general account	$ 433,796	$ 356,878
Transamerica Life Insurance Company		
Pooled Separate Accounts (at fair value):		
Transamerica Equity	$ 41,525	$ 39,345
Transamerica Equity Index	22,167	18,708
Transamerica Goldman Sachs Mid-Cap Opp	12,190	8,742
Transamerica Loomis Sayles Bond	3,715	3,735
TI Neuberger Berman Genesis	120,539	128,948
TI Fidelity VIP II Contrafund	111,180	92,090
Transamerica Partners Mid- Growth	2,833	15,118
Transamerica Diversified Investors Short Horizon	1,626	1,107
Transamerica Diversified Investors Sht/Int Horizon	304	276
Transamerica Diversified Investors Intermed Horizon	-0-	-0-
Transamerica Diversified Investors Inter/Lng Horizon	1,501	250
Transamerica Diversified Investors Long Horizon	2,030	1,307
Transamerica Partners High Yield Bond	21,846	8,514
TI Calvert Social Investment	20,161	15,456
TI Fidelity Advisor Small Cap	8,638	5,227
TI AIM Basic Value	21,390	15,707
TI-Janus Small Cap Value	8,681	6,295
TI American Funds AMCAP Fund	16,608	7,428
TI Mutual Shares Fund	29,593	22,006
TI American Funds New Perspect	80,086	64,886
Transamerica Partners High Quality Bond	23,390	17,270
Transamerica Partners Small Core	7,581	5,943
Transamerica Vang Tg Ret 2005	1,995	1,905
Transamerica Vang Tg Ret 2015	12,734	8,361
Transamerica Vang Tg Ret 2025	1,132	788
Transamerica Vang Tg Ret 2030	1,622	908
Transamerica Vang Tg Ret 2035	25,450	19,806
Transamerica Vang Tg Ret 2040	3,775	-0-
Transamerica Vang Tg Ret 2045	3,775	1,110
Transamercia Vang Tg Ret 2050	852	-0-
TI American Century Sml Cp Val	17,690	11,998
TI Franklin Utilities Fund	63,487	91,931
Total pooled separate accounts	$ 690,096	$ 615,165
Total certified investments (at fair value)	$ 1,123,892	$ 972,043

Note 5: Investments

The following presents investment values, at December 31, 2009 and 2008, which represented 5% or more of the Plan's net assets at the end of 2009.

	2009	2008
Transamerica Stable Value 25,074 and 21,279 units, respectively	$ 433,796	$ 356,878
TI Neuberger Berman Genesis 1,857 and 2,501 units, respectively	120,539	128,948
TI Fidelity VIP II Contrafund 2,540 and 2,851 units, respectively	111,180	92,090
TI American Funds New Perspect 1,516 and 1,683 units, respectively	80,086	64,886
TI Franklin Utilities Fund 2,177 and 3,574 units, respectively	63,487	91,931

The Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $164,579 during 2009, and depreciated in value by $365,027 during 2008, as follows:

General account	$ 5,311	$ 14,826
Pooled separate account	159,268	(379,853)
	$ 164,579	$ (365,027)

Note 6: Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 7: Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated April 16, 2010, that the Plan qualifies, in form, under Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code), and the underlying trust is therefore exempt from federal income taxes under Section 501(a) of the Code. The Plan is required to operate in accordance with the Code to maintain its tax qualification; however, the Plan administrator is not aware of any course of action or series of events which might adversely affect the Plan's qualified status.

Note 8: Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008, to Schedule H of Form 5500:

	2009	2008
Net assets available for benefits per the financial statements	$ 1,147,795	$ 1,007,892
Accrued expenses at December 31, 2009 and 2008	-0-	-0-
Net assets available for benefits per Schedule H to the Form 5500	$ 1,147,795	$ 1,007,892

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the years ended December 31, 2009 and 2008, to Schedule H of Form 5500:

	2009	2008
Changes in net assets available for benefits per the financial statements	$ 139,903	$ (1,435,416)
Increase in employer contributions received	-0-	-0-
Decrease in participant contributions received	-0-	-0-
Accrued administrative expenses at December 31, 2009 and 2008	-0-	-0-
Changes in net assets available for benefits per Schedule H to the Form 5500	$ 139,903	$ (1,435,416)

Note 9: Risks And Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note 10: Compliance Testing

During both 2009 and 2008, one employer and two employer(s) in the plan, respectively, were determined to be top heavy, but have complied with the top heavy rules required by ERISA. For 2009, the one employer elected to return excess contributions totaling $ 682 plus earnings in 2010. For 2008, the two employers elected to return excess contributions totaling $9,358 plus earnings in 2009.

SUPPLEMENTAL INFORMATION

STAFFSCAPES, INC. 401(K) PROFIT SHARING PLAN
SUPPLEMENTAL INFORMATION: SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED DECEMBER 31, 2009

PLAN SPONSOR EMPLOYER IDENTIFICATION NUMBER: 84-1346032

PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Transamerica Life Insurance and Annuity Company**	Transamerica Equity $65.79/unit	$ 41,525	$ 41,525
*	Transamerica Life Insurance and Annuity Company**	Transamerica Equity Index $32.75/unit	22,167	22,167
*	Transamerica Life Insurance and Annuity Company**	Transamerica GS Mid-Cap Opp $67.27/unit	12,190	12,190
*	Transamerica Life Insurance and Annuity Company**	Transamerica Loomis Sayles Bond $45.06/unit	3,715	3,715
*	Transamerica Life Insurance and Annuity Company**	TI Neuberger Berman Genesis $64.90/unit	120,539	120,539
*	Transamerica Life Insurance and Annuity Company**	TI Fidelity VIP II Contrafund $43.76/unit	111,180	111,180
*	Transamerica Life Insurance and Annuity Company**	Transamerica Partners Mid-Growth $12.49/unit	2,833	2,833
*	Transamerica Life Insurance and Annuity Company**	Transamerica Diversified Investors Short Horizon $18.83/unit	1,626	1,626

(continued)

STAFFSCAPES, INC. 401(K) PROFIT SHARING PLAN
SUPPLEMENTAL INFORMATION: SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED DECEMBER 31, 2009

PLAN SPONSOR EMPLOYER IDENTIFICATION NUMBER: 84-1346032

PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
		(continued)		
*	Transamerica Life Insurance and Annuity Company**	Transamerica Diversified Investors Sht/Int Horizon $15.08/unit	$ 304	$ 304
*	Transamerica Life Insurance and Annuity Company**	Transamerica Diversified Investors Inter/Lng Horizon $18.26/unit	1,501	1,501
*	Transamerica Life Insurance and Annuity Company**	Transamerica Diversified Investors Long Horizon $11.39/unit	2,030	2,030
*	Transamerica Life Insurance and Annuity Company**	Transamerica Partners High Yield Bond $24.28/unit	21,846	21,846
*	Transamerica Life Insurance and Annuity Company**	TI Calvert Social Investment $45.81/unit	20,161	20,161
*	Transamerica Life Insurance and Annuity Company**	TI Fidelity Advisor Small Cap $31.30/unit	8,638	8,638
*	Transamerica Life Insurance and Annuity Company**	TI AIM Basic Value $27.96/unit	21,390	21,390
*	Transamerica Life Insurance and Annuity Company**	Transamerica Stable Value $17.30/unit	433,796	433,796

(continued)

STAFFSCAPES, INC. 401(K) PROFIT SHARING PLAN
SUPPLEMENTAL INFORMATION: SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED DECEMBER 31, 2009

PLAN SPONSOR EMPLOYER IDENTIFICATION NUMBER: 84-1346032

PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
		(continued)		
*	Transamerica Life Insurance and Annuity Company**	TI Janus Small Cap Value $33.42/unit	$ 8,681	$ 8,681
*	Transamerica Life Insurance and Annuity Company**	TI American Funds AMCAP Fund $40.32/unit	16,608	16,608
*	Transamerica Life Insurance and Annuity Company**	TI Mutual Shares Fund $43.56/unit	29,593	29,593
*	Transamerica Life Insurance and Annuity Company**	TI American Funds New Perspect $52.83/unit	80,086	80,086
*	Transamerica Life Insurance and Annuity Company**	Transamerica High Quality Bond $26.38/unit	23,390	23,390
*	Transamerica Life Insurance and Annuity Company**	Transamerica Partners Small Core $29.06/unit	7,581	7,581
*	Transamerica Life Insurance and Annuity Company**	Transamerica Vanguard Target Ret 2005 $12.68/unit	1,995	1,995
*	Transamerica Life Insurance and Annuity Company**	Transamerica Vanguard Target Ret 2015 $12.69/unit	$ 12,734	$ 12,734

(continued)

STAFFSCAPES, INC. 401(K) PROFIT SHARING PLAN
SUPPLEMENTAL INFORMATION: SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED DECEMBER 31, 2009

PLAN SPONSOR EMPLOYER IDENTIFICATION NUMBER: 84-1346032

PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
		(continued)		
*	Transamerica Life Insurance and Annuity Company**	Transamerica Vanguard Target Ret 2025 $12.50/unit	1,132	1,132
*	Transamerica Life Insurance and Annuity Company**	Transamerica Vanguard Target Ret 2030 $10.11/unit	1,622	1,622
*	Transamerica Life Insurance and Annuity Company**	Transamerica Vanguard Target Ret 2035 $12.64/unit	25,450	25,450
*	Transamerica Life Insurance and Annuity Company**	Transamerica Vanguard Target Ret 2040 $9.95/unit	3,775	3,775
*	Transamerica Life Insurance and Annuity Company**	Transamerica Vanguard Target Ret 2045 $13.03/unit	3,775	3,775
*	Transamerica Life Insurance and Annuity Company**	Transamerica Vanguard Target Ret 2050 $10.00/unit	852	852
*	Transamerica Life Insurance and Annuity Company**	TI American Century Sml Cp Val $32.61/unit	17,690	17,690
*	Transamerica Life Insurance and Annuity Company**	TI Franklin Utilities Fund $29.16/unit	63,487	63,487
*	Participant Loans Receivable	4.25% - 7.25%	0	14,501

* Indicates an identified person known to be a party-in-interest to the Plan.

** This information was derived from data certified by Transamerica Life Insurance and Annuity Company.

(d) Cost figures as per Form 5500.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Plan Name: STAFFSCAPES INC.
Contract #: 930030
EIN: 84-1346032
Plan ID: 7982
Plan #: 001
Period: 01/01/2009 - 12/31/2009

(a)	(b) Identity of issue, borrower, lessor, or similar a party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	TRANSAMERICA ASSET MANAGEMENT	EQUITY	41,525.00	41,525.00
*	TRANSAMERICA ASSET MANAGEMENT	EQUITY INDEX	22,167.00	22,167.00
*	TRANSAMERICA ASSET MANAGEMENT	GS MID-CAP OPPURTUNITY	12,190.00	12,190.00
*	TRANSAMERICA ASSET MANAGEMENT	LOOMIS SAYLES BOND	3,715.00	3,715.00
*	TRANSAMERICA ASSET MANAGEMENT	TI NEUBERGER BERMAN GENESIS	120,540.00	120,540.00
*	TRANSAMERICA ASSET MANAGEMENT	TI FIDELITY VIP II CONTRA	111,180.00	111,180.00
*	TRANSAMERICA ASSET MANAGEMENT	MID CAP GROWTH	2,834.00	2,834.00
*	TRANSAMERICA ASSET MANAGEMENT	DIVERSIFIED INV SHORT	1,626.00	1,626.00
*	TRANSAMERICA ASSET MANAGEMENT	DIVERSIFIED SHT/INT	305.00	305.00
*	TRANSAMERICA ASSET MANAGEMENT	DIVERSIFIED INV/INT LONG	1,501.00	1,501.00
*	TRANSAMERICA ASSET MANAGEMENT	INV/LONG HORIZON	2,030.00	2,030.00
*	TRANSAMERICA ASSET MANAGEMENT	PARTNERS HG YD BOND	21,846.00	21,846.00
*	TRANSAMERICA ASSET MANAGEMENT	TI CALVERT SOCIAL INV	20,161.00	20,161.00
*	TRANSAMERICA ASSET MANAGEMENT	TI FIDELITY ADVISOR SML CAP	8,638.00	8,638.00
*	TRANSAMERICA ASSET MANAGEMENT	TI AIM BASIC VALUE	21,390.00	21,390.00
*	TRANSAMERICA ASSET MANAGEMENT	SMALL CAP VALUE	8,681.00	8,681.00
*	TRANSAMERICA ASSET MANAGEMENT	TI AMERICAN FUNDS AMCAP	16,608.00	16,608.00
*	TRANSAMERICA ASSET MANAGEMENT	TI MUTUAL SHARES FUND	29,593.00	29,593.00
*	TRANSAMERICA ASSET MANAGEMENT	TI AMERICAN FUNDS NEW PERSPECT	80,086.00	80,086.00
*	TRANSAMERICA ASSET MANAGEMENT	HIGH QUALITY BOND	23,390.00	23,390.00
*	TRANSAMERICA ASSET MANAGEMENT	PARTNERS SMALL CORE	7,581.00	7,581.00

*	TRANSAMERICA ASSET MANAGEMENT	VANGUARD TARGET RET 2035	25,450.00	25,450.00
*	TRANSAMERICA ASSET MANAGEMENT	VANGUARD TARGET RET 2045	3,775.00	3,775.00
*	TRANSAMERICA ASSET MANAGEMENT	TI AMERICAN CENTURY SMALL CAP VAL	17,690.00	17,690.00
*	TRANSAMERICA ASSET MANAGEMENT	TI FRANKLIN UTILITIES	63,487.00	63,487.00
*	TRANSAMERICA ASSET MANAGEMENT	VANGUARD TARGET RET 2005	1,995.00	1,995.00
*	TRANSAMERICA ASSET MANAGEMENT	VANGUARD TARGET RET 2015	12,734.00	12,734.00
*	TRANSAMERICA ASSET MANAGEMENT	VANGUARD TARGET RET 2025	1,132.00	1,132.00
*	TRANSAMERICA ASSET MANAGEMENT	VANGUARD TARGET RET 2030	1,622.00	1,622.00
*	TRANSAMERICA ASSET MANAGEMENT	VANGUARD TARGET RET 2040	3,774.00	3,774.00
*	TRANSAMERICA ASSET MANAGEMENT	VANGUARD TARGET RET 2050	852.00	852.00
*	TRANSAMERICA ASSET MANAGEMENT	STABLE VALUE	433,796.00	433,796.00
*	TRANSAMERICA ASSET MANAGEMENT	LOAN FUND	14,501.00	14,501.00