

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
		2010
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>GLOBAL EMPLOYMENT SOLUTIONS PEO 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>333</u> 1c Effective date of plan <u>01/01/1997</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>GLOBAL EMPLOYMENT SOLUTIONS PEO, INC.</u> <u>3350 BUSCHWOOD PARK DRIVE</u> <u>SUITE 200</u> <u>TAMPA, FL 33618</u>	2b Employer Identification Number (EIN) <u>59-2084282</u> 2c Sponsor's telephone number <u>813-935-2000</u> 2d Business code (see instructions) <u>561300</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2011</u>	<u>MARK LOWREY</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") GLOBAL EMPLOYMENT SOLUTIONS PEO, INC. 3350 BUSCHWOOD PARK DRIVE SUITE 200 TAMPA, FL 33618	3b Administrator's EIN 59-2084282 3c Administrator's telephone number 813-935-2000
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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
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5 Total number of participants at the beginning of the plan year	5	1652
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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	1570
b Retired or separated participants receiving benefits.....	6b	25
c Other retired or separated participants entitled to future benefits.....	6c	116
d Subtotal. Add lines 6a , 6b , and 6c	6d	1711
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	1711
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	558
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	8

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2A 2E 2F 2J 2K 2S 2T 3B 3H

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) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ **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) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan GLOBAL EMPLOYMENT SOLUTIONS PEO 401(K) PLAN	B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 GLOBAL EMPLOYMENT SOLUTIONS PEO, INC.	D Employer Identification Number (EIN) 59-2084282

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)..... ☐ 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

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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)

CAPITAL RETIREMENT PLAN SERVICES

59-3092339

(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?
13 15 19 25 37 38 50	NONE	96724	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDUCIARY PARTNER INV CONSULT

26-1370206

(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?
27 50	NONE	7531	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDUCIARY PARTNERS RETIRMENT GROUP

51-0595589

(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?
16 70	NONE	7531	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TD AMERITRADE TRUST COMPANY

20-0937408

(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?
19 50	NONE	505	Yes ☒ No ☐	Yes ☐ No ☒	0	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
TD AMERITRADE TRUST COMPANY	19	6917

(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.
TD BANK USA, N.A. 13-3732274	PE-BF-SA-I-RS=TDAC MARKETING FEE (PE = PORTFOLIO EARNINGS, BF = TDBANKUSA FEE, SA =PERIOD SPECIAL ASSESSMENTS CHARGED BU FDIC,I =INTEREST PAID TO THE PLAN, RS = 35BPS REVENUE SHARINGPAID T THE PLAN.

(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
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(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 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
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan GLOBAL EMPLOYMENT SOLUTIONS PEO 401(K) PLAN	B Three-digit plan number (PN) ►	333
C Plan sponsor's name as shown on line 2a of Form 5500 GLOBAL EMPLOYMENT SOLUTIONS PEO, INC.	D Employer Identification Number (EIN) 59-2084282	

Part I	Asset and Liability Statement
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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)	22353	9557
(2) Participant contributions	1b(2)	16311	21956
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1019178	
(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)	398259	493965
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(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)	8996551	11369544
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	10452652	11895022

Liabilities

g Benefit claims payable	1g	1405	1828
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	2832	4846
k Total liabilities (add all amounts in lines 1g through 1j)	1k	4237	6674

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10448415	11888348
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	296190	
(B) Participants	2a(1)(B)	816725	
(C) Others (including rollovers)	2a(1)(C)	18850	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1131765

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)	17426	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		17426

(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)	247399	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		247399

(3) Rents	2b(3)		
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(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)		
(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)		1019180
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2415770

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1425611	
(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)		1425611
f Corrective distributions (see instructions)	2f		21352
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	112290	
(4) Other	2i(4)	15014	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		127304
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1574267

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		841503
l Transfers of assets:			
(1) To this plan.....	2l(1)		1741500
(2) From this plan	2l(2)		1143070

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: SCOTT SKIBBIE, INC.

(2) EIN: 27-0851321

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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	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.	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)
FIBERBUILT UMBRELLAS 401(K) PLAN	65-0985008	001
MADDOX-JOINES DBA SUNSHINE GOLF CAR 401(K) PLAN	65-0574908	001
MAVIDON 401(K) PLAN	65-0395285	001
401(K) ADVANTAGE, LLC 401(K) RETIREMENT PLAN	20-1826891	002

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			
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			
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			
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			
e Was this plan covered by a fidelity bond?.....			
4e			
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			
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			
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			
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			
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			
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			
l Has the plan failed to provide any benefit when due under the plan?			
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
4m			
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			

- 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)
A-1 CONTRACT STAFFING 401(K) PROFIT SHARING PLAN	59-1852300	333
ALPHASTAFF RETIREMENT SAVINGS PLAN	65-0314710	333
DKSS SUBS, LLC 401(K) RETIREMENT PLAN	42-1546323	907
WAGNER TIRE 401(K) PLAN	65-0724028	001

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			
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			
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			
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			
e Was this plan covered by a fidelity bond?.....			
4e			
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			
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			
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			
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			
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			
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			
l Has the plan failed to provide any benefit when due under the plan?			
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
4m			
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			

- 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)
STRATEGIC OUTSOURCING MULTIPLE EMPLOYER 401(K) PLAN	56-1952356	002
BIG TRUCK RENTAL 401(K) & PROFIT SHARING PLAN	27-3030725	001
DSK GROUP, INC.401(K) PLAN	59-2189155	001
ADMINISTRATIVE CONCEPTS RETIREMENT SAVINGS PLAN	65-0615725	333

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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>GLOBAL EMPLOYMENT SOLUTIONS PEO 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GLOBAL EMPLOYMENT SOLUTIONS PEO, INC.</u>	D Employer Identification Number (EIN) <u>59-2084282</u>

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	<u>0</u>
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): <u>59-2084282</u>		
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 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
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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
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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.
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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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

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):

- 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): _____

GLOBAL
Employment Solutions
401(K) Plan

FINANCIAL STATEMENTS

December 31, 2010

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN
FINANCIAL STATEMENTS FOR DECEMBER 31, 2010

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INDEPENDENT AUDITORS' REPORT

Administrative Committee
Global Employment Solutions 401(k) Plan
Tampa, FL

We were engaged to audit the accompanying statements of net assets available for benefits of Global Employment Solutions 401(k) Plan (the "Plan") as of December 31, 2010 and 2009 and the related statement of changes in net assets available for benefits and the schedules of assets held for investment purposes for the years ended December 31, 2010 and 2009. These financial statements 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 cash and investment transactions and related income which was certified by, the custodian of the Plan, except for comparing such 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 custodian as of December 31, 2010 and 2009 and for the years then ended, that the information provided to the Plan administrator by the custodian 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 supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental 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 Departments of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



September 28, 2011

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2010 and 2009

	2010	2009
ASSETS		
CASH AND CASH EQUIVALENTS	\$ -	\$ 1,019,178
RECEIVABLES		
Employer Receivable	9,557	22,353
Employee Receivable	21,956	16,311
Other	-	-
Total Receivables	31,513	38,664
INVESTMENTS, at fair value		
Mutual Funds	11,369,544	8,996,551
Loans to participants	493,965	398,259
Total Investments	11,863,509	9,394,810
TOTAL ASSETS	11,895,022	10,452,652
LIABILITIES		
Benefit Claims Payable	1,828	1,405
Other Liabilities	4,846	2,832
TOTAL LIABILITIES	6,674	4,237
NET ASSETS	\$ 11,888,348	\$ 10,448,415

The accompanying notes are an integral part of these statements

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR(s) ENDED DECEMBER 31, 2010 and 2009

	2010	2009
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions:		
Employer	\$ 296,190	\$ 393,605
Participant	816,725	1,142,420
Other, including rollovers	18,850	8,075
Total contributions	1,131,765	1,544,100
Net appreciation in fair value of investments	1,019,180	2,123,828
Interest - participant loans	17,426	19,644
Interest, dividends and other income	247,399	194,047
Total Additions	2,415,770	3,881,619
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net depreciation in fair value of investments	-	-
Distributions to participants	1,425,611	1,387,507
Corrective distributions	21,352	23,725
Administrative expenses	127,304	131,979
Total Deductions	1,574,267	1,543,211
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	841,503	2,338,408
Transfers To (From) the Plan	598,430	(1,672,400)
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	10,448,415	9,782,407
NET ASSETS AVAILABLE FOR BENEFITS, end of year	\$11,888,348	\$10,448,415

The accompanying notes are an integral part of these statements

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. DESCRIPTION OF PLAN

The following description of the Global Employment Solutions 401(k) Plan (the “Plan”) provides only general information. Users of the financial statements should refer to the Plan documents for a more complete description of the Plan’s provisions.

General: The Plan is a defined contribution plan established to provide for contributions made under salary deferral agreements pursuant to Section 401(k) of the Internal Revenue Code (the “Code”). The Plan covers substantially all employees of Global Employment Solutions, Inc. and its affiliates (hereafter, collectively referred to as the “Company”) and the employer organizations who have adopted the plan (see “Participating Employers”). The Plan is a “multiple employer” plan as described in Section 413(c) of the Internal Revenue Code, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participating Employers: Each employer that contracts with The Company to fulfill its payroll functions as a professional employer organization has the option of adopting this plan for the benefit of its employees. An employer that does adopt this plan is known as a *participating employer*. An employer that does not adopt this plan may adopt its own retirement plan. Any employer adopting its own retirement plan is subject to its plan’s regulations and not those of the Plan. Therefore, their plan information is not included in these financial statements.

Eligibility: Employees of the Company or its participating employers may participate in the Plan after they have completed one year of service and have attained the age of twenty-one, unless the participating employer waives or reduces the service requirement on adoption of the plan.

In its initial adoption of the Plan, a participating employer may choose to waive the age and service requirement for individuals who are performing services as of a specific date. Such individuals are immediately eligible to participate. Individuals who are employed after the specified date must satisfy the Plan’s regular eligibility requirements.

Contributions: Eligible employees may contribute a specified dollar amount or a percentage of their pretax annual compensation to limits as defined in the Plan and other limits according to the Code.

The Company and its participating employers may make matching contributions, at their discretion, equal to a specified percent of each participant’s deferral amount. In addition, the Company and each participating employer may make an additional discretionary contribution to participants of the Plan as deemed appropriate. Contributions are subject to limitations as provided in the Code and as defined in the Plan.

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. DESCRIPTION OF PLAN (continued...)

Participant Accounts: Each participant's account is credited with the participant's contributions, the Company's matching contribution, an allocation of the Company's additional discretionary contribution, if any, and Plan earnings. Each participant's account is charged with Plan losses and expenses, if any. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled to is the benefit that can be provided from the participant's vested account.

Investment Options: Upon enrollment in the Plan, a participant may direct contributions to one or more investment options. Participants may change their investment options at any time. See the accompany schedule of assets held for a list of investment options currently available.

Vesting: Participants are immediately vested in their contributions, voluntary rollovers, and the actual allocated earnings thereon. Vesting in matching and discretionary contributions from the Company or its participating employers, plus actual earnings thereon, is based on years of service, with full vesting no later than six years of credited service subject to each participating employer's adoption agreement.

Forfeitures: In the event that funds are forfeited, those forfeitures may first be used to pay any administrative expenses and any remaining forfeitures will be used to reduce the Company's and the participating employers' matching contributions.

Payment of Benefits: Upon normal retirement, termination of employment, death or disability, or termination of the Plan, the participant or beneficiary may elect to receive an amount equal to the value of the participant's vested interest in his or her account under several options. A participant may defer paying tax on some taxable payments by electing a rollover distribution.

In the event of a participant's death, his or her designated beneficiary may request a distribution of his or her account.

Withdrawals may also be made in conjunction with IRS hardship distribution regulations.

Participant Loans: Participants may borrow from their account up to a maximum of the lesser of \$50,000 or 50% of their vested account balance. Principal and interest are paid ratably through payroll deductions. Interest rates on participant loans approximate prevailing interest rates on bank loans of similar length of time and repayment terms. The loans are secured by the balance in the participant's account.

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared using the accrual method of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair 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 Statements of Net Assets Available for Benefits and The Statements of Changes in Net Assets Available for Benefits are presented using the fair values of investments.

Fair Value Measurements: The FASB Accounting Standards codification Topic 820, *Fair Value Measurements and Disclosures* (ASC 820) establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable market data by correlation or other means;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means;

If the assets or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued...)

Fair Value Measurements (continued...): The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the valuation methodologies used at December 31, 2010 and 2009.

Accounting Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Valuation of Investments: The plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Investments in the insurance company general account are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering credit worthiness of the issuer. Investments in the pooled separate accounts are valued indirectly based on observable prices for the underlying assets.

The preceding methods described may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Purchases and sales of investments are recorded on the trade date. Income from investment in units of participation is recorded as earned and reinvested in the accounts. Income earned from investments and gains or losses on disposal of investments are recorded using the accrual method. Participant loans are valued at cost.

Payment of benefits: Benefits are recorded when paid.

Administrative Expense: The cost and expense of administering the Plan shall be paid, at the discretion of the Company, either directly by the Company or by the Plan through fees deducted from participant accounts.

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 3. CERTIFICATION OF INVESTMENT INFORMATION

TD Ameritrade Trust Company, the custodian of the Plan, has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information reflected on the accompanying statements of net assets available for benefits as of December 31, 2010 and 2009, the statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of assets held as of December 31, 2010 and 2009.

Note 4. INVESTMENTS

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$11,369,544	\$ -	\$ -	\$11,369,544
Participant Loans	-	-	493,965	493,965
Total Investments	<u>\$11,369,544</u>	<u>\$ -</u>	<u>\$493,965</u>	<u>\$11,863,509</u>

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2010:

	<u>Participant Loans</u>
Balance, Beginning of Year	\$ 398,259
Purchases, issuances and settlements	<u>95,706</u>
Balance, End of Year	<u>\$ 493,965</u>

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 5. 5% REPORTABLE TRANSACTIONS

The investment balances that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2010 are as follows:

Vanguard Target Retirement 2015	\$ 853,975
Vanguard Target Retirement 2035 Fund	718,741
Vanguard Target Retirement FD 2025	1,512,847
Vanguard Target Retirement Fund 2010	588,146
Vanguard Target Retirement Fund 2020	1,386,942
Vanguard Target Retirement Fund 2030	1,326,484
Vanguard Target Retirement Fund 2040	1,036,242

Note 6. RECONCILIATION TO FORM 5500

Certain differences may exist between the recording of accruals for financial reporting purposes and IRS/Department of Labor's (DOL) Form 5500 purposes. As of and for the year ended December 31, 2010, there were no such differences.

Note 7. SUBSEQUENT EVENTS

Subsequent events have been evaluated through September 28, 2011, which is the date the financial statements were available to be issued.

Note 8. TAX STATUS

The plan obtained its latest determination letter on February 25, 2009, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. . The plan has been amended since receiving the determination letter. The plan administrator believes that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the plan's financial statements.

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 9. PLAN TERMINATION

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

Note 10. 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 11. PARTIES-IN-INTEREST TRANSACTIONS

Administrative fees include investment fees, third party administrative fees, and other professional services, and are based on customary charges as shall be agreed to from time to time. Certain of these expenses are absorbed by the Plan sponsor.

Certain administrative functions are performed by officers or employees of the Plan's sponsor. No such officer or employee receives compensation directly from the Plan.

SUPPLEMENTAL INFORMATION

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

DECEMBER 31, 2010

59-2084282

PN 333

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current value
Mutual Funds		American Balanced Fund Class R-6	\$ 118,598	\$ 119,048
Mutual Funds		American Capital World Growth and Income	112,673	114,104
Mutual Funds		American Europacific Growth Fund Class R	227,303	227,668
Mutual Funds		American Growth Fund of America Class R	144,654	144,437
Mutual Funds		American The Capital World Bond Fund CLA	63,218	63,196
Mutual Funds		Blackrock Small Cap Growth Equity Fund I	68,754	79,621
Mutual Funds		Columbia Mid Cap Value Class Z	53,362	63,506
Mutual Funds		Columbia Small Cap Value I Fund Class Z	53,621	64,281
Mutual Funds		Davis New York Venture Fund CLS Y	41,624	45,166
Mutual Funds		Fidelity Spartan 500 Index Fund Investor	99,686	110,620
Mutual Funds		MFS Value Fund Class R4	102,838	111,957
Mutual Funds		Pimco Total Return Institutional (35)	502,861	497,786
Mutual Funds		Principal High Yield Fund Institutional	66,049	65,921
Mutual Funds		Stratton Small Cap Value Fund	15,029	18,226
Mutual Funds		TD Bank Instl MMDA FTCIMA	311,295	311,295
Mutual Funds		TD Bank USA MMDA	90,644	88,929
Mutual Funds		Vanguard Index Small Cap	161,203	188,159
Mutual Funds		Vanguard Inflation Protected Securities	465,004	475,615
Mutual Funds		Vanguard Mid Cap Index Fund (859)	206,144	263,823
Mutual Funds		Vanguard Target Retirement 2015	866,066	853,975
Mutual Funds		Vanguard Target Retirement 2035 Fund	725,946	718,741
Mutual Funds		Vanguard Target Retirement FD 2025	1,528,129	1,512,847
Mutual Funds		Vanguard Target Retirement Fund 2010	597,383	588,146
Mutual Funds		Vanguard Target Retirement Fund 2020	1,402,310	1,386,942
Mutual Funds		Vanguard Target Retirement Fund 2030	1,337,514	1,326,484
Mutual Funds		Vanguard Target Retirement Fund 2040	1,044,386	1,036,242
Mutual Funds		Vanguard Target Retirement Income Fund	398,233	396,854
Mutual Funds		Vanguard Total Intl Stock Index Portfolio	147,713	157,003
Mutual Funds		Vanguard U.S. Treasury Short-Term	274,310	272,062
Mutual Funds		Westcore Select Fund	67,305	66,890
Participant Loans		Various Interest Rates	-	493,965
TOTAL ASSETS HELD				<u>\$11,863,509</u>

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

Schedule H, line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

FOR THE YEAR ENDED DECEMBER 31, 2010

59-2084282

PN 333

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of investment	(c) Costs of acquisitions	(d) Proceeds from dispositions
Mutual Funds	American Balanced Fund Class R-6	\$ 118,036	\$ -
Mutual Funds	American Capital World Growth and Income	113,613	951
Mutual Funds	American Century Vista Fund Class A	10,672	54,803
Mutual Funds	American Europacific Growth Fund Class R	223,509	-
Mutual Funds	American Funds Balanced Fund, Inc. R5	46,788	105,403
Mutual Funds	American Funds Capital World Bond FD, IN	18,271	65,466
Mutual Funds	American Funds Capital World GR & Inc. FD	41,307	133,415
Mutual Funds	American Funds Europacific Growth Fund	35,908	102,902
Mutual Funds	American Funds Growth Fund of America	47,606	145,950
Mutual Funds	American Growth Fund of America Class R	143,177	-
Mutual Funds	American The Capital World Bond Fund CLA	62,326	-
Mutual Funds	Blackrock Global Allocation Fund Instl	29,165	344,716
Mutual Funds	Blackrock Small Cap Growth Equity Fund I	30,274	7,329
Mutual Funds	Cohen & Steers Realty Shares Inc.	27,819	69,713
Mutual Funds	Columbia Mid Cap Value Class Z	16,886	43,418
Mutual Funds	Columbia Small Cap Value I Fund Class Z	13,910	7,479
Mutual Funds	Davis New York Venture Fund CLS Y	15,626	5,504
Mutual Funds	Fidelity Leveraged Company Stock Fund RE	9,152	23,100
Mutual Funds	Fidelity Spartan 500 Index Fund Investor	29,289	10,776
Mutual Funds	MFS Value Fund Class R4	24,809	19,990
Mutual Funds	Pimco Total Return Institutional (35)	485,038	395,215
Mutual Funds	Principal High Yield Fund Class A	38,202	79,122
Mutual Funds	Principal High Yield Fund Institutional	65,685	-
Mutual Funds	Stratton Small Cap Value Fund	7,392	27,923
Mutual Funds	T Rowe Price Retirement 2010	544,904	1,257,674
Mutual Funds	T Rowe Price Retirement 2015	287,284	1,109,396
Mutual Funds	T Rowe Price Retirement 2020	287,703	1,651,155
Mutual Funds	T Rowe Price Retirement 2025	291,886	1,673,901
Mutual Funds	T Rowe Price Retirement 2030	282,708	1,561,954
Mutual Funds	T Rowe Price Retirement 2035	222,720	860,335
Mutual Funds	T Rowe Price Retirement 2040	261,265	1,168,072
Mutual Funds	T Rowe Price Retirement Income	125,601	397,758
Mutual Funds	TD Bank Instl MMDA FTCIMA	168,888	251,925
Mutual Funds	TD Bank USA MMDA	5,304,366	5,839,055

GLOBAL EMPLOYMENT SOLUTIONS 401(k) PLAN

Schedule H, line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

FOR THE YEAR ENDED DECEMBER 31, 2010 (continued...)

59-2084282

PN 333

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of investment	(c) Costs of acquisitions	(d) Proceeds from dispositions
Mutual Funds	Vanguard Index Small Cap	70,137	11,124
Mutual Funds	Vanguard Inflation Protected Securities	208,197	55,410
Mutual Funds	Vanguard Mid Cap Index Fund (859)	143,850	29,909
Mutual Funds	Vanguard Target Retirement 2015	845,982	-
Mutual Funds	Vanguard Target Retirement 2035 Fund	710,459	-
Mutual Funds	Vanguard Target Retirement FD 2025	1,501,907	5,005
Mutual Funds	Vanguard Target Retirement Fund 2010	583,133	-
Mutual Funds	Vanguard Target Retirement Fund 2020	1,372,890	-
Mutual Funds	Vanguard Target Retirement Fund 2030	1,327,264	14,878
Mutual Funds	Vanguard Target Retirement Fund 2040	1,028,023	4,377
Mutual Funds	Vanguard Target Retirement Income Fund	393,928	-
Mutual Funds	Vanguard Total Intl Stock Index Portfolio	71,376	21,916
Mutual Funds	Vanguard U.S. Treasury Short-Term	539,686	636,919
Mutual Funds	Westcore Select Fund	67,305	-

**Scott
Skibbie, Inc.**
Certified Public Accountant

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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 2010 This Form is Open to Public Inspection
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Part I Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>		
A This return/report is for:	☐ a multiemployer plan; ☐ a single-employer plan;	☒ a multiple-employer plan; or ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ an amended return/report;	☐ the final 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:	☒ Form 5558; ☐ special extension (enter description)	☐ automatic extension; ☐ the DFVC program;

Part II Basic Plan Information—enter all requested information		
1a Name of plan <u>Global Employment Solutions PEO 401(k) Plan</u>	1b	Three-digit plan number (PN) <u>333</u>
	1c	Effective date of plan <u>01/01/1997</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>Global Employment Solutions PEO, Inc.</u> <u>3350 Buschwood Park Drive</u> <u>Suite 200</u> <u>Tampa</u>	2b	Employer Identification Number (EIN) <u>59-2084282</u>
	2c	Sponsor's telephone number <u>(813) 935-2000</u>
<u>FL 33618</u>	2d	Business code (see instructions) <u>561300</u>

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		<u>10/11/11</u> Date	<u>Mark Lowrey</u> Enter name of individual signing as plan administrator
SIGN HERE		<u>10/11/11</u> Date	<u>Mark Lowrey</u> Enter name of individual signing as employer or plan sponsor
SIGN HERE		 Date	 Enter name of individual signing as DFE

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Global Employment Solutions PEO 401(k) Plan

EIN: 59-2084282

Plan Sponsor's Name Global Employment Solutions PEO, Inc.

PN: 333

(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
*	TD Ameritrade	American Banaced Fund		119,048
*	TD Ameritrade	American Capital World Growth & Income Fund		114,104
*	TD Ameritrade	American Europacific Growth Fund		227,668
*	TD Ameritrade	American Growth Fund of America		144,437
*	TD Ameritrade	American The Capital World Bond Fund		63,196
*	TD Ameritrade	Blackrock Small Cap Growth Equity Fund		79,621
*	TD Ameritrade	Colmbia Mid Cap Value Fund		63,506

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Global Employment Solutions PEO 401(k) Plan

EIN: 59-2084282

Plan Sponsor's Name Global Employment Solutions PEO, Inc.

PN: 333

(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
*	TD Ameritrade	Columbia Small Cap Value I Fund		64,281
*	TD Ameritrade	Davis New York Venture Fund		45,166
*	TD Ameritrade	Fidelity Spartan 500 Index Fund Investor		110,620
*	TD Ameritrade	MFS Value Fund		111,957
*	TD Ameritrade	PIMCO Total Return Institutional Fund		497,786
*	TD Ameritrade	Principal High Yield Fund Institutional		65,921
*	TD Ameritrade	Stratton Small Cap Value Fund		18,226

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Global Employment Solutions PEO 401(k) Plan

EIN: 59-2084282

Plan Sponsor's Name Global Employment Solutions PEO, Inc.

PN: 333

(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
*	TD Ameritrade	Vanguard Index Small Cap Fund		188,159
*	TD Ameritrade	Vanguard Inflation Protection Securities Fund		475,615
*	TD Ameritrade	Vanguard Mid Cap Index Fund		263,823
*	TD Ameritrade	Vanguard Target Retirement 2015 Fund		853,975
*	TD Ameritrade	Vanguard Target Retirement 2035 Fund		718,741
*	TD Ameritrade	Vanguard Target Retirement 2025 Fund		1,512,846
*	TD Ameritrade	Vanguard Target Retirement 2010 Fund		588,146

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Global Employment Solutions PEO 401(k) Plan

EIN: 59-2084282

Plan Sponsor's Name Global Employment Solutions PEO, Inc.

PN: 333

(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
*	TD Ameritrade	Vanguard Target Retirement 2020 Fund		1,386,942
*	TD Ameritrade	Vanguard Target Retirement 2030 Fund		1,326,484
*	TD Ameritrade	Vanguard Target Retirement 2040 Fund		1,036,242
*	TD Ameritrade	Vanguard Target Retirement Income Fund		396,854
*	TD Ameritrade	Vanguard Total Intl Stock Index Portfolio		157,003
*	TD Ameritrade	Vanguard Treasury Short-Term		272,062
*	TD Ameritrade	Westcore Select Fund		66,890

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Global Employment Solutions PEO 401(k) Plan **EIN:** 59-2084282
Plan Sponsor's Name Global Employment Solutions PEO, Inc. **PN:** 333

(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
*	TD Ameritrade Trust Co	TD Bank Institutional MMDA FTCIMA		311,295
*	TD Ameritrade Trust Co	T Rowe Price TD Bank USA MMDA		88,929
*	Various	Participant Loans Various Interest Rates		493,965