

For the six months ended June 30, 2011

Field Served: For the builders, owners and drivers of modified or customized cars and pickups of the 20s, 30s, 40s and 50s. Combines car features, event coverage, product evaluations, technical/how-to's, buyers' guides and history.

Published by Source Interlink Media

Frequency: 12 times/year

ABC Member # 04-0997-0

PAID & VERIFIED MAGAZINE PUBLISHER'S STATEMENT

Subject to Audit

1. TOTAL AVERAGE PAID & VERIFIED CIRCULATION

| | Average for the Statement Period | % | Rate Base | Above (Below) | % Above (Below) |
|--|---|--------------|---------------------|------------------|--------------------|
| Paid & Verified Circulation: (See Par. 6) | | | | | |
| Subscriptions: | | | | | |
| Paid | 94,118 | 82.4 | | | |
| Verified | | | | | |
| Total Paid & Verified Subscriptions | 94,118 | 82.4 | | | |
| Single Copy Sales | 20,115 | 17.6 | | | |
| Total Paid & Verified Circulation | 114,233 | 100.0 | None Claimed | | |

2. PRICES

| | Suggested Retail Prices (1) | Average Price (2) Net | Gross (Optional) |
|---|--------------------------------|--------------------------|------------------|
| Average Single Copy | \$4.99 | | |
| Subscription | \$22.97 | | |
| Average Subscription Price Annualized (12 issue frequency) | | \$13.45 | |
| Average Subscription Price per Copy | | \$1.12 | |

(1) For the Statement period

(2) Represents subscriptions for the 12 months ended December 31, 2010.

3. PAID & VERIFIED CIRCULATION BY ISSUE

| Issue | Paid Subscriptions | Verified Subscriptions | Total Paid & Verified Subscriptions | Single Copy Sales | Total Paid & Verified Circulation |
|-------|-----------------------|---------------------------|---|----------------------|---|
| Jan. | 93,605 | | 93,605 | 19,723 | 113,328 |
| Feb. | 92,782 | | 92,782 | 26,671 | 119,453 |
| Mar. | 93,308 | | 93,308 | 16,698 | 110,006 |
| Apr. | 94,802 | | 94,802 | 17,577 | 112,379 |
| May | 94,806 | | 94,806 | 19,081 | 113,887 |
| June | 95,407 | | 95,407 | 20,939 | 116,346 |

4. AVERAGE CIRCULATION BY REGIONAL, METRO & DEMOGRAPHIC EDITIONS

None

5. TREND ANALYSIS

| | 2006 | % | 2007 | % | 2008 | % | 2009 | % | 2010 | % |
|--|----------------|--------------|----------------|--------------|----------------|--------------|----------------|--------------|----------------|--------------|
| Subscriptions: | | | | | | | | | | |
| Paid | 88,044 | 78.2 | 89,416 | 78.0 | 88,421 | 77.1 | 89,762 | 79.0 | 92,351 | 83.2 |
| Verified | N/A | | N/A | | N/A | | N/A | | N/A | |
| Total Paid & Verified Subscriptions | 88,044 | 78.2 | 89,416 | 78.0 | 88,421 | 77.1 | 89,762 | 79.0 | 92,351 | 83.2 |
| Single Copy Sales | 24,600 | 21.8 | 25,223 | 22.0 | 26,200 | 22.9 | 23,828 | 21.0 | 18,707 | 16.8 |
| Total Paid & Verified Circulation | 112,644 | 100.0 | 114,639 | 100.0 | 114,621 | 100.0 | 113,590 | 100.0 | 111,058 | 100.0 |
| Year Over Year Percent of Change | | -0.4 | | 1.8 | | -0.0 | | -0.9 | | -2.2 |
| Avg. Annualized Subscription Price | \$13.79 | | \$13.54 | | \$14.23 | | \$14.31 | | \$13.33 | |

6. SUPPLEMENTAL ANALYSIS OF AVERAGE PAID & VERIFIED CIRCULATION

The following averages, as reported below, are included in Par. 1 and annotated here per applicable rules. See Par. 9 for full explanation.

| | Average for Period | % of Circulation |
|--|--------------------|------------------|
| PAID SUBSCRIPTIONS | | |
| Individual Subscriptions* | 85,973 | 75.3 |
| Combination Subscriptions* | 8,103 | 7.1 |
| Sponsored Sales | 42 | 0.0 |
| TOTAL PAID SUBSCRIPTIONS | 94,118 | 82.4 |
| VERIFIED SUBSCRIPTIONS | | |
| TOTAL VERIFIED SUBSCRIPTIONS | | |
| TOTAL PAID & VERIFIED SUBSCRIPTIONS | 94,118 | 82.4 |
| SINGLE COPY SALES | | |
| Single Issue Sales | 20,115 | 17.6 |
| TOTAL SINGLE COPY SALES | 20,115 | 17.6 |
| TOTAL PAID & VERIFIED CIRCULATION | 114,233 | 100.0 |

*Included in Average Price calculation

6A. ADDITIONAL ANALYSIS OF VERIFIED PUBLIC PLACE

The following represents the average public place copies made available during the statement period to the following public areas:

None

6B. ADDITIONAL ANALYSIS OF VERIFIED INDIVIDUAL USE

The following represents the average individual use copies made available during the statement period to the following individuals:

None

7. GEOGRAPHIC DATA for the March 2011 issue

Total paid & verified circulation of this issue was 3.7% less than the total average paid & verified circulation.

| STATE | PAID SUBSCRIPTIONS | VERIFIED SUBSCRIPTIONS | TOTAL PAID & VERIFIED SUBSCRIPTIONS | SINGLE COPY SALES | TOTAL PAID & VERIFIED CIRCULATION |
|----------------------|--------------------|------------------------|-------------------------------------|-------------------|-----------------------------------|
| Alabama | 912 | 912 | 912 | 195 | 1,107 |
| Arizona | 2,440 | 2,440 | 2,440 | 192 | 2,632 |
| Arkansas | 720 | 720 | 720 | 112 | 832 |
| California | 13,673 | 13,673 | 13,673 | 1,539 | 15,212 |
| Colorado | 2,148 | 2,148 | 2,148 | 329 | 2,477 |
| Connecticut | 922 | 922 | 922 | 295 | 1,217 |
| Delaware | 267 | 267 | 267 | 29 | 296 |
| District of Columbia | 9 | 9 | 9 | 28 | 37 |
| Florida | 3,307 | 3,307 | 3,307 | 601 | 3,908 |
| Georgia | 1,499 | 1,499 | 1,499 | 240 | 1,739 |
| Idaho | 755 | 755 | 755 | 97 | 852 |
| Illinois | 3,476 | 3,476 | 3,476 | 316 | 3,792 |
| Indiana | 2,648 | 2,648 | 2,648 | 183 | 2,831 |
| Iowa | 1,534 | 1,534 | 1,534 | 100 | 1,634 |
| Kansas | 1,542 | 1,542 | 1,542 | 251 | 1,793 |
| Kentucky | 1,461 | 1,461 | 1,461 | 130 | 1,591 |
| Louisiana | 589 | 589 | 589 | 224 | 813 |
| Maine | 435 | 435 | 435 | 119 | 554 |
| Maryland | 1,218 | 1,218 | 1,218 | 155 | 1,373 |
| Massachusetts | 1,371 | 1,371 | 1,371 | 734 | 2,105 |
| Michigan | 3,619 | 3,619 | 3,619 | 297 | 3,916 |
| Minnesota | 2,611 | 2,611 | 2,611 | 146 | 2,757 |
| Mississippi | 448 | 448 | 448 | 113 | 561 |
| Missouri | 2,404 | 2,404 | 2,404 | 339 | 2,743 |
| Montana | 543 | 543 | 543 | 86 | 629 |
| Nebraska | 1,146 | 1,146 | 1,146 | 191 | 1,337 |
| Nevada | 960 | 960 | 960 | 218 | 1,178 |
| New Hampshire | 430 | 430 | 430 | 133 | 563 |
| New Jersey | 1,459 | 1,459 | 1,459 | 368 | 1,827 |
| New Mexico | 689 | 689 | 689 | 87 | 776 |
| New York | 3,465 | 3,465 | 3,465 | 723 | 4,188 |
| North Carolina | 2,026 | 2,026 | 2,026 | 103 | 2,129 |
| North Dakota | 369 | 369 | 369 | 47 | 416 |

| STATE | PAID SUBSCRIPTIONS | VERIFIED SUBSCRIPTIONS | TOTAL PAID & VERIFIED SUBSCRIPTIONS | SINGLE COPY SALES | TOTAL PAID & VERIFIED CIRCULATION |
|-------------------------------------|--------------------|------------------------|-------------------------------------|-------------------|-----------------------------------|
| Ohio | 4,329 | 4,329 | 4,329 | 283 | 4,612 |
| Oklahoma | 1,506 | 1,506 | 1,506 | 280 | 1,786 |
| Oregon | 2,322 | 2,322 | 2,322 | 322 | 2,644 |
| Pennsylvania | 3,413 | 3,413 | 3,413 | 649 | 4,062 |
| Rhode Island | 279 | 279 | 279 | 118 | 397 |
| South Carolina | 839 | 839 | 839 | 37 | 876 |
| South Dakota | 467 | 467 | 467 | 91 | 558 |
| Tennessee | 1,939 | 1,939 | 1,939 | 277 | 2,216 |
| Texas | 4,994 | 4,994 | 4,994 | 1,249 | 6,243 |
| Utah | 757 | 757 | 757 | 132 | 889 |
| Vermont | 191 | 191 | 191 | 19 | 210 |
| Virginia | 1,593 | 1,593 | 1,593 | 504 | 2,097 |
| Washington | 4,079 | 4,079 | 4,079 | 591 | 4,670 |
| West Virginia | 542 | 542 | 542 | 64 | 606 |
| Wisconsin | 2,283 | 2,283 | 2,283 | 125 | 2,408 |
| Wyoming | 276 | 276 | 276 | 53 | 329 |
| TOTAL 48 CONTERMINOUS STATES | 90,904 | 90,904 | 90,904 | 13,514 | 104,418 |
| Alaska | 156 | 156 | 156 | 44 | 200 |
| Hawaii | 267 | 267 | 267 | 28 | 295 |
| TOTAL ALASKA & HAWAII | 423 | 423 | 423 | 72 | 495 |
| U.S. Unclassified | | | | | |
| TOTAL UNITED STATES | 91,327 | 91,327 | 91,327 | 13,586 | 104,913 |
| Poss. & Other Areas | 38 | 38 | 38 | 5 | 43 |
| U.S. & POSS., etc. | 91,365 | 91,365 | 91,365 | 13,591 | 104,956 |
| Canada | 1,061 | 1,061 | 1,061 | 1,536 | 2,597 |
| International | 844 | 844 | 844 | 1,565 | 2,409 |
| Other Unclassified | | | | | |
| Military or Civilian | | | | | |
| Personnel Overseas | 38 | 38 | 38 | 6 | 44 |
| GRAND TOTAL | 93,308 | 93,308 | 93,308 | 16,698 | 110,006 |

ANALYSIS BY ABCD COUNTY SIZE for the March 2011 issue

Magazines of less than 500,000 total average paid and verified circulation not required to answer this paragraph.

8. ANALYSIS OF TOTAL NEW AND RENEWAL PAID INDIVIDUAL SUBSCRIPTIONS

Total gross subscriptions (new and renewal) sold in the six month period ended June 30, 2011

| A. DURATION | | % |
|--|--------|-------|
| (a) One to six months (1 to 6 issues)..... | 162 | 0.6 |
| (b) Seven to eleven months (7 to 11 issues)..... | 777 | 2.8 |
| (c) Twelve months (12 issues)..... | 13,043 | 46.8 |
| (d) Thirteen to twenty-four months..... | 8,995 | 32.2 |
| (e) Twenty-five months and more | 4,906 | 17.6 |
| Total Subscriptions Sold in Period | 27,883 | 100.0 |
| B. USE OF PREMIUMS | | |
| (a) Ordered without premium | 23,396 | 83.9 |
| (b) Ordered with material reprinted from this publication..... | None | |
| (c) Ordered with other premiums, See Par. 9 | 4,487 | 16.1 |
| Total Subscriptions Sold in Period | 27,883 | 100.0 |

| C. CHANNELS | | % |
|---|--------|-------|
| (a) Ordered by subscriber action via direct mail, direct mail agents, inserts, online, renewals, catalogs, or other outlets available to the subscribers..... | 27,559 | 98.8 |
| (b) Ordered by subscribers in response to unsolicited telemarketing and door to door selling..... | 138 | 0.5 |
| (c) Ordered by subscribers in response to fund-raising programs of schools, churches, and other similar organizations..... | 186 | 0.7 |
| (d) Subscriptions as part of membership in an organization | None | |
| Total Subscriptions Sold in Period | 27,883 | 100.0 |

9. EXPLANATORY

(a) Suggested Retail Prices: Subscriptions: U.S., 2 yrs. \$45.94. Canada, 1 yr. \$34.97. International, 1 yr. \$46.97.

(b) Average non-analyzed non-paid circulation for the 6 month period: 2,366 copies per issue.

(c) Post expiration copies: Average number of copies served on subscriptions not more than three months after expiration was 6,319 or 6.7% of average paid subscription circulation.

(d) Combination Subscriptions: The average of 8,103 copies per issue, shown in Par. 6 and included in Par. 1, represents copies served from combination subscription programs during this statement period.

| Combination Publication | Subscriptions Served | Subscription Term | Price of Combination | Suggested Retail Prices |
|-------------------------|----------------------|-------------------|----------------------|-------------------------|
| Street Rodder | 7,025 | 12 issues | \$14.97 | \$52.92 |
| Street Rodder | 369 | 12 issues | \$17.97 | \$52.92 |
| Street Rodder | 709 | 12 issues | \$20.00 | \$52.92 |

(e) Sponsored Subscription Sales: The average of 42 copies per issue, shown in Par. 6 and included in Par. 1, represents copies purchased by various business concerns in quantities of 11 or more for delivery to private residences.

(f) Use of Premiums: A baseball cap, with no advertised or stated value, was offered during the period with paid subscriptions.

10. VARIANCE

Latest released Audit Report for 12 months ended December 31, 2010; Variation from Publisher's Statements

| Audit Period Ended | Rate Base (Paid & Verified) | Audit Report (Paid & Verified) | Publisher's Statements (Paid & Verified) | Difference (Paid & Verified) | Percentage of Difference (Paid & Verified) |
|--------------------|-----------------------------|--------------------------------|--|------------------------------|--|
| 12-31-10 | None Claimed | 111,058 | 111,058 | | |
| 12-31-09 | None Claimed | 113,590 | 113,590 | | |
| 12-31-08 | None Claimed | 114,621 | 114,621 | | |
| 12-31-07 | None Claimed | 114,639 | 114,639 | | |
| 12-31-06 | None Claimed | 112,745 | 112,644 | 101 | 0.1 |

We certify that to the best of our knowledge all data set forth in this Publisher's Statement are true and report circulation in accordance with Audit Bureau of Circulations' Bylaws and Rules.

Parent Company: Source Interlink Companies

ROD & CUSTOM MAGAZINE, published by Source Interlink Media • 831 S. Douglas Street • El Segundo, CA 90245

THOMAS SLATER

DOUG EVANS

Date Signed: July 18, 2011

VP, Consumer Marketing

EVP, Group Publisher

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ABC Member since: 1992

| | | |
|-----------|---|----------|
| 04-0997-0 | Analyzed Issue Date | 03/01/11 |
| | Analyzed Issue Text (for double month issue date) | |
| | Average Single Copy Price | 4.99 |
| | Association Subscription Price | |
| | U.S. Subscription Price | 22.97 |
| | Canadian Subscription Price | 34.97 |
| | International Subscription Price | 46.97 |