

United States Bankruptcy Court District of Delaware					Voluntary Petition																								
Name of Debtor (if individual, enter Last, First, Middle): <b>Source Interlink Companies, Inc.</b>					Name of Joint Debtor (Spouse) (Last, First, Middle):																								
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>See Rider 1</b>					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																								
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-2428299					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																								
Street Address of Debtor (No and Street, City, and State): 27500 Riverview Center Boulevard, Suite 400 Bonita Springs, FL <b>ZIP CODE: 34134</b>					Street Address of Joint Debtor (No and Street, City, and State):  <b>ZIP CODE:</b>																								
County of Residence or the Principal Place of Business: Lee County					County of Residence or the Principal Place of Business:																								
Mailing Address of Debtor (if different from street address):  <b>ZIP CODE:</b>					Mailing Address of Joint Debtor (if different from street address):  <b>ZIP CODE:</b>																								
Location of Principal Assets of Business Debtor (if different from street address above):  <b>ZIP CODE:</b>																													
<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (Includes Joint Debtors) <i>See Exhibit D. on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business. <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input checked="" type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer primarily debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family or house-hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																								
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is a not small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  <b>Check all applicable boxes:</b> <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																								
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY																			
<b>Estimated Number of Creditors (On a Consolidated Basis)</b> <table style="width:100%; text-align: center;"> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>										1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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<b>Estimated Assets</b> <table style="width:100%; text-align: center;"> <tr> <td>\$0 to 50,000</td> <td>\$50,001 to 100,000</td> <td>\$100,001 to 500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>										\$0 to 50,000	\$50,001 to 100,000	\$100,001 to 500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Source Interlink Companies, Inc.</b>	
<b>All Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed: None	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>See Rider 2</b>		Case Number:	Date Filed:
District: <b>District of Delaware</b>		Relationship:	Judge:
<p style="text-align: center;"><b>Exhibit A</b></p> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input checked="" type="checkbox"/> Exhibit A is attached and made part of this petition.		<p style="text-align: center;"><b>Exhibit B</b></p> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C. § 362(1)).			

**Voluntary Petition**

*(This page must be completed and filed in every case)*

Name of Debtor(s):

Source Interlink Companies, Inc.

**Signatures**

**Signature(s) of Debtors(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code.

Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1515, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney**

X Laura Davis Jones  
Signature of Attorney for Debtor(s)

Laura Davis Jones  
Printed Name of Attorney for Debtor(s)

PACHULSKI STANG ZIEHL & JONES LLP  
Firm Name

919 North Market Street, 17th Floor  
Wilmington, Delaware 19899-8705  
Address

(302) 778-6401  
Telephone Number

April 27, 2009  
Date

**Signature of Non-Attorney Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)  
(Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X Douglas J. Bates  
Signature of Authorized Individual

Douglas J. Bates  
Printed Name of Authorized Individual

Authorized Signatory  
Title of Authorized Individual

April 27, 2009  
Date

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
SOURCE INTERLINK COMPANIES, INC.	)	Case No. 09-_____ ( )
Debtor.	)	

**Exhibit "A" to Voluntary Petition**

1. The Debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, and the Debtors' Securities Exchange Commission ("SEC") file number is 001-013437.

2. The following financial data is the latest available information as of April 24, 2009.

a.	Total assets (book value)	<u>\$2,436,005,000</u>
b.	Total debts (including debts listed in 2.c., below)	<u>\$1,995,504,000</u>
c.	Debt securities held by more than 500 holders.	<u>None</u>
d.	Number of shares of preferred stock	<u>None</u>
e.	Number of Holders of Preferred Stock	<u>None</u>
f.	Number of shares of common stock	<u>52,320,837</u>
g.	Number of Holders of Common Stock	<u>Approximately 125</u>

Comments if any:

3. Brief description of the Debtor's business:

Source Interlink Companies, Inc. and its affiliates are a premier marketing, publishing, merchandising and fulfillment company of entertainment products including DVDs, music CDs, magazines, books and related items serving about 110,000 retail store locations throughout North America.

4. List the name of any person who directly or indirectly beneficially owns, controls or holds, with power to vote, 5% or more of the voting securities of the Debtor:

<b>Title of Class of Shares</b>	<b>Name of Holder</b>	<b>Percentage of Shares of Ownership</b>
Common Stock	AEC Associates LLC <sup>1</sup>	48.37
Common Stock	Scopia Management Inc.	9.01
Common Stock	Goldman Sachs Group	7.17
Common Stock	Dimensional Fund Advisors	6.55

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<sup>1</sup> AEC Associates LLC, directly and indirectly, through Digital On—Demand, Inc.; Yucaipa One—Stop Partners, L.P.; Yucaipa AEC Associates, LLC; OA3, LLC; and R. Burkle, owns 48.37% of common stock of Source Interlink Companies, Inc.

## RIDER 1

Other names used by or associated with the Debtor in the last 8 years:

- Aaron Wire & Metal Products, Ltd.
- Abbey Road Distributors
- Abby Road
- Acme
- Acme, Inc.
- AE Land Corp.
- AEC Direct Inc.
- AEC Direct, LLC
- AEC One Stop Group, Inc.
- AEC Supermarket Services Group, LLC.
- AEC Supply Chain Management
- Alliance Entertainment Corp.
- Alliance Entertainment Special Products
- Alligator Acquisition, LLC.
- Arrowood, Inc.
- Austin News
- Austin News Services
- Automotive.com, Inc.
- Automotive.com, LLC
- Bassin Distributors
- Brand Manufacturing Corp.
- Canoe & Kayak, Inc.

- Canoe and Kayak, Inc.
- CD One Stop
- Chestnut Display Systems (North), Inc.
- Chestnut Display Systems, Inc.
- Consumer Source, Inc.
- Crossroads News Corporation
- CSK Publishing Company, Inc.
- Data Systems USA
- David E. Young, Inc.
- DEYCO
- Deyco Acquisition Corporation
- Deyco Distribution Services
- Deyco Distribution, Inc.
- Directou, Inc.
- Distribution and Fulfillment Services Group, Inc.
- Eastern Distribution Services, Inc.
- Empire State News
- Enthusiast Media Subscription Company, Inc.
- Go Lo Entertainment, Inc.
- Huck Store Fixture Company
- Huck Store Fixture Company of Nevada
- Huck Store Fixture Company of North Carolina, Inc.
- Innovative Distribution Network
- Innovative Metal Fixtures, Inc.

- International Periodical Distributors, Inc.
- IPD Books, Inc.
- IPD Distribution Services, Inc.
- Jayco News Corporation
- Jech Distributing, Inc.
- Jerry Bassin
- K-Sub, Inc.
- L-Sub, Inc.
- Magazine Marketing, Inc.
- Matrix Software
- McMullen Argus Publishing, inc.
- Mike Kessler & Associates, Inc.
- Motor Trend Auto Shows Inc.
- MYCO, Inc.
- News Etc.
- Northcoast News Corporation
- Northwest Distribution Services, Inc.
- One Way Records
- PC2
- PC-Sub, Inc.
- Pennsylvania International Distribution
- Pennsylvania International Distribution Services, Inc.
- Premier News Corporation
- Primary News, LLC



- Primary Source, Inc.
- Primedia Enterprises, Inc.
- Primedia Enthusiast Publications, Inc.
- Primedia Inc.
- Primedia Investment LLC
- Primedia Leisure Group, Inc.
- Primedia Magazine Finance Inc.
- Primedia Magazines Inc.
- Primedia Special Interest Publications Inc.
- Primedia Specialty Group Inc.
- Promark
- Publisher Distribution Services, Inc.
- Publishers Services, Inc.
- RDS Logistics, LLC
- Readers Choice, Inc.
- RJR Marketing, Inc.
- San Diego News Agency
- Services, Inc.
- Source Display
- Source Home Entertainment, Inc.
- Source Interlink Canada, Inc.
- Source Interlink Companies, Inc.
- Source Interlink Companies, Inc. (DE)
- Source Interlink Companies, Inc. (MO)

- Source Interlink Distribution, LLC
- Source Interlink International, Inc.
- Source Interlink Magazines, LLC
- Source Interlink Manufacturing, LLC
- Source Interlink Media, LLC
- Source Mid Atlantic News, LLC
- Source Interlink Retail Services, LLC
- Source-Chestnut Display Systems, Inc.
- Source-Huck Store Fixtures Company
- Source-Interlink Acquisition, Inc.
- Source-MYCO, Inc.
- Source-U.S. Marketing Services, Inc.
- Source-Yeager Industries, Inc.
- Suncoast Magazines, Inc
- Suncoast Magazines, Inc
- Suncoast Magazines, Inc.
- Superior Leasing, Inc.
- Superior Media Services, LLC
- T.C.E. Corporation
- The Interlink Companies, Inc.
- The Source Company
- The Source Information Management Company
- The Source Interlink Acquisition, Inc.
- The Source-Canada Corp.

- The Vail Companies, Inc.
- The Virtual Flyshop, Inc.
- Tri-Coslal Express Corp.
- U.S. Marketing Services, Inc.
- Universal Consulting Services, Inc.
- Vail Companies, Inc.
- Western Distribution Services, Inc.
- Worldwide Media Service
- Yeager Industries, Inc.

## **RIDER 2**

### Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

Following the debtor, Source Interlink Companies, Inc., the following affiliated debtors will file chapter 11 petitions in the United States Bankruptcy Court for the District of Delaware:

1. AEC Direct, LLC
2. Automotive.com, LLC
3. Canoe & Kayak, Inc.
4. Directtou, Inc.
5. Enthusiast Media Subscription Company, Inc.
6. Motor Trend Auto Shows, LLC
7. RDS Logistics, LLC
8. Source-Chestnut Display Systems, Inc.
9. Source Home Entertainment, Inc.
10. Source Interlink Distribution, LLC
11. Source Interlink International, Inc.
12. Source Interlink Magazines, LLC
13. Source Interlink Manufacturing, LLC
14. Source Interlink Media, LLC
15. Source Interlink Retail Services, LLC
16. Source Mid Atlantic News, LLC
17. The Interlink Companies, Inc.