Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [X] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MOTIVATING GRAPHICS 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/2005

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
MOTIVATING GRAPHICS, INC.

3100 EAGLE PARKWAY
FORT WORTH, TX 76177

2b Employer Identification Number (EIN) 65-0617372

2c Sponsor's telephone number 817-491-4788

2d Business code (see instructions) 323100

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.	10/17/2011	EDWARD YEATON
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
MOTIVATING GRAPHICS, INC.

3100 EAGLE PARKWAY
FORT WORTH, TX 76177

3b Administrator's EIN
65-0617372

3c Administrator's telephone number
817-491-4788

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**	190
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	182
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	6
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	188
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	188
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	50
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2G 2J 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	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)	X	**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)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MOTIVATING GRAPHICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
MOTIVATING GRAPHICS, INC.

D Employer Identification Number (EIN)
65-0617372

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.

1 Coverage Information:

(a) Name of insurance carrier
HARTFORD 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
06-0974148	88072	GA-028222	50	01/01/2009	12/31/2009

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
1745	0

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

MONEY CONCEPTS INTNTL INC
11440 JOG ROAD
PALM BEACH GARDENS, FL 33418

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
1745			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		
	(c) Amount	(d) Purpose	(e) Organization code

(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	55031
5	Current value of plan's interest under this contract in separate accounts at year end	5	362336

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.	6d	

Specify nature of costs ▶

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 ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	33294
c	Additions: (1) Contributions deposited during the year	7c(1)	13100		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	1519		
	(4) Transferred from separate account	7c(4)	14846		
	(5) Other (specify below)	7c(5)	0		
	▶				
	(6) Total additions			7c(6)	29465
d	Total of balance and additions (add **b** and **c(6)**)			7d	62759
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	7503		
	(2) Administration charge made by carrier	7e(2)	225		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	7728
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	55031

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 organization(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 **c(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, item 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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MOTIVATING GRAPHICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MOTIVATING GRAPHICS, INC.

D Employer Identification Number (EIN)
65-0617372

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] 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

HARTFORD LIFE INS. CO.

06-0974148

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

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

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

HARTFORD LIFE INS. CO.

06-0974148

(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?
62 64 66	NONE	1026	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name: SAVILLE DODGEN & CO P.L.L.C.	**b** EIN: 75-2310637	
c Position: AUDITOR		
d Address: 700 N. PEARL STREET #1100 DALLAS, TX 75201	**e** Telephone: 214-922-9727	

Explanation: CHANGE OF EXTERNAL AUDITORS

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

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MOTIVATING GRAPHICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MOTIVATING GRAPHICS, INC.

D Employer Identification Number (EIN)
65-0617372

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: HARTFORD ADVANTAGE TK

b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

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)
06-0974148-000	P	362336

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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)

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 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 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 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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MOTIVATING GRAPHICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MOTIVATING GRAPHICS, INC.

D Employer Identification Number (EIN)
65-0617372

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
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)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	0	0
(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)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(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)	248248	362336
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	33294	55031
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	281542	417367
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	281542	417367

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)	0	
	(B) Participants	2a(1)(B)	99053	
	(C) Others (including rollovers)	2a(1)(C)	1950	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		101003
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(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)	0	
	(F) Other	2b(1)(F)	1519	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1519
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		70275
(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)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		172797
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	35946	
(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)		35946
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1026	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1026
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		36972
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		135825
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: WHITLEY PENN LLP (2) EIN: 75-2393478

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	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		1000
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			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
MOTIVATING GRAPHICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MOTIVATING GRAPHICS, INC.

D Employer Identification Number (EIN)
65-0617372

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): 06-0974148

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** 0

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a** 0

b Enter the amount contributed by the employer to the plan for this plan year **6b** 0

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** 0

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

MOTIVATING GRAPHICS
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2010, 2009, and 2008
with Report of Independent Auditors

MOTIVATING GRAPHICS
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2010, 2009, and 2008

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Form 5500, Schedule H, Line 4i - Schedule of Assets
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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

REPORT OF INDEPENDENT AUDITORS

To the Trustee and Plan Administrator of the
Motivating Graphics 401(k) Retirement Plan

We were engaged to audit the financial statements of the Motivating Graphics 401(k) Retirement Plan as of December 31, 2010 and 2009, and for the years then ended, and the supplemental schedules as of December 31, 2010 and 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2008, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the custodian. Their report, dated October 8, 2009, indicated that (*a*) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (*b*) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information which was certified by Hartford Life Insurance Company, the custodian of the Plan, except for comparing the investment information described in Note F with the related information included in the financial statements and supplemental schedules. 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, 2010 and 2009, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Whitley Penn LLP

Fort Worth, Texas
October 7, 2011

MOTIVATING GRAPHICS 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,		
	2010	**2009**	**2008**
Assets			
Investments, at fair value:			
Shares of registered investment companies:			
Mutual funds	$ 436,177	$ 362,336	$ 248,248
Group annuity contract	66,842	55,031	33,294
Total investments at fair value	503,019	417,367	281,542
Participant contributions receivable	-	-	2,636
Net assets available for benefits	$ 503,019	$ 417,367	$ 284,178

See accompanying notes to financial statements.

MOTIVATING GRAPHICS 401(k) RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,		
	2010	**2009**	**2008**
Additions to Net Assets			
Investment income (loss):			
Net realized and unrealized gains (losses) on investments	$ 56,562	$ 71,794	$(119,231)
Total investment income (loss)	56,562	71,794	(119,231)
Contributions:			
Participant	83,812	96,417	124,840
Rollover	-	1,950	-
Total contributions	83,812	98,367	124,840
Total additions to net assets	140,374	170,161	5,609
Deductions from Net Assets			
Benefits paid to participants	53,786	35,946	39,369
Administrative expenses	936	1,026	1,180
Total deductions from net assets	54,722	36,972	40,549
Net increase (decrease) in net assets available for benefits	85,652	133,189	(34,940)
Net assets available for benefits at beginning of year	417,367	284,178	319,118
Net assets available for benefits at end of year	$ 503,019	$ 417,367	$ 284,178

See accompanying notes to financial statements.

MOTIVATING GRAPHICS 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010, 2009, and 2008

A. Description of the Plan

General

The following brief description of the Motivating Graphics 401(k) Retirement Plan (the "Plan") is provided for general information purposes only. The Plan is sponsored by Motivating Graphics, Inc. ("MG Inc.") Participants should refer to the Plan document for more complete information. The corporate offices of MG Inc. are located in Fort Worth, Texas.

The Plan was effective April 1, 2005, restated effective January 1, 2009, and is a defined contribution plan available to all employees of MG Inc. as well as related employers of MG Inc.'s controlled group of employers (collectively the "Company"), who have attained age 18 and completed three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The purpose of the Plan is to encourage the Company's employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement, or in the event of death.

Contributions

Participants may contribute up to 100% of their pre-tax annual compensation, as defined by the Plan. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the "Code"). Eligible participants may make a rollover contribution to the Plan.

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the year may make catch-up contributions in accordance with, and subject to the limitations imposed by the Code.

The Company may make discretionary matching contributions to the Plan as determined annually by management. During 2010, 2009 and 2008, the Company did not make discretionary matching contributions to the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of: (a) the Company's matching contribution, if any; (b) Plan earnings; and, (c) forfeitures of terminated participants' non-vested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

A. Description of the Plan – continued

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company matching contribution portion of accounts, plus actual earnings thereon is as follows:

Years of Service	Vested Percentage
Less than 1 year	0%
1 year, less than 2 years	20%
2 years, less than 3 years	40%
3 years, less than 4 years	60%
4 years, less than 5 years	80%
5 or more years	100%

In the event of disability, normal retirement, or death, a participant will become fully vested.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. Benefits are distributed in the form of rollovers or lump sum payments. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited.

A participant may receive a hardship distribution from salary reduction contributions if the distribution is: (1) on account of uninsured medical expenses incurred by the participant, their spouse or dependents; (2) to purchase (excluding mortgage payments) a principal residence of the participant; (3) for the payment of post-secondary tuition expenses; (4) needed to prevent eviction of the participant from their principal residence or foreclosure upon the mortgage of the participant's principal residence, (5) funeral or burial expenses; or (6) repairs to a principal residence for which a casualty loss deduction would be available.

Forfeitures

Forfeited balances of terminated participants' non-vested accounts are used to offset Company matching contributions or plan expenses. There were no forfeitures in the Plan during the years ended December 31, 2010, 2009, or 2008.

Investment Options

Upon enrollment in the Plan, a participant may direct their salary deferrals and Company matching contributions in 1% increments into any of the Plan's investment options.

A. Description of the Plan – continued

Plan Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. In accordance with Plan provisions, the Company pays substantially all costs relating to asset charges and recordkeeping. All significant administrative expenses are paid by the Company and are not reflected in the accompanying financial statements.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan as of and for the years ended December 31, 2010 and 2009 are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. The financial statements of the Plan as of and for the year ended December 31, 2008 are prepared under the modified-cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. The change from modified cash basis to accrual basis had no impact on the financial statements.

Use of Estimates

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

Contributions

Contributions from the participants and Company, if any, are accrued in the period in which they are deducted, in accordance with salary deferral agreements and as they become obligations of the Company, as determined by the plan administrator.

Investment Valuation and Income

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 820, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value, and requires certain disclosures about assets and liabilities measured at fair value. The Plan adopted FASB ASC Topic No. 820 effective January 1, 2008, and such adoption did not have a material impact on the financial statements of the Plan. For information related to the Plan's valuation methodologies under FASB ASC 820, see Note D of these financial statements.

B. Summary of Significant Accounting Policies – continued

Investment Valuation and Income – continued

Purchases and sales of securities are reflected on a trade-date basis. The net realized and unrealized gains and losses include realized gains and losses on sales of investments during the year and unrealized increases and decreases in the market value of investments held at year end, which are allocated to participant accounts on a daily basis.

Payment of Benefits

Benefits are recorded when paid.

Recently Issued Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update ("ASU") 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amended FASB ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 became effective for reporting periods beginning after December 15, 2009 and was adopted by the Plan during the year ended December 31, 2010.

In June 2009, the FASB issued a standard which established the FASB ASC as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with accounting principles generally accepted in the United States of America. The ASC was effective for financial statements issued for annual periods ending after September 15, 2009, and was adopted by the Plan in the year ended December 31, 2009. Adoption of this standard did not impact the Plan's financial statements.

In October 2008, the FASB issued FASB ASC Topic No. 855, *Subsequent Events*, which requires management to evaluate subsequent events through the date the financial statements are issued, or are available to be issued as defined in the guidance. It also requires the Plan to disclose in the financial statements, the date through which subsequent events have been evaluated.

B. Summary of Significant Accounting Policies – continued

Reclassifications

Certain 2008 amounts have been reclassified to conform to the 2009 and 2010 presentation.

C. Investments

Investments that represent 5% or more of net assets available for benefits at December 31 are as follows:

	2010	2009	2008
Goldman Sachs Mid Cap Value A	$ 125,938	$ 86,010	$ 47,517
The Hartford Fixed Account	66,842	55,031	33,294
AllianceBernstein Growth & Income A	50,633	41,475	23,989
Eaton Vance Large Cap Value	42,315	32,295	22,531
BlackRock LifePath 2020 A	30,909	23,690	20,066
Thornburg Value R3	29,815	23,347	**
Pioneer High Yield A	27,149	21,327	**
BlackRock LifePath 2040 A	**	33,353	25,723
BlackRock LifePath 2030 A	**	**	22,306

** Represents less than 5% of the Plan's net assets available for benefits.

The net realized and unrealized gains (losses) on investments of $56,562, $71,794, and ($119,231) for the years ended December 31, 2010, 2009 and 2008, respectively, were comprised primarily from mutual funds.

D. Fair Value Measurements

FASB ASC Topic No. 820 defines fair value as 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 and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC Topic No. 820 are as follows:

- Level 1 – Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities as of the reporting date. The fair values of the mutual funds are considered Level 1 investments as they have readily available quoted prices in active markets.

D. Fair Value Measurements – continued

- Level 2 – Pricing inputs are observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability. The fair value of the group annuity contract is considered Level 2 as its fair value is determined by values reported by the Plan's third-party custodian and transaction prices before and after the Plan's year-end.

- Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value. The Plan has no Level 3 investments.

The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2010, 2009, and 2008:

	2010		
	Level 1	**Level 2**	**Total**
Mutual funds:			
Mid-cap value	$ 125,938	$ -	$ 125,938
Large value	92,948	-	92,948
Target date retirement	49,163	-	49,163
Large blend	46,747	-	46,747
Fixed income	37,401	-	37,401
Foreign	32,810	-	32,810
Moderate allocation	12,621	-	12,621
Natural resources	10,371	-	10,371
Mid-cap blend	6,494	-	6,494
Small-cap growth	6,487	-	6,487
Retirement income	6,337	-	6,337
Mid-cap growth	5,221	-	5,221
Small-cap value	3,639	-	3,639
Group annuity contract	-	66,842	66,842
Total investments at fair value	$ 436,177	$ 66,842	$ 503,019

D. Fair Value Measurements – continued

	2009		
	Level 1	**Level 2**	**Total**
Mutual funds:			
Mid-cap value	$ 86,010	$ -	$ 86,010
Large value	73,770	-	73,770
Target date retirement	66,315	-	66,315
Large blend	36,249	-	36,249
Fixed income	36,862	-	36,862
Foreign	23,106	-	23,106
Moderate allocation	10,046	-	10,046
Natural resources	6,121	-	6,121
Mid-cap blend	5,183	-	5,183
Small-cap growth	4,493	-	4,493
Retirement income	7,912	-	7,912
Mid-cap growth	4,452	-	4,452
Small-cap value	1,817	-	1,817
Group annuity contract	-	55,031	55,031
Total investments at fair value	$ 362,336	$ 55,031	$ 417,367

	2008		
	Level 1	**Level 2**	**Total**
Mutual funds:			
Mid-cap value	$ 47,516	$ -	$ 47,516
Large value	47,968	-	47,968
Target date retirement	73,791	-	73,791
Large blend	23,559	-	23,559
Fixed income	17,724	-	17,724
Foreign	16,361	-	16,361
Moderate allocation	7,691	-	7,691
Natural resources	2,886	-	2,886
Mid-cap blend	3,861	-	3,861
Small-cap growth	87	-	87
Mid-cap growth	3,478	-	3,478
Small-cap value	3,326	-	3,326
Group annuity contract	-	33,294	33,294
Total investments at fair value	$ 248,248	$ 33,294	$ 281,542

E. Group Annuity Contract

The group annuity contract (the "Contract") with Hartford Life Insurance Company (the "Custodian") is a general account and is subject to claims of the Custodian's general creditors. The Custodian credits interest on contributions made to the Contract at a determined declared rate and the Custodian guarantees a minimum rate of interest. The declared interest rate was 3.00% for 2010, 2009, and 2008. At December 31, 2010, 2009, and 2008, contract value approximated fair value.

F. Information Certified by the Custodian

The plan administrator 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, as permitted under such election, the plan administrator limited auditing procedures with respect to the investment information certified by the Custodian, which included total investments as of December 31, 2010, 2009 and 2008, the total investment income (loss) for the years ended December 31, 2010, 2009 and 2008, and all information included in the supplemental Form 5500, schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2010 and 2009.

G. Tax Status

The Company has adopted a non-standardized prototype plan and trust document on which the Internal Revenue Service ("IRS") has issued an opinion letter, dated March 31, 2008, stating that the Plan, as then designed, was in compliance with the applicable requirements of the Code. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2010, 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; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examination for years prior to 2007.

H. Parties-in-Interest Transactions

The Plan invests in shares of a group annuity contract managed by the Custodian and acts as custodian for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

I. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, all amounts credited to participant's accounts will become 100% vested.

J. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2008, per the accompanying financial statements to the Form 5500:

	2008
Net assets available for benefits per the financial statements	$ 284,178
Participant contribution receivable per the financial statements	(2,636)
Net assets available for benefits per the Form 5500	$ 281,542

There were no reconciling items from the net assets available for benefits per the financial statements to the net assets available for benefits per the Form 5500 as of December 31, 2010 or 2009.

J. Reconciliation of Financial Statements to Form 5500 – continued

The following is a reconciliation of the net increase (decrease) in assets available for benefits for the years ended December 31, 2009 and 2008, per the accompanying financial statements to the Form 5500:

	2009	2008
Net increase (decrease) in assets available for benefits per the financial statements	$ 133,189	$ (34,940)
Current year participant contributions receivable per financial statements	-	(2,636)
Prior year participant contributions receivable per financial statements	2,636	2,325
Net increase (decrease) in net assets available for benefits per the Form 5500	$ 135,825	$ (35,251)

There were no reconciling items from the net increase in net assets available for benefits per the financial statements to the net increase in net assets available for benefits per the Form 5500 for the year ended December 31, 2010.

The reconciling items noted above are due to the difference in the method of accounting used in preparing the Form 5500 as compared to the Plan's financial statements. The cash basis of accounting was used in 2010, 2009, and 2008 in preparing the Form 5500, whereas the Plan's financial statements have been prepared on the accrual basis of accounting as required by accounting principles generally accepted in the United States of America.

K. Subsequent Events

In preparing the accompanying financial statements, management has evaluated all subsequent events and transactions for potential recognition or disclosure through October 7, 2011, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULES

MOTIVATING GRAPHICS 401(k) RETIREMENT PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2010

EIN: 65-0617372
Plan #: 001

(a)	**(b)** Identity of issuer, 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
	Goldman Sachs	Mid Cap Value A	**	$ 125,938
*	The Hartford	Fixed Account	**	66,842
	AllianceBernstein	Growth & Income A	**	50,633
	Eaton Vance	Large Cap Value	**	42,315
	BlackRock	LifePath 2020 A	**	30,909
	Thornburg	Value R3	**	29,815
	Pioneer	High Yield A	**	27,149
	BlackRock	LifePath 2040 A	**	16,352
	American Funds	Europacific R3	**	13,451
	MFS	Total Return A	**	12,621
	Davis	New York Venture A	**	12,273
	MFS	International New Discovery A	**	10,907
	BlackRock	Natural Resources Trust	**	10,371
	Lord Abbett	Bond Debenture P	**	7,576
	AIM	Mid Cap Core Equity	**	6,494
	BlackRock	LifePath Retirement A	**	6,337
	Pioneer	Growth Opportunities A	**	5,460
	Thornburg	International Value R3	**	5,325
	Federated	Kaufmann K	**	5,221
	Eaton Vance	Dividend Builder A	**	4,659
	Goldman Sachs	Small Cap Value A	**	3,639
	Pimco	Total Return A	**	2,676
	Templeton	Foreign	**	2,114
	BlackRock	LifePath 2030 A	**	1,902
	Legg Mason	Clearbridge Small Cap Growth A	**	1,027
	American Funds	New Perspective R3	**	997
	Oppenheimer	International Bond A	**	16
				$503,019

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

MOTIVATING GRAPHICS 401(k) RETIREMENT PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

EIN: 65-0617372
Plan #: 001

(a)	**(b)** Identity of issuer, 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
	Goldman Sachs	Mid Cap Value A	**	$ 86,010
*	The Hartford	Fixed Account	**	55,031
	AllianceBernstein	Growth & Income A	**	41,475
	BlackRock	LifePath 2040 A	**	33,353
	Eaton Vance	Large Cap Value	**	32,295
	BlackRock	LifePath 2020 A	**	23,690
	Thornburg	Value R3	**	23,347
	Pioneer	High Yield A	**	21,327
	American Funds	Europacific R3	**	10,597
	Pimco	Total Return A	**	10,212
	MFS	Total Return A	**	10,046
	BlackRock	LifePath 2030 A	**	9,272
	Davis	New York Venture A	**	8,872
	BlackRock	LifePath Retirement A	**	7,912
	MFS	International New Discovery A	**	7,158
	BlackRock	Natural Resources Trust	**	6,121
	Lord Abbett	Bond Debenture P	**	5,323
	AIM	Mid Cap Core Equity	**	5,183
	Thornburg	International Value R3	**	4,745
	Federated	Kaufmann K	**	4,452
	Eaton Vance	Dividend Builder A	**	4,030
	Pioneer	Growth Opportunities A	**	3,872
	Goldman Sachs	Small Cap Value A	**	1,817
	Legg Mason	Clearbridge Small Cap Growth A	**	621
	Templeton	Foreign	**	367
	American Funds	New Perspective R3	**	220
	Oppenheimer	International Bond A	**	19
				$417,367

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Motivating Graphics 401(k) Retirement Plan **EIN:** 65-0617372
Plan Sponsor's Name Motivating Graphics, Inc. **PN:** 001

(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
	AIM MID CAP CORE EQUIT	OTHER INVESTMENTS	5,049	5,183
	ALLIANCEBERNSTEIN GR&I	OTHER INVESTMENTS	44,649	41,475
	AMERICAN FUNDS EUROPAC	OTHER INVESTMENTS	10,818	10,597
	AMERICAN FUNDS NEW PRS	OTHER INVESTMENTS	216	220
	BLACKROCK NATURAL RESR	OTHER INVESTMENTS	5,867	6,121
	DAVIS NEW YORK VENTURE	OTHER INVESTMENTS	9,160	8,872
	EATON VANCE DIVIDEND B	OTHER INVESTMENTS	4,690	4,030

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Motivating Graphics 401(k) Retirement Pl **EIN:** 65-0617372
Plan Sponsor's Name Motivating Graphics, Inc. **PN:** 001

(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
	EATON VANCE LARGE-CAP	OTHER INVESTMENTS	35,065	32,295
	FEDERATED KAUFMANN	OTHER INVESTMENTS	4,833	4,452
	FIXED ACCOUNT	OTHER INVESTMENTS	52,057	55,031
	GOLDMAN SACHS MID CAP	OTHER INVESTMENTS	86,396	86,010
	GOLDMAN SACHS SMALL CA	OTHER INVESTMENTS	1,729	1,817
	LIFEPATH 2020	OTHER INVESTMENTS	22,548	23,690
	LIFEPATH 2030	OTHER INVESTMENTS	7,837	9,272

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Motivating Graphics 401(k) Retirement Pl **EIN:** 65-0617372
Plan Sponsor's Name Motivating Graphics, Inc. **PN:** 001

(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
	LIFEPATH 2040	OTHER INVESTMENTS	35,042	33,353
	LIFEPATH RETIREMENT	OTHER INVESTMENTS	7,872	7,912
	LM CLEARBRIDGE SC GROW	OTHER INVESTMENTS	552	620
	LORD ABBETT BOND DEBEN	OTHER INVESTMENTS	4,606	5,323
	MFS INTERNATIONAL NEW	OTHER INVESTMENTS	7,397	7,158
	MFS TOTAL RETURN	OTHER INVESTMENTS	10,271	10,046
	OPPENHEIMER INTERNATIO	OTHER INVESTMENTS	17	18

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Motivating Graphics 401(k) Retirement Pl **EIN:** 65-0617372
Plan Sponsor's Name Motivating Graphics, Inc. **PN:** 001

(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
	PIMCO TOTAL RETURN	OTHER INVESTMENTS	9,392	10,212
	PIONEER GROWTH OPPORTU	OTHER INVESTMENTS	3,604	3,872
	PIONEER HIGH YIELD	OTHER INVESTMENTS	18,915	21,327
	TEMPLETON FOREIGN	OTHER INVESTMENTS	365	367
	THORNBURG INTERNATIONA	OTHER INVESTMENTS	4,833	4,745
	THORNBURG VALUE	OTHER INVESTMENTS	22,975	23,347

MOTIVATING GRAPHICS
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2010, 2009, and 2008
with Report of Independent Auditors

MOTIVATING GRAPHICS
401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2010, 2009, and 2008

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

REPORT OF INDEPENDENT AUDITORS

To the Trustee and Plan Administrator of the
Motivating Graphics 401(k) Retirement Plan

We were engaged to audit the financial statements of the Motivating Graphics 401(k) Retirement Plan as of December 31, 2010 and 2009, and for the years then ended, and the supplemental schedules as of December 31, 2010 and 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2008, were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the custodian. Their report, dated October 8, 2009, indicated that (*a*) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (*b*) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information which was certified by Hartford Life Insurance Company, the custodian of the Plan, except for comparing the investment information described in Note F with the related information included in the financial statements and supplemental schedules. 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, 2010 and 2009, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Whitley Penn LLP

Fort Worth, Texas
October 7, 2011

MOTIVATING GRAPHICS 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,		
	2010	**2009**	**2008**
Assets			
Investments, at fair value:			
Shares of registered investment companies:			
Mutual funds	$ 436,177	$ 362,336	$ 248,248
Group annuity contract	66,842	55,031	33,294
Total investments at fair value	503,019	417,367	281,542
Participant contributions receivable	-	-	2,636
Net assets available for benefits	$ 503,019	$ 417,367	$ 284,178

See accompanying notes to financial statements.

MOTIVATING GRAPHICS 401(k) RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,		
	2010	**2009**	**2008**
Additions to Net Assets			
Investment income (loss):			
Net realized and unrealized gains (losses) on investments	$ 56,562	$ 71,794	$(119,231)
Total investment income (loss)	56,562	71,794	(119,231)
Contributions:			
Participant	83,812	96,417	124,840
Rollover	-	1,950	-
Total contributions	83,812	98,367	124,840
Total additions to net assets	140,374	170,161	5,609
Deductions from Net Assets			
Benefits paid to participants	53,786	35,946	39,369
Administrative expenses	936	1,026	1,180
Total deductions from net assets	54,722	36,972	40,549
Net increase (decrease) in net assets available for benefits	85,652	133,189	(34,940)
Net assets available for benefits at beginning of year	417,367	284,178	319,118
Net assets available for benefits at end of year	$ 503,019	$ 417,367	$ 284,178

See accompanying notes to financial statements.

MOTIVATING GRAPHICS 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010, 2009, and 2008

A. Description of the Plan

General

The following brief description of the Motivating Graphics 401(k) Retirement Plan (the "Plan") is provided for general information purposes only. The Plan is sponsored by Motivating Graphics, Inc. ("MG Inc.") Participants should refer to the Plan document for more complete information. The corporate offices of MG Inc. are located in Fort Worth, Texas.

The Plan was effective April 1, 2005, restated effective January 1, 2009, and is a defined contribution plan available to all employees of MG Inc. as well as related employers of MG Inc.'s controlled group of employers (collectively the "Company"), who have attained age 18 and completed three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The purpose of the Plan is to encourage the Company's employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement, or in the event of death.

Contributions

Participants may contribute up to 100% of their pre-tax annual compensation, as defined by the Plan. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the "Code"). Eligible participants may make a rollover contribution to the Plan.

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the year may make catch-up contributions in accordance with, and subject to the limitations imposed by the Code.

The Company may make discretionary matching contributions to the Plan as determined annually by management. During 2010, 2009 and 2008, the Company did not make discretionary matching contributions to the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of: (a) the Company's matching contribution, if any; (b) Plan earnings; and, (c) forfeitures of terminated participants' non-vested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

A. Description of the Plan – continued

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company matching contribution portion of accounts, plus actual earnings thereon is as follows:

Years of Service	Vested Percentage
Less than 1 year	0%
1 year, less than 2 years	20%
2 years, less than 3 years	40%
3 years, less than 4 years	60%
4 years, less than 5 years	80%
5 or more years	100%

In the event of disability, normal retirement, or death, a participant will become fully vested.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. Benefits are distributed in the form of rollovers or lump sum payments. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited.

A participant may receive a hardship distribution from salary reduction contributions if the distribution is: (1) on account of uninsured medical expenses incurred by the participant, their spouse or dependents; (2) to purchase (excluding mortgage payments) a principal residence of the participant; (3) for the payment of post-secondary tuition expenses; (4) needed to prevent eviction of the participant from their principal residence or foreclosure upon the mortgage of the participant's principal residence, (5) funeral or burial expenses; or (6) repairs to a principal residence for which a casualty loss deduction would be available.

Forfeitures

Forfeited balances of terminated participants' non-vested accounts are used to offset Company matching contributions or plan expenses. There were no forfeitures in the Plan during the years ended December 31, 2010, 2009, or 2008.

Investment Options

Upon enrollment in the Plan, a participant may direct their salary deferrals and Company matching contributions in 1% increments into any of the Plan's investment options.

A. Description of the Plan – continued

Plan Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. In accordance with Plan provisions, the Company pays substantially all costs relating to asset charges and recordkeeping. All significant administrative expenses are paid by the Company and are not reflected in the accompanying financial statements.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan as of and for the years ended December 31, 2010 and 2009 are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. The financial statements of the Plan as of and for the year ended December 31, 2008 are prepared under the modified-cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. The change from modified cash basis to accrual basis had no impact on the financial statements.

Use of Estimates

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

Contributions

Contributions from the participants and Company, if any, are accrued in the period in which they are deducted, in accordance with salary deferral agreements and as they become obligations of the Company, as determined by the plan administrator.

Investment Valuation and Income

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 820, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value, and requires certain disclosures about assets and liabilities measured at fair value. The Plan adopted FASB ASC Topic No. 820 effective January 1, 2008, and such adoption did not have a material impact on the financial statements of the Plan. For information related to the Plan's valuation methodologies under FASB ASC 820, see Note D of these financial statements.

B. Summary of Significant Accounting Policies – continued

Investment Valuation and Income – continued

Purchases and sales of securities are reflected on a trade-date basis. The net realized and unrealized gains and losses include realized gains and losses on sales of investments during the year and unrealized increases and decreases in the market value of investments held at year end, which are allocated to participant accounts on a daily basis.

Payment of Benefits

Benefits are recorded when paid.

Recently Issued Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update ("ASU") 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amended FASB ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 became effective for reporting periods beginning after December 15, 2009 and was adopted by the Plan during the year ended December 31, 2010.

In June 2009, the FASB issued a standard which established the FASB ASC as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with accounting principles generally accepted in the United States of America. The ASC was effective for financial statements issued for annual periods ending after September 15, 2009, and was adopted by the Plan in the year ended December 31, 2009. Adoption of this standard did not impact the Plan's financial statements.

In October 2008, the FASB issued FASB ASC Topic No. 855, *Subsequent Events*, which requires management to evaluate subsequent events through the date the financial statements are issued, or are available to be issued as defined in the guidance. It also requires the Plan to disclose in the financial statements, the date through which subsequent events have been evaluated.

B. Summary of Significant Accounting Policies – continued

Reclassifications

Certain 2008 amounts have been reclassified to conform to the 2009 and 2010 presentation.

C. Investments

Investments that represent 5% or more of net assets available for benefits at December 31 are as follows:

	2010	2009	2008
Goldman Sachs Mid Cap Value A	$ 125,938	$ 86,010	$ 47,517
The Hartford Fixed Account	66,842	55,031	33,294
AllianceBernstein Growth & Income A	50,633	41,475	23,989
Eaton Vance Large Cap Value	42,315	32,295	22,531
BlackRock LifePath 2020 A	30,909	23,690	20,066
Thornburg Value R3	29,815	23,347	**
Pioneer High Yield A	27,149	21,327	**
BlackRock LifePath 2040 A	**	33,353	25,723
BlackRock LifePath 2030 A	**	**	22,306

** Represents less than 5% of the Plan's net assets available for benefits.

The net realized and unrealized gains (losses) on investments of $56,562, $71,794, and ($119,231) for the years ended December 31, 2010, 2009 and 2008, respectively, were comprised primarily from mutual funds.

D. Fair Value Measurements

FASB ASC Topic No. 820 defines fair value as 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 and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC Topic No. 820 are as follows:

- Level 1 – Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities as of the reporting date. The fair values of the mutual funds are considered Level 1 investments as they have readily available quoted prices in active markets.

D. Fair Value Measurements – continued

- Level 2 – Pricing inputs are observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability. The fair value of the group annuity contract is considered Level 2 as its fair value is determined by values reported by the Plan's third-party custodian and transaction prices before and after the Plan's year-end.

- Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value. The Plan has no Level 3 investments.

The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2010, 2009, and 2008:

	2010		
	Level 1	**Level 2**	**Total**
Mutual funds:			
Mid-cap value	$ 125,938	$ -	$ 125,938
Large value	92,948	-	92,948
Target date retirement	49,163	-	49,163
Large blend	46,747	-	46,747
Fixed income	37,401	-	37,401
Foreign	32,810	-	32,810
Moderate allocation	12,621	-	12,621
Natural resources	10,371	-	10,371
Mid-cap blend	6,494	-	6,494
Small-cap growth	6,487	-	6,487
Retirement income	6,337	-	6,337
Mid-cap growth	5,221	-	5,221
Small-cap value	3,639	-	3,639
Group annuity contract	-	66,842	66,842
Total investments at fair value	$ 436,177	$ 66,842	$ 503,019

D. Fair Value Measurements – continued

	2009		
	Level 1	**Level 2**	**Total**
Mutual funds:			
Mid-cap value	$ 86,010	$ -	$ 86,010
Large value	73,770	-	73,770
Target date retirement	66,315	-	66,315
Large blend	36,249	-	36,249
Fixed income	36,862	-	36,862
Foreign	23,106	-	23,106
Moderate allocation	10,046	-	10,046
Natural resources	6,121	-	6,121
Mid-cap blend	5,183	-	5,183
Small-cap growth	4,493	-	4,493
Retirement income	7,912	-	7,912
Mid-cap growth	4,452	-	4,452
Small-cap value	1,817	-	1,817
Group annuity contract	-	55,031	55,031
Total investments at fair value	$ 362,336	$ 55,031	$ 417,367

	2008		
	Level 1	**Level 2**	**Total**
Mutual funds:			
Mid-cap value	$ 47,516	$ -	$ 47,516
Large value	47,968	-	47,968
Target date retirement	73,791	-	73,791
Large blend	23,559	-	23,559
Fixed income	17,724	-	17,724
Foreign	16,361	-	16,361
Moderate allocation	7,691	-	7,691
Natural resources	2,886	-	2,886
Mid-cap blend	3,861	-	3,861
Small-cap growth	87	-	87
Mid-cap growth	3,478	-	3,478
Small-cap value	3,326	-	3,326
Group annuity contract	-	33,294	33,294
Total investments at fair value	$ 248,248	$ 33,294	$ 281,542

E. Group Annuity Contract

The group annuity contract (the "Contract") with Hartford Life Insurance Company (the "Custodian") is a general account and is subject to claims of the Custodian's general creditors. The Custodian credits interest on contributions made to the Contract at a determined declared rate and the Custodian guarantees a minimum rate of interest. The declared interest rate was 3.00% for 2010, 2009, and 2008. At December 31, 2010, 2009, and 2008, contract value approximated fair value.

F. Information Certified by the Custodian

The plan administrator 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, as permitted under such election, the plan administrator limited auditing procedures with respect to the investment information certified by the Custodian, which included total investments as of December 31, 2010, 2009 and 2008, the total investment income (loss) for the years ended December 31, 2010, 2009 and 2008, and all information included in the supplemental Form 5500, schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2010 and 2009.

G. Tax Status

The Company has adopted a non-standardized prototype plan and trust document on which the Internal Revenue Service ("IRS") has issued an opinion letter, dated March 31, 2008, stating that the Plan, as then designed, was in compliance with the applicable requirements of the Code. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2010, 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; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examination for years prior to 2007.

H. Parties-in-Interest Transactions

The Plan invests in shares of a group annuity contract managed by the Custodian and acts as custodian for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

I. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, all amounts credited to participant's accounts will become 100% vested.

J. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2008, per the accompanying financial statements to the Form 5500:

	2008
Net assets available for benefits per the financial statements	$ 284,178
Participant contribution receivable per the financial statements	(2,636)
Net assets available for benefits per the Form 5500	$ 281,542

There were no reconciling items from the net assets available for benefits per the financial statements to the net assets available for benefits per the Form 5500 as of December 31, 2010 or 2009.

J. Reconciliation of Financial Statements to Form 5500 – continued

The following is a reconciliation of the net increase (decrease) in assets available for benefits for the years ended December 31, 2009 and 2008, per the accompanying financial statements to the Form 5500:

	2009	2008
Net increase (decrease) in assets available for benefits per the financial statements	$ 133,189	$ (34,940)
Current year participant contributions receivable per financial statements	-	(2,636)
Prior year participant contributions receivable per financial statements	2,636	2,325
Net increase (decrease) in net assets available for benefits per the Form 5500	$ 135,825	$ (35,251)

There were no reconciling items from the net increase in net assets available for benefits per the financial statements to the net increase in net assets available for benefits per the Form 5500 for the year ended December 31, 2010.

The reconciling items noted above are due to the difference in the method of accounting used in preparing the Form 5500 as compared to the Plan's financial statements. The cash basis of accounting was used in 2010, 2009, and 2008 in preparing the Form 5500, whereas the Plan's financial statements have been prepared on the accrual basis of accounting as required by accounting principles generally accepted in the United States of America.

K. Subsequent Events

In preparing the accompanying financial statements, management has evaluated all subsequent events and transactions for potential recognition or disclosure through October 7, 2011, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULES

MOTIVATING GRAPHICS 401(k) RETIREMENT PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2010

EIN: 65-0617372
Plan #: 001

(a)	**(b)** Identity of issuer, 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
	Goldman Sachs	Mid Cap Value A	**	$ 125,938
*	The Hartford	Fixed Account	**	66,842
	AllianceBernstein	Growth & Income A	**	50,633
	Eaton Vance	Large Cap Value	**	42,315
	BlackRock	LifePath 2020 A	**	30,909
	Thornburg	Value R3	**	29,815
	Pioneer	High Yield A	**	27,149
	BlackRock	LifePath 2040 A	**	16,352
	American Funds	Europacific R3	**	13,451
	MFS	Total Return A	**	12,621
	Davis	New York Venture A	**	12,273
	MFS	International New Discovery A	**	10,907
	BlackRock	Natural Resources Trust	**	10,371
	Lord Abbett	Bond Debenture P	**	7,576
	AIM	Mid Cap Core Equity	**	6,494
	BlackRock	LifePath Retirement A	**	6,337
	Pioneer	Growth Opportunities A	**	5,460
	Thornburg	International Value R3	**	5,325
	Federated	Kaufmann K	**	5,221
	Eaton Vance	Dividend Builder A	**	4,659
	Goldman Sachs	Small Cap Value A	**	3,639
	Pimco	Total Return A	**	2,676
	Templeton	Foreign	**	2,114
	BlackRock	LifePath 2030 A	**	1,902
	Legg Mason	Clearbridge Small Cap Growth A	**	1,027
	American Funds	New Perspective R3	**	997
	Oppenheimer	International Bond A	**	16
				$503,019

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

MOTIVATING GRAPHICS 401(k) RETIREMENT PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

EIN: 65-0617372
Plan #: 001

(a)	**(b)** Identity of issuer, 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
	Goldman Sachs	Mid Cap Value A	**	$ 86,010
*	The Hartford	Fixed Account	**	55,031
	AllianceBernstein	Growth & Income A	**	41,475
	BlackRock	LifePath 2040 A	**	33,353
	Eaton Vance	Large Cap Value	**	32,295
	BlackRock	LifePath 2020 A	**	23,690
	Thornburg	Value R3	**	23,347
	Pioneer	High Yield A	**	21,327
	American Funds	Europacific R3	**	10,597
	Pimco	Total Return A	**	10,212
	MFS	Total Return A	**	10,046
	BlackRock	LifePath 2030 A	**	9,272
	Davis	New York Venture A	**	8,872
	BlackRock	LifePath Retirement A	**	7,912
	MFS	International New Discovery A	**	7,158
	BlackRock	Natural Resources Trust	**	6,121
	Lord Abbett	Bond Debenture P	**	5,323
	AIM	Mid Cap Core Equity	**	5,183
	Thornburg	International Value R3	**	4,745
	Federated	Kaufmann K	**	4,452
	Eaton Vance	Dividend Builder A	**	4,030
	Pioneer	Growth Opportunities A	**	3,872
	Goldman Sachs	Small Cap Value A	**	1,817
	Legg Mason	Clearbridge Small Cap Growth A	**	621
	Templeton	Foreign	**	367
	American Funds	New Perspective R3	**	220
	Oppenheimer	International Bond A	**	19
				$417,367

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

2009 Form 5500 Schedule C Reporting Package

Hartford Life Insurance Company

2009 Form 5500 Schedule C Reporting Package

Hartford Life Insurance Company

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2009 Schedule C Reporting: Introduction

The plan year 2009 Form 5500 Schedule C was subject to significant revision under the revised rules published in the Federal Register on November 16, 2007, as reflected in the 2009 Form 5500 Instructions. Additional guidance was provided in the form of FAQs and Supplemental FAQs about the 2009 Form 5500 Schedule C, published on the Department of Labor's Employee Benefits Security Administration's website (the "Schedule C Rules").

Under the Schedule C Rules, the plan administrator is required to report on the Schedule C information about direct and indirect compensation received in connection with services rendered to the plan or a person's position with the plan. This reporting is intended to assist the plan administrator with its ongoing obligation to monitor service provider arrangements with the plan, including efforts to identify conflicts of interest.

The changes to the Schedule C of Form 5500 for 2009 are new and within the industry there continues to be uncertainty about the reporting requirements. We, Hartford Life Insurance Company and its affiliates ("Hartford Life"), have made a good faith effort to make any necessary recordkeeping, information system, and procedure changes for 2009 Form 5500 Schedule C reporting in a timely fashion. The information included in this document and the draft Form 5500 provided to you reflects these good faith efforts. Despite these good faith efforts, some of the necessary recordkeeping and information system changes to capture and report all of the new information required for Schedule C have not been completed.

This document is intended to assist you in completing the Schedule C by identifying different types of compensation and providing or directing you to more information about that compensation. This document supplements the preliminary Form 5500 Schedule A information provided to you, in place of reporting on the Schedule C, as permitted under the Schedule C Rules.

This document consists of two sections:

(1) Compensation that may be reportable on the Schedule C. The following pages outline the types of compensation and provide information about or refer to specific sections of other documents where such compensation is disclosed. Where you are referred to another document, Hartford Life is relying on the alternative reporting option to provide you with the necessary information. Generally, in this and other documents, the amount of compensation is expressed as a rate, a percentage of assets. In order to arrive at a dollar amount, this rate must be applied against the total assets to which it applies. Thus, much of the compensation information being provided can be expressed in the form of a formula. The information referred to on the preliminary Schedules of the Form 5500, as applicable, was calculated on a plan year basis.

The Plan Administrator, however, and not Hartford Life, should make the ultimate determination as to what is and is not reportable on the Schedule C.

(2) Supplemental Information. This section provides more general information to help you understand the Schedule C Rules.

Under the new Schedule C reporting regime, you may receive information regarding the compensation identified in this document from other service providers as is described here. For example, it is our understanding that Charles Schwab & Co., Inc. intends to provide a separate disclosure of its compensation with respect to any self-directed brokerage accounts in your plan. You may also receive information about compensation not paid in connection with Hartford Life's product.

Please contact your Hartford Life plan manager should you require additional information regarding the compensation paid with respect to your plan.

One final and important note: Information provided in this document and the preliminary Form 5500 materials we provide is not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice or accounting or other professional services. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

COMPENSATION THAT MAY BE REPORTABLE ON THE SCHEDULE C

Schedule C Information: Direct Expenses

Lines 2i(4) of the preliminary Schedule H, 2i of the preliminary Schedule I, or 8g of the preliminary Form 5500SF report the combined total of any and all fees and expenses that were deducted from plan assets during the 2009 plan year, based on our records, and might include, but not be limited to, fees paid to Hartford Life (Employer Identification Number 06-0974148), such as:

- Installation Charge
- Ongoing annual maintenance fee
- Loan set-up and loan maintenance fees
- Transaction fees for distributions, etc.
- Per participant fee
- $10 per participant fee for Morningstar "Managed by You" Service (if used by your plan)
- A Hartford Life fee of $75 for access to self-directed brokerage account service and 0.05% or 0.10% of the value of assets in the plan's self-directed brokerage accounts
- Fees for employer stock services or other unitized investments
- Any contingent deferred sales charge, if applicable, applied against plan assets
- Fees for certain additional annual compliance testing, reporting and other services

Please refer to your quarterly billing statement, if any, for an itemized list of certain of these amounts.

The lines of the various Schedules and Forms identified above will also include any fees deducted from plan assets at your direction to pay persons other than Hartford Life and might include the following:

- $400 annual fee payable to your plan's directed trustee (e.g., State Street or Reliance Trust Company), if applicable. The Employer Identification Number for State Street is 04-1867445 and for Reliance Trust Company is 58-1428634.

- Fees deducted from plan assets at your direction payable to your plan's third party administrator, if your plan is serviced by a TPA, or

- Other plan service providers such as the plan's auditor, lawyer or other professionals.

This amount could also include amounts deducted from plan assets to reimburse the plan fiduciary or plan sponsor at your direction. Please review your records to identify such reimbursements and report them, as appropriate, on the Schedule C.

These amounts also appear on the plan's quarterly Statement of Account available on our website; please log in to retire.hartfordlife.com, and follow the links to Plan / Statements.

Schedule C Information: Bundled Service Arrangement

Your Hartford Life Insurance Company product may include services provided by the following vendors:

- Mesirow Financial Investment Services Inc. (The standard disclosure applicable to this service is set forth below.)

- Morningstar Associates, LLC

Hartford Life pays indirect compensation to these vendors, in the form of flat annual fees and/or fees based on a percentage of assets. The compensation paid to these vendors is neither charged against the plan's investment returns nor is it "commissions and other transaction based fees, finders' fees, float revenue, soft dollars and other non-monetary compensation."

Additional information about these services is included in the Plan Sponsor Submission Information documents.

Please note that not all products include services from the vendors identified above. Please contact your Hartford Life plan manager with any questions about the services included in your Hartford Life product.

Mesirow Financial

(Please note that this is a restatement of disclosure and information currently provided in the Plan Sponsor Submission Information documents and, if you have elected Mesirow Financial's services, your agreement with Mesirow Financial.)

Mesirow Financial is not affiliated with us or any of our affiliates. Mesirow Financial provides consulting and other services to us, for delivery to Plan Sponsors and Plan participants, with respect to various matters, including the development of the Elite Lists, certain asset allocation model portfolios, and certain other services that we provide. We pay Mesirow Financial compensation for these services, in addition to any compensation you may pay Mesirow Financial under your agreement with Mesirow Financial, if applicable, or that may be paid to Mesirow Financial under similar agreements with other plans. (We pay Mesirow Financial an annual flat fee in addition to an asset-based fee, on a tiered scale based on assets from 2.50 basis points to 0.5 basis points for the Fiduciary Assure service. These fees are neither charged against the plan's investment returns nor "commissions and other transaction based fees, finders' fees, float revenue, soft dollars and other non-monetary compensation.") Mesirow Financial or its affiliates also place property or casualty insurance, and have placed annuities or life insurance issued by us or our affiliates. In some cases Mesirow Financial or its affiliates may be compensated for such placement by us or our affiliates; in other cases, Mesirow Financial or its affiliates may be compensated by the purchaser.

We are not acting as an investment adviser to you or the plan in respect to the services provided by Mesirow Financial. We provide certain administrative and other services to facilitate the services provided by Mesirow Financial. However, we have no authority, responsibility or discretion with respect to the determination of the investment options under the Plan and we are not authorized to provide any investment advice to a Plan sponsor or Plan participant in connection with the services provided by Mesirow Financial.

We also pay Mesirow Financial an annual flat fee for their consulting associated with the asset allocation program.

Schedule C Information: Indirect Compensation (Including Eligible Indirect Compensation)

The following indirect compensation (including eligible indirect compensation) was paid in 2009:

Fees Received by Hartford Life. Your plan invests through Hartford Life Insurance Company separate account sub-accounts in underlying mutual fund and collective investment trust-based funds. As described in the section titled "Fees Received by Hartford Life" of your Plan Sponsor Submission Information documents (commonly referred to as the "sold case paperwork"), Hartford Life receives fees with respect to those underlying funds. To view the current rates of these fees, please log in to retire.hartfordlife.com, and follow the links to Investments, and Fees. Please print and retain a copy of this web page for your records.

Program and Administrative Charge or Separate Account Mortality & Expense Risk Charge. If a Program and Administrative charge, Separate Account Mortality & Expense Risk charge or similar separate account charge is assessed on your plan, the rate of these charges is identified in the Specifications pages of your Hartford Life Insurance Company group annuity contract or funding agreement. It can also be viewed at the web page identified above.

Contingent Deferred Sales Charge. If a Contingent Deferred Sales Charge was assessed against any plan participant's account during the 2009 plan year (if your plan is subject to this charge), the rate of the Contingent Deferred Sales Charge, if applicable, is described in the Specifications page of your Hartford Life Insurance Company group annuity contract or group funding agreement.

Underlying Fund Fees and Expenses. The fees and expenses deducted from the assets of the underlying mutual funds (e.g., management fees, distribution/service or 12b-1 fees, shareholder servicing fees) and collective investment trust funds in which your plan invests through Hartford Life Insurance Company separate accounts are described in the prospectuses or other applicable disclosure documents. The rates of these fees (as well as the rate of total annual fund operating expenses) can also be viewed at the web page identified above. Please print and retain a copy of this web page for your records.

Commission Paid to Financial Intermediary. The aggregate commission paid by Hartford Life to the plan's broker during the 2009 plan year appears on the preliminary Schedule A, if applicable, or the preliminary Schedule C that we provide. The rate of the commission is also generally disclosed in the Plan Sponsor Submission Information documents in the section titled "Compensation Paid by Hartford Life to Financial Intermediary".

Additional Compensation to Some Broker-Dealers and Financial Intermediaries. Additional compensation paid, if any, is identified in the preliminary Schedule A, if applicable, or preliminary Schedule C, as applicable, that we provide. It is also disclosed in the section titled "Additional Compensation" of the Plan Sponsor Submission Information document.

Third Party Administrator (TPA) Compensation. If your plan is serviced by a TPA, compensation paid by Hartford Life to TPAs is disclosed in the "Third Party Administrator Information and Compensation" section of the Plan Sponsor Submission Information document. The amount of compensation paid during the 2009 plan year is reported on the preliminary Schedule A, if applicable, or preliminary Schedule C that we provide.

Nonmonetary Compensation. Reportable nonmonetary compensation paid to the broker or third party administrator is shown in Part I, Line 2 of the preliminary Schedule A, if applicable, or Part I, Line 3 of the preliminary Schedule C, if applicable, that we provide.

Compensation Related to Employer Stock and Other Outside Fund Unitization Services. Hartford Life pays indirect compensation to Reliance Trust Company for unitization services it provides for employer stock or other outside funds in connection with its custodial services. More specifically, Hartford Life pays flat and asset-based fees on assets invested in the employer stock or other outside fund as well as transaction fees equal to $75 per in-kind distribution and $250 per in-kind contribution.

"Float" Compensation. A copy of the current "Float" Compensation Disclosure for Hartford Life Insurance Company is included, below.

"Float" Compensation Disclosure

(Please note that this is a restatement of disclosure currently provided in the Plan Sponsor Submission Information documents.)

The Employer understands and agrees that Hartford Life Insurance Company and its affiliates ("Hartford Life") shall be entitled, as additional compensation for its recordkeeping and nondiscretionary administrative services, to keep for its own benefit any earnings on plan contributions or disbursements (i.e., "float") when such amounts are held in the bank accounts used for transaction processing in certain circumstances (referred to below as "processing accounts") for a period of time, described in more detail below, may be invested in a short-term investment (described in more detail below) while awaiting investment in or distribution from your Contract. These circumstances include but are not limited to certain instances when Hartford Life receives amounts remitted to the plan ("receipts") and when Hartford Life has processed a disbursement from the plan and such amounts await distribution ("disbursements").

Additional information concerning the time frames during which float earnings may be earned by Hartford Life and rates at which earnings are expected to accrue to Hartford Life is also provided below.

Receipts

In certain instances when Hartford Life receives Contributions (as defined in your funding agreement or group annuity contract) for your plan — as plan contributions, loan repayments, rollover contributions, corrective contributions, restorative payments, settlement proceeds or as the transfer of all or most of the plan's assets from another provider in connection with your plan's transition to Hartford Life — those amounts will generally be invested among your plan's investment options on the same day on which they are received and no float compensation will be earned by Hartford Life, provided that the transaction is "in good order" and received prior to the close of regular trading on the New York Stock Exchange (generally 4 p.m. Eastern Time) ("Market Close") on that day.

However, when a transaction is "not in good order" when Hartford Life receives it, Hartford Life is unable to process the transaction until it receives the necessary information. If you instruct us to hold amounts that are not in good order while we seek to obtain the necessary information, such amounts will remain in the processing accounts, subject to short-term investment, and earn Hartford Life float compensation for up to twenty (20) days. In the event that Hartford Life has not received the necessary instruction as of the twentieth day, Hartford Life will return the amount to the plan sponsor, participant or another financial institution, as appropriate. The most common circumstances in which a transaction will not be in "good order" are: (1) the paperwork is incomplete, (2) the total dollar amount received is different than the total dollar amount identified on the accompanying information or "contribution detail", (3) investment direction is not provided or is incomplete, or (4) direction as to how to allocate the amounts among plan participants is not provided or is incomplete.

In addition, in the event that Hartford Life receives amounts after Market Close on a business day, such amounts will remain in the processing account, subject to short-term investment, and earn Hartford Life float compensation until the next business day on which the New York Stock Exchange is open for trading.

"Float" Compensation Disclosure (continued)

Disbursements

Hartford Life earns float compensation on amounts that have been transferred from the plan's investment options to the processing accounts and subject to investment through our short-term investment pool. This generally occurs when a check is issued in the following circumstances:

- for any benefit payment to any plan participant, beneficiary or alternate payee
- to return to the plan sponsor excess or erroneous contributions or amounts that Hartford received that were "not in good order"
- to pay the fees of another service provider (e.g., the plan's trustee, third party administrator, consultant, as applicable)
- to return to the applicable individual or financial institution amounts that have been determined to be ineligible for contribution to the plan (e.g., an ineligible rollover contribution or plan-to-plan transfer)
- for amounts withheld in conjunction with federal and state taxes
- to transfer the plan's assets to its new service provider in conjunction with the discontinuance of the plan's Hartford Life contract and termination of Hartford Life's services.

In the case of disbursements by check, the period during which Hartford Life will earn float compensation extends from the business day on which the disbursement request is processed (typically the same day it is received) until the date that the assets associated with the check are transferred from the processing account to the recipient bank. Should the check remain outstanding until it becomes "stale" (currently a period of at least six months), the following rules apply: In the case of plans subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), the funds associated with any outstanding check are moved back into the plan when the check becomes "stale" (currently, checks are stale as of the 180th day after the date on which the check was issued) and a participant account is re-established for the applicable individual. In the case of plans not subject to the ERISA (e.g., a retirement plan sponsored by a governmental entity, a non-ERISA retirement plan sponsored by a tax-exempt entity), the funds associated with any outstanding check that has become "stale" will be escheated to the state in which the participant resides (as determined based on the participant's address currently reflected on Hartford Life's recordkeeping system). Hartford Life will continue to earn float compensation until the amounts are transferred to the applicable state after the end of the applicable dormancy period required by such state's unclaimed property law. Hartford Life will continue to earn float compensation while such amounts remain in the processing accounts.

Hartford Life will generally issue disbursement checks from the processing accounts by the close of business on the business day next following the date on which the disbursement request is processed. Typically, the check is mailed on the following business day.

Other Circumstances in which Float may be Earned

Apart from the specific circumstances outlined above when Hartford Life typically earns float compensation on receipts or disbursements, Hartford Life may earn float compensation in other circumstances not typically encountered in its day-to-day operations. In general, any amounts that remain in the processing accounts for a period of time is subject to short-term investment thereby earning Hartford Life float compensation until the underlying funds are transferred back to and out of the processing account en route to the appropriate recipient.

"Float" Compensation Disclosure (continued)

Description of Rate of Float Earnings

The rate of return Hartford Life earns as a result of the short-term investment of amounts held in the processing account varies. In the past, the approximate average annual earnings rate for the short-term investment pool has been as follows:

2009	0.40%
2008	2.62%
2007	5.39%

The investment strategy and the rates of return for the short-term investment pool vary as market conditions change.

Additional Information Available

Please contact your Hartford Life plan manager with any questions or requests for additional information.

SUPPLEMENTAL INFORMATION

This section is intended to provide a brief summary of the methodology used for fee and expense reporting that is based on the revision of the annual information returns/reports, Part I of the Form 5500 Schedule C, effective for 2009 plan years. However, it is not a substitute for the Form 5500 Schedule C Instructions and the guidance issued by the Department of Labor ("DOL") in 2008 in the form of Questions and Answers in *FAQs About the 2009 Form 5500 Schedule C*, or the DOL's additional guidance in the form of Questions and Answers issued in 2009, entitled *Supplemental FAQs About the 2009 Form 5500 Schedule C.* Those materials, along with the Schedule C form and instructions, are the official instructions and commentary on the plan administrator and services provider responsibilities and should be the primary reference materials that are used by Plan Administrators. You can download the FAQ information from the EBSA website at http://www.efast.dol.gov/welcome.html, and the 2009 official instructions and Schedule C form at http://www.dol.gov/ebsa/5500main.html#2009.

The information in the following sections is provided as a brief guideline to the Schedule C that has been prepared for your plan. You may wish to refer to the Glossary as you read through these sections. Also refer to the Schedule C information provided to you by Hartford Life Life, in the foregoing sections.

SCHEDULE C, PART I

LINE 1: INFORMATION ON PERSONS RECEIVING ONLY ELIGIBLE INDIRECT COMPENSATION

Purpose: This section provides a list of persons who provided disclosures for service providers who have received only 'eligible indirect compensation'. The name and Employer Identification Number ("EIN") or address of a person that has provided the required disclosures to qualify the compensation as eligible indirect compensation must be listed.

In general, if sufficient disclosure has been made to the Plan Sponsor about certain types of fees and revenue sharing arrangements that constitute "eligible indirect compensation", the reporting on Line 1 of the person who made the disclosure fulfills the Schedule C reporting requirement. Checking the 'Yes' box indicates that a person has been excluded from the remainder of the Part 1 Questions because the plan received the required disclosures. Please review the Glossary for the definition of eligible indirect compensation and a description of the written materials that constitute the required disclosures.

Please note that according to the *FAQs About the 2009 Form 5500 Schedule C*, Q&A18-20, any person can provide the required disclosure, and if more than one person provides it, only one has to be listed. In other words, the disclosure does not necessarily have to be provided by the service provider that furnished the services, and that entity that is listed in Line 1 may not be the only entity that furnished the disclosure.

LINE 2: INFORMATION ON OTHER SERVICE PROVIDERS RECEIVING DIRECT OR INDIRECT COMPENSATION

Purpose: This section provides a list of those persons who received $5,000 or more in total direct and indirect compensation in connection with services rendered to the plan or their position with the plan during the plan year, *except* for persons who received only eligible indirect compensation and for which Line 1 was completed. "Direct" and "indirect" compensation are explained in the Glossary.

The service entities are listed in descending order of compensation and using the following elements:

a. Name and EIN or address of the entity

b. Service codes (which define the services performed by the entity; these are listed at the end of this package)

c. Relationship to the employer, employee organization, or person known to be a party in interest

d. Direct compensation paid, but if none, '0' is entered

e. Answer to the question of whether the listed service provider entity received any indirect compensation

f. Answer to the question of whether any of the indirect compensation included eligible indirect compensation for which the plan received the required disclosures

g. The total indirect compensation received by the service provider entity excluding any eligible indirect compensation for which 'f' was answered 'Yes'

h. Whether the service provider provided a formula instead of an amount or estimate. If a formula was provided, the 'Yes' box will be checked and the formula has been provided in the Disclosure section

Reporting Threshold. Please note that if a "key" service provider is reporting its compensation by formula, the amount is presumed to meet the $5,000 threshold. In the case of nonkey service providers which are using formulas, either the $5,000 threshold is assumed to be met or an estimate of the fee has been made to determine whether it has reached the reporting threshold. This is in accordance with Q&A26 of the *FAQs About the 2009 Form 5500 Schedule C*.

Reporting Year. Please note that although direct compensation paid by the plan is reported on a plan year basis, indirect compensation or the formula used to calculate it can be based on the service provider's fiscal or other reporting year that ends within the plan year. The selected method is to be used consistently every year.

Reporting Formula. If a formula is used to report an indirect fee that is not eligible indirect compensation, this will be indicated in Element '(h)' and no amount will be entered for the service provider in Element '(g)'. The formula will be included in an attachment labeled, "Schedule C, Line 2(h) formula description". This is explained in Q&A25 of the *FAQs About the 2009 Form 5500 Schedule C*.

LINE 3: SERVICE PROVIDER INFORMATION

Purpose: This section lists the name of certain categories of service providers that have already been listed in Section 2 and who have received "ineligible indirect compensation", which is defined in the Glossary. There are 8 categories of service providers subject to this reporting, where applicable: (1) fiduciary; (2) contract administrator; (3) consulting; (4) custodial; (5) investment advisory; (6) investment management; (7) broker; and (8) recordkeeping services.

For each of these service providers who have received indirect compensation of at least $1000 from another specific source, or for which the plan sponsor was given a formula or other description of the method used to determine the indirect compensation (rather than the amount or estimated amount of the indirect compensation), this section must include information about the sources of this indirect compensation, including the type of services provided by the source, the amount of compensation, and the name and EIN of the source.

In most cases, the elements of Question 3 are similar to those of Question 2. However, if item 3(c), 'Enter amount of indirect compensation', is zero ('0'), this means that the Plan Sponsor received information about the service provider's compensation from the source of that compensation in the form of a formula (rather than a hard dollar figure or estimate). In that case, the formula must be entered in Element (e). Element (d) lists the name and EIN (or address) of the indirect compensation.

When a formula is used to report ineligible indirect compensation, no amount is added into Element '(c)' for that service provider and a description of the formula must be included in Element '(e)'. This is explained in Q&A25 of the *FAQs About the 2009 Form 5500 Schedule C*, see also the Q&A24 for more information about the use of a formula.

2009 PLAN YEAR GOOD FAITH EFFORTS

In light of the significant changes to the Form 5500 Schedule C, the Department of Labor has indicated that, in order to furnish their employee benefit plan clients information necessary to comply with the new Schedule C annual reporting requirements, certain service providers may have to modify their current recordkeeping and information management systems and that it may be difficult for some service providers to make those adjustments sufficiently in advance so that their systems will be fully operational to provide 2009 plan year Schedule C related data. The Department has decided that, with respect to those employee benefit plans which are dependent on service providers for information necessary to complete the Schedule C, the plan administrator will not be required for 2009 plan year reports to list a service provider on line 4 of the Schedule C as failing to provide information necessary to complete the Schedule C if the plan administrator receives from the service provider a statement that (i) the service provider made a good faith effort to make any necessary recordkeeping and information system changes in a timely fashion, and (ii) despite such efforts, the service provider was unable to complete the changes for the 2009 plan year. The Introduction, found on page 3, contains Hartford Life's statement to this effect. See Q&A40 of the *FAQs About the 2009 Form 5500 Schedule C.*

The Department has also indicated that it expects the service provider will provide the information on its reportable compensation that it was able to collect, which Hartford Life is providing in this document and the preliminary Schedules A and C.

The Department also expects that plan administrators who receive such statements from service providers will communicate with the service provider regarding the statement and the steps the service provider is taking to be able to provide the necessary information in connection with future Schedule Cs the plan is required to file. See Q&A10 of the *Supplemental FAQs About the 2009 Form 5500 Schedule C.*

GLOSSARY

Brokerage Windows

Plans that allow participants in self-directed accounts to invest through brokerage accounts have a fairly limited reporting requirement. Reporting must include direct and indirect compensation received by the broker(s) and the brokerage window providers: fees for transactions such as purchases, sales or exchanges, and any other plan related fees.

Brokerage companies that have provided brokerage windows to Hartford Life plans will furnish to each Plan Sponsor information for Schedule C reporting purposes.

Bundled Service Arrangements

A bundled service arrangement includes any service arrangements where the plan hires one company to provide a range of services either directly from the company, through affiliates or subcontractors, or through a combination, which are priced to the plan as a single package rather than on a service-by-service basis. A bundled service arrangement would also include an investment transaction in which the plan receives a range of services either directly from the investment provider, through affiliates or subcontractors, or through a combination.

Direct payments by the plan to the bundled service provider should be reported as direct compensation to the bundled service provider. Such direct payments by the plan do not need to be allocated among affiliates or subcontractors and also reported as indirect compensation received by the affiliates or subcontractor is set on a per transaction basis, e.g. brokerage fees and commissions.

Nonetheless, fees charged to the plan's investment and reflected in the net value of the investment, such as management fees paid by mutual funds to their investment advisors, float revenue, commissions (including "soft dollars"), finder's fees, 12b-1 distribution fees, account maintenance fees, and shareholder servicing fees, must be treated as separate compensation by the person receiving the fee for purposes of Schedule C reporting. For each person who is a fiduciary to the plan or provides one or more of the following services to the plan – contract administrator, consulting, investment advisory (plan or participants), investment management, securities brokerage, or recordkeeping – commissions and other transaction based fees, finder's fees, float revenue, soft dollar and other non-monetary compensation, would also be required to be treated as separate compensation even if those fees were paid from mutual fund management fees or other fees charged to the plan's investment and reflected in the net value of the investment. Other revenue sharing payments among members of a bundled service arrangement do not need to be allocated among affiliates or subcontractors in determining whether the affiliate or subcontractor must be separately identified on line 2 of the Schedule C.

For purposes of this reporting, an 'affiliate' of a person includes any person, directly or indirectly, through one or more intermediaries, controlling, controlled by, or under common control with the person applying principles consistent with the regulations prescribed under Section 414(c) of the Internal Revenue Code.

Eligible Indirect Compensation

This is compensation that is fees or expense reimbursement payments charged to investment funds and reflected in the value of the investment or return on investment, finders' fees, 'soft dollar' revenue, float revenue, and brokerage commissions or other transaction-based fees for transactions or services involving the plan that were not paid directly by the plan sponsor or the plan. However, in order to be eligible indirect compensation, the plan sponsor must have received written materials that disclosed and described the following:

1. the existence of the indirect compensation
2. the services provided for the indirect compensation, or the purpose for the payment
3. the amount (or estimate) of the compensation or a description of the formula used to calculate or determine it
4. the identity of the party or parties paying and receiving the compensation

An example of Eligible Indirect Compensation ("EIC") is float income whose disclosures satisfy the alternative reporting option.

Estimates, Formulas, and 'Hard Dollars'

Plan administrators may generally meet the requirements for Schedule C reporting by providing either actual dollar amounts, estimates, or formulas. Service providers that provide an estimate of their indirect compensation may use any reasonable method for developing an estimate, as long as the method is disclosed with the estimate. Also, if the service provider is a contract administrator, or performs consulting, investment advisory (plan or participants), investment management, securities brokerage, or recordkeeping services, each source from whom the service provider received indirect compensation of at least $1000 or was provided a formula or other description of the method used to determine the indirect compensation rather than an amount or estimated amount, must be listed on Item 3 of the Schedule C. A description of the formula is also required to be entered on that line. Line 2 has similar requirements when a formula is used instead of a hard dollar or estimate, except that the formula must be described on a separate attachment rather than on the Schedule C line itself. For more information, see above descriptions of Line 2 and Line 3.

Excludible Non-Monetary Compensation

In general, indirect compensation includes compensation that is not in the form of money. However, certain types of non-monetary compensation may be excluded. These exclusions include the following:

> Nonmonetary compensation of insubstantial value (such as gifts or meals of insubstantial value) which is tax deductible by the person providing the gift or meal and which would not be taxable income to the recipient. The gift or gratuity must be valued at less than $50, and the aggregate value of gifts from one source in a calendar year must be less than $100, but gifts with a value of less than $10 do not need to be counted toward the $100 limit. If the $100 aggregate value limit is exceeded, then the value of all the gifts will be reportable. Gifts received by one person from multiple employees of one entity must be treated as originating from a single source when calculating whether the $100 threshold applies. But gifts received from one person by multiple employees of one entity can be treated as separate compensation when calculating the $50 and $100 thresholds.

Indirect Compensation

This is compensation received from sources other than directly from the plan or plan sponsor. The compensation must have been received in connection with services rendered to the plan during the plan

year or in connection with the person's position with the plan. For this purpose, compensation is considered to have been received in connection with the person's position in the plan or for services rendered to the plan if the person's eligibility for payment or the amount of payments is based, in whole or in part, on services that were rendered to the plan or on a transaction, or series of transactions, with the plan.

Examples of reportable indirect compensation include fees and expense reimbursement payments received by a person from mutual funds, bank commingled trusts, insurance company pooled separate accounts, and other separately managed accounts and pooled investment funds in which the plan invests that are charged against the fund or account and reflected in the value of the plan's investment (such as management fees paid by a mutual fund to its investment advisor, sub-transfer agency fees, shareholder servicing fees, account maintenance fees, and 12b-1 distribution fees). Other examples include finder's fees, float revenue, brokerage commissions (regardless of whether the broker is granted discretion), research or other products or services, other than execution, received from a broker-dealer or other third party in connection with securities transactions (soft dollars), and other transaction based fees received in connection with transactions or services involving the plan whether or not they are capitalized as investment costs.

Key Service Provider. Key service providers are those service providers who are fiduciaries, or who provide contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services.

LIST OF SERVICE CODES

THIS IS THE LIST OF SERVICE CODES USED IN THE SCHEDULE C, ON LINE 2(B) AND LINE 3(B):

10	Accounting (including auditing)
11	Actuarial
12	Claims processing
13	Contract Administrator
14	Plan Administrator
15	Recordkeeping and information management (computing, tabulating, data processing, etc.)
16	Consulting (general)
17	Consulting (pension)
18	Custodial (other than securities)
19	Custodial (securities)
20	Trustee (individual)
21	Trustee (bank, trust company or similar financial institution
22	Insurance agents and brokers
23	Insurance services
24	Trustee (discretionary)

25 Trustee (directed)

26 Investment advisory (participants)

27 Investment advisory (plan)

28 Investment management

29 Legal

30 Employee (plan)

31 Named fiduciary

32 Real estate brokerage

33 Securities brokerage

34 Valuation (appraisals, etc.)

35 Employee (plan sponsor)

36 Copying and duplicating

37 Participant loan processing

38 Participant communication

39 Investment company/ mutual fund

40 Foreign entity

49 Other services

50 Direct payments from the plan

51 Investment management fees paid directly by plan

52 Investment management fees paid indirectly by plan (e.g., mutual fund investment adviser management fees)

53 Insurance brokerage commissions and fees

54 Sales loads (front end and deferred)

55 Other commissions

56 Non-monetary compensation

57 Redemption fees

58 Product termination fees (surrender charges, etc.)

59 Shareholder servicing fees

60 Sub-transfer agency fees

61 Finders fees/ placement fees

62 Float revenue

63 Distribution (12b-1) fees

64 Recordkeeping fees

65 Account maintenance fees

66 Insurance mortality and expense charge

67 Other insurance wrap fees

68 ‘Soft dollar’ commissions

69 Insurance brokerage commissions and fees

70 Consulting fees

71 Securities brokerage commissions and fees

72 Other investment fees and expenses

73 Other insurance fees and expenses