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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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;
- [ ] 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**	188
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
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**	45
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 2F 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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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	45	01/01/2010	12/31/2010

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
1909	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		(e) Organization code
	(c) Amount	(d) Purpose	
1909			3

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

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

(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	66842
5	Current value of plan's interest under this contract in separate accounts at year end	5	436177

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	55031
c	Additions: (1) Contributions deposited during the year	7c(1)	10192		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	1822		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	0		
	▶				
	(6) Total additions			7c(6)	12014
d	Total of balance and additions (add **b** and **c(6)**)			7d	67045
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	203		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	203
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	66842

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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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

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

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?
15 23 37 38 50 54 56 59 60 62 63 64 65 66 99	NONE	936	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
HARTFORD LIFE INS. CO.	15 23 37 38 50 54 56 59 60 62 63 64 65 66 99	0
(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.	
SEE ATTACHED 06-0974148	SEE ATTACHED	

(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:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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	436177

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

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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)	362336	436177
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	55031	66842
(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	417367	503019
	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	417367	503019

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)	83812	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		83812
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)	1824	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1824
	(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)		54738
(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		140374
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	53786	
(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)		53786
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)	936	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		936
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		54722
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		85652
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		25000
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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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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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

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

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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

2010 Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in understanding the fees and compensation associated with your plan. If your plan is required to complete a *Form 5500 Schedule C*, this report identifies the different types of reportable compensation paid with respect to the Hartford product utilized by the retirement plan.

As permitted under the Schedule C reporting rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate, or a formula or rate.

- Where it is an actual dollar amount, no further notation is provided.
- Where it is an estimate, we have used a reasonable method to arrive at the estimate and described the method used to arrive at the estimated amount.
- Where a formula or rate is provided, the formula may be disclosed under the Schedule C reporting rules. Alternatively, for purposes of Schedule C or for your fiduciary review of the compensation paid with respect to the plan's product, you may calculate an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies. Thus, much of the compensation information being provided can be expressed in the form of a formula.

Please note that all compensation is being reported for the 2010 calendar year. This report includes compensation actually paid to or by The Hartford within the 2010 calendar year as part of your Hartford product. This report does not include amounts deducted from plan assets and paid to third parties (other than The Hartford). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here directly from other service providers.

Please note that we have provided suggested service codes with respect to services provided through our Hartford product. These service codes are listed in the 2010 Instructions for Schedule C (Form 5500). Please review with your experienced benefits counsel and other professionals to determine the most appropriate service codes for your plan.

Please contact your Hartford Client Service Team should you require additional information regarding the compensation paid to or by The Hartford with respect to your plan.

Information provided in this document and related materials we provide are 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.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

MOTIVATING GRAPHICS 401(K) RETIREMENT PLAN (028222)
PLAN YEAR END: 12/31

For use with lines 2(h), 3(c), 3(d), 3(e)

Recipient: Hartford Life Insurance Company EIN: 06-0974148

Service Codes: 15, 23, 37, 38, 54, 55, 59, 60, 62, 63, 64, 65, 66, 99, 50 (if direct compensation amount reflected below)

1. Direct Compensation **$936.13**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction. Of this amount, our records indicate that Hartford Life Insurance Company received **$936.13** . Please review your records to determine what other service providers (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, plan auditor) received all or any portion of the remaining amount.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Hartford Life Insurance Company are the net result of aggregating direct compensation after the effects of adjustments processed in 2010, some of which may have pertained to prior years.

2. Indirect Compensation

Program & Administrative Charge
Service Code: 66

Hartford Life Insurance Company Separate Accounts, 200 Hopmeadow Road, Simsbury, CT 06089

[see fund chart below for percentage]% per annum of the daily Sub-Account values (pursuant to the group annuity contract or funding agreement)

Float compensation **$2.33**

Bank accounts and investments associated with short-term investment pool, 200 Hopmeadow Road, Simsbury, CT 06089

This is an estimate based on the annual average rate of float (0.1415% for 2010) earned on the bank accounts and investment associated with the short-term investment pool for the 2010 calendar year multiplied by an estimate of the assets related to uncashed checks. This estimate does not include float earned for any other reason (e.g., if amounts remitted to Hartford cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

Compensation paid with respect to Underlying Funds

Investment Option Name	*EIN*	*Fees Received from investment options on your Plan's Menu (rates as of 12/31/10)*	*Total Annual Expenses (as of 12/31/10)*	*Program & Admin. Charge*
ALLIANCEBERNSTEIN GROWTH & INC A	13-6020888	0.50% x assets	1.18%	1.25%
AMERICAN FUNDS EUROPAC GROWTH R3	95-1411037	0.60% x assets	1.15%	1.25%
AMERICAN FUNDS NEW PERSPECTIV R3	95-2817150	0.60% x assets	1.13%	1.25%
BLACKROCK LIFEPATH 2020 A	51-0318674	0.75% x assets	0.97%	1.25%
BLACKROCK LIFEPATH 2030 A	51-0318674	0.75% x assets	0.95%	1.25%
BLACKROCK LIFEPATH 2040 A	51-0318674	0.75% x assets	0.94%	1.25%

Investment Option Name	*EIN*	*Fees Received from investment options on your Plan's Menu (rates as of 12/31/10)*	*Total Annual Expenses (as of 12/31/10)*	*Program & Admin. Charge*
BLACKROCK LIFEPATH RETIREMENT A	51-0318674	0.75% x assets	1.00%	1.25%
BLACKROCK NATURAL RESOURCES A	13-6857277	0.50% x assets	1.08%	1.25%
DAVIS NEW YORK VENTURE A	13-2601967	0.35% x assets plus $12/participant	0.90%	1.25%
EATON VANCE DIVIDEND BUILDER A	04-6039283	0.50% x assets	1.19%	1.25%
EATON VANCE LARGE-CAP VALUE A	04-6039283	0.50% x assets	1.03%	1.25%
FEDERATED KAUFMANN R	25-1470423	0.75% x assets	1.95%	1.25%
FIXED ACCOUNT	NA[1]		0.00%	0.00%
GOLDMAN SACHS MDCAP VALUE A	13-4019460	0.55% x assets	1.17%	1.25%
GOLDMAN SACHS SMALL CAP VALUE A	13-4019460	0.55% x assets	1.48%	1.25%
INVESCO MID CAP CORE EQUITY A	94-2362417	0.50% x assets	1.24%	1.25%
LEGG MASON CLEARBRIDGE SMCP GR A	52-1268629	0.55% x assets	1.39%	1.25%
LORD ABBETT BOND DEBENTURE P	13-2669319	0.70% x assets	1.10%	1.25%
MFS INTERNAT'L NEW DISCOVERY A	04-2468583	0.65% x assets	1.45%	1.25%
MFS TOTAL RETURN A	04-2468583	0.65% x assets	0.88%	1.25%
OPPENHEIMER INTERNATIONAL BOND A	84-1308320	0.25% x assets plus lesser of ($12/ participant or 0.25% x assets)	0.98%	1.25%
PIMCO TOTAL RETURN A	33-0629048	0.40% x assets	0.90%	1.25%
PIONEER GROWTH OPPORTUNITIES A	13-5657669	0.55% x assets	1.35%	1.25%
PIONEER HIGH YIELD A	04-3500606	0.55% x assets	1.25%	1.25%
TEMPLETON FOREIGN A	22-2169185	0.35% x assets plus $12/participant	1.20%	1.25%
THORNBURG INTERNATIONAL VALUE R3	06-1158764	0.75% x assets	1.45%	1.25%
THORNBURG VALUE R3	06-1158764	0.75% x assets	1.35%	1.25%

[1] At the time this report was generated this information was not available.

Under the variable investment options available through your plan's group annuity contract or funding agreement, contract values are invested in Hartford Life Insurance Company separate accounts that, in turn, invest in underlying registered investment companies (i.e., mutual funds) and collective investment funds.

The list includes any investment option held by the plan during the 2010 calendar year. To arrive at an estimate of the dollar amount that Hartford received from each investment option, multiply the rate of fees received from each investment option by your plan's year-end balance (or if the investment option was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the investment option at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.