

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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>STAFFSCAPES, INC. 401K PROFIT SHARING PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2001</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2001</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2001</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>STAFFSCAPES, INC.</u> <u>1070 W. 124TH AVE., UNIT 900</u> <u>WESTMINSTER, CO 80234</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>84-1346032</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>303-466-7864</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>561300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>84-1346032</u>	2c Sponsor's telephone number <u>303-466-7864</u>	2d Business code (see instructions) <u>561300</u>	
2b Employer Identification Number (EIN) <u>84-1346032</u>					
2c Sponsor's telephone number <u>303-466-7864</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	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/03/2013</u> Date	<u>JAMES THIBODEAU</u> 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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 143
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	136
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	20
d Subtotal. Add lines 6a , 6b , and 6c	6d	157
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	157
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	57
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
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2H 2J 2K 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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
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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>STAFFSCAPES, INC. 401K PROFIT SHARING 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>STAFFSCAPES, INC.</u>	D Employer Identification Number (EIN) <u>84-1346032</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

TRANSAMERICA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>39-0989781</u>	<u>86231</u>	<u>930030</u>		<u>01/01/2012</u>	<u>12/31/2012</u>

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>3462</u>	<u>0</u>

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

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

LPL FINANCIAL CORPORATION
TIMOTHY A ENGELHART
9785 TOWNECENTER DR
SAN DIEGO, CA 92121

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>2377</u>			<u>3</u>

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>1085</u>			<u>3</u>

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	1261746

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ STABLE VALUE OPTION

b Balance at the end of the previous year	7b	329609
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c Additions: (1) Contributions deposited during the year	7c(1)	35755
(2) Dividends and credits	7c(2)	0
(3) Interest credited during the year	7c(3)	5821
(4) Transferred from separate account	7c(4)	34131
(5) Other (specify below)	7c(5)	1936

▶ DEPOSIT OF INTEREST 1 LOAN REPAYMENT 1,935

(6) Total additions	7c(6)	77643
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d Total of balance and additions (add lines 7b and 7c(6))	7d	407252
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	49635
(2) Administration charge made by carrier	7e(2)	6421
(3) Transferred to separate account	7e(3)	28301
(4) Other (specify below)	7e(4)	28131

▶ LOAN REQUEST 28,131

(5) Total deductions	7e(5)	112488
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	294764
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) 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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan STAFFSCAPES, INC. 401K PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 STAFFSCAPES, INC.	D Employer Identification Number (EIN) 84-1346032

Part I	Service Provider Information (see instructions)
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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
TRANSAMERICA LIFE INSURANCE COMPANY
39-0989781

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

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

TRANSAMERICA LIFE INSURANCE COMPANY

39-0989781

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 52 62 64 67	RECORDKEEPER	25100	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

LPL FINANCIAL CORPORATION

95-2834236

(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?
22 23 53	BROKER	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 ☐

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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>STAFFSCAPES, INC. 401K PROFIT SHARING PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>STAFFSCAPES, INC.</u>	D Employer Identification Number (EIN) <u>84-1346032</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WMC QUALITY GROWTH EQUITY RET OPT</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>39-0989781-101</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>17672</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA S&P 500 INDEX RET OPT</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>39-0989781-102</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>50969</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GOLDMAN SACHS MID-CAP OPPORTUNITIES</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>39-0989781-147</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25978</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LOOMIS SAYLES BOND RET OPT</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>39-0989781-150</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9178</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NEUBERGER BERMAN GENESIS INV OPT</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>39-0989781-180</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>137471</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FIDELITY VIP II CONTRAFUND INV OPT</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>39-0989781-192</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>171693</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TRANSAMERICA PARTNERS MID GROWTH RE</u>			
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>39-0989781-425</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>35570</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INVESTORS SHORT HORIZON		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-429	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28861
a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INVESTORS SHORT/INTERME		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-430	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 304
a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INVESTORS INTERMEDIATE/		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-432	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: DIVERSIFIED INVESTORS LONG HORIZON		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-433	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2558
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS HIGH YIELD BO		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-434	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 113836
a Name of MTIA, CCT, PSA, or 103-12 IE: CALVERT EQUITY PORTFOLIO INV OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-439	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8271
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR SMALL CAP INV OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-445	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44938
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO VALUE OPPORTUNITIES INV OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-448	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34474
a Name of MTIA, CCT, PSA, or 103-12 IE: PERKINS SMALL CAP VALUE RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-002	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16092
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS AMCAP INV OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-014	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40503

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL SHARES INV OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-017	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52942
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS NEW PERSPECTIVE INV		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-023	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 188387
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS HIGH QUALITY		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-027	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5750
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS SMALL CORE RE		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-034	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7371
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY SMALL CAP VALUE IN		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-401	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22989
a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN UTILITIES INV OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-045	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32437
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT INCOME R		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-047	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4399
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2015 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-048	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25799
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2025 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-049	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 59409
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2035 RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-050	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 60340

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2045 RET**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-051	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2858
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2010 RET**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-109	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1435
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2020 RET**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-110	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34069
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2030 RET**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-111	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4741
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2040 RET**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-112	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19730
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 2050 RET**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-113	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 721
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>STAFFSCAPES, INC. 401K PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px; font-weight: bold;">001</div>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STAFFSCAPES, INC.</u>	D Employer Identification Number (EIN) <u>84-1346032</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)	2303	35787
	(2) Participant contributions	1b(2)	8840	15537
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	8997	34199
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	894367	1261746
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	329609	294765
	(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	1244116	1642034

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1244116	1642034
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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)	113174	
(B) Participants	2a(1)(B)	221491	
(C) Others (including rollovers)	2a(1)(C)	2074	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		336739
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)	550	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		550
(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
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		140490
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		477779

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	54811	
(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)		54811
f Corrective distributions (see instructions)	2f		
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)	25050	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		25050
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		79861

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		397918
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(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: NAYAR AND COMPANY P. C.

(2) EIN: 84-0929194

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

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

Part IV Compliance Questions

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

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>STAFFSCAPES, INC. 401K PROFIT SHARING 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>STAFFSCAPES, INC.</u>	D Employer Identification Number (EIN) <u>84-1346032</u>

Part I	Distributions
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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>42-6362604</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)
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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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN
Westminster, Colorado

FINANCIAL STATEMENTS WITH
INDEPENDENT AUDITOR'S REPORT
As of December 31, 2012 and 2011
and for the year ended December 31, 2012

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN
Westminster, Colorado

AUDITED FINANCIAL STATEMENTS
As of December 31, 2012 and 2011
and for the year ended December 31, 2012

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NAYAR AND COMPANY, P.C.

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INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the StaffScapes, Inc. 401(k) Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Great-West Life & Annuity Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We 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 as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

INDEPENDENT AUDITOR'S REPORT (Continued)

Disclaimer of Opinion

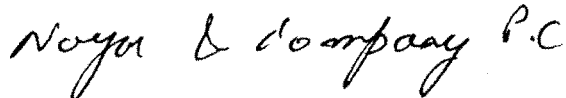
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significant matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



NAYAR AND COMPANY, P.C.

Certified Public Accountants

Denver, Colorado

August 31, 2013

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
As of December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS:		
General account	\$ 294,765	\$ 329,609
Pooled separate accounts	1,261,746	894,367
Participant loans	34,199	8,997
Participant contributions receivable	15,537	8,840
Employer contributions receivable	<u>35,787</u>	<u>2,303</u>
	1,642,034	1,244,116
LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,642,034</u>	<u>\$ 1,244,116</u>

See the accompanying independent auditor's report and notes to these financial statements.

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
For the year ended December 31, 2012

	<u>2012</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Participant contributions	\$ 221,494
Employer contributions	113,174
Rollover contributions	2,074
Net investment income (losses) from:	
General account	5,821
Pooled separate accounts	134,667
Participant loans	548
	<u>477,778</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits and paid to participants	54,811
Transfers to other qualified plans	-
Administrative expenses	25,049
	<u>79,860</u>
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	397,918
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of the year	<u>1,244,116</u>
End of the year	<u><u>\$ 1,642,034</u></u>

See the accompanying independent auditor's report and notes to these financial statements.

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN
Westminster, Colorado

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN:

The following description of the StaffScapes, Inc. 401(K) Profit Sharing Plan (the Plan) is provided for general information purposes only. Participants should refer to the Summary Plan Description or the prototype Plan document and the accompanying adoption agreement for a more complete description of the Plan's provisions. The Summary Plan Description has been made available to all participants in the Plan, and a copy of the Plan documents is available from the Plan administrator.

General - The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective May 1, 2007, the Plan was restated in its entirety to a Volume Submitter Multiple Employer Tax Favored Saving and Discretionary Contribution and Trust Agreement (Volume Submitter Plan) provided by Transamerica Financial Life Insurance Company. The amendment did not reduce the benefits or lessen the rights of employees with respect to benefits accrued prior to the date of the restatement. On March 31, 2008, the IRS approved the amended Volume Submitter Plan for changes required by the Economic Growth and Tax Relief Reconciliation Act of 2001 and various final Treasury regulations and IRS guidance published within the last several years. On January 1, 2011, the Plan was amended to comply with the Small Business Jobs Act of 2010. As of December 31, 2012 and 2011, the Plan had 16 and 15 adopting employers, respectively.

Eligibility - Eligibility varies according to the requirements of the individual adopting employers. Eligibility age ranges from 18 to 21 years, and the term of service requirement prior to eligibility ranges from three months with no minimum hours worked to one year and 1,000 hours worked.

Participant Contributions - During any taxable year, participants may contribute up to 100 percent of compensation, as defined in the Plan, subject to limitations imposed by the Internal Revenue Service. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

Employer Contributions - Certain adopting employers offer company contributions, some offer discretionary contributions, and some employers offer neither company nor discretionary contributions.

Participant Accounts - The administrator of the Plan maintains separate participant accounts for each participant. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers thirty-two pooled separate accounts and one money market fund. Each participant's account is credited with the participant's contribution, an allocation of the adopting employer's contribution, if any, Plan earnings (losses), and administrative expenses. Allocations are based on participant earnings or account balances, as defined by the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN
Westminster, Colorado

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF PLAN (Continued):

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

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

Loan transactions are treated as transfers between the investment and loan fund. Interest earned on loan balances is treated as income to the loan fund and a subsequent transfer into the employee's investment funds. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Distribution of Benefits - On termination of service, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Distributions are subject to the applicable provisions of the Plan agreement, and are made as soon as is administratively possible after the receipt of the distribution request. The Plan allows for in-service distributions for participants who have attained age 59 ½. Hardship distributions, of elective deferrals only, are also allowed under the Plan. The Plan incorporates the automatic rollover provisions of the Internal Revenue Code for mandatory distributions over \$1,000. Benefits are recognized when paid.

Administration of the Plan - The Plan is administered by StaffScapes, Inc. (the Company) who has the sole and ultimate responsibility to interpret plan provisions and determine plan benefits. Funds of the Plan are held in trust, and Plan benefits are distributed from the trust. The custodian of the Plan is Transamerica Retirement Solutions Corporation. The custodian is responsible for the safe keeping of the Plan investments and also for investing the Plan contributions. The Company has appointed certain members of the Company to serve as trustees of the Plan. Certain administrative expenses incurred by the Plan have been paid for by the Company.

Forfeited Accounts - As of each of the years ended December 31, 2012 and 2011, forfeited nonvested accounts totaled \$1,029. These accounts will be used to first pay plan expenses, then to reduce employer contributions to the plan.

Termination of the Plan - Although the Plan is intended to be permanent, the sponsor of the Plan has the right to amend or terminate the Plan in whole or in part, subject to the provisions of ERISA.

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN
Westminster, Colorado

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The summary of significant accounting policies of the Plan is presented to assist in understanding the Plan's financial statements. The financial statements and notes are representations of the Plan's trustees, who are responsible for the integrity and objectivity of the financial statements. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Basis of Presentation - The financial statements of the Plan are prepared using the accrual method of accounting.

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

General Account - The general account contains investments in a fully benefit responsive investment contract, and the investments are stated at contract value which is also the fair market value. The average yield earned by the plan is equal to the average yield earned by the plan adjusted to reflect the actual interest rate credited to the plan participants. Interest rates are reset monthly at the beginning of each month and are applied daily to the total outstanding balance of the investment. There is no stated maturity date for the investment. As of December 31, 2012 and 2011, there are no reserves against the contract for credit risk of the contract issuer or otherwise. For the years ended December 31, 2012 and 2011, the average yield earned on the contract was 1.75% and 2.45%, respectively.

Pooled Separate Accounts - Investments in pooled separate accounts are stated at fair market 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. See Note 3 for discussion of fair market values.

Purchases and sale of investments are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gain and losses on investments bought and sold as well as held during the year.

Participant Loans - Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Due to the certainty of settlement at the stated terms and the duration to maturity of these loans, the Plan administrator believes unpaid principal balance plus unpaid interest to be a reasonable estimate of the fair value of these instruments.

Contributions - Employee contributions are recorded in the period during which the Company makes payroll deductions from the participants' earnings. Matching contributions, where applicable, are recorded in the same period.

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN
Westminster, Colorado

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 - INCOME TAX STATUS:

The Plan is intended to be exempt from Federal income tax law under current provisions of the Internal Revenue Code. The Plan operates under a determination letter dated April 16, 2010, 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 administrator believes that the Plan is designed and has been operated through December 31, 2012, in accordance with applicable provisions of the Internal Revenue Code.

The Plan is subject to audit or examination by various regulatory jurisdictions. As of August 31, 2013, there were no audits or examinations in progress. With few exceptions, as of December 31, 2012, the Plan was no longer open to audit or examination for fiscal years ended prior to December 31, 2009.

NOTE 4 - RISK AND UNCERTAINTIES:

In determining the fair value of financial instruments, the Plan administrator uses a variety of methods and assumptions that are based on market conditions and risks existing at the date of the Statement of Net Assets Available for Benefits. All methods of assessing fair value result in a general approximation of value, and such value may never actually be realized.

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate fluctuations, market fluctuations, and credit risks. Due to the level of risk associated with certain types of investments, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reporting in the Statement of Net Assets Available for Benefits.

NOTE 5 - INVESTMENTS:

As of December 31, 2012 and 2011, the investments of the Plan exceeding 5% of net assets available for benefits consisted of the following:

	<u>2012</u>	<u>2011</u>
Transamerica Stable Value	\$ 294,765	\$ 329,609
Neuberger Berman Genesis	137,471	123,802
Fidelity VIP II Contrafund	171,693	131,755
American Funds New Perspective	188,387	125,529
Transamerica Partners High Yield Bond	113,836	78,824

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN
Westminster, Colorado

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 6 - FAIR VALUE MEASUREMENTS:

Accounting principles generally accepted in the United States of America provide 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 Level 1 measurements and the lowest priority to Level 3 measurements.

The three levels of valuation methodology within the fair value hierarchy are described as follows:

Level 1 - The valuation methodologies of Level 1 assets and liabilities are based upon adjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - The valuation methodologies of Level 2 assets and liabilities include: quoted prices for similar assets or liabilities in active market; quoted prices for similar identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 valuation methodology must be observable for substantially the full term of the asset or liability.

Level 3 - The valuation methodologies of Level 3 assets and liabilities are based upon inputs which are unobservable and significant to the fair value measurement.

Fair value measurement of financial assets and liabilities 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.

Determination of Fair Value - Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial instruments, including estimates of timing, amount of expected future cash flows, and the credit standing of the issuer. In some cases, the fair value estimates cannot be substantiated by comparison to independent markets. In addition, the disclosed fair value may not be indicative of net realizable value or reflective of future fair value. 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.

The following is a description of the valuation methodologies used for assets measured at fair value:

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN
Westminster, Colorado

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 6 - FAIR VALUE MEASUREMENTS (Continued):

General Account – Investment contracts with an insurance company are valued at fair value, which approximates contract value, because the contract value is the amount that participants would receive if they were to initiate permitted transactions under the terms of the Plan.

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

There have been no changes in methodologies used as of December 31, 2012 and 2011.

As of December 31, 2012, the following financial assets of the Plan were measured at fair value on a recurring basis consistent with the fair value hierarchy provision:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled Separate Accounts:				
Bond	\$ -	\$ 14,928	\$ -	\$ 14,928
Equity	-	79,220	-	79,220
Global Equity	188,387	-	-	188,387
High Yield Bond	-	113,836	-	113,836
Hybrid	213,501	31,723	-	245,224
Large/Mid Blend Equity	-	222,662	-	222,662
Large/Mid Growth	40,503	-	-	40,503
Large/Mid Value Equity	87,416	-	-	87,416
Small Company Equity	221,491	7,371	-	228,862
Specialty	40,703	-	-	40,708
General Account:				
Investment Contract with Insurance Company	-	294,765	-	294,765
	<u>\$ 792,006</u>	<u>\$ 764,505</u>	<u>\$ 34,199</u>	<u>\$ 1,590,710</u>

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN
Westminster, Colorado

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 6 - FAIR VALUE MEASUREMENTS (Continued):

As of December 31, 2011, the following financial assets of the Plan were measured at fair value on a recurring basis consistent with the fair value hierarchy provision:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled Separate Accounts:				
Bond	\$ -	\$ 11,806	\$ -	\$ 11,806
Equity	-	59,849	-	59,849
Global Equity	125,529	-	-	125,529
High Yield Bond	-	78,824	-	78,824
Hybrid	127,716	24,794	-	152,510
Large/Mid Blend Equity	-	168,819	-	168,819
Large/Mid Growth	27,263	-	-	27,263
Large/Mid Value Equity	66,443	-	-	66,443
Small Company Equity	168,854	11,289	-	180,143
Specialty	24,181	-	-	24,181
General Account:				
Investment Contract with Insurance Company	-	329,609	-	329,609
	<u>\$ 539,986</u>	<u>\$ 684,990</u>	<u>\$ 8,997</u>	<u>\$ 1,233,973</u>

During the years ended December 31, 2012 and 2011, there were no transfers between levels within the fair value hierarchy.

NOTE 7 - INFORMATION CERTIFIED BY THE TRUSTEE:

Transamerica Life Insurance Company is the trustee of the marketable securities of the Plan. As such, the trustee holds the assets of the Plan and executes investment transactions. The Trustee has provided information to the Plan administrator regarding the Plan's assets held as of December 31, 2012 and 2011, and the investment activity of the Plan for the year ended December 31, 2012. The Plan administrator has obtained a certification from the trustee that such information is complete and accurate.

NOTE 8 - PARTY IN INTEREST TRANSACTIONS:

Investments of the Plan consist of fully benefit-responsive investment contracts issued by Transamerica Life Insurance Company, who is also the trustee of the assets of the Plan.

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN
Westminster, Colorado

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 9 - CHANGES IN PRESENTATION:

Certain prior period amounts have been reclassified to conform to the current year presentation. These reclassifications had no effect on net assets available for benefits as previously presented.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

Form 5500, which is filed with the DOL, may have items of income that differ from the amounts shown on the accompanying Statement of Changes in Net Assets Available for Benefits. These differences relate to classification only and have no effect upon net assets available for benefits.

NOTE 11 - SUBSEQUENT EVENTS:

The Board of Trustees has evaluated events from December 31, 2012 through August 31, 2013 (the date the financial statements were available to be issued), and has identified no events that, if disclosed, would influence the reader's opinion concerning these financial statements.

SUPPLEMENTAL INFORMATION

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN

EIN: 84-1346032

Plan Number: 001

SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
As of December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
*	TransAmerica Life Ins. & Annuity Co.	American Century Sml Cap Val 833.5274 shares	\$ **	\$ 22,989
*	TransAmerica Life Ins. & Annuity Co.	American Funds AMCAP 766.4575 shares	**	40,503
*	TransAmerica Life Ins. & Annuity Co.	American Funds New Pers 2,862.9814 shares	**	188,387
*	TransAmerica Life Ins. & Annuity Co.	Calvert Equity Portfolio 136.2409 shares	**	8,271
*	TransAmerica Life Ins. & Annuity Co.	Diversified Inv Long 175.7363 shares	**	2,558
*	TransAmerica Life Ins. & Annuity Co.	Diversified Inv Short 1,252.3868 shares	**	28,861
*	TransAmerica Life Ins. & Annuity Co.	Diversified Inv Short/Int 16.2330 shares	**	304
*	TransAmerica Life Ins. & Annuity Co.	Fidelity Advisor Small Cap 1,215.1440 shares	**	44,938
*	TransAmerica Life Ins. & Annuity Co.	Fidelity VIP II Contrafund 2,971.6324 shares	**	171,693
*	TransAmerica Life Ins. & Annuity Co.	Franklin Utilities 833.5274 shares	**	32,437
*	TransAmerica Life Ins. & Annuity Co.	Goldman Sachs Mid-Cap Opp 285.5703 shares	**	25,978
*	TransAmerica Life Ins. & Annuity Co.	Invesco Value Opportunities 1,015.0630 shares	**	34,474
*	TransAmerica Life Ins. & Annuity Co.	Leomic Sayles Bond 148.7472 shares	**	9,178
*	TransAmerica Life Ins. & Annuity Co.	Mutual Shares 973.6222 shares	**	52,942
*	TransAmerica Life Ins. & Annuity Co.	Neuberger Berman Genesis 1,531.2647 shares	**	137,471
*	TransAmerica Life Ins. & Annuity Co.	Perkins Small Cap Value 387.7182 shares	**	16,092
*	TransAmerica Life Ins. & Annuity Co.	SSgA S&P 500 Index 1,171.3873 shares	**	50,969
*	TransAmerica Life Ins. & Annuity Co.	Transamerica Partners Hg Yd Bd 3,597.7932 shares	**	113,836
*	TransAmerica Life Ins. & Annuity Co.	Transamerica Partners Hh Qt Bd 202.2194 shares	**	5,750
*	TransAmerica Life Ins. & Annuity Co.	Transamerica Partners Mid Grw 2,107.6091 shares	**	35,570
*	TransAmerica Life Ins. & Annuity Co.	Transamerica Partners Sml Core 176.5445 shares	**	7,371

STAFFSCAPES, INC. 401(K)
PROFIT SHARING PLAN

EIN: 84-1346032

Plan Number: 001

SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
As of December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
*	TransAmerica Life Ins. & Annuity Co.	Transamerica Stable Value 15,910.2909 shares	**	294,766
*	TransAmerica Life Ins. & Annuity Co.	Vanguard Target Retirement 284.1655 shares	**	4,399
*	TransAmerica Life Ins. & Annuity Co.	Vanguard Target Ret 2010 105.8521 shares	**	1,435
*	TransAmerica Life Ins. & Annuity Co.	Vanguard Target Ret 2015 1,632.4260 shares	**	25,799
*	TransAmerica Life Ins. & Annuity Co.	Vanguard Target Ret 2020 2,587.4911 shares	**	34,069
*	TransAmerica Life Ins. & Annuity Co.	Vanguard Target Ret 2025 3,782.7890 shares	**	59,409
*	TransAmerica Life Ins. & Annuity Co.	Vanguard Target Ret 2030 371.3760 shares	**	4,741
*	TransAmerica Life Ins. & Annuity Co.	Vanguard Target Ret 2035 3,765.1047 shares	**	60,340
*	TransAmerica Life Ins. & Annuity Co.	Vanguard Target Ret 2040 1,563.1955 shares	**	19,730
*	TransAmerica Life Ins. & Annuity Co.	Vanguard Target Ret 2045 172.8532 shares	**	2,858
*	TransAmerica Life Ins. & Annuity Co.	Vanguard Target Ret 2050 56.8648 shares	**	721
*	TransAmerica Life Ins. & Annuity Co.	WMC Quality Growth Equity 219.2883 shares	**	17,672
				<u>1,556,511</u>
	Participant Loans	4.25%	-0-	<u>34,199</u>
	Total			<u><u>\$ 1,590,710</u></u>

* A party in interest as defined by ERISA

** The cost of participant-directed investments is not required to be disclosed.

Continued

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Plan Name:	STAFFSCAPES INC.			
Contract #:	930030			
EIN:	84-1346032			
Plan ID:	7982			
Plan #:	001			
Period:	01/01/2012 - 12/31/2012			
(a)	(b) Identity of issue, borrower, lessor, or similar a party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	TRANSAMERICA ASSET MANAGEMENT	WMC Quality Growth Equity Ret Opt	\$17,672.39	17,672.39
*	TRANSAMERICA ASSET MANAGEMENT	SSgA S&P 500 Index Ret Opt	\$50,969.03	50,969.03
*	TRANSAMERICA ASSET MANAGEMENT	Goldman Sachs Mid-Cap Opportunities Ret	\$25,977.70	25,977.70
*	TRANSAMERICA ASSET MANAGEMENT	Loomis Sayles Bond Ret Opt	\$9,177.75	9,177.75
*	TRANSAMERICA ASSET MANAGEMENT	Neuberger Berman Genesis Inv Opt	\$137,471.33	137,471.33
*	TRANSAMERICA ASSET MANAGEMENT	Fidelity VIP II Contrafund Inv Opt	\$171,692.71	171,692.71
*	TRANSAMERICA ASSET MANAGEMENT	Transamerica Partners Mid Growth Ret Opt	\$35,570.27	35,570.27
*	TRANSAMERICA ASSET MANAGEMENT	Diversified Investors Short Horizon Ret Opt	\$28,861.04	28,861.04
*	TRANSAMERICA ASSET MANAGEMENT	Diversified Investors Short/Intermediate Hor	\$304.31	304.31
*	TRANSAMERICA ASSET MANAGEMENT	Diversified Investors Intermediate/Long Hor	\$0.02	0.02
*	TRANSAMERICA ASSET MANAGEMENT	Diversified Investors Long Horizon Ret Opt	\$2,557.61	2,557.61
*	TRANSAMERICA ASSET MANAGEMENT	Transamerica Partners High Yield Bond Ret	\$113,836.05	113,836.05
*	TRANSAMERICA ASSET MANAGEMENT	Calvert Equity Portfolio Inv Opt	\$8,271.20	8,271.20
*	TRANSAMERICA ASSET MANAGEMENT	Fidelity Advisor Small Cap Inv Opt	\$44,937.99	44,937.99
*	TRANSAMERICA ASSET MANAGEMENT	Invesco Value Opportunities Inv Opt	\$34,473.83	34,473.83
*	TRANSAMERICA ASSET MANAGEMENT	Perkins Small Cap Value Ret Opt	\$16,092.07	16,092.07
*	TRANSAMERICA ASSET MANAGEMENT	American Funds AMCAP Inv Opt	\$40,503.42	40,503.42
*	TRANSAMERICA ASSET MANAGEMENT	Mutual Shares Inv Opt	\$52,942.21	52,942.21
*	TRANSAMERICA ASSET MANAGEMENT	American Funds New Perspective Inv Opt	\$188,386.84	188,386.84
*	TRANSAMERICA ASSET MANAGEMENT	Transamerica Partners High Quality Bond R	\$5,750.20	5,750.20
*	TRANSAMERICA ASSET MANAGEMENT	Transamerica Partners Small Core Ret Opt	\$7,371.38	7,371.38

*	TRANSAMERICA ASSET MANAGEMENT	American Century Small Cap Value Inv Opt	\$22,988.93	22,988.93
*	TRANSAMERICA ASSET MANAGEMENT	Franklin Utilities Inv Opt	\$32,436.75	32,436.75
*	TRANSAMERICA ASSET MANAGEMENT	Vanguard Target Retirement Income Ret O	\$4,399.18	4,399.18
*	TRANSAMERICA ASSET MANAGEMENT	Vanguard Target Retirement 2015 Ret Opt	\$25,799.04	25,799.04
*	TRANSAMERICA ASSET MANAGEMENT	Vanguard Target Retirement 2025 Ret Opt	\$59,409.31	59,409.31
*	TRANSAMERICA ASSET MANAGEMENT	Vanguard Target Retirement 2035 Ret Opt	\$60,339.78	60,339.78
*	TRANSAMERICA ASSET MANAGEMENT	Vanguard Target Retirement 2045 Ret Opt	\$2,857.69	2,857.69
*	TRANSAMERICA ASSET MANAGEMENT	Vanguard Target Retirement 2010 Ret Opt	\$1,434.88	1,434.88
*	TRANSAMERICA ASSET MANAGEMENT	Vanguard Target Retirement 2020 Ret Opt	\$34,068.95	34,068.95
*	TRANSAMERICA ASSET MANAGEMENT	Vanguard Target Retirement 2030 Ret Opt	\$4,740.69	4,740.69
*	TRANSAMERICA ASSET MANAGEMENT	Vanguard Target Retirement 2040 Ret Opt	\$19,730.47	19,730.47
*	TRANSAMERICA ASSET MANAGEMENT	Vanguard Target Retirement 2050 Ret Opt	\$721.03	721.03
*	TRANSAMERICA ASSET MANAGEMENT	Stable Value	\$294,764.70	294,764.70
*	TRANSAMERICA ASSET MANAGEMENT	Loan Fund	\$34,198.72	\$34,198.72