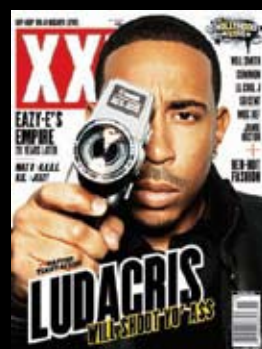
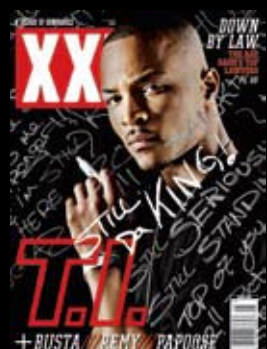


XXL

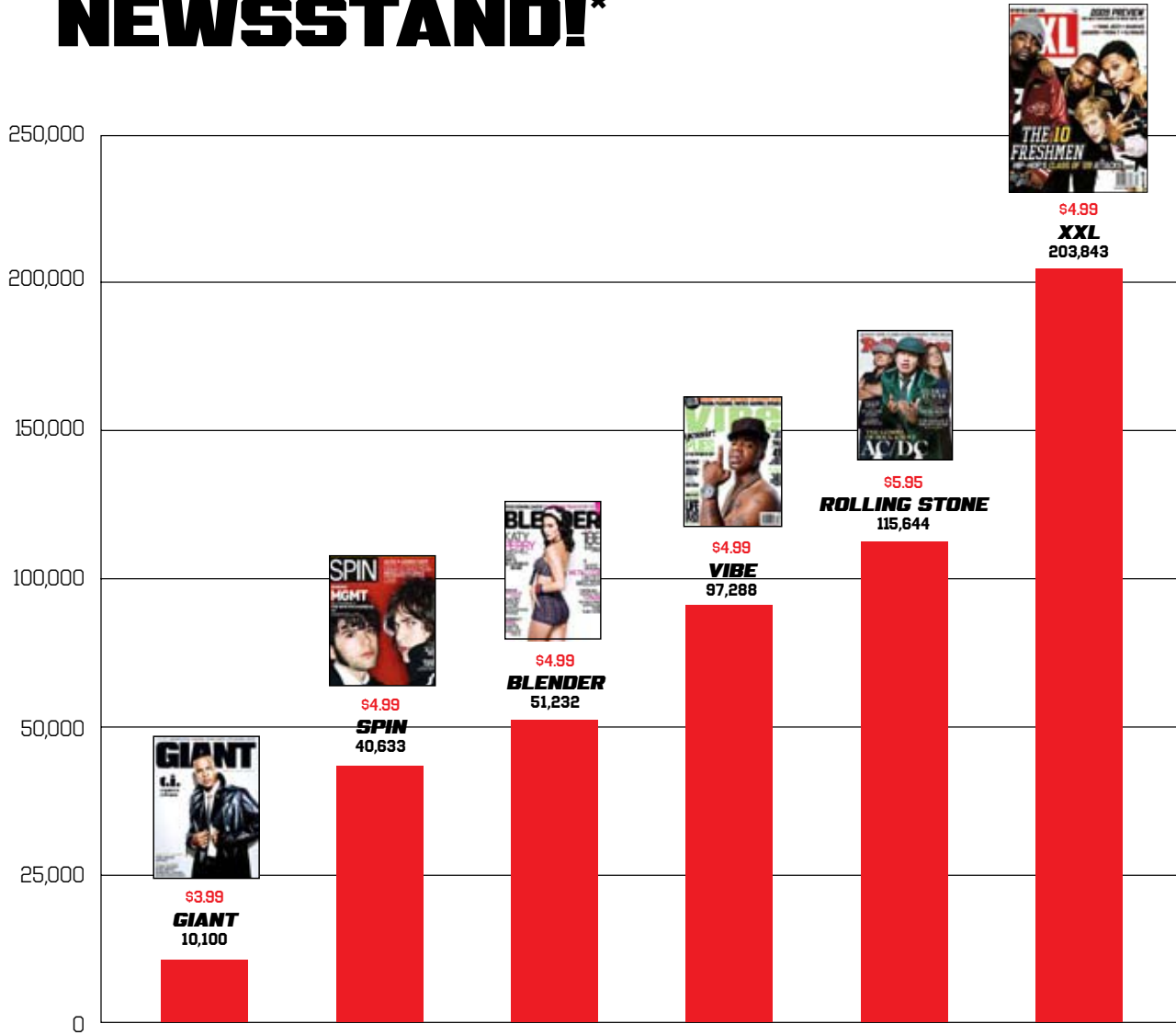
'09 MEDIA KIT



HIP-HOP ON A HIGHER LEVEL SINCE '97



THE #1 SELLING MUSIC MAGAZINE ON THE NEWSSTAND!*



   **XXL SIGNIFICANTLY OUTSELLS THE SOURCE AND COMPLEX, WHICH ARE NOT INCLUDED, AS THEY ARE NOT AUDITED PUBLICATIONS.**

TO GET MORE NEWSSTAND FACTS, CONTACT YOUR XXL SALES REP AT 212.807.7100.

* ACCORDING TO ABC PAS-FAX. SINGLE-COPY SALES CIRCULATION AVERAGES FOR SIX MONTHS ENDING JUNE 30, 2008



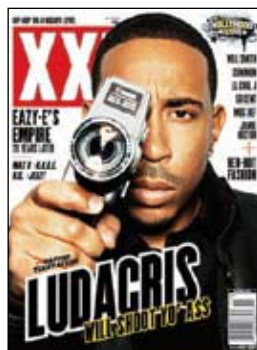
THE READER



»» **XXL speaks to the rap-music generation.** They are purveyors of hip-hop culture and consume music, fashion and lifestyle on a level that defies logic. Our readers are in the clubs, online, onstage and at retail shops—anywhere they can gain access to or create the music. They are the producers, the artists and the DJs. From the kid on the street to the record executive in his suite, XXL readers are part of a movement and helped build XXL to become the No.1 and most influential brand in rap media.

The fans are powerful consumers and are connected to the streets—with the ability to influence others and make or break brands. They are the voices of the neighborhood and the earliest adopters of new products.

XXL is the No.1 selling ABC-audited music publication on newsstands worldwide and is the premiere hip-hop media brand. After more than a decade of dominance, the magazine has maintained its street credibility as the most progressive magazine that represents rap music and hip-hop culture. It is the most respected journalistic publication on hip-hop culture—both editorially and photographically.





DEMOGRAPHICS

»» XXL's editorial mission is to take a more mature, real and intelligent approach to hip-hop, with an emphasis on the music and lifestyle that are at the heart and soul of the culture. XXL keeps up with the pace of hip-hop's dynamic energy and targets the trendsetter who lives for urban music. As the culture continues to evolve, XXL is there to deliver to readers the most progressive view of the music and the culture surrounding it.

XXL conducted a survey in the July 2008 issue to measure our current readership. Survey highlights, with respect to age, income, gender and ethnicity, are below.

GENDER

Male: 78%
Female: 22%

INCOME

Median: \$47,007
Average: \$56,571

ETHNICITY*

African-American: 67%
Caucasian/White: 18%
Hispanic/Latino: 19%
Asian: 1%

*Exceeds 100%, reflecting mixed ethnicities

AGE

Under 18: 6%
18-20: 11%
22-24: 21%
25-29: 29%
30-34: 16%
35-39: 11%
40-49: 5%
50+: 1%

21+: 83%

Median Age: 27

Average Age: 29

Survey fielded in the July 2008 issue

In making decisions regarding the suitability of magazines for your advertising plans, the information enclosed in this letter is the best estimate of XXL's readership that Harris Publications can provide as of October 1, 2008. We believe this data to be an accurate reflection of our readership; however, the survey results are a sampling of our readership and do not (as it is physically impossible to) poll every single reader. Harris Publications encourages you to use these numbers as a guide and conduct your own prototyping, comparing our magazine to similar magazines in their categories, when making your advertising decisions. Survey conducted by Touchpoint Research, under the management and supervision of DJG Marketing.

The XXL Prototype is available for use on IMS, Telmar and Memri for the 2007 spring MRI Survey. Agency research departments can contact Steve Douglas, Debbie Kaplan or Kellie Watt at DJG Marketing, by phone at 212.302.3700 or via e-mail at steved@djgmarketing.com, debbiek@djgmarketing.com, kelliew@djgmarketing.com, with any questions.



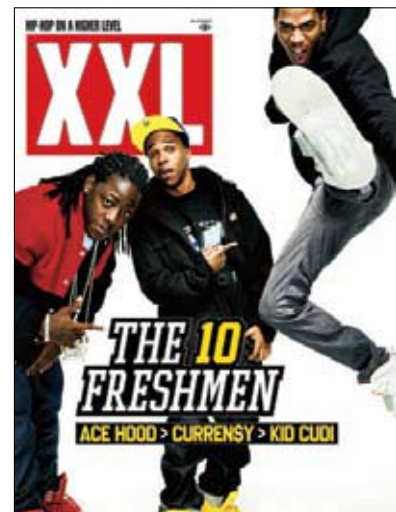
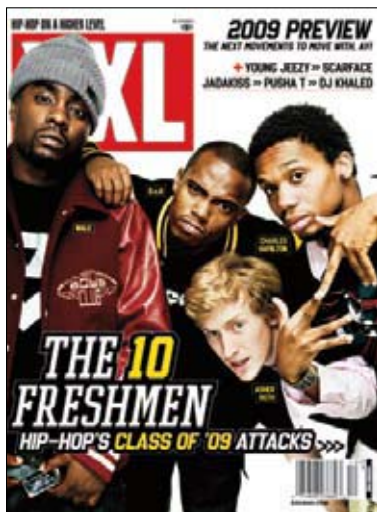
MAKING HISTORY

>>> OLD SCHOOL



In the fall of 1998, XXL was a budding magazine just five issues deep and looking to make a statement. On September 29, the editors made rap history when they gathered more than 200 hip-hop stars to recreate the famed jazz portrait “A Great Day in Harlem.” It was dubbed “A Great Day in Hip-Hop” and shot by famed photographer Gordon Parks in the same spot in Harlem as the original photo.

>>> NEW SCHOOL



For the past two years, XXL, the No.1 music magazine, has released an issue where the staff picks a new crop of MCs to watch in the upcoming year and attempts to predict hip-hop’s future stars. For 2008, the theme was “Leaders of the New School,” and a few top picks were Lupe Fiasco, Plies, Lil Boosie and Saigon. In 2009, it was “The 10 Freshmen: Hip-Hop’s Class of ‘09,” and some of the top choices were Wale, Asher Roth, Charles Hamilton and B.o.B.

EDITORIAL BREAKDOWN



360: WHAT GOES AROUND

>>> 360 is the first section of XXL magazine and includes the latest hip-hop news, short interviews with artists and industry insiders, and trend and humor pieces. Some of the special monthly columns in 360 include **Doin' Lines**, a fill-in-the-blank piece; **Family Ties**, where celebrity kin working to become MCs get noticed; **Test Me**, a spot for the hottest new products to get used and reviewed; and **Role Reversal**, where hip-hop artists become reporters.



SHOW & PROVE

>>> Here, the editors pick three up-and-coming rappers of the month and two new R&B artists. Readers get the scoop on who they are, their new music and their industry co-signs. Show & Prove's **X-Factor** also provides an additional tidbit about each artist.



EYE CANDY

>>> There's always room for a beautiful girl. The Eye Candy section features sexy photos of and an interview with the most wanted video vixen of the month.



FEATURES

>>> From interviews with rap's biggest stars to stories exploring the trends, music, moments and history of hip-hop and the culture, XXL's feature well is packed each month with hard-hitting and well-reported, top-notch rap journalism.

X-RATED

>>> The most important part of hip-hop is the music. In X-Rated, the section where size matters, the editors critique and discuss tracks, albums and artists that make up today's rap. In addition to informed reviews, other standout sections in X-Rated include **Production Credit**, which is the hot producer of the month; **Train of Thought**, where MCs explain the meaning behind their lyrics; and **Chairman's Choice**, which features artists and albums for true underground heads. And since so much of hip-hop is making its way into TV, movies and video games, XXL monitors the boob tube and the silver screen in **The Watcher**.



XXIT

>>> There's always a moment in the issue or the month worth spotlighting. Here's where it shines.

LIFESTYLE



THE COOL

>>> In hip-hop, fashion and lifestyle have become almost as important as the music. In The Cool, you'll find everything the rappers are rocking, what you should be copping and then some.

FASHION

>>> For wherever you need to go, XXL takes care of your styled-clothing needs in the fashion section. From a bubble jacket to a butter leather, to a grown-man suit, to a colorful pair of swim trunks, all seasons are covered.

BRANDED

>>> Like a new, buzz-worthy hip-hop artist, there's always a hot designer to become familiar with. XXL interviews these fashion artists and discusses their craft in Branded.

PERFECT MATCH

>>> Sometimes two companies are better than one. In Perfect Match, XXL covers how major brands collaborate to create new specialty items.



GOT IT MADE

>>> Since it's all about customizing what you wear, this column highlights how to take an item and really make it your own. Paint it, sew it or design it yourself.

WALK THIS WAY

>>> Here you can check out a showcase of the shoes heads should be wearing based on today's trends.

LICENSE TO ILL

>>> This is a spot for hip-hop artists to test-drive the latest whips and tell folks if they'd ever buy them.

FREESTYLE

>>> Enjoy a page devoted to an assortment of must-have items—sunglasses, colognes, bags, jeans, hoodies, watches and everything in between.





CUSTOM PUBLISHING

»» Harris Publications, Inc. is accomplished in the area of custom publishing. Major advertisers such as NIKE, Sirius Satellite Radio, Emmis Broadcasting, Foot Locker, adidas and Rémy Martin have relied on Harris for customized marketing solutions to help further brand penetration in their target markets.

Some of our custom-publishing projects have included:



HOT 97'S SUMMER JAM

As sponsor of the Hot 97 annual mega event, Summer Jam, XXL offers advertisers the opportunity to reach the 55,000 amped fans that attend the show at Giants Stadium through the production and distribution of the concert program.

Every year XXL creates a custom program for the big show, featuring artists performing onstage that year.



JAY-Z AT RADIO CITY MUSIC HALL

For the 10th anniversary of Jay-Z's first album, *Reasonable Doubt*, XXL published a story documenting the making of the classic rap LP. The article was so well-received that, when Jay performed at the anniversary celebration at Radio City Music Hall, on June 25, 2006, Def Jam asked XXL to create the program and include the story.



THE ANGER MANAGEMENT TOUR 3

In 2005, XXL sponsored The Anger Management Tour 3 and produced the program for the ultra-successful nationwide tour. The custom-publishing project was created as a mini-magazine and designed with similar editorial sections found in XXL.



XXL PRESENTS XXL DVD MAGAZINE VOL. I

Not only does XXL magazine kill it in print, but the brand released a first-ever *XXL DVD Magazine* to newsstands with worldwide distribution. The disc featured 90 minutes of exclusive footage with rap's biggest stars and was poly-bagged with a complimentary 32-page collector's edition mag, that documents the rap game through video the way it should be done.



XXL PRESENTS SHADE 45

When Eminem launched his rap radio channel, Shade 45, on Sirius, to reach the 18-34-year-old hip-hop fan, XXL created a magazine to educate hip-hop heads about satellite radio, how it works, how to get it and gave info on some of the artists that would be featured on the channel regularly. The ultimate goal of the book was to boost subscriptions for Sirius.



XXL PRESENTS HIP-HOP SOUL

XXL's softer side is *Hip-Hop Soul*, a magazine that provides an exclusive look into the soulful world of R&B. *Hip-Hop Soul* is a custom-published-special-edition series featuring exclusive artist interviews, music reviews, behind-the-scenes coverage, lifestyle and fashion—all that is hot and relevant in R&B.

““ When the special Shade 45 XXL edition hit newsstands, awareness for the channel seemed to increase 10-fold overnight. It was not only exciting to see our personalities in print across the country, but to be connected with an exclusive brand like XXL was a great look for Sirius Satellite Radio.””

—GERONIMO, SIRIUS SATELLITE RADIO, DIRECTOR OF PROGRAMMING, HIP-HOP



EVENTS

»» XXL hosts premium events, ranging from custom-product launches, to charity fundraisers, to concerts, to issue-release parties. All events uniquely connect with the artists, influencers and fans of hip-hop music and culture.

Some of our events have included:



FILA LEGENDS WEAR

XXL hosted a private preview event with Wu-Tang Clan to promote the launch of Fila's Wu-Tang Weathertech boot and to honor the rap and hip-hop trailblazers' influence in music and fashion.



FILA X PREMIUM GOODS PREVIEW

XXL partnered with Fila to host a private in-store event to promote the Premium Goods special-edition Fila classic tennis shoe, designed by XXL editor-in-chief Datwon Thomas.



HIP-HOP SOUL

In support of Black Music Month and to promote the launch of *Hip-Hop Soul*, XXL teamed up with Rémy Martin to host an exclusive event in New York City, with special live performances by Chrisette Michelle and Musiq Soulchild.



DARE TO DREAM BENEFIT CONCERT

XXL teamed up with Platform One Entertainment to host a Cypress Hill benefit concert at the House of Blues, in support of the Chicago Alliance to End Homelessness.



EIGHT732 LAUNCH & YOUNG JEEZY BIRTHDAY

XXL helped promote the official launch of Young Jeezy's Eight732 clothing line by hosting a VIP flight-themed birthday soiree at a converted airport hangar in Atlanta.

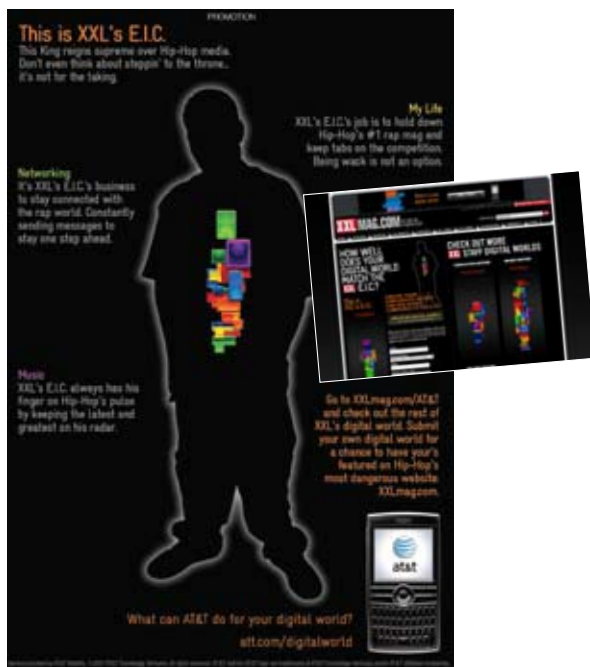


SUMMER JAM

XXL is the official magazine sponsor of Hot 97's annual hip-hop music festival, Summer Jam, held at Giants Stadium, and the publisher of the special-edition Summer Jam concert program.



INTEGRATED-MARKETING PROGRAM (CASE STUDIES)



AT&T

Challenge: To organically integrate the AT&T Digital World campaign with hip-hop enthusiasts in a cross-platform program, in order to create a campaign for AT&T that resonated with the hip-hop consumer.

Solution: XXL chose one of the most recognized and influential figures in hip-hop, its editor-in-chief (EIC), to create and display his digital world. His digital world became hip-hop's presence in the AT&T brand campaign. XXL displayed the EIC's digital world in a print ad. The ad drove traffic to a customized micro-site where the EIC hosted an interactive online contest and displayed his digital world.

Result: The AT&T Digital World campaign was seamlessly integrated with XXL magazine and XXLmag.com readers and was fully integrated within the hip-hop community. AT&T was able to resonate with the hip-hop enthusiast and presented the winner on the homepage of XXLMag.com, gaining further exposure.



T-MOBILE

Challenge: To build awareness and excitement around the limited-edition D-Wade Sidekick 3 launch.

Solution: XXL created a turnkey promotion around one of our readers' most anticipated events, All-Star Weekend. The program effortlessly linked the Sidekick 3 designed by Duane Wade, All-Star Weekend and XXL via a custom-drawn cartoon series featured in the magazine. The cartoon followed two fans' All-Star Weekend adventures as they used the Sidekick to find D-Wade. From there, readers were asked to go to XXLmag.com/T-Mobile to enter into a contest to win a limited-edition Sidekick 3.

Result: XXL generated more than 10,000 online entries from the customized promotion, creating huge enthusiasm for the Sidekick within the hip-hop community and building up T-Mobile's mailing list.



INTEGRATED-MARKETING PROGRAM (CASE STUDIES)



SCION

Challenge: To develop a large online-only promotion that fully integrated the Scion brand with the true hip-hop fanatic. The main objective was to integrate Scion with the XXL reader, while steering away from blatant Scion logos and branding.

Solution: Using our social-networking platform, XXLBlockTalk.com, XXL built a fully customized rap-battle interface designed to target our XXLBlockTalk.com and XXLMag.com community of aspiring MCs. In order to gain maximum participation and tune in, the battle needed to be accessible online, with user-listening and -voting capabilities.

Result: The rap battle attracted more than 650 aspiring MC entrants, with more than 490,000 unique visitors exposed to Scion branding. Some 28,000 people tuned in to listen to the rap battles online. With an added-value recap in XXL magazine and a special online section dedicated to the winner, Scion was able to organically integrate their brand into the fabric of XXLMag.com's readers' passions.



BABY PHAT

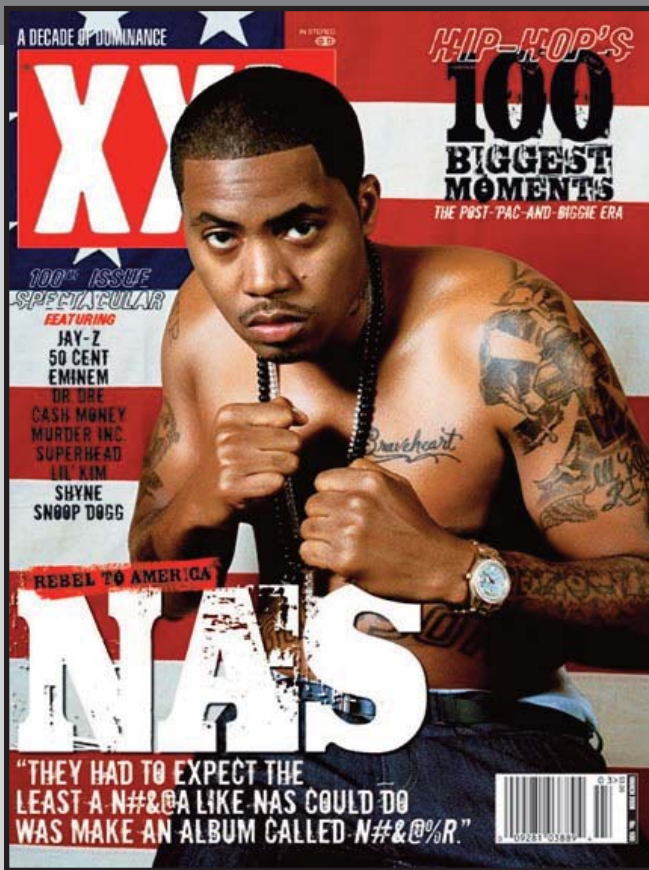
Challenge: To create retail traffic for the No. 1 female urban-apparel brand, for their spring line, by aggregating a consumer database for future digital mailings.

Solution: To create a six-page, in-book shopping guide displaying the latest and hottest Baby Phat products, featuring an online giveaway requiring micro-site registration.

Result: Baby Phat received a better-than 50 percent opt-in rate for future HTML client mailings. This cost-effective, in-book ad campaign landed an estimated 25,000 registrants.

“The results were extraordinary. We did the identical promotion in Elle Girl and XXL. Who knew that XXL would pull so many readers; it was 10,000 more names than Elle Girl!”

— JAMES CAMPBELL, MARKETING DIRECTOR, BABY PHAT



XXL

Published 11x year
271,692 Circulation

ADVERTISING RATES

Display Rates:
\$495.00 per inch

Classified Rates:
\$11.95 per word / 14 word minimum

ABOUT THE READERS

Male Readers: 78%
Median Age: 27
Median HHI: \$47,007
College Educated: 44.7%
African-American: 67%

XXL

XXL's editorial mission is to take a more, mature, real and intelligent approach to hip-hop, with an emphasis on the music and lifestyle that are at the heart of soul of the culture. XXL keeps up with the pace of hip-hop's dynamic energy and targets the trendsetter who lives for urban music. As the culture continues to evolve, XXL is there to deliver to readers the most progressive view of the music and the culture surrounding it.

A Letter From One of Our Advertisers...

I want to take a moment to thank you for turning us on to XXL. Our Client has advised us that initial response has been terrific. Thank you for always being so helpful and attentive to our needs.

Dennis Shears

HOW TO PLACE YOUR AD

Simply complete the order form
and fax it back to us at (352) 597-6201
or mail it to:
AMERICA'S MediaMarketing
13169 Jacqueline Rd.
Brooksville, FL 34613

<u>ISSUE</u>	<u>CLOSE DATE</u>	<u>ON-SALE</u>
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*If you have any questions,
please call your representative:*

Or call (800) 675-7636

XXL