

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2014 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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>EMPLICITY 401(K) RETIREMENT SAVINGS 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>333</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>333</u>	1c Effective date of plan <u>01/01/2000</u>	
1b Three-digit plan number (PN) ▶	<u>333</u>				
1c Effective date of plan <u>01/01/2000</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>STAFFPAY, INC.</u> <u>9851 IRVINE CENTER DRIVE</u> <u>IRVINE, CA 92618</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>33-0680357</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>888-782-3372</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>561300</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>33-0680357</u>	2c Plan Sponsor's telephone number <u>888-782-3372</u>	2d Business code (see instructions) <u>561300</u>	
2b Employer Identification Number (EIN) <u>33-0680357</u>					
2c Plan Sponsor's telephone number <u>888-782-3372</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.	10/12/2015	VICTOR TANON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
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	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	5 714
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 609 6a(2) 575 6b 6c 187 6d 762 6e 6f 762 6g 462 6h 7
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 2J 2K 2T 3H 3D 2A 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)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan EMPLICITY 401(K) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 STAFFPAY, INC.	D Employer Identification Number (EIN) 33-0680357

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 FINANCIAL 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
36-6071399	70688	932292	462	01/01/2014	12/31/2014

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 57655	(b) Total amount of fees paid
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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

AMERITAS INVESTMENT CORP
SAMIR THAKKAR
COMMISSIONS, PO BOX 5507
LINCOLN, NE 68505-0507

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
57655	3		3

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

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

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

Schedule A (Form 5500) 2014
v. 140124

(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	16523147

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 ▶

b Balance at the end of the previous year	7b	298232
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c Additions: (1) Contributions deposited during the year	7c(1)	100346	
(2) Dividends and credits	7c(2)	6	
(3) Interest credited during the year	7c(3)	1948	
(4) Transferred from separate account	7c(4)	141999	
(5) Other (specify below)	7c(5)	9268	
▶ FORF & LOAN			

(6) Total additions	7c(6)	253567
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d Total of balance and additions (add lines 7b and 7c(6))	7d	551799
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	21318	
(2) Administration charge made by carrier	7e(2)	5019	
(3) Transferred to separate account	7e(3)	26255	
(4) Other (specify below)	7e(4)	31153	

▶ FEE & LOAN

(5) Total deductions	7e(5)	83745
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	468054
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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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan EMPLICITY 401(K) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	333
C Plan sponsor's name as shown on line 2a of Form 5500 STAFFPAY, INC.	D Employer Identification Number (EIN) 33-0680357	

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 FINANCIAL LIFE INSURAN

36-6071399

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

33-0680357

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

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

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 FINANCIAL LIFE INSURAN

36-6071399

(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	116683	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

EMPLICITY 401(K) RETIREMENT SAVINGS

33-0680358

(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?
14	PLAN ADMINISTRATOR	30210	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 ☐

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>EMPLICITY 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>333</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>STAFFPAY, INC.</u>	D Employer Identification Number (EIN) <u>33-0680357</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)	

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TRANSAMERICA PARTNERS STOCK IN</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>36-6071399-139</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>1675876</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TRANSAMERICA PARTNERS HIGH QUA</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>36-6071399-159</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>409986</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA RUSSELL SMALL CAP INDEX R</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>36-6071399-437</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>324995</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA INTERNATIONAL INDEX RET A</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>36-6071399-004</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>470227</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA S&P MID CAP INDEX RET ACC</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>36-6071399-438</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>488821</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA U.S. BOND INDEX RET ACCT</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>36-6071399-416</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>520901</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RETIREMENT INC</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>36-6071399-417</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>19847</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 201		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-356	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22612
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 202		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-018	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 132430
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 203		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-019	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 229533
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 204		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-295	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 188009
a Name of MTIA, CCT, PSA, or 103-12 IE: GOLDMAN SACHS MID-CAP OPPORTUN		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-446	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 158129
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS EUROPACIFIC GRO		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-076	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 535896
a Name of MTIA, CCT, PSA, or 103-12 IE: LOOMIS SAYLES INVESTMENT GRADE		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-094	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 551985
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD REIT INDEX RET ACCT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-130	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 414938
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 201		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-134	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 61982
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 202		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-135	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 193459

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 203**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-163	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 291895
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 204**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-164	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 311342
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 205**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-165	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 213867
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a Name of MTIA, CCT, PSA, or 103-12 IE: ALGER CAPITAL APPRECIATION RET**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-138	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 453892
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a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS BALANCED RET ACCT**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-227	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 354343
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a Name of MTIA, CCT, PSA, or 103-12 IE: PIONEER DISCIPLINED VALUE RET**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-235	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 468637
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a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK EQUITY DIVIDEND RET**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-236	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 537195
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS AMCAP RET ACCT**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-245	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1021453
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS NEW PERSPECTIVE**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-255	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 88991
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a Name of MTIA, CCT, PSA, or 103-12 IE: CALVERT EQUITY PORTFOLIO RET A**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-258	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12637
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY INFLATION-ADJ		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-262	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34687
a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN UTILITIES RET ACCT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-263	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 272355
a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL JENNISON NATURAL RE		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-268	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57987
a Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN HIGH YIELD RET ACCT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-330	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 341790
a Name of MTIA, CCT, PSA, or 103-12 IE: RIDGEWORTH MID-CAP VALUE EQUIT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-339	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 276675
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON GLOBAL BOND RET ACCT		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-350	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 145316
a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER PRO-MIX CONSE		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-385	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1592289
a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER PRO-MIX EXTEN		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-386	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1151639
a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER PRO-MIX MAXIM		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-387	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 118552
a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER PRO-MIX MODER		
b Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY		
c EIN-PN 36-6071399-388	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 598388

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS MASSACHUSETTS INVESTORS RE**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-470	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 165170
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a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MARKETS**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-471	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 187778
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a Name of MTIA, CCT, PSA, or 103-12 IE: RIDGEWORTH SMALL CAP VALUE EQU**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-478	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 420555
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a Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETT DEVELOPING GROWTH**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-382	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 807786
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT 205**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

c EIN-PN 36-6071399-505	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 120109
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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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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
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**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>EMPLICITY 401(K) RETIREMENT SAVINGS PLAN</u>		B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STAFFPAY, INC.</u>		D Employer Identification Number (EIN) <u>33-0680357</u>

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	196	3702
(2) Participant contributions	1b(2)		14758
(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)	366268	561272
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	12662681	16523147
(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)	298232	468054
(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	13327377	17570933

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	19271	127215
k Total liabilities (add all amounts in lines 1g through 1j)	1k	19271	127215

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	13308106	17443718
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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)	355976	
(B) Participants	2a(1)(B)	2045720	
(C) Others (including rollovers)	2a(1)(C)	323504	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2725200
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)	18878	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		18878
(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)		
(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)		
(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)		

		(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)		820333
(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		49949
d Total income. Add all income amounts in column (b) and enter total.....	2d		3614360

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	964347	
(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)		964347
f Corrective distributions (see instructions).....	2f		127215
g Certain deemed distributions of participant loans (see instructions).....	2g		33118
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	192534	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		192534
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1317214

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2297146
l Transfers of assets:			
(1) To this plan.....	2l(1)		2501812
(2) From this plan.....	2l(2)		663346

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: KUSHNER, SMITH, JOANOU & GREGSON

(2) EIN: 95-3322166

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	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?		X	
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
NET IMPACT 401(K) PROFIT SHARING PLAN	03-0552976	001
INSPERITY 401(K) PLAN	76-0178498	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

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 2014 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>EMPLICITY 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STAFFPAY, INC.</u>	D Employer Identification Number (EIN) <u>33-0680357</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
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>42-1445542</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete 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): _____



**EMPLICITY
401(k) RETIREMENT SAVINGS PLAN**

**Financial Statements
and
Supplementary Information
Years Ended December 31, 2014 and 2013
(With Independent Auditor's Report Thereon)**

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Participants of the
Emplicity 401(k) Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Emplicity 401(k) Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 control 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Transamerica Financial Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. 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, 2014 and 2013, 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 do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule 1 as of December 31, 2014 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

: *Kushner, Smith, Joanou, and Gregson, LLP*

October 6, 2015

Kushner, Smith, Joanou, and Gregson, LLP
100 Spectrum Center Drive, Suite 1000, Irvine, California 92618

**EMPLICITY
401(k) RETIREMENT SAVINGS PLAN**

**Statements of Net Assets Available for Benefits
December 31, 2014 and 2013**

ASSETS

	<u>2014</u>	<u>2013</u>
Receivables:		
Employers' contributions	\$ 3,702	\$ 196
Participants' contributions	14,758	--
Notes receivable from participants	561,272	366,268
Total receivables	<u>579,732</u>	<u>366,464</u>
Investments at fair value (Notes 3, 4, and 5):		
Pooled separate accounts	16,523,147	12,662,681
Unallocated contracts	468,054	298,232
Total investments	<u>16,991,201</u>	<u>12,960,913</u>
Total assets	<u>17,570,933</u>	<u>13,327,377</u>

LIABILITIES

Excess contributions payable	<u>127,215</u>	<u>19,271</u>
Total liabilities	<u>127,215</u>	<u>19,271</u>
Net assets available for benefits, at fair value	<u>\$ 17,443,718</u>	<u>\$ 13,308,106</u>

See accompanying notes to financial statements

**EMPLICITY
401(k) RETIREMENT SAVINGS PLAN**

**Statements of Changes in Net Assets
Available for Benefits
Years Ended December 31, 2014 and 2013**

	<u>2014</u>	<u>2013</u>
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 820,333	\$ 1,917,503
Interest and dividend income	49,949	1,233
Total investment income	<u>870,282</u>	<u>1,918,736</u>
Interest income on notes receivable from participants	<u>18,878</u>	<u>13,086</u>
Contributions:		
Employer	355,976	336,601
Participants	2,045,720	1,614,132
Rollovers	323,504	108,148
Other contributions	--	56,709
Total contributions	<u>2,725,200</u>	<u>2,115,590</u>
Total additions	<u>3,614,360</u>	<u>4,047,412</u>
Deductions from net assets attributed to:		
Benefits paid to participants	964,347	1,070,738
Deemed distributions of participant loans	33,118	99,480
Corrective distributions	127,215	19,271
Administrative expenses	192,534	193,753
Total deductions	<u>1,317,214</u>	<u>1,383,242</u>
Net increase in assets	2,297,146	2,664,170
Transfer of assets in (out) of this plan (Note 7)	1,838,466	(3,340,141)
Net assets available for benefits - beginning of year	<u>13,308,106</u>	<u>13,984,077</u>
Net assets available for benefits - end of year	<u>\$ 17,443,718</u>	<u>\$ 13,308,106</u>

See accompanying notes to financial statements

EMPLICITY
401(k) RETIREMENT SAVINGS PLAN

Notes to Financial Statements
December 31, 2014 and 2013

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Emplicity 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for more detailed information of the Plan's provisions.

General - Emplicity is a Professional Employer Organization (PEO) formally known as Staffpay, Inc. The Plan is a multiple employer defined contribution plan, as defined under Section 413(c) of the Internal Revenue Code covering the eligible participants of employers subscribing to the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Emplicity's multiple employer defined contribution plan allows for client-specific provisions that each client can select in the areas of age and service eligibility requirements, vesting schedule, employer match contributions and profit sharing contributions. Participants should refer to the Plan agreement for more detailed information of the Plan's provisions.

Contributions - Participants' contributions are made to the Plan by means of salary deferral by which the participant is entitled to defer between 1% to 50% of their compensation or a fixed amount determined annually by the Internal Revenue Service. The participating employers will also match participant contributions as defined under the employer's elected plan design. Matching contributions of \$355,976 and \$336,601 were made to the Plan for the years ended December 31, 2014 and 2013, respectively.

Participant Accounts - Each participant's account is credited with the participant's contributions, safe harbor contributions, profit sharing contributions, and an allocation of the Plan's earnings. The Plan's administrative expenses are also allocated and charged to each participant's account. Allocations are based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in their account.

Notes Receivable from Participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Loans to Participants fund. Loans must be repaid within five years, except in limited circumstances, such as the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator. Interest rates ranged from 3.25% to 5.25% at December 31, 2014. Principal and interest is paid ratably through payroll deductions.

(Note 1 continued on the following page)

**EMPLICITY
401(k) RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
(Continued)
December 31, 2014 and 2013**

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Vesting - Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service and the provisions of the plan design elected by the participant's employer. Participants should refer to the Plan agreement for more detailed information regarding the Plan's vesting schedule.

Payment of Benefits – Upon attainment of age 59 ½, termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or installment payments.

Forfeitures - Amounts forfeited from a terminating participant's non-vested portion of the participant's employer's contributions and earnings on employer's contributions will be used to pay administrative expenses of the Plan and then to reduce the future contributions of that employer. The Plan had \$72,350 and \$51,005 of non-vested forfeitures available to pay administrative expenses of the Plan or to reduce future contributions as of December 31, 2014 and 2013, respectively. During the years ended December 31, 2014 and 2013, forfeitures used to pay for administrative expenses of the Plan or to reduce employer contributions was \$5,598 and \$468, respectively.

Investments - Each participant directs the allocation of his or her contribution, and employer minimum and discretionary matching contributions to one or more of forty-four investment options.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis.

Risks and Uncertainties - The Plan provides for various investment options in any combination of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investments securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

**EMPLICITY
401(k) RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
(Continued)
December 31, 2014 and 2013**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The financial statements have been prepared in compliance with the Department of Labor Rules and Regulations for reporting and disclosure under ERISA.

Basis of Accounting - The financial statements have been prepared on the accrual basis of accounting.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities 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 gains and losses on investments bought and sold as well as held during the year.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Administrative Expenses - Administrative expenses are paid by the Plan unless paid by the participating employers or the PEO.

Subsequent Events - The Plan evaluated subsequent events through October 6, 2015, the date these financial statements were issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

EMPLICITY
401(k) RETIREMENT SAVINGS PLAN

Notes to Financial Statements
(Continued)
December 31, 2014 and 2013

NOTE 3 - INVESTMENTS

The following participant directed accounts as of December 31, 2014 and 2013 have been certified by the Plan's custodian. Investments are summarized as follows:

		<u>2014</u>	<u>2013</u>
Investments greater than five percent of the Plan's net assets:			
Transamerica Financial Life Ins. Co.	American Funds AMCAP	\$ 1,021,452	\$ 764,000
Transamerica Financial Life Ins. Co.	Lord Abbett Developing Growth	-- ♦	1,086,347
Transamerica Financial Life Ins. Co.	M&N Pro-Mix Conservative Term	1,592,288	1,103,610
Transamerica Financial Life Ins. Co.	M&N Pro-Mix Extended Term	1,151,638	1,188,139
Transamerica Financial Life Ins. Co.	Transamerica Partners Stock Index	<u>1,675,875</u>	<u>1,076,408</u>
		5,441,253	5,218,504
Aggregate of investments representing less than five percent of the Plan's net assets:			
		<u>11,549,948</u>	<u>7,742,409</u>
		<u>\$ 16,991,201</u>	<u>\$ 12,960,913</u>

♦ - Investments did not exceed five percent of the Plan's net assets at the respective year end.

During 2014 and 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	<u>2014</u>	<u>2013</u>
Pooled separate accounts and unallocated contracts	<u>\$ 820,333</u>	<u>\$ 1,917,503</u>

**EMPLICITY
401(k) RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
(Continued)
December 31, 2014 and 2013**

NOTE 4 - FAIR VALUE MEASUREMENTS

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

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • 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 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

(Note 4 continued on the following page)

EMPLICITY
401(k) RETIREMENT SAVINGS PLAN

Notes to Financial Statements
(Continued)
December 31, 2014 and 2013

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value.

Pooled separate accounts: Valued at the closing price of the underlying assets reported on the active market on which the individual securities are traded.

Stable value fund (unallocated contracts): Valued at contract value. The contract value is equal to the principal balance plus accrued interest. The investment seeks to protect against any loss of principal while providing returns in excess of money market funds and one-year treasury bills. Contract charges may reduce the investment return.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014 and 2013:

	<i>Assets at Fair Value as of December 31, 2014</i>			
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Pooled separate accounts:				
Bond	\$ --	\$ 1,482,870	\$ --	\$ 1,482,870
Global equity	88,991	--	--	88,991
High yield bond	341,790	--	--	341,790
Hybrid	2,139,428	3,460,866	--	5,600,294
International equity	535,895	470,227	--	1,006,122
International global fund	145,316	--	--	145,316
Large/mid blend equity	468,637	2,164,696	--	2,633,333
Large/mid growth equity	1,640,514	158,129	--	1,798,643
Large/mid value equity	813,869	--	--	813,869
Small company equity	1,228,340	324,995	--	1,553,335
Specialty	980,382	--	--	980,382
Expense budget account	--	78,202	--	78,202
	<u>8,383,162</u>	<u>8,139,985</u>	<u>--</u>	<u>16,523,147</u>
Unallocated contracts:				
Stable value fund	--	468,054	--	468,054
Total assets at fair value	<u>\$ 8,383,162</u>	<u>\$ 8,608,039</u>	<u>\$ --</u>	<u>\$ 16,991,201</u>

(Note 4 continued on the following page)

EMPLICITY
401(k) RETIREMENT SAVINGS PLAN

Notes to Financial Statements
(Continued)
December 31, 2014 and 2013

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

	<i>Assets at Fair Value as of December 31, 2013</i>			<i>Total</i>
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	
Pooled separate accounts:				
Bond	\$ --	\$ 1,526,792	\$ --	\$ 1,526,792
Global equity	87,311	--	--	87,311
High yield bond	246,200	--	--	246,200
Hybrid	662,714	2,897,876	--	3,560,590
International equity	508,614	480,260	--	988,874
International global fund	116,487	--	--	116,487
Large/mid blend equity	393,437	1,509,971	--	1,903,408
Large/mid growth equity	1,103,951	57,190	--	1,161,141
Large/mid value equity	727,403	--	--	727,403
Small company equity	1,453,192	318,355	--	1,771,547
Specialty	542,702	--	--	542,702
Expense budget account	--	30,226	--	30,226
	<u>5,842,011</u>	<u>6,820,670</u>	<u>--</u>	<u>12,662,681</u>
Unallocated contracts:				
Stable value fund	--	298,232	--	298,232
Total assets at fair value	<u>\$ 5,842,011</u>	<u>\$ 7,118,902</u>	<u>\$ --</u>	<u>\$ 12,960,913</u>

NOTE 5 - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Transamerica Financial Life Insurance Company, the custodian of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013.
- Net appreciation in fair value of investments, interest and dividends reflected on the accompanying Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2014 and 2013.

**EMPLICITY
401(k) RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
(Continued)
December 31, 2014 and 2013**

NOTE 6 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan holds group annuity contracts with Transamerica Financial Life Insurance Company that provide for investment options in a stable value fund through the Transamerica Stable Value Compass Fund. The stable value fund is a fully benefit-responsive investment contract. The investments in the Transamerica Stable Fund Compass Fund are \$468,054 and \$298,232 at December 31, 2014 and 2013, respectively. The contract value is equal to the principal balance plus accrued interest. The Transamerica Stable Value Compass Fund is considered fairly valued at contract value.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is adjusted each January 1st and July 1st. Interest is credited, based upon the daily balance, at a rate that is the daily equivalent of the effective annual rate of interest applicable for the six months period.

NOTE 7 - TRANSFER OF ASSETS

During the years ended December 31, 2014 and 2013, certain companies within the Emplicity 401(k) Retirement Savings Plan were transferred in (out) of the Plan. As a result, there was a net transfer of \$1,838,466 and (\$3,340,141), respectively in (out) of the Plan.

NOTE 8 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan's board of trustees has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, so that each participant receives 100% of his or her account balance as of the date of termination.

**EMPLICITY
401(k) RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements
(Continued)
December 31, 2014 and 2013**

NOTE 9 - TAX STATUS

The Company is using a Volume Submitter Plan provided by Transamerica Financial Life Insurance Company which received a favorable opinion letter on March 31, 2008. The plan has been amended since receiving the opinion letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014 and 2013, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

NOTE 10 - PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are units of pooled separate accounts and a stable value fund contract that are managed by Transamerica Financial Life Insurance Company, the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

**EMPLICITY
401(k) RETIREMENT SAVINGS PLAN**

**Supplemental Information
December 31, 2014**

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

EIN #33-0680357

PN #333

(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 Financial Life Ins. Co.	Alger Capital Appreciation	N/A	\$ 453,892
*	Transamerica Financial Life Ins. Co.	American Century Inflation-Adjusted Bond	N/A	34,687
*	Transamerica Financial Life Ins. Co.	American Funds AMCAP	N/A	1,021,452
*	Transamerica Financial Life Ins. Co.	American Funds EuroPacific Growth	N/A	535,895
*	Transamerica Financial Life Ins. Co.	American Funds New Perspective	N/A	88,991
*	Transamerica Financial Life Ins. Co.	BlackRock Equity Dividend	N/A	537,194
*	Transamerica Financial Life Ins. Co.	Calvert Equity Portfolio	N/A	12,637
*	Transamerica Financial Life Ins. Co.	Expense Budget Account	N/A	78,202
*	Transamerica Financial Life Ins. Co.	Franklin Utilities	N/A	272,355
*	Transamerica Financial Life Ins. Co.	Goldman Sachs Mid-Cap Opp	N/A	158,129
*	Transamerica Financial Life Ins. Co.	Janus Balanced Ret Acct	N/A	354,343
*	Transamerica Financial Life Ins. Co.	JPMorgan High Yield	N/A	341,790
*	Transamerica Financial Life Ins. Co.	Loomis Sayles Investment Grade Bond	N/A	551,984
*	Transamerica Financial Life Ins. Co.	Lord Abbett Developing Growth	N/A	807,785
*	Transamerica Financial Life Ins. Co.	M&N Pro-Mix Conservative Term	N/A	1,592,288
*	Transamerica Financial Life Ins. Co.	M&N Pro-Mix Extended Term	N/A	1,151,638

(Schedule 1 continued on the following page)

**EMPLICITY
401(k) RETIREMENT SAVINGS PLAN**

**Supplemental Information
December 31, 2014**

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

EIN #33-0680357

PN #333

(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 Financial Life Ins. Co.	M&N Pro-Mix Maximum Term	N/A	118,552
*	Transamerica Financial Life Ins. Co.	M&N Pro-Mix Moderate Term	N/A	598,388
*	Transamerica Financial Life Ins. Co.	MFS Massachusetts Investors	N/A	165,170
*	Transamerica Financial Life Ins. Co.	Oppenheimer Developing Markets	N/A	187,778
*	Transamerica Financial Life Ins. Co.	Pioneer Disciplined Value	N/A	468,637
*	Transamerica Financial Life Ins. Co.	Prudential Jennison Natural Resources	N/A	57,987
*	Transamerica Financial Life Ins. Co.	RidgeWorth Mid-Cap Value Eq	N/A	276,675
*	Transamerica Financial Life Ins. Co.	RidgeWorth Small Cap Value Equity	N/A	420,555
*	Transamerica Financial Life Ins. Co.	SSgA International Index	N/A	470,227
*	Transamerica Financial Life Ins. Co.	SSgA Russell Small Cap Index	N/A	324,995
*	Transamerica Financial Life Ins. Co.	SSgA S&P Mid Cap Index	N/A	488,821
*	Transamerica Financial Life Ins. Co.	SSgA U.S. Bond Index	N/A	520,900
*	Transamerica Financial Life Ins. Co.	Templeton Global Bond	N/A	145,316
*	Transamerica Financial Life Ins. Co.	Transamerica Partners High Quality Bond	N/A	409,986
*	Transamerica Financial Life Ins. Co.	Transamerica Partners Stock Index	N/A	1,675,875
*	Transamerica Financial Life Ins. Co.	Transamerica Stable Value Comp	N/A	468,054

(Schedule 1 continued on the following page)

**EMPLICITY
401(k) RETIREMENT SAVINGS PLAN**

**Supplemental Information
December 31, 2014**

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

EIN #33-0680357

PN #333

(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 Financial Life Ins. Co.	Vanguard REIT Index	N/A	414,938
*	Transamerica Financial Life Ins. Co.	Vanguard Target Retirement 2010	N/A	61,982
*	Transamerica Financial Life Ins. Co.	Vanguard Target Retirement 2015	N/A	22,612
*	Transamerica Financial Life Ins. Co.	Vanguard Target Retirement 2020	N/A	193,459
*	Transamerica Financial Life Ins. Co.	Vanguard Target Retirement 2025	N/A	132,430
*	Transamerica Financial Life Ins. Co.	Vanguard Target Retirement 2030	N/A	291,895
*	Transamerica Financial Life Ins. Co.	Vanguard Target Retirement 2035	N/A	229,533
*	Transamerica Financial Life Ins. Co.	Vanguard Target Retirement 2040	N/A	311,342
*	Transamerica Financial Life Ins. Co.	Vanguard Target Retirement 2045	N/A	188,009
*	Transamerica Financial Life Ins. Co.	Vanguard Target Retirement 2050	N/A	213,867
*	Transamerica Financial Life Ins. Co.	Vanguard Target Retirement 2055	N/A	120,109
*	Transamerica Financial Life Ins. Co.	Vanguard Target Retirement	N/A	19,847
	Total Investments			16,991,201
*	Notes Receivable from Participants	Interest rates ranging from 3.25% - 5.25% with maturity dates through April 2044	--	561,272
	Total assets held for investment purposes at end of year			\$ 17,552,473

* - Party-in-interest as defined by ERISA for which a statutory exemption exists.

N/A - Cost information is not required for participant directed investments.

MULTIPLE-EMPLOYER PLAN PARTICIPATING EMPLOYER INFORMATION

Plan Name: Emplicity 401(k) Retirement Savings Plan
Contract Number: 932292
Employer Identification Number: 33-0680357
Plan Identification Number: 001
Plan Year End: December 31, 2014

(a) Name of Participating Employer	(b) Employer Identification Number	(c) Percent of Total Contributions
STAFFPAY, Inc. DBA Emplicity	33-0680358	5.25%
Emplicity Client 20034	75-3059537	4.18%
Emplicity Client 10632	20-1648469	0.00%
Emplicity Client 10480	20-2340315	5.45%
Emplicity Client 10736	27-0489912	0.00%
Emplicity Client 20030	03-0552976	5.37%
Emplicity Client 10509	20-1355389	0.22%
Emplicity Client 10539	45-2385622	0.00%
Emplicity Client 10729	75-3262530	1.92%
Emplicity Client 10407	95-4334678	2.90%
Emplicity Client 10689	94-3290319	3.59%
Emplicity Client 10683	74-6085530	0.00%
Emplicity Client 10755	68-0145409	1.75%
Emplicity Client 10691	26-2328198	6.67%
Emplicity Client 10713	45-3147294	2.57%
Emplicity Client 10687	20-1230908	0.00%
Emplicity Client 10672	88-0363465	0.00%
Emplicity Client 10756a	14-1948531	0.53%
Emplicity Client 10756b	14-1948532	0.00%
Emplicity Client 10416	33-0845201	1.76%
Emplicity Client 10475	20-1986387	0.38%
Emplicity Client 10709	68-0235806	8.06%
Emplicity Client 10525	20-2008940	0.00%
Emplicity Client 10518	95-4389351	0.00%
Emplicity Client 10402	52-2445913	0.00%
Emplicity Client 10781	36-4299476	0.00%
Emplicity Client 10868	94-3011552	1.41%
Emplicity Client 10693	20-5037554	0.00%
Emplicity Client 20029	20-8900984	3.59%
Emplicity Client 10449	33-0737518	0.00%
Emplicity Client 10545	90-0673106	0.00%
Emplicity Client 10805	91-2104596	12.43%
Emplicity Client 10571	20-5202759	0.00%
Emplicity Client 10296	51-0460106	0.00%

(a) Name of Participating Employer	(b) Employer Identification Number	(c) Percent of Total Contributions
Emplicity Client 10307	57-0610180	0.00%
Emplicity Client 10563	95-1942331	0.00%
Emplicity Client 10658	91-2141114	0.00%
Emplicity Client 10618	20-2603078	0.00%
Emplicity Client 10435	33-0555821	0.00%
Emplicity Client 10678	94-1377264	0.00%
Emplicity Client 10500	33-0843903	0.00%
Emplicity Client 10544	77-0586969	0.00%
Emplicity Client 10430	71-0992598	0.00%
Emplicity Client 10401	51-9707357	0.00%
Emplicity Client 10558	36-3343841	0.16%
Emplicity Client 10690	26-0605517	0.21%
Emplicity Client 10819	36-4617723	0.01%
Emplicity Client 20053	26-1336734	0.00%
Emplicity Client 20055	22-3918058	0.00%
Emplicity Client 10822	45-4718868	1.04%
Emplicity Client 10834	95-4836693	4.24%
Emplicity Client 10837	45-4279806	2.76%
Emplicity Client 10836	90-0867875	3.70%
Emplicity Client 10842	20-8121807	0.60%
Emplicity Client 10856	90-0961194	4.37%
Emplicity Client 10839	46-1356830	0.00%
Emplicity Client 10702	94-3401619	1.04%
Emplicity Client 10862	95-4350815	8.39%
Emplicity Client 10863	94-2383442	3.45%
Emplicity Client 10864	94-3343980	0.14%
Emplicity Client 10870	46-4476918	1.33%
Emplicity Client 10865	95-4789830	0.00%
Emplicity Client 10817	27-3865577	0.52%
Emplicity Client 10470	20-1005110	0.00%

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Plan Name: STAFFPAY, Inc.
Contract #: 932292
EIN: 33-0680357

Plan #: 000
Period: 01/01/2014 - 12/31/2014

(A)	(B)	(C)	(D)	(E)
	Identity of issue, borrower, lessor, or similar a party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	TRANSAMERICA LIFE INSURANCE COMPANY	PARTICIPANT LOANS		\$561,272
*	TRANSAMERICA LIFE INSURANCE COMPANY	STABLE VALUE FUND		\$468,054
*	TRANSAMERICA LIFE INSURANCE COMPANY	EXPENSE BUDGET ACCOUNT		\$78,202
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	TRANSAMERICA PARTNERS STOCK INDEX RET ACCT	\$1,675,875	\$1,675,875
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	TRANSAMERICA PARTNERS HIGH QUALITY BOND RET ACCT	\$409,986	\$409,986
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	SSGA RUSSELL SMALL CAP INDEX RET ACCT	\$324,995	\$324,995
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	SSGA INTERNATIONAL INDEX RET ACCT	\$470,227	\$470,227
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	SSGA S&P MID CAP INDEX RET ACCT	\$488,821	\$488,821
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	SSGA U.S. BOND INDEX RET ACCT	\$520,900	\$520,900
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD TARGET RETIREMENT INCOME RET ACCT	\$19,847	\$19,847
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD TARGET RETIREMENT 2015 RET ACCT	\$22,612	\$22,612
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD TARGET RETIREMENT 2025 RET ACCT	\$132,430	\$132,430
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD TARGET RETIREMENT 2035 RET ACCT	\$229,533	\$229,533
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD TARGET RETIREMENT 2045 RET ACCT	\$188,009	\$188,009
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	GOLDMAN SACHS MID-CAP OPPORTUNITIES RET ACCT	\$158,129	\$158,129
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	AMERICAN FUNDS EUROPACIFIC GROWTH RET ACCT	\$535,895	\$535,895
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	LOOMIS SAYLES INVESTMENT GRADE BOND RET ACCT	\$551,984	\$551,984
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD REIT INDEX RET ACCT	\$414,938	\$414,938
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD TARGET RETIREMENT 2010 RET ACCT	\$61,982	\$61,982
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD TARGET RETIREMENT 2020 RET ACCT	\$193,459	\$193,459
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD TARGET RETIREMENT 2030 RET ACCT	\$291,895	\$291,895
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD TARGET RETIREMENT 2040 RET ACCT	\$311,342	\$311,342
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD TARGET RETIREMENT 2050 RET ACCT	\$213,867	\$213,867
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	ALGER CAPITAL APPRECIATION RET ACCT	\$453,892	\$453,892
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	JANUS BALANCED RET ACCT	\$354,343	\$354,343
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	PIONEER DISCIPLINED VALUE RET ACCT	\$468,637	\$468,637
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	BLACKROCK EQUITY DIVIDEND RET ACCT	\$537,194	\$537,194
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	AMERICAN FUNDS AMCAP RET ACCT	\$1,021,452	\$1,021,452
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	AMERICAN FUNDS NEW PERSPECTIVE RET ACCT	\$88,991	\$88,991
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	CALVERT EQUITY PORTFOLIO RET ACCT	\$12,637	\$12,637
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	AMERICAN CENTURY INFLATION-ADJUSTED BOND RET ACCT	\$34,687	\$34,687
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	FRANKLIN UTILITIES RET ACCT	\$272,355	\$272,355
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	PRUDENTIAL JENNISON NATURAL RESOURCES RET ACCT	\$57,987	\$57,987
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	JPMORGAN HIGH YIELD RET ACCT	\$341,790	\$341,790
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	RIDGEWORTH MID-CAP VALUE EQUITY RET ACCT	\$276,675	\$276,675
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	TEMPLETON GLOBAL BOND RET ACCT	\$145,316	\$145,316
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	MANNING & NAPIER PRO-MIX CONSERVATIVE TERM RET ACCT	\$1,592,288	\$1,592,288
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	MANNING & NAPIER PRO-MIX EXTENDED TERM RET ACCT	\$1,151,638	\$1,151,638
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	MANNING & NAPIER PRO-MIX MAXIMUM TERM RET ACCT	\$118,552	\$118,552
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	MANNING & NAPIER PRO-MIX MODERATE TERM RET ACCT	\$598,388	\$598,388
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	MFS MASSACHUSETTS INVESTORS RET ACCT	\$165,170	\$165,170
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	OPPENHEIMER DEVELOPING MARKETS RET ACCT	\$187,778	\$187,778
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	RIDGEWORTH SMALL CAP VALUE EQUITY RET ACCT	\$420,555	\$420,555
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	LORD ABBETT DEVELOPING GROWTH RET ACCT	\$807,785	\$807,785
*	TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY	VANGUARD TARGET RETIREMENT 2055 RET ACCT	\$120,109	\$120,109