

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

In re:)	Chapter 11
)	Case No. 09-_____ ()
SOURCE INTERLINK COMPANIES, INC.,)	
et al., ¹)	
)	
Debtors.)	

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE TOP 30 LARGEST UNSECURED CLAIMS**

The above-captioned debtors (collectively, the "Debtors") each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the consolidated list of the Debtors' creditors holding the 30 largest unsecured claims (the "Consolidated List") based on the Debtors' books and records as of approximately April 24, 2009. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims on a consolidated basis. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority or amount of any claim.

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Source Interlink Companies, Inc. (8299); AEC Direct, LLC (1003); Automotive.com, LLC (2610); Canoe & Kayak, Inc. (5510); Directou, Inc. (4741); Enthusiast Media Subscription Company, Inc. (1137); Motor Trend Auto Shows, LLC (5888); RDS Logistics, LLC (0305); Source-Chestnut Display Systems, Inc. (6446); Source Home Entertainment, Inc. (8517); Source Interlink Distribution, LLC (3387); Source Interlink International, Inc. (1428); Source Interlink Magazines, LLC (3601); Source Interlink Manufacturing, LLC (7123); Source Interlink Media, LLC (4935); Source Interlink Retail Services, LLC (6967); Source Mid Atlantic News, LLC (7108); The Interlink Companies, Inc. (2991). The location of the Debtors' corporate headquarters and the service address for all Debtors is: 27500 Riverview Center Boulevard, Suite 400, Bonita Springs, Florida 34134.

(1) Name of creditor	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
HSBC BANK USA NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE TO SENIOR UNSECURED NOTES	HSBC BANK USA NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE TO SENIOR UNSECURED NOTES ROBERT A CONRAD 452 FIFTH AVE NEW YORK, NY 10018 P: 212-525-1314 F: 212-525-1300 E: robert.conrad@us.hsbc.com	NOTE DEBT		\$455,000,000.00
TIME WARNER RETAIL	TIME WARNER RETAIL RICH JACOBSON 260 CHERRY HILL RD PARSIPPANY, NJ 07054 P: 973-939-7200 F: 203-377-2621 E: rich_jacobson@timeinc.com TIME WARNER RETAIL RICK PINELLI 9210 KING PALM DR. TAMPA, FL 33619 P: 813.664.8067 F: 813-494-4318 E: rick_pinelli@timeinc.com	TRADE DEBT		\$75,457,973.55
COMAG MARKETING GROUP (CMG)	COMAG MARKETING GROUP (CMG) MIKE SULLIVAN 155 VILLAGE BLVD. PRINCETON, NJ 08540 P: 212-649-4429 F: 609-524-1629 E: mlsullivan@i-cmg.com	TRADE DEBT		\$53,195,038.27

(1) Name of creditor	(2) Name, telephone number, fax numbers, and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
CURTIS CIRCULATION CO.	<p>CURTIS CIRCULATION CO. ROBERT CASTARDI 730 RIVER RD NEW MILFORD, NJ 07646 P: 201-634-7493 F: 201-634-7494 201-634-7493 E: rcastardi@curtiscirc.com</p> <p>CURTIS CIRCULATION CO. GLENN BAPTISTE 2500 MCCLELLAN AVE. PENNSAUKEN, NJ 08109-9880 P: 856-910-2007 F: 856-488-1819 E: GBaptiste@curtiscirc.com</p>	TRADE DEBT		\$42,729,863.52
KABLE DISTRIBUTION SERVICES	<p>KABLE DISTRIBUTION SERVICES MIKE DULCO 14 WALL STREET NEW YORK, NY 10005 P: 212-705-4635 E: mduloc@kable.com</p> <p>KABLE DISTRIBUTION SERVICES 16 SOUTH WESLEY AVE. MT. MORRIS, IL 61054 P: 815-734-5286 F: 815-734-5234 E: CRussell@kable.com</p>	TRADE DEBT		\$22,903,048.57
LEVY HOME ENTERTAINMENT	<p>LEVY HOME ENTERTAINMENT CAROL KLOSTER 1930 GEORGE STREET MELROSE, IL 60160 P: 708-356-3603; 708-356-3664 F: 708-547-4503 708-356-3609 E: ckloster@levybooks.com</p>	TRADE DEBT		\$14,022,923.63

(1) Name of creditor	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
FOX HOME ENTERTAINMENT	FOX HOME ENTERTAINMENT DAN MACKECHNIE 2121 AVENUE OF THE STARS, 11TH FL LOS ANGELES, CA 90067 P: 310-369-3900 F: 310-369-3319	TRADE DEBT		\$11,681,347.78
PARAMOUNT HOME VIDEO	PARAMOUNT HOME VIDEO ANDY MARYGOLD 5555 MELROSE AVE LOS ANGELES, CA 90038-3197 P: 213-956-5000 F: 213-956-1100 E: Eric_Doctorow@paramount.com	TRADE DEBT		\$9,081,405.05
SONY PICTURES HOME ENTERTAINMENT	SONY PICTURES HOME ENTERTAINMENT BILL STELLMAN 10202 W. WASHINGTON BLVD CULVER CITY, CA 90232 P: 310-244-4000 F: 310-244-2626	TRADE DEBT		\$5,741,740.62
BUENA VISTA HOME ENTERTAINMENT	BUENA VISTA HOME ENTERTAINMENT KATHY CLARKE 500 S BUENA VISTA ST BURBANK, CA 91521-9722 P: 818-560-1000 F: 732-623-6054	TRADE DEBT		\$4,554,298.09
EMI MUSIC & MARKETING	EMI MUSIC & MARKETING DAVID MILLER 21700 OXNARD STREET, SUITE 700 WOODLAND HILLS, CA 91367 P: 323-871-5052 F: 323-467-5267 E: david.miller@emicap.com	TRADE DEBT		\$4,486,930.22

(1) Name of creditor	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
A&E HOME VIDEO	A&E HOME VIDEO SUSAN MARGOLIN C/O NEW VIDEO 902 BROADWAY 9TH FLOOR NEW YORK, NY 10010 P: 212-206-8600 F: 212-206-9001 E: Smargolin@newvideo.com	TRADE DEBT		\$3,182,400.56
IMAGE ENTERTAINMENT	IMAGE ENTERTAINMENT JEFF FRAMER 20525 NORDHOFF ST SUITE 200 CHATSWORTH, CA 91311 P: 818-407-9100 x299 F: 818-407-9151 E: jframer@image-entertainment.com	TRADE DEBT		\$3,086,396.05
GENIUS PRODUCTS, INC	GENIUS PRODUCTS, INC MITCH BUDIN 3301 EXPOSITION SUITE 100 SANTA MONICA, CA 90404 P: 954-755-3172 F: 973-895-1757 E: mitch.budin@geniusproducts.com	TRADE DEBT		\$2,535,585.69
BONNIER	BONNIER VICKI WESTON 3946 GLADE VALLEY DRIVE KINGWOOD, TX 77339 P: 281-359-4363 F: 407-628-7061 E: Vicki.Weston@worldpub.net BONNIER 460 N.ORLANDO AVE.STE 200 WINTER PARK, FL 32789 P: 407-628-4802	TRADE DEBT		\$2,383,784.00

(1) Name of creditor	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
COMAG UK	COMAG UK MIKE MIRAMS TAVISTOCK ROAD WEST DRAYTON MIDDLESEX, UK UB7 7QE UNITED KINGDOM P: 011-44-1895-433-810 F: 011-44-1895-433 608 E: Mike.Mirams@comag.co.uk	TRADE DEBT		\$2,264,104.52
SEYMOUR INTERNATIONAL	SEYMOUR INTERNATIONAL TRACY O'SULLIVAN 2 EAST POULTRY AVENUE LONDON, UK EC1A 9PT UNITED KINGDOM P: 0-11-44-20-7429-4068 F: 020-7429-4001 011- 44-2073-968-014 E: carrie.rooks@seymour.co.uk tracy.o'sullivan@seymour.co.uk	TRADE DEBT		\$2,163,839.64
E1 ENTERTAINMENT DISTRIBUTION	E1 ENTERTAINMENT DISTRIBUTION MICHAEL KOCH KOCH ENTERTAINMENT DISTRIBUTION 22 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050 P: 516-484-1000 x 100 F: 905-624-7310 E: Michael.Koch@koch.net E1 ENTERTAINMENT DISTRIBUTION 70 DRIVER ROAD UNIT 1 BRAMPTON, ON L6T 5 V2 CANADA	TRADE DEBT		\$2,068,073.56

(1) Name of creditor	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (Secured also state value of security)
HARRIS PUBLICATIONS	HARRIS PUBLICATIONS RICHARD FOGEL 1115 BROADWAY NEW YORK, NY 10010 P: 212-807-7100 F: 212-924-2352 E: rfogal01@aol.com	TRADE DEBT		\$1,834,045.09
ACORN MEDIA PUBLISHING	ACORN MEDIA PUBLISHING MIGUEL PENELLA ACORN MEDIA US & CORPORATE HEADQUARTERS 8515 GEORGIA AVENUE SUITE 650 SILVER SPRING, MD 20910 P: 310-608-2115 F: 301-608-9312 E: mpenella@acornmedia.com	TRADE DEBT		\$1,738,060.40
AMERICAN MEDIA INC	AMERICAN MEDIA INC DAVID PECKER 1 PARK AVENUE NEW YORK, NY 10016 P: 212-545-4800 F: 212-532-1013 E: dpecker@amilink.com	TRADE DEBT		\$1,678,171.88
FUTURE PUBLISHING LTD	FUTURE PUBLISHING LTD R RON KELLY BEAUFORD COURT 30 MONMOUTH STREET BATH, ENGLAND, UK BA1 2BW UNITED KINGDOM P: 44-0-1225-442244 F: 44-0-1225-822836 E: ron.kelly@futurenet.co.uk	TRADE DEBT		\$1,624,419.29

(1) Name of creditor	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
QUEBECOR WORLD INC.	QUEBECOR WORLD INC. J. MALLETT 999 DE MAISONNEUVE BLVD WEST MONTREAL, QC H3A 3L4 CANADA P: 514-954-0101 F: 514-954-9624	TRADE DEBT		\$1,558,794.38
GAIAM INTERNATIONAL	GAIAM INTERNATIONAL REINI REITER 833 W SOUTH BOULDER RD. PO BOX 3095 BOULDER, CO 80307-3095 P: 303-222-3960 F: 303-222-3700 E: reni.reiter@gaiam.com	TRADE DEBT		\$1,365,657.18
UPS	UPS OLGA VERONICA VILA 5400 SOUTH UNIVERSITY DRIVE BLDG 3 DAVIE, FL 33328 P: 954-252-1178 F: 954-252-1173 E: ovila@ups.com UPS UPS WORLD HEADQUARTERS 55 GLENLAKE PKWY NE ATLANTA, GA 30328 F: 954-252-1122	TRADE DEBT		\$1,213,205.54
SCIENTIFIC AMERICAN	SCIENTIFIC AMERICAN CHRISTIAN DORBANDT 415 MADISON AVE NEW YORK, NY 10017 P: 212-451-8538 F: 212-832-2998 212-355-0408 E: cdorbandt@sciam.com	TRADE DEBT		\$1,162,226.70

(1) Name of creditor	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (Secured also state value of security)
PLAYBOY ENTERPRISES INTL	PLAYBOY ENTERPRISES INTL SHANTI SREENIVASAN 680 NORTH LAKE SHORE DR CHICAGO, IL 60611 P: 312-373-2240 F: 312-751-2818 E: shanthis@playboy.com	TRADE DEBT		\$959,723.23
MADACY ENTERTAINMENT LP	MADACY ENTERTAINMENT LP AMOS ALTER 3333 GRAHAM BLVD SUITE 102 MONTREAL, QB H3R 3L5 CANADA P: 514-341-5000 x287 F: 514-341-6565 E: amos@madacy.com	TRADE DEBT		\$937,529.92
RIDER CIRCULATION SERVICES	RIDER CIRCULATION SERVICES EARLEEN CHRISMAN 3700 EAGLE ROCK BLVD. LOS ANGELES, CA 90065 P: 323-258-6000 F: 323-258-0626 E: Earleen@newsways.com	TRADE DEBT		\$923,509.19

(1) Name of creditor	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
MEREDITH CORPORATION	<p>MEREDITH CORPORATION DAVID ALGIRE 200 MADISON AVENUE 8th FLOOR NEW YORK, NY 10016 P: 212-551-7050 F: 212-551-7161 E: david.algire@meredith.com</p> <p>MEREDITH CORPORATION GARY KOERNER 1716 LOCUST STREET LS 327 DES MOINES, IA 50309 P: 515-284-3637 F: 515-284-2700 E: gkoerner@mdp.com</p>	TRADE DEBT		\$881,062.00

**DECLARATION UNDER PENALTY
OF PERJURY ON BEHALF OF CORPORATION**

Pursuant to 28 U.S.C. § 1746, I, Douglas J. Bates, the duly qualified and authorized signatory of Source Interlink Companies, Inc., declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: April 27, 2009



Douglas J. Bates
Authorized Signatory