

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), 6057(b), 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
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</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>STAFFPLUS 401K RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>01/01/2000</u>	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>STAFFPLUS, LLC</u> <u>14801 SOUTHFIELD ROAD</u> <u>ALLEN PARK, MI 48101-2642</u>	2b Employer Identification Number (EIN) <u>38-3503160</u>	2c Sponsor's telephone number <u>313-294-0300</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>10/15/2012</u>	<u>PHILIP B. SCHREIBER</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 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") STAFFPLUS, LLC 14801 SOUTHFIELD ROAD ALLEN PARK, MI 48101-2642	3b Administrator's EIN 38-3503160 3c Administrator's telephone number 313-294-0300
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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	396
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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	356
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	29
d Subtotal. Add lines 6a , 6b , and 6c	6d	385
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	385
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	248
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

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:

2E 2G 2J 2K 3D 2F

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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(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)** ☒ **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)** ☐ **0** **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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>STAFFPLUS 401K RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STAFFPLUS, LLC</u>	D Employer Identification Number (EIN) <u>38-3503160</u>

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)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

31-4156830

(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 28 52	INVESTMENT COMPANY	28103	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

THE BENEFIT ADVANTAGE

3497 AUBURN RD
AUBURN HILLS, MI 48326

(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?
10 14 15 37	TPA	20180	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

JEFFREY MOORFOOT, CPA

438 SOUTH MAIN STREET STE 202
ROCHESTER, MI 48307

38-3516602

(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?
10	ACCOUNTING	5500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

UBS ED CASEY-TREASURY DEPT

1000 HARBOR BLVD
WEEHAWKEN, NJ 07087

(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 28 53 65 72	ADVISOR	0	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
(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

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 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>STAFFPLUS 401K RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STAFFPLUS, LLC</u>	D Employer Identification Number (EIN) <u>38-3503160</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	3605
	(2) Participant contributions	1b(2)	13980	11052
	(3) Other.....	1b(3)	0	0
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)	81972	108271
	(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)	1918848	2247853
	(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	2014800	2370781

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	1816	9021
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1816	9021

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2012984	2361760
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	158785	
(B) Participants	2a(1)(B)	366475	
(C) Others (including rollovers)	2a(1)(C)	15534	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		540794
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)	4931	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4931
(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)		
(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)		254466
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		800191

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	397185	
(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)		397185
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		5547
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)	53783	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		53783
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		456515

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		343676
l Transfers of assets:			
(1) To this plan.....	2l(1)		5100
(2) From this plan	2l(2)		

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: JEFFREY M. MOORFOOT, CPA P.C.

(2) EIN: 38-3516602

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		250000
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.			
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)

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 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>STAFFPLUS 401K RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STAFFPLUS, LLC</u>	D Employer Identification Number (EIN) <u>38-3503160</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>31-4156830</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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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. 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): _____

- 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): _____

STAFFPLUS, LLC
401(k) RETIREMENT
SAVINGS PLAN
Audited Financial Statements
And Supplemental Schedule
December 31, 2011

STAFFPLUS, LLC 401(k) RETIREMENT SAVINGS PLAN

December 31, 2011

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INDEPENDENT AUDITOR'S REPORT

To the Trustees
Staffplus, LLC 401(k) Retirement Savings Plan
801 W. Ann Arbor Trail, Suite 244
Plymouth, MI 48170

I was engaged to audit the accompanying statements of net assets available for benefits of Staffplus, LLC 401(k) Retirement Savings Plan as of December 31, 2011 and December 31, 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental Schedule H, line 4i—Schedule of Assets Held at End of Year referred to as supplemental information, as of and for the period ended December 31, 2011. These financial statements and schedule 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 me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note H which was certified by Nationwide Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian on behalf of the trustee, as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that I did not audit, I am 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 schedule, other than that derived from the information certified by the custodian, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.

October 11, 2012



**STAFFPLUS, LLC 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010**

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, At Fair Value		
Participant directed investments:		
Mutual funds	\$ 2,247,853	\$ 1,918,848
Receivables:		
Employees	11,052	13,980
Employer	3,605	-
Notes receivable from participants	<u>108,271</u>	<u>81,972</u>
Total receivables	122,928	95,952
TOTAL ASSETS	2,370,781	2,014,800
Less: Corrective Distributions Payable	<u>(9,021)</u>	<u>(1,816)</u>
Net Assets Available For Benefits	<u>\$ 2,361,760</u>	<u>\$ 2,012,984</u>

See accompanying notes

STAFFPLUS, LLC 401(k) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011

ADDITIONS:

Additions to net assets attributed to:

Investment income (loss):

Net appreciation in fair value of investments \$ 254,466

Net investment income 254,466

Interest income from participant notes receivable 4,931

Contributions:

Participants 366,475

Employer contributions 158,785

Rollovers 15,534

Total contributions 540,794

TOTAL ADDITIONS 800,191

DEDUCTIONS:

Deductions from net assets attributed to:

Benefit payments directly to participants (397,185)

Administrative expenses (53,783)

Corrective and deemed distributions (5,547)

TOTAL DEDUCTIONS (456,515)

NET INCREASE 343,676

Assets transferred into the plan during the year 5,100

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of the year 2,012,984

END OF YEAR \$ 2,361,760

See accompanying notes

STAFFPLUS, LLC 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

Note A - Plan Description

The following description of the Staffplus, LLC 401(k) Retirement Savings Plan provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

General - The Plan is a multiple employer defined contribution plan covering all employees who have fulfilled one fourth of one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Employee contributions are made by payroll deductions and are limited to the amounts prescribed by the Internal Revenue Service guidelines. The employer may make a contribution to the Plan, known as a 401(k) matching contribution, on behalf of those participants who have made salary deferral contributions. Only those participants who have made salary deferral contributions will receive a 401(k) matching contribution. The employer's 401(k) matching contribution, if any, is determined by each employer.

Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Vesting is based upon years of service. A participant is 100 percent vested in the value of their company match account after six years of continuous service. Participant's salary deferral contributions are 100 percent vested at time of funding.

Payment of Benefits - The normal form of benefit payable under this plan is a lump sum. The plan also contains provisions for distributions such as hardship and in-service withdrawals.

Investment Options - Upon enrollment in the plan, a participant may direct their account balance into specific assets, with varying investment objectives. These investment objectives can be modified by the participants throughout the plan year. Participants should refer to their investment contract for a more detailed description of their investment options.

Forfeitures- If an employee terminates service prior to being fully vested in the employer matching account; the unvested portion becomes a forfeiture which will be used to reduce any future employer contributions. As of December 31, 2011 and 2010, the available balance in the forfeiture accounts is \$ 37,319 and \$ 33,402 respectively. Forfeitures of \$ 12,835 were used from the forfeiture account to pay plan expenses during 2011.

Participant Loans- A participant may obtain a loan from the custodian of the Plan by pledging the vested value of his or her account as collateral. The loans are granted in a nondiscriminatory manner subject to certain limitations and bear a reasonable rate of interest. Participant loans are shown on the Statement of Net Assets Available for Benefits as "Notes receivable from participants".

STAFFPLUS, LLC 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

Note B - Summary of Accounting Policies

Date of Management's Review - Subsequent events were evaluated through October 11, 2012, which is the date the financial statements were available to be issued.

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

Investments - Investments in the Plan are in the form of self-directed investment programs. Participants may elect several available investment options. Investment options are at the discretion of the Plan's trustee.

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value as determined by quoted market prices as reported by the custodian of the Plan.

Payment of Benefits - Benefits are recorded when paid.

Note C - Plan Termination

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 would become 100 % vested in their employer contributions. As discussed below in the subsequent events footnote, the plan sponsor has sold 100% of its assets to an industry competitor. This competitor has a retirement plan in place and all of the participating employers in Staffplus will have the opportunity to transfer their account balances to the successor owner.

Note D - Federal Income Tax Status

The Internal Revenue Service has determined that the Staffplus, LLC 401(k) Retirement Savings Plan is designed in accordance with applicable sections of the Internal Revenue Code. The plan has obtained a favorable tax determination letter from the Internal Revenue Service and management believes that the Plan continues to qualify and to operate as designed.

A Form 5500 tax return was filed by the plan administrator for 2011 and there are no material differences between the tax return and these financial statements.

Note E - 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.

STAFFPLUS, LLC 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

Note F - Fair Value Measurements

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

<u>Fair Value Measurements Using:</u>			
		Quoted Market Prices in Active Markets for Identical Assets <u>Level 1</u>	Significant Unobservable Inputs <u>Level 2</u>
<u>December 31, 2011</u>	<u>Fair Value</u>		
Mutual Funds	\$ 2,247,853	\$ -	\$ 2,247,853
<u>December 31, 2010</u>			
Mutual Funds	\$ 1,918,848	\$ -	\$ 1,918,848

SFAS No. 157, Fair Value Measurements, 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, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments.

Level 1 Fair Value Measurements

The level 1 inputs are based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock, corporate bonds, and U.S. Government securities are based on quoted market prices.

Level 2 Fair Value Measurements

Level 2 inputs are inputs other than quoted market prices included in Level 1 that are either directly or indirectly observable for the asset. The pooled separate accounts have been classified within Level 2 because their fair value is derived from observable inputs such as N.A.V. prices of the underlying interests in the mutual funds that reflect the Plan's own assumptions that market participants would use to derive the fair value of the assets.

Note G - Related Party Transactions

Certain Plan investments are shares of mutual funds purchased by Nationwide Life Insurance Company at the direction of the Plan's participants. Nationwide is a fiduciary as defined by ERISA and, therefore, these transactions qualify as party-in-interest transactions. Nationwide Life Insurance Company was paid \$ 28,103 in fees during 2011 which is shown as a part of administrative expenses on the statement of changes in net assets available for benefits. A participating employer in the Plan is controlled by the Plan administrator. Contributions in the form of salary deferrals and employer matching contributions from this related employer amounted to \$ 62,871 in 2011.

STAFFPLUS, LLC 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

Note H - Investments

The December 31, 2011 and December 31, 2010 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2011 and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the custodian, Nationwide Life Insurance Company in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following summarize the investments for 2011 and 2010:

The following presents details on the underlying investments held under the variable return annuity (pooled separate) contract as of December 31, 2011 and December 31, 2010:

Investments, at fair value:	<u>2011</u>	<u>2010</u>
Mutual Funds	\$ 2,247,853	\$ 1,918,848
	<u>2,247,853</u>	<u>1,918,848</u>
Investment income (loss)	\$ 254,466	\$ 178,097

Investments that represent 5% or more of Plan assets:

	<u>2011</u>	<u>2010</u>
American Growth Fund of America	Less than 5%	\$ 256,241
Amfunds Europacific	121,330	224,111
Am Funds New Economy	176,338	-
Dreyfus Instit. Money Market	134,440	134,288
Principal Investors Mid Cap	-	103,792
Vanguard Total Bond Market	112,978	-
Vanguard Target Retirement 2010	199,439	189,560
Vanguard Target Retirement 2020	326,267	198,949
Vanguard Target Retirement 2030	272,820	191,435
Vanguard Target Retirement 2035	118,460	Less than 5%
Vanguard Target Retirement 2040	287,068	149,933

Note I - Terminated Participant Vested Benefits

Vested benefits of participants who have terminated as of December 31, 2011 totaled \$ 297,269.

Note J - Subsequent Events

Effective June, 2012, the plan sponsor, S & C Corp. assigned all of it's multiple employer contracts to Access Point, a competitor. The plan does not anticipate having any more contributing employers in the future. At this time, there is no intention by the plan management to terminate the plan.

STAFFPLUS, LLC 401(k) RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4I—SCHEDULE OF ASSETS HELD AT END OF YEAR
PLAN # 001, EMPLOYER ID # 38-3503160
DECEMBER 31, 2011

(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
*	Nationwide Life Ins. Co.	AmCent Infl Prtct Bd Inst		10,505
*	Nationwide Life Ins. Co.	AmCent Gbl Gold Inst		2,021
*	Nationwide Life Ins. Co.	AmFds Gr Fd Am R5*		2,092
*	Nationwide Life Ins. Co.	DWS US Bd Indx Inst		450
*	Nationwide Life Ins. Co.	Drey Inst Prfrd MnyMkt Prm		134,440
*	Nationwide Life Ins. Co.	WFA Intl. Bond		600
*	Nationwide Life Ins. Co.	FidAdv RealEst I		2,404
*	Nationwide Life Ins. Co.	Jns Prkns SmCap Val T		2,260
*	Nationwide Life Ins. Co.	Goldman Midcap value		1,285
*	Nationwide Life Ins. Co.	Prncpl MdCapSP400Indx Inst		82,871
*	Nationwide Life Ins. Co.	Prncpl SmCap SP600IndxInst		38,424
*	Nationwide Life Ins. Co.	Am Funds Europacific		121,330
*	Nationwide Life Ins. Co.	Am Funds New Economy		176,338
*	Nationwide Life Ins. Co.	SSgA S P 500 Indx		91,468
*	Nationwide Life Ins. Co.	Vanguard Total Bond Market		112,978
*	Nationwide Life Ins. Co.	Vanguard Equity Income		18,326
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2050		23,948
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2040		287,068
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2035		118,460
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2010		199,439
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2030		272,820
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2045		46,959
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2005		8,313
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2025		84,467
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2020		326,267
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2015		71,076
*	Nationwide Life Ins. Co.	Vngrd Wlsly Inc Inv		11,244
*	Participant Loans	Various rates- 4.50% - 9.50%		108,271
				\$ 2,356,124

*-Party in interest

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT THE END OF THE YEAR

STAFFPLUS, LLC 401(K) RETIREMENT SAVINGS PLAN

TAX ID# 38-3503160

PLAN #001

PLAN YEAR END: DECEMBER 31, 2011

(a)	(b)	(c)	(d)
	Identity of issue, borrower Lessor or similar party	Description of investment including maturity date, rate of investment, Collateral, apr or maturity value	Current Value
	Nationwide Life Insurance Co.	Group Annuity	\$2,247,853
	Nationwide Life Insurance Co.	Participant Loans	\$108,271

STAFFPLUS, LLC 401(k) RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4I—SCHEDULE OF ASSETS HELD AT END OF YEAR
PLAN # 001, EMPLOYER ID # 38-3503160
DECEMBER 31, 2011

(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
*	Nationwide Life Ins. Co.	AmCent Infl Prtct Bd Inst		10,505
*	Nationwide Life Ins. Co.	AmCent Gbl Gold Inst		2,021
*	Nationwide Life Ins. Co.	AmFds Gr Fd Am R5*		2,092
*	Nationwide Life Ins. Co.	DWS US Bd Indx Inst		450
*	Nationwide Life Ins. Co.	Drey Inst Prfrd MnyMkt Prm		134,440
*	Nationwide Life Ins. Co.	WFA Intl. Bond		600
*	Nationwide Life Ins. Co.	FidAdv RealEst I		2,404
*	Nationwide Life Ins. Co.	Jns Prkns SmCap Val T		2,260
*	Nationwide Life Ins. Co.	Goldman Midcap value		1,285
*	Nationwide Life Ins. Co.	Prncpl MdCapSP400Indx Inst		82,871
*	Nationwide Life Ins. Co.	Prncpl SmCap SP600IndxInst		38,424
*	Nationwide Life Ins. Co.	Am Funds Europacific		121,330
*	Nationwide Life Ins. Co.	Am Funds New Economy		176,338
*	Nationwide Life Ins. Co.	SSgA S P 500 Indx		91,468
*	Nationwide Life Ins. Co.	Vanguard Total Bond Market		112,978
*	Nationwide Life Ins. Co.	Vanguard Equity Income		18,326
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2050		23,948
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2040		287,068
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2035		118,460
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2010		199,439
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2030		272,820
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2045		46,959
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2005		8,313
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2025		84,467
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2020		326,267
*	Nationwide Life Ins. Co.	Vngrd Trgt Rtrmt 2015		71,076
*	Nationwide Life Ins. Co.	Vngrd Wlsly Inc Inv		11,244
*	Participant Loans	Various rates- 4.50% - 9.50%		108,271
				\$ 2,356,124

*-Party in interest