THE SOURCE MEDIA KIT

A New Era

The Upgrade

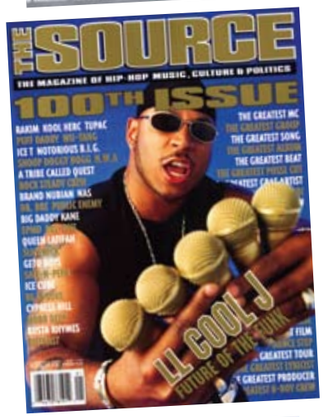
The NEW ERA

Under new ownership, The NEW ERA of The Source will see the brand hitting even larger audiences through a wide-ranging multi-media platform that utilizes traditional methods like TV, radio and of course, The Source's loyal newsstand base, cohesively with new media outlets like the web and mobile technologies. This mission continues to provide our driving force to be popular culture's most entertaining, complete and respected brand in Hip-Hop and youth culture. Without compromise, The Source remains committed to documenting the total lifestyle surrounding Hip-Hop that branches into every niche of popular culture worldwide.

The Source's coverage is dynamic and remains committed to our growing and diverse, multi-generational audience of Hip-Hop followers worldwide. From 8-time Olympic champion Michael Phelps who credited Hip-Hop as his inspiration while competing in Beijing, to Hollywood powerhouse Queen Latifah who began her career as one of the leading female rappers of the '80s and '90s, through to entertainment moguls like Jay-Z, Russell Simmons and Sean P. Diddy Combs who continue to use their influence to push the boundaries of the global mainstream.

Our powerful audience, aged 18-44, make up the key demographic that brands — ranging from fashion, automotive, music, entertainment, retail, technology, travel and hospitality, health and beauty, food and beverage as well as government, pharmaceuticals and educational institutions — are consistently seeking because of their tremendous buying power and authority as trendsetters.

For 20 years, The Source has been the leading international voice for the ever-evolving world of Hip-Hop music, culture and politics. It is our goal to cover every aspect of this unique and vibrant culture—from the streets that spawn our increasingly creative music and fashion to the power players that direct the boardrooms and make our products into viable commodities and profitable investments.



A History Of
ACCOMPLISHMENTS

The Source has had unparalleled achievements in our 20-year history. While the magazine was undoubtedly the foundation, The Source brand has created 20 years of content — the oldest and largest reservoir of Hip-Hop content to date — and our accomplishments stretch far beyond the pages of the magazine...

MAGAZINE

- Rated one of GQ magazine's "Most Influential" of the last 50 years
- Celebrated 20th Anniversary in August 2008
- Longest running, worldwide Hip-Hop publication in existence
- Among top 50 newsstand titles (based on sales and revenue)
- Named to Capell's Top 10 titles of the '90s (one of the leading publishing trade newsletters)
- Recipient of Folio's Editorial Excellence Award
- Multiple awards and acknowledgments for outstanding performance from numerous publications, including Advertising Age, MediaWeek, Brills, LA Times and NY Daily News
- Single-handedly created the first Urban Fashion advertising marketplace

THE SOURCE AWARDS

- The Source Awards set unprecedented ratings for UPN in '99, '00 and '01 -- ranking #1 for teens and adults ages 18-34 (Source: NTI, 8/28/01)
- The Source Awards 2000 was the highest-rated show among African-American teens - with the exception of the Super Bowl XXXIV -- delivering a 26.3 rating vs. the Super Bowl's 26.5
- The Source Awards 2004 was BET's 6th-highest rated show

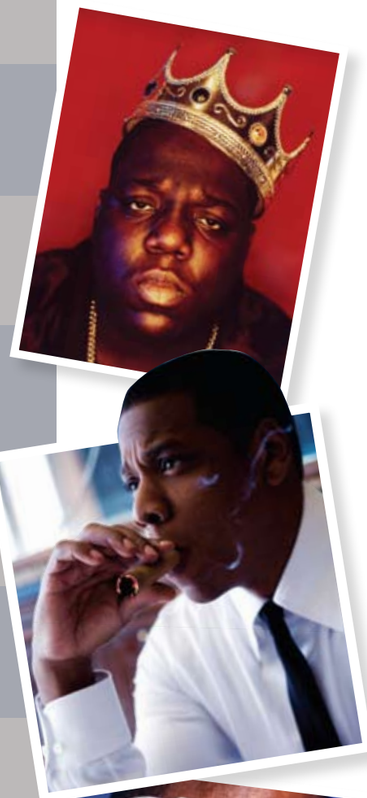
MUSIC: THE SOURCE HIP-HOP HITS CD

- 14 separate commercial compilation releases
- Over 10 million units sold to date

TELEVISION

- Two shows successfully launched via syndication simultaneously:

The Source All-Access
The Source Sound Lab



NO ONE COVERS THE HIP-HOP LIFESTYLE LIKE WE DO

The Source continues to be one of the most coveted and recognizable lifestyle media platforms in popular culture due in large part to our connection to the Hip-Hop community and our extensive content.

Our editorial includes:

- In-depth analysis and coverage on music, politics, news, technology, art, business, culture and fashion
- Hard-hitting Q&As with the cultural leaders of today
- Indepth, in-person profiles on important cultural figures
- Investigative reporting on worldwide issues
- Interactive and informative music and cultural packages
- Unrivaled coverage on Hip-Hopcentric art, which includes graffiti, murals, paintings other styles
- Prominent features on DJs and producers, the people responsible for creating and exposing rap music to the world
- Exclusive Source Vintage material including old school footage, interviews, commentary and more.

The new Source consistently covers the issues most important to Hip-Hop culture:

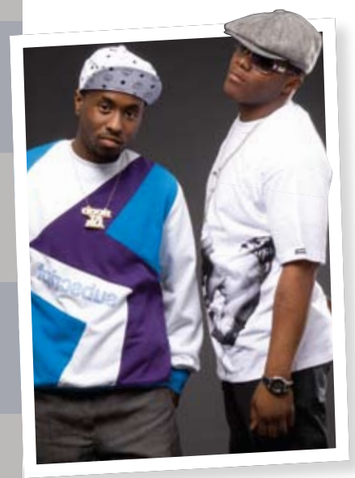
- **Music** (Reggae, R&B, Producers packages, interviews with the most influential artists of our time)
- **Culture** (Insider's look into the identities and phenomena driving our culture)
- **Politics** (Media Watch, interviews with community leaders to investigative reporting)
- **Business** (Investment, Advice, Independent labels, Power 30 Packages and profiles of the Industry leaders)
- **Reviews** (Video games, Hip-Hop & alternative music, Unsigned Hype, DVDs and live shows)
- **Sports** (Special events, leading teams, athletes, extreme sports and exclusive previews)

and in addition, features new upgrades:

- **Technology and telecom** (Web and mobile packages, gadgets and exclusive products)
- **International** (Hip-Hop culture worldwide and the issues that affect the global community)
- **Fashion** (Cutting-edge photoshoots and profiles of the biggest and newest fashion names and brands)
- **Entertainment and Hollywood** (Film festivals, TV season previews, parties, headlines and A-listers)
- **Art** (Top photographers, visual artists, innovative design and contemporary art)
- **Automotive** (From electric cars to the latest models of choice)
- **Health** (Tips on healthy eating and healthy living)
- **Travel** (The best travel locales around the world for the mogul and the budget-conscious)
- **Legal** (Behind Bars expose, in-depth analysis of the current issues)

SCHEDULE

ISSUE/THEME	SPACE CLOSED	MATERIALS DUE	ON-SALE
Dec/January '09	11/11/2008	11/14/2008	12/09/2008
Holiday Buying Guide; Music Artist Survival on the Net; Year-in-Review			
February '09	12/08/2008	12/12/2008	1/12/2009
Black History Month; Sports & Hollywood Forecast; Technology Preview			
March '09	1/12/2009	1/16/2009	2/9/2009
Power 20 Fashion package; Spring Break Special; Extreme Sports Package; International Special			
April '09	2/16/2009	2/20/2009	3/16/2009
The Green Issue; Living, Recycling and Protecting Green; The Canibus Debate; MLB Baseball Preview			
May '09	3/16/2009	3/20/2009	4/13/2009
Music Festival Kickoff; Auto Package; Hip-Hop Hollywood Blockbusters; Travel/ Vacation Guide			
June '09	4/13/2009	4/17/2009	5/11/2009
Power 30/Hip-Hop Business; Swimsuits; Summer Music Preview; Reggae Package			
July '09	5/11/2009	5/15/2009	6/8/2009
Independent Artists/Label Package; Regional Roadtrip (West Coast/Southern/Midwest/East Coast); Mobile Tech Preview			
August '09	6/15/2009	6/19/2009	7/13/2009
The Throwback Issue: 20th Anniversary in Review; Back-To-School Fashion; Expose: Education in the U.S.; The College Guide			
September '09	7/20/2009	7/24/2009	8/17/2009
Fashion Week/MAGIC Special; Producers Behind the Board; Fall TV Guide			
October '09	8/17/2009	8/21/2009	9/14/2009
Latino Heritage Month; The Sports Issue: NBA & NFL Forecasts; Exclusive Video Game Preview			
November '09	9/21/2009	9/25/2009	10/19/2009
Politics; A Year Later: The Obama Factor; Prison Stories; Outerwear: Winter Fashion			
Dec/January '10	10/26/2009	10/30/2009	11/23/2009
Holiday Buying Guide; First Quarter Music Forecast; Aids Awarness; Gender & Sex in Hip-Hop			



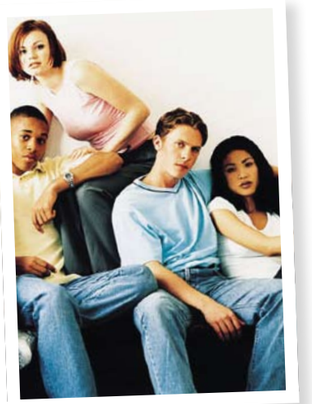
OUR READERS ARE...

The Source provides a uniquely diverse audience that cuts across all lines. Regardless of sex and race, The Source captures the attention of Hip-Hop fans period. This includes:

- Aspirational readers from urban inner cities
- Readers in the suburbs seeking relevance
- International readers that enjoy the freedom of expression showcased and covered on a monthly basis.

Our readers are all motivated and driven by the same passion and creativity that has made Hip-Hop the multi-billion dollar culture and business that it is today. Our multi-generational (primarily 18 –44 year olds) audience has consistently proven to be:

- Style Makers
- Forward-Thinking
- Technologically Savy
- Upwardly Mobile
- Entertainment Junkies
- Highly Social
- Road Warriors/Traveler
- Prime Time TV Viewers
- Highly Social
- Fully Accessorized
- Rabid Gamers
- Restaurant Connoisseurs



Our readership is full of leaders in their respective professions and motivated self-starters that are being groomed for future success.

The Source readers are at least three times more likely than the average consumer to spend money on:

- Fashion Accessories
- Snack Foods
- Movies, Video Games
- Automobiles
- Tailored Clothing
- Athletic Shoes
- Grooming Products
- Pay-Per-View (WWE, Boxing)

Put simply, The Source's readers are the trendsetting, cutting-edge individuals you are trying to reach!

* Readership Survey, 2008.

DEMOGRAPHIC STATS

RATE BASE 2008: 300,000
READERS PER COPY: 5
READERSHIP: 1,500,000

MEN: 58%
WOMEN: 42%
MEDIAN AGE: 24.9
MEDIAN HHI: $41,384

AGE 18 – 44: 84.7%
MEN AGE 18 – 44: 50.3%

AFRICAN-AMERICAN: 50.2%
WHITE: 26.9%
ASIAN, AMERICAN INDIAN, OTHER: 17.3%
LATINO: 24%
*Note: Total may equal more than 100%
as respondents were allowed to select more than one

HHI: $30,000+: 60.1%
HHI: $40,000+: 47.4%
HHI: $50,000+: 39.8%

ANY COLLEGE: 50.3%
CURRENTLY IN COLLEGE: 19.8%
EMPLOYED: 73.9%
SINGLE: 75%

* Readership Survey, 2008.

CIRCULATION

By utilizing the nation's largest, most prominent distributor (Curtis Circulation Company) along with specialized regional and international wholesalers, The Source's widespread, worldwide availability remains unmatched. This fact coupled with specialized distribution in specialty stores, barbershops and salons, gives The Source unparalleled distribution.

Due in large part to the origins of Hip-Hop and it's international popularity, The Source has a vibrant Hispanic, Black and Multi-Cultural readership which we pay attention to and value, as prominant members of the Hip-Hop community. Through The Source, we bring all people of all races, cultures and backgrounds together.

The Source built its multi-cultural readership at the newsstand. It took a firm position that the true testament of a magazine's relevance can be based on the number of readers that choose to purchase the magazine at full price, month-after-month. With a majority of its distribution on the newsstand, you know that The Source readers are truly interested in reading the magazine.

SUBSCRIPTIONS GOING DIGITAL

As our readers have evolved, so have we. The Source has made it a priority to focus on digital delivery for our subscribers who prefer receiving their information online. To complement our superior newsstand distribution, The Source now offers a digital version of the publication on **TheSource.com**. This capability gives our audience the option to receive the experience of getting direct access to everything they find in the hard copy and more, including back issues. We are currently exploring an expanded digital model that will allow digital subscribers to hear audio from our actual interviews, music from the songs they're reading about, clips from DVDs we review and much more with one simple click.

This new format will create endless opportunities for our advertising partners. The ability to bring print ads to life through embedded audio, video and direct links to your website will create a unique and personal connection with our readers worldwide.

2009 MARKETING OPPORTUNITIES

The Source offers special marketing opportunities for our advertising partners who want to promote their brand across specific or multiple platforms. From our charter program, to TheSource.com, product sampling to in-book promotions and special events, the opportunities are endless.

ISSUE RELEASE PARTIES

The Source has a series of release parties inviting all who have been featured or involved in the creation of the issue for the month. These events will include advertisers, featured artists, models, contributors and most importantly, the cover artist. This event will take place in various markets throughout the year, based on the cover artist and open to invited tastemakers and industry insiders.

COMMUNITY EVENTS

The Source partners with non-for-profit organizations to help raise awareness about health, political, social and economic issues within Hip-Hop culture. We use our media platform to empower the voices within our community as well as grassroot organizations who wish to make information and resources more readily accessible to all, while providing solutions to issues inherent within our community.

PRODUCT SAMPLING

Whether online trials, a live "tasting" event, or hosting a focus group before the release of your new product, The Source will customize a special package to support, promote and "test" your product amongst exclusive sets within our unique audience of tastemakers and trendsetters.

CHARTER DISCOUNT OPPORTUNITY

As added value for our consistent partners, The Source offers special charter discount opportunities to those brands who prefer to reserve their advertising/marketing block with The Source (in-book ad pages, online programs and event sponsorship) well in advance, with the guarantee that their special terms will not be increased provided renewal at expiration.

PHASE II WEBSITE LAUNCH

The Source is gearing up to launch Phase II of **TheSource.com**, which will feature innovative tools that will allow our audience to interact with our partners on a greater level. From digital delivery of our publication, to watching exclusive and vintage interviews on Source TV, listening to songs on The Source Digital Radio, to playing the games we review before they are released to the public, **TheSource.com** will be the ultimate destination for Hip-Hop followers online.

EDITORIAL SUPPLEMENTS

The Source has held a long history of providing cutting-edge editorial on specific cultural phenomena. To continue to support these ideas and brands that deserve a greater highlight, The Source is dedicated to creating unique stand-alone editorial supplements, inserts, wrapped or polybagged in each issue within our 12 month calendar.

HBCU HOMECOMING TOUR

The Source supports education and through this special initiative, we will partner with Historically Black Colleges and Universities (HBCUs) throughout the country to engage our young people through various homecoming events on and off campus. The Source will also help our partners network with students through our unique college rep program and student career exchange network, where students can get immediate workforce training in their preferred industries.

SUPPORT OUR TROOPS

The Source is proud of the strong men and women who are sacrificing their lives to protect our country. In support, The Source has launched the "Support Our Troops" initiative, which includes key programs on our website to allow our soldiers deployed worldwide to connect with each other and people at home through a special networking tool, in-book features of inside looks as to their plights, special events to help support their return, as well as special mailings to our soldiers who are currently abroad.

SPIT 16

Our latest grassroots promotion is aimed at generating traffic at the retail level—from music and clothing stores to car audio shops and barber shops. We've partnered with outlets that sell The Source to set up an event to give our readers—many of whom are aspiring artists—the opportunity to rhyme their hottest 16 verses on camera. The footage is sent to The Source for editing to be aired on The Source TV via the internet. Coming soon, we will create online contests for the public to choose their favorite 16 bars. We will seek sponsorship in various markets. We position this promotion as added value for advertisers.

2009 SPECIAL EVENT CALENDAR

January '09

Exclusive Film Premiere

The Source will collaborate with Fox Searchlight Pictures as the official media partner for the premiere of the most relevant and legendary film to fans of Hip-Hop in decades.

February '09

Super Bowl Weekend

The Source is setting up a weekend full of events in Tampa for the Super Bowl—from a party that will feature the biggest celebs in the business to video game tournaments, get ready for Super Bowl XLIII.

NBA All-Star Weekend

The Source is partnering with the NBA Players Association for their Annual Gala All-Star Weekend. This gala will feature artists and athletes acknowledging colleague community contributions.

The Source will also host a gaming suite party with a sports-driven vendor allowing business elites to intertact with their favorite athletes, while playing their favorite games.

Artist Celebration Brunch

The Source will sponsor the Artist Empowerment Coalition's annual Artist Celebration Luncheon Grammy Weekend where celebrities, tastemakers, and athletes stop their Hollywood schedules to honor extraordinary individuals who use their celebrity to further activism within the community.

Black History Town Hall Meeting

To celebrate Black History month, The Source will gather the most prominent political figures to speak with our readers and artists about the issues affecting them.


NINA SKY

April '09

The Source Comedy Series

The Source will kick-off 2009 with a series of comedy events. By grouping the nation's hottest comics with the hottest artists, this will be an experience like no other.

Mind Squad Round Table

To bridge the gap between former editors, writers, collaborators of The Source with the Mind Squad of the New Era, The Source will facilitate a round table discussion to begin ongoing dialogue and find solutions to the issues pertinent to Hip-Hop.

May '09

Internet Relaunch Party

The Source will celebrate the unveiling of Phase II of **TheSource.com**, as the main, multidimensional, interactive online portal to all things Hip-Hop.

Tribeca Film Festival

Coupling the community following of the cutting-edge film festival and fans of Hip-Hop, The Source will partner with the Tribeca Film Festival with special screenings, and a Hip-Hop film contest.

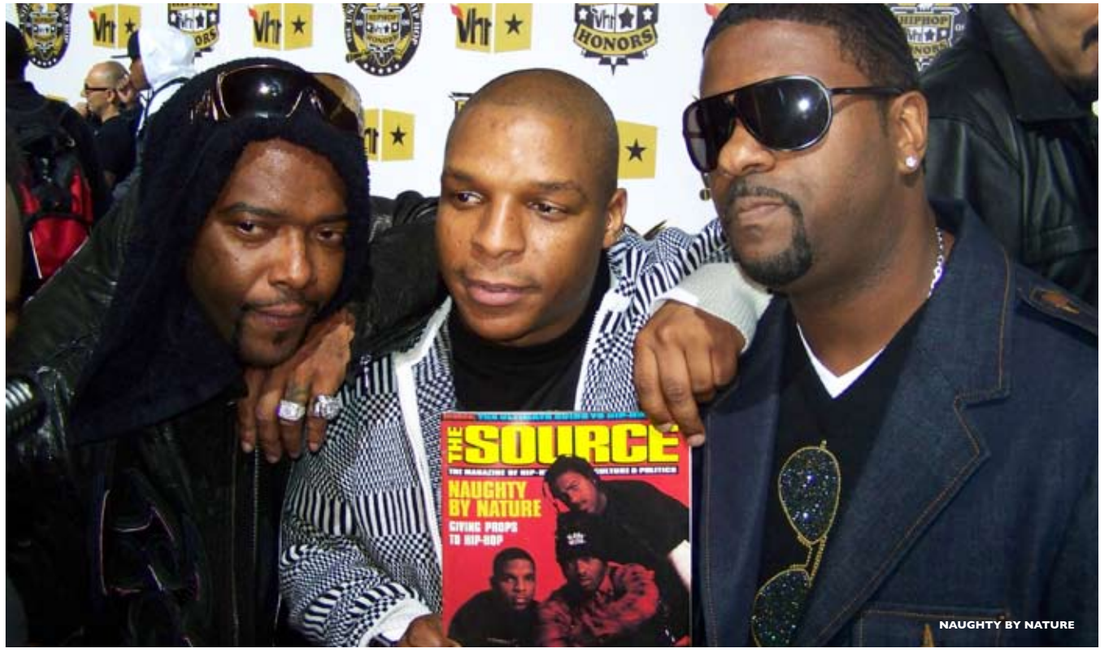
June '09

The Source Concert Tour

In conjunction with the hottest Hip-Hop artists, The Source will begin its inaugural concert and education tour to kickstart the music festival season. This tour won't be limited to a few musical artists and a few markets. It will be major.

Black Music Month Salute Series

In honor of Black Music Month, The Source will be hosting a series of



NAUGHTY BY NATURE

dinner parties to honor the industries of journalism, radio and advertising.

Education Initiative

To encourage our young readers to stay in school, The Source will set up seminars throughout the summer, inviting successful artists and industry leaders to work directly with our young people.

July '09

Coast-2-Coast 20th Anniversary Parties

Join The Source from coast-to-coast as we celebrate our 20th Anniversary with two extravaganzas: in New York and LA.

August '09

Celebration of Hip-Hop Dance

In conjunction with the anniversary festivities for New York's legendary Rock Steady Crew, The Source will host a "day in the park" to celebrate the evolution of Hip-Hop dance.

The Magic Show 20th Anniversary Grand Finale

The grand finale of our 20th Anniversary parties will be an over-the-top celebration to be held at the MAGIC show in Las Vegas.

Source NBA Draft Mixer

Get to know your favorite NBA rookies in at an exclusive cocktail party in honor of their recent accomplishment: The NBA Draft.


YUNG BERG

September '09

Fashion Week Celebration

To coincide with New York's fashion week, The Source will kick things off with a fashion show highlighting the hottest designers and companies in urban style with a block party theme.

October '09

College Homecoming Tour

The Source will partner with HBCU's during their annual homecoming festivites, which include Alumni cocktail parties, suite parties, and parades.

December '09

Hip-Hop Art & Graffiti Showcase

The Source will host a viewing in one of Miami's premier art galleries during Art Basel. The Source will showcase historic and new pieces from a lengthy roster of talented artists worldwide.

MECHANICAL SPECIFICATIONS

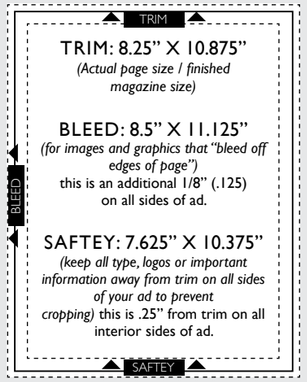
ALL ADS MUST BE SUPPLIED AS HIGH RESOLUTION PRINT QUALITY PDF/X-1A FILES.
UPLOAD ALL AD MATERIALS/CREATIVE (IN A FOLDER LABELED BY YOUR BRAND NAME/DATE OF RUN)
FTP.THESOURCE.COM USERNAME: ADS@THESOURCE.COM PASSWORD: SOURCEFTP
ONLINE MATERIALS: PROVIDE CREATIVE AS JPG, GIF OR FLASH FILE AND URL LINE. MUST BE UNDER 50K IN FILE SIZE.
PROOFS: SEND 2 PROCESS PROOFS TO:
THE SOURCE / PRODUCTION DEPARTMENT / 11 BROADWAY, SUITE 315, NEW YORK, NY 10004
(THE SOURCE CANNOT BE HELD RESPONSIBLE FOR DISCREPANCIES IN COLOR IF THIS CONDITION IS NOT MET.)
QUESTIONS? CONTACT: PRODUCTION@THESOURCE.COM

FULL PAGE

ALL FULL PAGE ADS MUST BLEED

TRIM: 8.25" X 10.875"
BLEED: 8.5" X 11.125"
SAFETY: 7.625" X 10.375"

Please keep all type, logos or important information at least .25" away from all sides of your ad to prevent cropping.

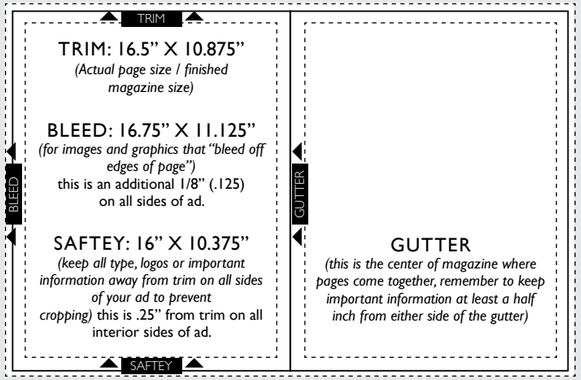


SPREAD

ALL SPREAD ADS MUST BLEED

TRIM: 16.5" X 10.875"
BLEED: 16.75" X 11.125"
SAFETY: 16" X 10.375"

Please keep all type, logos or important information at least .25" away from all sides of your ad to prevent cropping.



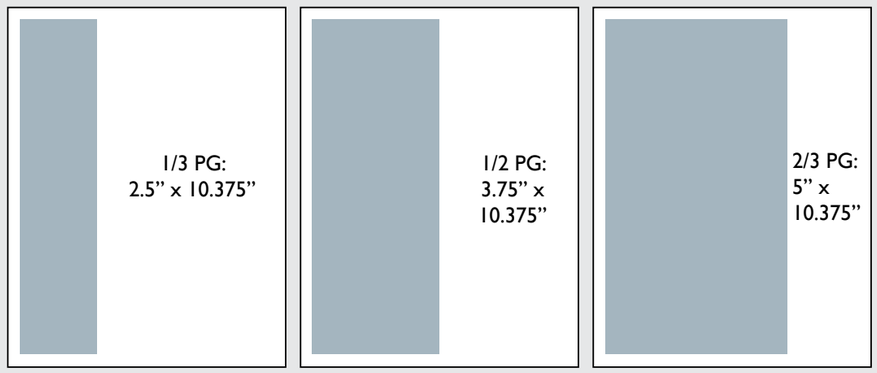
PARTIAL PAGE

PARTIALS DO NOT BLEED

1/3 PG:
2.5" x 10.375"

1/2 PG:
3.75" x 10.375"

2/3 PG:
5" x 10.375"



TERMS & CONDITIONS

1. The Source rates published herein are effective May 1, 2008. Announcement for any rate changes will be made upon giving at least four weeks prior notice. Orders for issues thereafter will be at the then prevailing new rates.

2. All advertisements must be clearly and prominently identified by trademark and/or signature of the Advertiser. Advertisements that simulate editorial material must be clearly labeled "ADVERTISEMENT." *The Source* may so label such advertisements. The Source is not responsible for changes submitted after closing dates or errors in key numbers.

3. The publisher reserves the right to reject or cancel any advertising order or advertising copy for any reason at any time, whether or not the same has been acknowledged and/or previously published.

4. Advertiser and Agency may not cancel orders for advertising after closing dates. If there is an instance where creative is not available within deadlines, Publication has the right to run alternative creative at the cost of the Advertiser and/or Agency.

5. It is understood that the Advertiser and Agency are jointly and severally liable for the payment of invoices for advertising published hereunder. Advertiser and Agency agree to reimburse *The Source* for any fees and costs incurred by *The Source* in collecting any unpaid charge or portion of the charge for advertisements, including reasonable attorney fees and court costs.

6. Cancellation of any potion of any advertising contract by agency or advertiser or failure to have published the specified number of pages automatically nullifies any rate discount, including for previously published advertisements, and may result in short rate. In such event, the page rate will be recalculated for the published portion of the order and agency and/or advertiser must reimburse *The Source* for the short rate within 30 days of invoice thereof.

7. A sample of any supplied insert must be submitted to and approved by *The Source* before printing, in accordance with the special units and production requirements detailed in this rate card. Advertiser and Agency shall be responsible for any additional charges incurred by *The Source* due to the Advertiser's and/or Agency's failure to comply; Advertiser and Agency shall remain liable for the space cost of said insert/invoice thereof.

8. Advertiser and Agency represent and warrant that they are authorized to publish the entire contents and subject matter of the advertisements and that the publication and distribution of the advertisements will not defame anyone or violate the trademark, copyright, right of publicity, or right of privacy, or any other proprietary rights of any third party. In consideration of the publication of the advertisements, the Advertiser and Agency will indemnify and save The Source harmless from and against any loss, claims, or expense arising from the publication of such advertisements.

9. Any condition on contracts, orders, or copy instructions involving the placement of advertising within and issue of *The Source* (such as page location, competitive separation, or placement facing editorial copy) will be treated as a positioning request only. *The Source's* inability or failure to comply with any such condition shall not relieve the agency and advertise of the obligation to pay for the advertising.

10. Agent's commission: 15% to recognized agencies approved by the Source.

11. Orders for cover pages may not be canceled. Options for cover positions must be exercised at least 30 days before the closing date. If order is not received by such date, the cover option automatically lapses.

12. Terms of sale: Payment is due within 30 days of the date of invoice. Bills are rendered on or about the on-sale date. Interest will be charged at a rate of 1.5% per month (or the highest rate permissible by law if lower than 1.5%) on past due balances.

13. No conditions, printed or otherwise, appearing on contracts, orders, or copy instructions that conflict with the provisions of this rate card will be binding on *The Source*. Only authorized Source representatives shall bind or obligate the Source.

14. *The Source's* liability shall not exceed a refund of amounts paid to *The Source* for the advertisement.

15. All issues relating to advertising will be governed by the laws of the State of New York applicable to contracts to be performed entirely therein. Any action relating to advertising must be brought in the state of federal courts in New York, NY.

16. Orders for *The Source*-produced inserts are noncancelable without the written agreement of *The Source*. Should an agreement be reached allowing an advertiser to cancel an existing work order, it will include a requirement that the advertiser be responsible for the cost of any work performed or materials purchased on behalf of the Advertiser, including costs of services, paper, and/or printing.

17. The copyright in any advertisement created by *The Source* is owned by *The Source* and may not be otherwise used by the Advertiser without *The Source's* prior written consent. Advertiser and Agency agree that any advertisements published in *The Source* may, at the Publisher's option, be included in all media, whether now inexistence or hereafter developed, in which the issue containing the advertisement is published, reproduced, distributed, displayed, performed, or transmitted, in whole or part. Except as set forth herein, Advertiser and Agency reserve all its rights of ownership.

18. T*he Source* shall not be subject to any liability whatsoever for any failure to publish or circulate all of any part of any issues because of strikes, work stoppages, accidents, fire, acts of God, or any circumstances not within the control of *The Source* magazine.

TO OVER 1500 ADVERTISERS...

Thank You!