

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 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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.)	
	☐ a single-employer plan	☐ a DFE (specify) ____	
B	This return/report is:	☐ the first return/report ☒ an amended return/report ☐ the final return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☐ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>ALPHASTAFF RETIREMENT SAVINGS PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>333</u>
		1c	Effective date of plan <u>01/01/1999</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>ALPHASTAFF GROUP, INC.</u> <u>800 CORPORATE DRIVE, SUITE 600</u> <u>FT LAUDERDALE, FL 33334</u>	2b	Employer Identification Number (EIN) <u>65-0314170</u>
		2c	Plan Sponsor's telephone number <u>954-267-1760</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.	03/26/2018	DAVID RATTNER
	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)			Preparer's telephone number

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 5266
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) 4298 6a(2) 4508 6b 2 6c 757 6d 5267 6e 1 6f 5268 6g 3220 6h 28
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: 2A 2E 2F 2G 2J 2K 2R 2S 2T 3B 3H 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>0</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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan ALPHASTAFF RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►
C Plan sponsor's name as shown on line 2a of Form 5500 ALPHASTAFF GROUP, INC.	D Employer Identification Number (EIN) 65-0314170

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

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

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

BLUESTAR RETIREMENT SERVICES

59-3092339

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 38 50	NONE	390502	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ALPHASTAFF, INC.

65-0314170

(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 31 49 50	SPONSOR	139760	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

IRONVIEW PARTNERS

47-3195417

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	41277	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)

TD AMERITRADE TRUST COMPANY

20-0937408

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 50	NONE	28087	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GOLDSTEIN ZUGMAN WEINSTEIN & POOLE

20-0453834

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	13000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) 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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>ALPHASTAFF 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>ALPHASTAFF GROUP, INC.</u>	D Employer Identification Number (EIN) <u>65-0314170</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	333869	158800
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	358284	418903
(2) Participant contributions	1b(2)	204574	197977
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(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)	1538130	1573871
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	68794115	74941330
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	2016401

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	71228972	79307282

Liabilities

g Benefit claims payable	1g	442	442
h Operating payables	1h	0	0
i Acquisition indebtedness	1i		
j Other liabilities	1j	2	2102
k Total liabilities (add all amounts in lines 1g through 1j)	1k	444	2544

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	71228528	79304738
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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)	2780123	
(B) Participants	2a(1)(B)	6912004	
(C) Others (including rollovers)	2a(1)(C)	3178258	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		12870385
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)	60848	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		60848
(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)	1698781	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1698781
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		3454405
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		18084419

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6093799	
(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)		6093799
f Corrective distributions (see instructions)	2f		57431
g Certain deemed distributions of participant loans (see instructions)	2g		14527
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	14176	
(2) Contract administrator fees.....	2i(2)	558291	
(3) Investment advisory and management fees.....	2i(3)	41760	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		614227
j Total expenses. Add all expense amounts in column (b) and enter total	2j		6779984

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11304435
l Transfers of assets:			
(1) To this plan.....	2l(1)		3549810
(2) From this plan.....	2l(2)		6778035

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: **GOLDSTEIN ZUGMAN WEINSTEIN & POOL**

(2) EIN: **20-0453834**

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.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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)
3 SEASON LAWN AND LANDSCAPE INC. 401(K) PLAN	27-1067748	001
INSTITUTE FOR THERAPEUTIC MASSAGE, INC. 401(K) PLAN	22-3367007	001
MONTGOMERY CHEMICALS LLC RETIREMENT SAVINGS PLAN	23-2988831	001
ADP TOTALSOURCE RETIREMENT SAVINGS PLAN	59-2452823	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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

		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.)	4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d			
e Was this plan covered by a fidelity bond?	4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k			
l Has the plan failed to provide any benefit when due under the plan?	4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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)
GEMCRAFT HOMES 401K	52-1833450	001
MARENA GROUP 401(K) PLAN	58-2126590	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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>ALPHASTAFF 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>ALPHASTAFF GROUP, INC.</u>	D Employer Identification Number (EIN) <u>65-0314170</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-0937408</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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

ALPHASTAFF RETIREMENT SAVINGS PLAN
FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2016 AND 2015
AND FOR THE YEAR ENDED DECEMBER 31, 2016
AND INDEPENDENT AUDITORS' REPORT

ALPHASTAFF RETIREMENT SAVINGS PLAN
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AS OF DECEMBER 31, 2016 AND 2015
AND FOR THE YEAR ENDED DECEMBER 31, 2016

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INDEPENDENT AUDITORS' REPORT

To the Trustees of the
AlphaStaff Retirement Savings Plan
Fort Lauderdale, Florida

We have audited the accompanying financial statements of AlphaStaff Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015 and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

To the Trustees of the
AlphaStaff Retirement Savings Plan

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of AlphaStaff Retirement Savings Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the year ended December 31, 2016, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016 is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Goldstein Zugman Weinstein & Poole, LLC

GOLDSTEIN, ZUGMAN, WEINSTEIN & POOLE, LLC
Fort Lauderdale, Florida
July 26, 2017

ALPHASTAFF RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>As of December 31,</u>	
	<u>2016</u>	<u>2015</u>
ASSETS		
Investments At Fair Value:		
Shares of registered investment companies	\$74,941,330	\$ 67,727,441
Self-directed brokerage accounts	<u>2,016,401</u>	<u>1,066,674</u>
Total Investments At Fair Value	<u>76,957,731</u>	<u>68,794,115</u>
Receivables:		
Employers' contributions	418,903	358,284
Participants' contributions	197,977	204,574
Notes receivable from participants	<u>1,573,871</u>	<u>1,538,130</u>
Total Receivables	<u>2,190,751</u>	<u>2,100,988</u>
Cash	<u>158,800</u>	<u>333,869</u>
TOTAL ASSETS	79,307,282	71,228,972
LIABILITIES		
Other Liabilities	<u>2,102</u>	<u>2</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 79,305,180</u>	<u>\$ 71,228,970</u>

See accompanying notes.

ALPHASTAFF RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment Income:	
Net appreciation in fair value of investments	\$ 3,454,405
Dividends	<u>1,698,781</u>
Total Investment Income	<u>5,153,186</u>
Interest income on notes receivable from participants	<u>60,848</u>
Contributions:	
Employers	2,780,123
Participants	6,912,004
Rollovers	<u>3,178,258</u>
Total Contributions	<u>12,870,385</u>
TOTAL ADDITIONS	<u>18,084,419</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	6,165,757
Administrative expenses	<u>614,227</u>
TOTAL DEDUCTIONS	<u>6,779,984</u>

NET INCREASE BEFORE TRANSFERS 11,304,435

Transfers to this plan	3,549,810
Transfers from this plan	<u>(6,778,035)</u>

NET INCREASE 8,076,210

Net Assets Available For Benefits – Beginning of Year 71,228,970

NET ASSETS AVAILABLE FOR BENEFITS – END OF YEAR \$ 79,305,180

See accompanying notes.

ALPHASTAFF RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of AlphaStaff Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement and amendments for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan and was formed effective January 1, 1999 and restated January 1, 2013 by AlphaStaff Group, Inc. (the "Plan Sponsor and Plan Administrator"). The Plan is a multiple-employer defined contribution plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan Sponsor oversees governance of the Plan. The Plan's investment committee determines the appropriateness of the Plan's investment offerings, monitors performance, and reports to the Plan Sponsor.

Eligibility – The Plan covers all employees, as defined in the Plan, of the adopting employers (the "Employers") who have completed the age and service requirements selected by the Employers in the Adoption Agreement. New Employers entering the Plan may initially waive the eligibility requirements for employees employed by the Employers as of the date entering the Plan. Participation occurs after completing each Employers' age and service requirements. Participation occurs on January 1, April 1, July 1, or October 1, or immediately if allowed by the Employers.

Employee Contributions – Each year, participants may elect to contribute from 1% to 90% of their pre-tax compensation, after-tax compensation (Roth contribution), or any combination thereof as defined in the Plan, up to a maximum of \$18,000 for the years ended December 31, 2016 and 2015. Participants who have attained age 50 during the Plan year may make an additional elective deferral contribution of \$6,000 for the years ended December 31, 2016 and 2015. The percentage of contribution may be changed as of any subsequent Plan entry date. Any such change will apply only after its effective date, and after it is executed and filed with the Plan Administrator. Fund allocation percentages may be changed by the participants at any time.

Employers' Contributions – Discretionary Employer-provided matching contributions may be made to the Plan. The match, if any, will be a specified percentage of the elective contributions the employee makes to the Plan. The Employers will determine the amount of the discretionary contributions, if any, they will make each Plan year. Employers can also elect to make a 401(k) safe harbor plan design contribution of either a 3% or 4% Employer-provided matching contribution, which aids the Employers in passing discrimination testing required by ERISA. Discretionary Employer-provided non-elective (profit sharing) contributions may also be made to the Plan. Allocation of these contributions to participants will be made in accordance with the formula selected by the Employers as defined in the Plan.

The total of Employer and employee contributions is limited to the lesser of \$53,000 or 100% of the participant's eligible pre-tax compensation for the years ended December 31, 2016 and 2015.

ALPHASTAFF RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Participant Accounts – Each participant's account is credited with the participant's contribution and, if applicable, Employer-provided matching contributions, allocations of Employer-provided non-elective (profit sharing) contributions, Plan earnings, and charged with management or service fees. Allocations are based on participant earnings or account balances, as defined by the Plan. Additional administrative fees are charged by the custodian upon fund withdrawal. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – Participant contributions are 100% vested. Each adopting Employer selects among three options for vesting of Employer contributions. Under the first option, Employer contributions are 20% vested after two years of service, and 20% for each additional year of service. Under the second option, Employer contributions are not vested until after three years of service, at which time the contributions are 100% vested. The third option is full and immediate vesting or any accelerated vesting that vests sooner than the first option. Automatic 100% vesting occurs upon attainment of normal retirement age (65), upon retirement due to disability, upon death, and upon termination of the Plan.

To have a year of service for vesting purposes, employees must complete at least 1,000 hours of service during the Plan calendar year. See each respective Employer's adoption agreement for any variations in the time of service requirement.

Investment Options – Participants may direct contributions in 5% increments to any of the investment options offered by the Plan. The investment options include money market funds and various stock and bond funds. TD Ameritrade Trust Company acts as the custodians of the trust account and assets of the Plan. The fund values are computed daily by the custodian and reflect changes in the unit values of the investments.

Notes Receivable from Participants – Participants can borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000, reduced by the excess (if any) of (1) the highest outstanding balance of any other notes from the Plan during the one-year period prior to the date of the new note, over (2) the aggregate outstanding balance of any other notes from the Plan on the date of the new note, or 50% of their vested account balance. Note terms range from one to five years or up to 15 years for the purchase of a principal residence. Participants can only have one note outstanding at any time. The notes are secured by 50% of the vested balance in the participant's account and bear interest at a fixed rate commensurate with local prevailing rates at the time the note is approved by the Plan Administrator. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits – Upon retirement or separation from service with the Employers, the participant may elect to receive a single lump-sum cash payment for the vested balance in their account. Also, upon reaching age 59½, participants may receive a lump-sum cash payment for any portion of their vested accounts on a yearly basis. Until a participant actually retires from the employment of the participant's Employer, the participant shall continue to be treated in all respects as a participant.

ALPHASTAFF RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Hardship Withdrawal – In most cases a participant can withdraw from the Plan, part or all of the participant's contributions for a financial hardship. The Plan Administrator shall determine what portion of all of such account balance is necessary to alleviate the hardship. A financial hardship must be one of the reasons specified below:

1. Medical expense incurred by the participant, the participant's spouse, or any dependents of the participant;
2. The purchase (excluding mortgage payments) of a principal residence of a participant;
3. Certain educational expenses for the participant, his or her spouse, or dependents of the participant;
4. The need to prevent the eviction of the participant from his or her principal residence or foreclosure on the mortgage of his or her principal residence;
5. Burial or funeral expenses for the participant's deceased parent, spouse, or dependents;
6. Expenses for the repair of damage to the participant's principal residence that would qualify for the casualty deduction under Section 165 of the Internal Revenue Code; or
7. Other events as may be prescribed by the Internal Revenue Service Commissioner in revenue rulings, notices, and other documents of general applicability.

Forfeited Accounts – As of December 31, 2016 and 2015, forfeited non-vested accounts totaled \$61,032 and \$54,871, respectively. These accounts can be used to reduce future Employers' contributions or pay for Plan expenses. During the year ended December 31, 2016, Employer matching contributions of \$14,356 were paid from forfeited non-vested accounts.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATTERS

Date of Management's Review of Subsequent Events – The Plan has evaluated subsequent events through July 26, 2017, the date the financial statements were available to be issued.

Basis of Accounting – The accompanying financial statements have been prepared on the accrual basis of accounting, except that benefits are recorded when paid.

Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Withdrawals and Exchanges – Withdrawals and exchanges between investment fund options by participants are recorded based upon the specific proceeds and cost of the investment at the date of withdrawal or exchange.

ALPHASTAFF RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATTERS (Continued)

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 3 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.

Notes Receivable from Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2016 and 2015, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the Plan Administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

Administrative Expenses – Certain expenses of the Plan and participant account management fees, asset fees, and account administrative fees are charged to participant accounts. Expenses that are paid to the Plan Administrator are excluded from these financial statements.

NOTE 3 - FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of observable inputs other than quoted prices for identical assets (Level 1). Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs are used for investments for which Level 1 inputs were not available. There were no plan assets requiring the use of Level 2 and 3 inputs for the periods presented.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual funds: Valued at the daily quoted net asset value closing price of the shares as reported by the fund at year end. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

ALPHASTAFF RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 3 - FAIR VALUE MEASUREMENTS (Continued)

Self-Directed Brokerage Accounts: Accounts primarily consist of mutual funds and common stocks that are valued on the basis of readily determinable market prices.

The following table sets forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2016 and 2015:

Fair Value Measurements at Reporting Date Using:				
		Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
<u>December 31, 2016</u>				
Shares of registered investment companies	\$74,941,330	\$74,941,330		
Self-directed brokerage accounts	2,016,401	2,016,401		
Totals	<u>\$76,957,731</u>	<u>\$76,957,731</u>	<u>\$ 0</u>	<u>\$ 0</u>
<u>December 31, 2015</u>				
Shares of registered investment companies	\$67,727,441	\$67,727,441		
Self-directed brokerage accounts	1,066,674	1,066,674		
Totals	<u>\$68,794,115</u>	<u>\$68,794,115</u>	<u>\$ 0</u>	<u>\$ 0</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2016 and 2015, are reported in net appreciation in fair value of investments.

NOTE 4 - TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Plan by a letter dated August 29, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and Plan's tax counsel believe that the Plan is designed, and currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the Plan Administrator to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) for any uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain 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. The Department of Labor has conducted but not finalized a review of the Plan for the years 2010 through 2014.

ALPHASTAFF RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 4 - TAX STATUS (Continued)

The Plan Administrator believes there will be no findings negatively affecting the Plan's Trust assets from the review. The Plan Administrator believes the Plan is no longer subject to tax examinations from other authorities for years prior to 2013.

NOTE 5 - PLAN TERMINATION

Although they have not expressed any intent to do so, the Employers have the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In addition, although they have not expressed any intent to do so, the Trustees have the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

TD Ameritrade Trust Company performs custodial services for the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for these services amounted to \$28,087 for the year ended December 31, 2016.

The Plan Administrator charges the Plan to cover various Plan administrative expenses. The Plan administrative expenses are remitted to the Plan Administrator through a quarterly fee. For the year ended December 31, 2016, the annual expense reimbursement was \$139,760.

Blue Star Retirement Services, Inc. is the Plan's third party administrator and receives various administrative, account, and asset fees. For the year ended December 31, 2016, these fees totaled \$390,502.

The party-in-interest transactions above are exempt from prohibited transaction rules of ERISA.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	<u>As of December 31,</u>	
	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$79,305,180	\$71,228,970
Amounts allocated to withdrawing participants	<u>(442)</u>	<u>(442)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$79,304,738</u>	<u>\$71,228,528</u>

ALPHASTAFF RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500
(Continued)

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2016 to Schedule H of Form 5500:

Benefits paid to participants per the financial statements	\$6,165,757
Add: Amounts allocated to withdrawing participants at December 31, 2016	442
Less: Amounts allocated to withdrawing participants at December 31, 2015	<u>(442)</u>
Benefits paid to participants per Schedule H of Form 5500	<u>\$6,165,757</u>

Amounts allocated to withdrawing participants are recorded on the Schedule H of Form 5500 for benefit claims that have been processed and approved prior to December 31, 2016 and 2015, but not yet paid as of those dates.

NOTE 8 - RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULE

ALPHASTAFF RETIREMENT SAVINGS PLAN
EIN: 65-0314170 - PLAN NO. 333
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2016

(a)	(b) and (c)	(d)	(e)
	<u>Description</u>	<u>Cost</u>	<u>Current Value</u>
	SHARES OF REGISTERED INVESTMENT COMPANIES		
Federated Funds:	Institutional High Yield Bond		\$ 440,048
Fidelity Funds:	Institutional Money Market Treasury		2,692,360
	Spartan Int'l Index Adv		4,948,619
Invesco Funds:	Powershares DB Commodity Index		137,957
iShares Funds:	Comex Gold Trust ETF		417,163
	S&P Int'l Treasury Bond ETF		482,724
Morley Funds:	Stable Value 150		817,087
Oppenheimer Funds:	Developing Markets		1,752,100
PIMCO Funds:	Total Return Institutional		2,708,179
Vanguard Funds:	Balanced Index Admiral		934,040
	Bond Index ETFS Long Term Bond		494,056
	Growth Index Admiral		3,657,998
	Index Fund Institutional		8,500,369
	Inflation Protected Securities		704,717
	Intermediate-Term Gov't Bond Institutional		236,772
	Mid Cap Index Fund Institutional		6,551,471
	REIT Index Fund Admiral		895,030
	Short Term Bond Index Fund Admiral		535,347
	Small Cap Index Admiral		4,096,567
	Target Retirement 2015		5,268,200
	Target Retirement 2025		9,665,915
	Target Retirement 2035		8,731,815
	Target Retirement 2045		4,037,103
	Target Retirement 2055		766,929
	Target Retirement Income		1,270,914
	Total Bond Market Index Admiral		1,912,235
	Value Index Admiral		<u>2,285,615</u>
			74,941,330
	Self-Directed Brokerage Accounts		<u>2,016,401</u>
	INVESTMENTS AT FAIR VALUE		76,957,731
*	Notes Receivable From Participants (2.25% to 5.50%)		<u>1,573,871</u>
	TOTAL INVESTMENTS		<u>\$78,531,602</u>

Column (d) is blank as all investments are participant directed.

*Represents a party-in-interest.

See accompanying independent auditors' report.

Multiple Employer Plan Participating Employer Information

AlphaStaff Retirement Savings Plan

Employer Identification Number: 65-0314170

Plan Number: 333

For plan year (beginning/ending:

01/01/2016 - 12/31/2016

<i>(a) Name of participating employer</i>	<i>(b) EIN</i>	<i>(c) Percent of Total Contributions</i>
	2452	0.57%
	6085	0.58%
	8451	0.09%
	0051	0.15%
	2110	0.37%
	3248	1.25%
	0218	1.91%
	4279	0.21%
	1852	0.55%
	9750	1.52%
	9742	0.37%
	4960	0.49%
	9026	1.17%
	3758	0.88%
	4681	0.03%
	0278	0.20%
	9322	0.12%
	2664	6.27%
	0006	1.21%
	7085	0.15%
	4176	1.64%
	6064	0.43%
	2338	1.30%
	8964	0.46%
	8269	0.32%
	8579	0.90%
	7805	0.18%
	8090	12.68%
	7375	2.03%
	9556	0.13%
	1345	0.32%
	5031	0.63%
	7629	1.53%
	0806	0.62%
	4235	0.97%
	5460	1.53%
	1873	0.66%
	4559	0.06%

Multiple Employer Plan Participating Employer Information

AlphaStaff Retirement Savings Plan

Employer Identification Number: 65-0314170

Plan Number: 333

For plan year (beginning/ending:

01/01/2016 - 12/31/2016

<i>(a) Name of participating employer</i>	<i>(b) EIN</i>	<i>(c) Percent of Total Contributions</i>
	7739	0.30%
	7573	0.64%
	5619	0.03%
	0174	0.50%
	9583	0.01%
	7345	1.13%
	5417	0.39%
	8917	0.20%
	4190	0.55%
	8445	0.50%
	2081	0.04%
	1604	8.28%
	8695	0.90%
	8962	0.21%
	4216	0.18%
	1996	0.31%
	6741	2.28%
	1503	5.91%
	8377	0.43%
	0602	0.24%
	3973	0.66%
	1340	0.85%
	6323	1.10%
	2965	3.33%
	6681	0.06%
	0678	0.15%
	4170	0.54%
	1497	0.00%
	4321	1.28%
	9343	0.32%
	2900	0.84%
	1918	1.98%
	9749	1.39%
	1724	0.13%
	2400	0.45%
	9113	1.88%
	0786	1.22%
	9231	0.17%

Multiple Employer Plan Participating Employer Information

AlphaStaff Retirement Savings Plan

Employer Identification Number: 65-0314170

Plan Number: 333

For plan year (beginning/ending:

01/01/2016 - 12/31/2016

<i>(a) Name of participating employer</i>	<i>(b) EIN</i>	<i>(c) Percent of Total Contributions</i>
	4677	0.16%
	1869	0.72%
	6845	0.04%
	3160	1.38%
	3216	0.17%
	4562	0.57%
	4829	0.98%
	8657	0.15%
	4170	4.31%
	3737	0.23%
	1968	0.01%
	3467	1.31%
	0969	0.01%
	5863	4.16%
	1703	0.05%
	5984	1.88%

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 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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.) ☐ 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 ALPHASTAFF RETIREMENT SAVINGS PLAN	<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;">333</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1999</td> </tr> </table>	1b Three-digit plan number (PN) ▶	333	1c Effective date of plan 01/01/1999	
1b Three-digit plan number (PN) ▶	333				
1c Effective date of plan 01/01/1999					
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) ALPHASTAFF GROUP, INC. 800 CORPORATE DRIVE, SUITE 600 FT LAUDERDALE FL 33334	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 65-0314170</td> </tr> <tr> <td>2c Plan Sponsor's telephone number 954-267-1760</td> </tr> <tr> <td>2d Business code (see instructions) 561300</td> </tr> </table>	2b Employer Identification Number (EIN) 65-0314170	2c Plan Sponsor's telephone number 954-267-1760	2d Business code (see instructions) 561300	
2b Employer Identification Number (EIN) 65-0314170					
2c Plan Sponsor's telephone number 954-267-1760					
2d Business code (see instructions) 561300					

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

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

SIGN HERE	 Signature of plan administrator	<u>7/17/2017</u> Date	DAN FRANZBLAU Enter name of individual signing as plan administrator
SIGN HERE	 Signature of employer/plan sponsor	<u>7/17/2017</u> Date	DAN FRANZBLAU 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)			Preparer's telephone number

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 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 2016 This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a single-employer plan ☒ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☒ an amended return/report ☐ the final return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here. ☐	
D Check box if filing under:	
☐ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II Basic Plan Information—enter all requested information			
1a Name of plan ALPHASTAFF RETIREMENT SAVINGS PLAN	1b Three-digit plan number (PN) ▶	333	1c Effective date of plan 01/01/1999
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) ALPHASTAFF GROUP, INC. 800 CORPORATE DRIVE, SUITE 600 FT LAUDERDALE FL 33334			
2b Employer Identification Number (EIN) 65-0314170			
2c Plan Sponsor's telephone number 954-267-1760			
2d Business code (see instructions) 561300			

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

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

SIGN HERE		3/26/2018	DAVID RATTNER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		3/26/2018	DAVID RATTNER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE		3/26/2018	DAVID RATTNER
	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)			Preparer's telephone number

Plan Name: AlphaStaff Retirement Savings Plan	EIN: 65-0314170
	PN: 333

[illegible]



March 20, 2018

Department of Labor
Employee Benefits Security Administration
200 Constitution Avenue NW
Washington DC 20210

To Whom It May Concern:

Enclosed please find the Amended 2016 Form 5500 filing for AlphaStaff Group, Inc. ("AlphaStaff"). By way of background, AlphaStaff is a professional employer organization providing human resources, payroll, employee benefits, workers' compensation and other services to clients and their employees in a "co-employment relationship" with such clients. As part of our services, AlphaStaff sponsors the **AlphaStaff Retirement Savings Plan**, making these employee benefits available to its client companies and their employees. As required by the US Department of Labor, Employee Benefits Security Administration's ("EBSA") final Form 5500 Annual Return/Report Rule ("Rule"), AlphaStaff's Amended 2016 Form 5500 contains a list of participating AlphaStaff clients, identified by the last four digits of the client's FEIN, along with a good faith estimate of the percentage of total contributions made by such participating AlphaStaff clients.

We acknowledge that the regulations permit certain public disclosure of the information contained in Form 5500 filings, but please be advised that AlphaStaff treats its client list and client information as confidential and proprietary trade secret information. We urge the EBSA to keep confidential and not make public any client identification information, FEINs and contribution percentages as there is no legitimate purpose to publicly disclosing this information.

The Rule states that it is intended to provide the Department of Labor, Internal Revenue Service, the Pension Benefit Guaranty Corporation, and other federal agencies and branches of government with information and data to assess employee benefit, tax and economic trends and policies. While submission of Form 5500 satisfies this important purpose, *public disclosure* of the information contained therein far exceeds what is required to effectuate this goal. Furthermore, the Rule seeks to provide plan participants and beneficiaries with information, but as the Rule notes, AlphaStaff, as the administrator of a multi-employer plan, is already required to disclose to participants and beneficiaries a list of participating employers and records of the contributions. See 29 C.F.R. § 2520.102-3(b)(4)(i). Participants and beneficiaries may also request a complete copy of the plan's latest annual report. See 29 C.F.R. § 2520.102-3(t). As such, public disclosure of AlphaStaff's client list will not add any value or further any public policy objectives to enhance plan compliance. Public disclosure will, however, significantly damage AlphaStaff by revealing critical client information to parties, including AlphaStaff's competitors, who have no legitimate use for this information. We also note that any such public disclosure would potentially violate the federal government's own standards of ethical conduct with regard to improper disclosure and use of nonpublic information. See 5 C.F.R. § 2653.703.



In the spirit of cooperation and good faith compliance with the Rule, should you have any specific questions about any AlphaStaff client included in this Amended 2016 Form 5500 filing, please contact the undersigned directly.

Respectfully Submitted,

Sharee D. Eriks

Sharee D. Eriks, Esq.
Assistant General Counsel

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► AlphaStaff Retirement Savings Plan

Employer Identification Number: ► 65-0314170

For plan year (beginning/ending): ► 1/1/16-12/31/16

Plan number: ► 333

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	TD Ameritrade Trust Company	DBC US POWERSHARES DB COMMODITY IND		137,957
	TD Ameritrade Trust Company	FEDERATED INSTITUTIONAL HIGH YIELD BOND		440,048
	TD Ameritrade Trust Company	FIDELITY INSTITUTIONAL MONEY MARKET TREASURY		2,692,360
	TD Ameritrade Trust Company	ISHARES COMEX GOLD TR ISHARES ETF		417,163
	TD Ameritrade Trust Company	FIDELITY SPARTAN INTERNATIONAL INDEX ADV		4,948,619
	TD Ameritrade Trust Company	ISHARES S&P/CITI INT TRE BND.		482,724
	TD Ameritrade Trust Company	MORLEY STABLE VALUE 150		817,087
	TD Ameritrade Trust Company	OPPENHEIMER DEVELOPING MARKETS I		1,752,100
	TD Ameritrade Trust Company	PIMCO TOTAL RETURN INSTITUTIONAL		2,708,179
	TD Ameritrade Trust Company	TD AMERITRADE SDBA		2,016,401
	TD Ameritrade Trust Company	TD BANK USA MMDA		158,800
	TD Ameritrade Trust Company	VANGUARD BALANCED INDEX ADMIRAL SHARES		934,040
	TD Ameritrade Trust Company	VANGUARD BOND INDEX ETFS LONG TERM BOND		494,056
	TD Ameritrade Trust Company	VANGUARD GROWTH INDEX-		3,657,998
	TD Ameritrade Trust Company	VANGUARD INFLATION PROTECTED SECURITIES		704,717
	TD Ameritrade Trust Company	VANGUARD INSTITUTIONAL INDEX FUND INST'L		8,500,369
	TD Ameritrade Trust Company	VANGUARD INTERMEDIATE-TERM GOVT BOND IND		236,772
	TD Ameritrade Trust Company	VANGUARD MID CAP INDEX FUND INSTITUTIONAL		6,551,471
	TD Ameritrade Trust Company	VANGUARD REIT INDEX FUND ADMIRAL SHARES		895,030
	TD Ameritrade Trust Company	VANGUARD SHORT TERM BOND INDEX FUND ADMIRAL SHARES		535,347
	TD Ameritrade Trust Company	VANGUARD SMALL CAP INDEX-		4,096,567
	TD Ameritrade Trust Company	VANGUARD TARGET RETIREMENT 2015		5,268,200
	TD Ameritrade Trust Company	VANGUARD TARGET RETIREMENT 2025 FUND		9,665,915
	TD Ameritrade Trust Company	VANGUARD TARGET RETIREMENT 2035 FUND		8,731,815
	TD Ameritrade Trust Company	VANGUARD TARGET RETIREMENT 2045 FUND		4,037,103
	TD Ameritrade Trust Company	VANGUARD TARGET RETIREMENT 2055 FUND		766,929
	TD Ameritrade Trust Company	VANGUARD TARGET RETIREMENT INCOME FUND		1,270,914
	TD Ameritrade Trust Company	VANGUARD TOTAL BOND MARKET INDEX ADMIRAL		1,912,235
	TD Ameritrade Trust Company	VANGUARD VALUE INDEX-		2,285,615
	Participant loans	2.25% - 9.25%		1,573,871