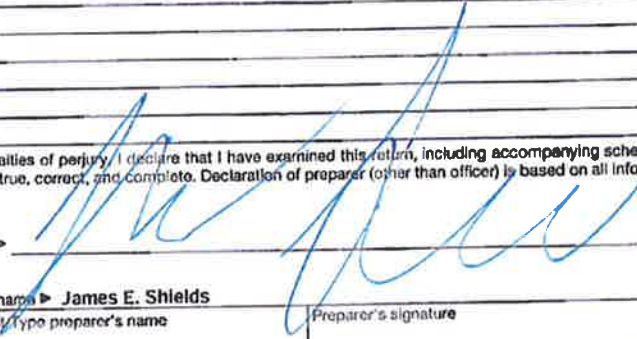


Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See Statement 3

18 Can any resulting loss be recognized? ▶ See Statement 2

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Each Stockholder should consult its own tax advisor regarding the U.S federal, state, local, foreign, and other tax consequences of the Restructuring.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶ 	Date ▶ 4/13/12		
Paid Preparer Use Only	Print your name ▶ James E. Shields	Title ▶ Executive VP and CFO		
	Print type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	Firm's name ▶	Firm's EIN ▶		
	Firm's address ▶	Phone no.		

Statement 1

INTERNAL REVENUE CODE SECTION 6045B INFORMATION REPORTING FORM 8937 Part II, Line 14

Organizational Action:

On May 18, 2011, MGI and certain of its stockholders entered into a recapitalization transaction (the "Recapitalization") pursuant to which the following events occurred: (i) the Series B shareholders converted all of their shares of MGI Series B Participating Convertible Preferred Stock ("Series B Stock") into shares of MGI common stock and also received cash in exchange for any fractional share interests; (ii) the Series B-1 shareholders converted all of their shares of MGI Series B-1 Participating Convertible Preferred Stock ("Series B-1 Stock") into shares of MGI Series D Participating Convertible Preferred Stock ("Series D Stock"); and (iii) MGI paid cash to each shareholder in an amount equal to the dividends payable on the shares of Series B or Series B-1 Stock, as applicable, with respect to the days between the end of the immediately preceding quarterly period for which dividends were accrued and the closing date of the exchange (the "Accrued Dividend Payment"). All dividends accrued for the period up to the quarter immediately preceding the closing date were automatically included in the conversion exchange ratio, and therefore holders of the Series B and Series B-1 Stock received additional shares of MGI common stock or Series D Stock, as applicable, in exchange for such accrued dividends.

Furthermore, MGI paid the shareholders additional consideration in the form of cash (the "Cash Consent Payment"), as well as issued to the shareholders additional shares of MGI common stock or Series D Stock, (i.e., the holders of the Series B Stock received additional shares of common stock, and the holders of the Series B-1 Stock received additional shares of Series D Stock (the "Stock Consent Payment"). The aggregate fair market value of (i) the shares of MGI common stock or Series D Stock received pursuant to the conversion of the Series B or Series B-1 Stock, (ii) the Accrued Dividend Payment, (iii) the Cash Consent Payment and (iv) the Stock Consent Payment was approximately equal the fair market value of the Series B or Series B-1 Stock surrendered in exchange therefor.

Statement 2

INTERNAL REVENUE CODE SECTION 6045B INFORMATION REPORTING FORM 8937 Part II, Line 15, 16 and 18

Effect of Organizational Action:

Pursuant to Section 356(a) of the Internal Revenue Code, Series B shareholders who received shares of MGI common stock should not recognize any gain or loss (except as described below), and under Section 358(a)(1), such Series B shareholder's tax basis in the shares of MGI common stock received should be the same as its tax basis in the shares of Series B Stock surrendered in exchange therefor, subject to adjustment as described below. Further, pursuant to Section 1221, the period such Series B shareholder is considered to have held such MGI common stock should include the period such Series B shareholder held its shares of Series B Stock surrendered.

Pursuant to Section 356(a)(2) of the Internal Revenue Code, each Series B shareholder who also received (i) cash in lieu of fractional shares of MGI common stock, (ii) the Accrued Dividend Payment, and/or (iii) the Cash Consent Payment, should be treated as having received a dividend-equivalent distribution from MGI to the extent of such Series B shareholder's ratable share of MGI's accumulated earnings and profits. However, MGI did not have any accumulated earnings and profits for its taxable year including the Recapitalization, and therefore pursuant to Section 301(c)(2) of the Internal Revenue Code, each Series B shareholder must reduce its stock basis in its MGI common stock by an amount equal to the aggregate amount of the cash payments received by such Series B shareholder pursuant to the Recapitalization (i.e., the total cash received for fractional shares, the Accrued Dividend Payment and the Cash Consent Payment). To the extent that the amount of total cash received by a Series B shareholder exceeded its stock basis in its MGI common stock (as determined under Section 358(a)(1)), pursuant to Section 301(c)(3) of the Internal Revenue Code, such Series B shareholder must treat such excess as gain from the sale or exchange of property.

Pursuant to Section 356(a) of the Internal Revenue Code, each Series B-1 shareholder who received shares of Series D Stock should not recognize any gain or loss (except as described below), and under Section 358(a)(1) such Series B-1 shareholder's tax basis in the shares of Series D Stock received should be the same as its tax basis in the shares of Series B-1 Stock surrendered in exchange therefor, subject to adjustment as described below. Further, pursuant to Section 1221 the period such Series B-1 shareholder is considered to have held such Series D Stock should include the period such Series B-1 shareholder held its shares of Series B-1 Stock surrendered.

Pursuant to Section 356(a)(2) of the Internal Revenue Code, each Series B-1 shareholder who also received (i) cash in lieu of fractional shares of Series D Stock, (ii) the Accrued Dividend Payment, and/or (iii) the Cash Consent Payment, should be treated as having received a dividend-equivalent distribution from MGI to the extent of such Series B-1 shareholder's ratable share of MGI's accumulated earnings and profits. However, as stated above, MGI did not have any accumulated earnings and profits for its taxable year including the Recapitalization, and therefore pursuant to Section 301(c)(2) of the Internal Revenue Code, each Series B-1 shareholder must reduce its stock basis in its Series D Stock by an amount equal to the aggregate amount of the cash payments received by such Series B-1 shareholder pursuant to the Recapitalization (i.e., the total cash received for fractional shares, the Accrued Dividend Payment and the Cash Consent Payment). To the extent that the amount of total cash received by a Series B-1 shareholder exceeded its stock basis in its Series D Stock (as determined under Section 358(a)(1)), pursuant to Section 301(c)(3) of the Internal Revenue Code, such Series B-1 shareholder must treat such excess as gain from the sale or exchange of property.

Statement 3

INTERNAL REVENUE CODE SECTION 6045B INFORMATION REPORTING
FORM 8937
Part II, Line 17

Applicable Internal Revenue Code sections:

The Recapitalization on May 18, 2011, qualified as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Therefore, the federal income tax consequences to the Investors are determined under Sections 354, 356, 358 and 1221 of the Internal Revenue Code.