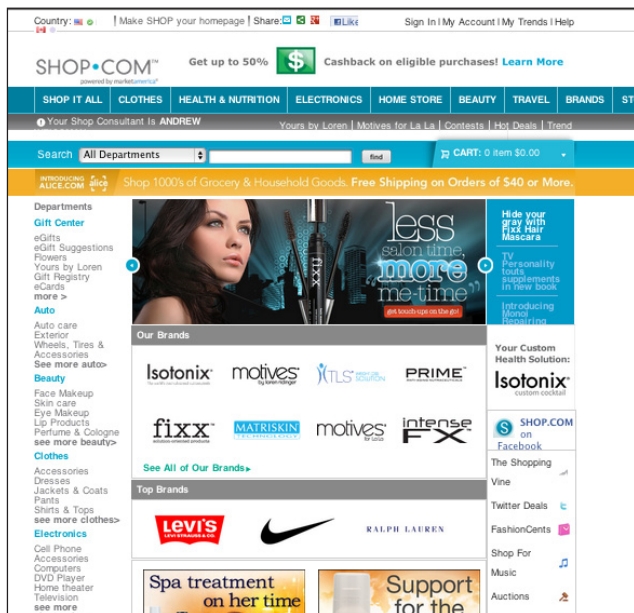




market**america**[®] | SHOP•COM[™]

MEDIA KIT



Market America's mission is to **provide a system for entrepreneurs to create an ongoing income**, while providing consumers worldwide with a better way to shop. Through revolutionary technology and the power of people, **we are creating the economy of the future.**

Founded in 1992, **ma** is a **product brokerage and Internet marketing company** that specializes in **One-to-One Marketing & social shopping.**

Headquartered in Greensboro, NC, Market America Worldwide employs

over **675 people globally** with international operations in Australia, Canada, Hong Kong, Taiwan, the United Kingdom, the United States and Mexico.

Through One-to-One Marketing and social shopping, **Market America combines the Internet with the power of people.** As a result, we are changing the way people shop and changing the economic paradigm where anyone can become **financially independent by creating our own economy** — Built on Product. Powered by People.®

MARKET AMERICA'S SHOPPING WEBSITE – SHOP.COM

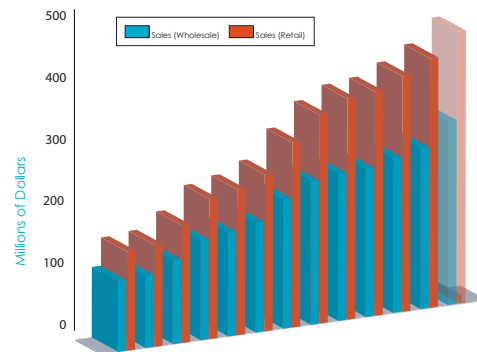
SHOP.COM is one of the largest online retailers for consumers worldwide, offering over 35 million products and services — from exclusive **ma** brands to the most popular items from hundreds of top Internet retailers. Together with SHOP.COM, Market America's proprietary business model combines the power and scope of the Internet with the personalization of One-to-One Marketing and social shopping to provide consumers with what they want and need.

MARKET AMERICA HAS GENERATED OVER \$4.3 BILLION IN ACCUMULATED RETAIL SALES.

INDIVIDUALS HAVE EARNED OVER \$2.4 BILLION IN COMMISSIONS AND ESTIMATED RETAIL PROFITS.*†

(*as of December 31, 2011).

WORLDWIDE SALES GROWTH



Independent Distributors and UnFranchise® Owners have earned the following since the company's inception:

Total estimated retail profits earned*: **\$1,231,421,034** + Total commissions earned: **\$1,229,179,443** = Total Distributor earnings*: **\$2,460,600,477**

* Estimated retail profits earned are based on Market America's suggested retail price.

QUICK FACTS

Annualizing approximately \$600 million in retail sales per year on the way to \$1 billion annually

Hundreds of exclusive Market America-branded products and services

Over 3 million registered Preferred Customers worldwide

30,000 sq. ft. Technology Research & Development Center

200,000 total sq. ft. Headquarters & Fulfillment Center in Greensboro, N.C.

Localized Business Centers in United States, Canada, Australia, Hong Kong, Taiwan, Mexico and the United Kingdom



A WEB PORTAL, AN OPPORTUNITY & THE POWER OF PEOPLE



International Convention in
Greensboro, North Carolina

With a dynamic community of entrepreneurs and loyal customers, Market America tracks customers' profiles and buying habits through SHOP.COM in order to match products to people and people to products.

Each entrepreneur is equipped with a SHOP.COM website and is economically connected. Market America provides a systemized and standardized business model, just like a franchise. The company provides support, training, technology, products, visibility and a proven business system. It's called the "UnFranchise® Business" because UnFranchise



World Conference
in Miami, Florida

Owners have all the benefits of a franchise but do not have to pay a franchise fee. Additionally, instead of paying the franchisor a royalty, ma® pays commissions and retail profits from the through each UnFranchise Owner's SHOP.COM website and referral network.

Customers get paid for eligible shopping and UnFranchise® Owners earn commissions and retail profits from eligible shopping on their site — resulting in an ongoing income.



Our Mission

Market America's mission is to provide a system for entrepreneurs to create an ongoing income, while providing consumers worldwide with a better way to shop.



Market America Overview

Founded in 1992, ma is a Product Brokerage and Internet Marketing Company that specializes in One-to-One Marketing & social shopping.



President & CEO, JR Ridinger interviewed on Bloomberg TV

Bloomberg

MARKET AMERICA ACQUIRES SHOP.COM

In December 2010, Market America acquired SHOP.COM — a pioneer in online comparison shopping — creating a powerful new Social Shopping destination poised to challenge the Internet's leading e-commerce sites.

The acquisition combines SHOP.COM's strength in technology and merchandising with Market America's business model combining a high-touch, personal shopping experience with the industry's only unlimited Cashback program.

ACQUISITION BENEFITS

SHOP.COM is recognized for the best comparison shopping technology.

SHOP.COM has award-winning merchandising functionality and display. It makes shopping appealing and easy, which increases conversions.

Faster search and better navigation for shopping.

Capture and retain millions of new customers from first time purchases and assign the new customers to "Shop Consultants."

Attracts a constant flow of new customers from their SEO and SEM efforts.

Features ma®-branded products on the SHOP.COM site as a channel to attract new customers.

Cashback

Customers earn Cashback for purchasing eligible Market America-branded products and eligible Partner Store products where you see the Cashback logo.

Customers also get 1/2 percent cashback on eligible purchases made by people you referred to SHOP.COM.

The Cashback program rewards customers for doing what they already love to do — shop!



Shop, Save and Earn Cashback at SHOP.COM



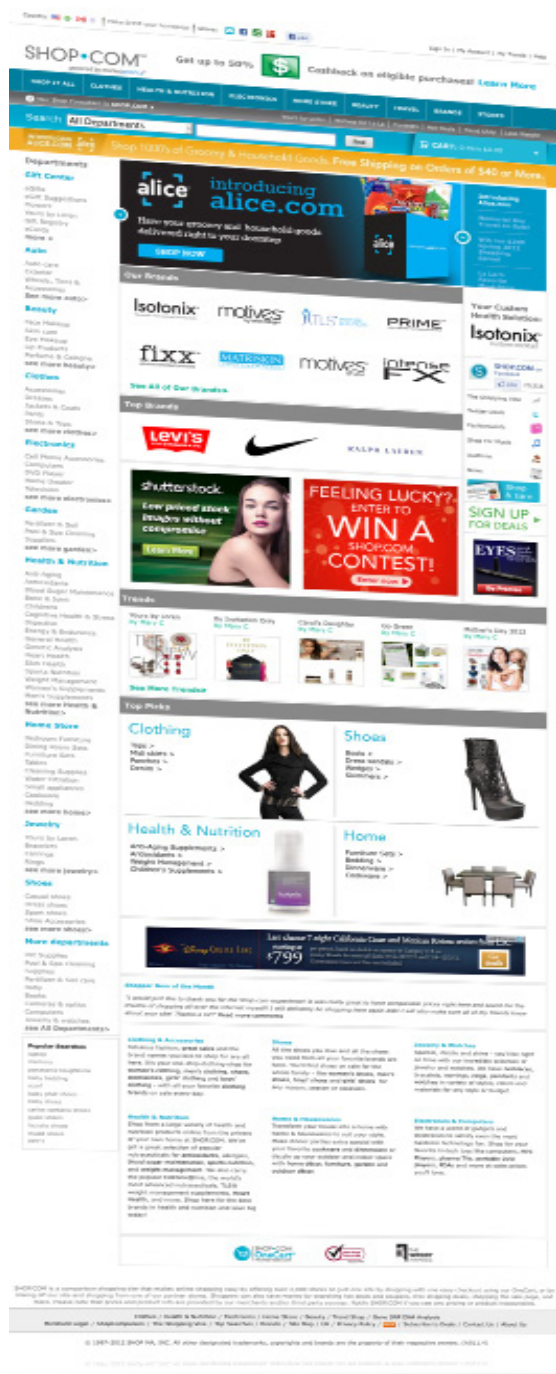
Simply ma® Cashback



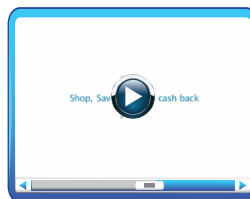
What Will You Buy – Cashback



SHOP.COM FEATURES



Cashback Program



Get Paid to Shop

Unlimited Shopping

OneCart™
Hot Deals & Comparison Shopping

Shop All Departments

Most Popular Categories
Find What You Want Faster

Partner Stores

Thousands of Retailers
Millions of Products & Services

Exclusive Media Content

Videos & Business-Building Tools

Travel

Powered by Travelocity®
Travel & Vacation Deals

My List

Save Your Favorite Products
Convenient Automatic Reordering

Interactive Blogs

My Fashion Cents®
ma Blog

Social Shopping

ShopBox™
ma® Network

Music

Conquer Entertainment®

Exclusive ma Brands

Hundreds of Products & Services
Customer Reviews
Product Demos

ma News

Digital Powerline Magazine & Other Well-Known Publications

ma Auctions

Shop, Bid & Save on Popular Products

Gift Ideas

eGift Electronic Gift Selector
Gift Cards from Popular Stores



egifts

Custom Nutrition Services

Nutri-Physical® Free Nutritional Analysis



SHOP.COM Hot Deals



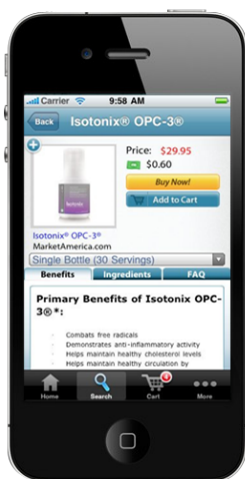
SHOP.COM Gives Holiday Piece of Mind



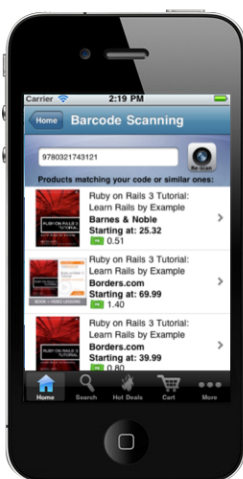
SHOP.COM - "SHOP OFF" | Get Caught Up In The Social Shopping Revolution



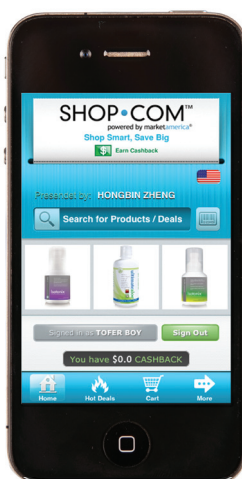
The Internet changed the way people shop, but the paradigm is shifting once again. The SHOP Mobile application allows users to browse and purchase from SHOP.COM and its thousands of Partner Stores, plus it offers the same Cashback program and comparison shopping — all from the palm of your hand. Available for Android and iPhone.



Mobile Site



Barcode Scanning



Cashback Deals



Coupons



Custom Deal Notifications



Mobile Barcode Scanner



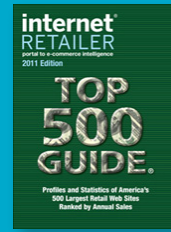
SHOP Mobile Custom Deal Notifications



Market America Ranked #1 Most Improved Online Retail Site

Market America was rated the number one Most Improved of Top 100 Online Retail Sites for 2010 -by the ForeSee Online Retail Satisfaction Index.

The publication notes, "...as we emerge from the economic downturn, top retailers are once again investing aggressively in the online customer experience and recognizing the future value of a satisfied web shopper." This has been Market America's mission all along, and, as JR Ridinger says, "the proof is in the pudding." We are Built on Product and Powered by People® — and we are powerful indeed!

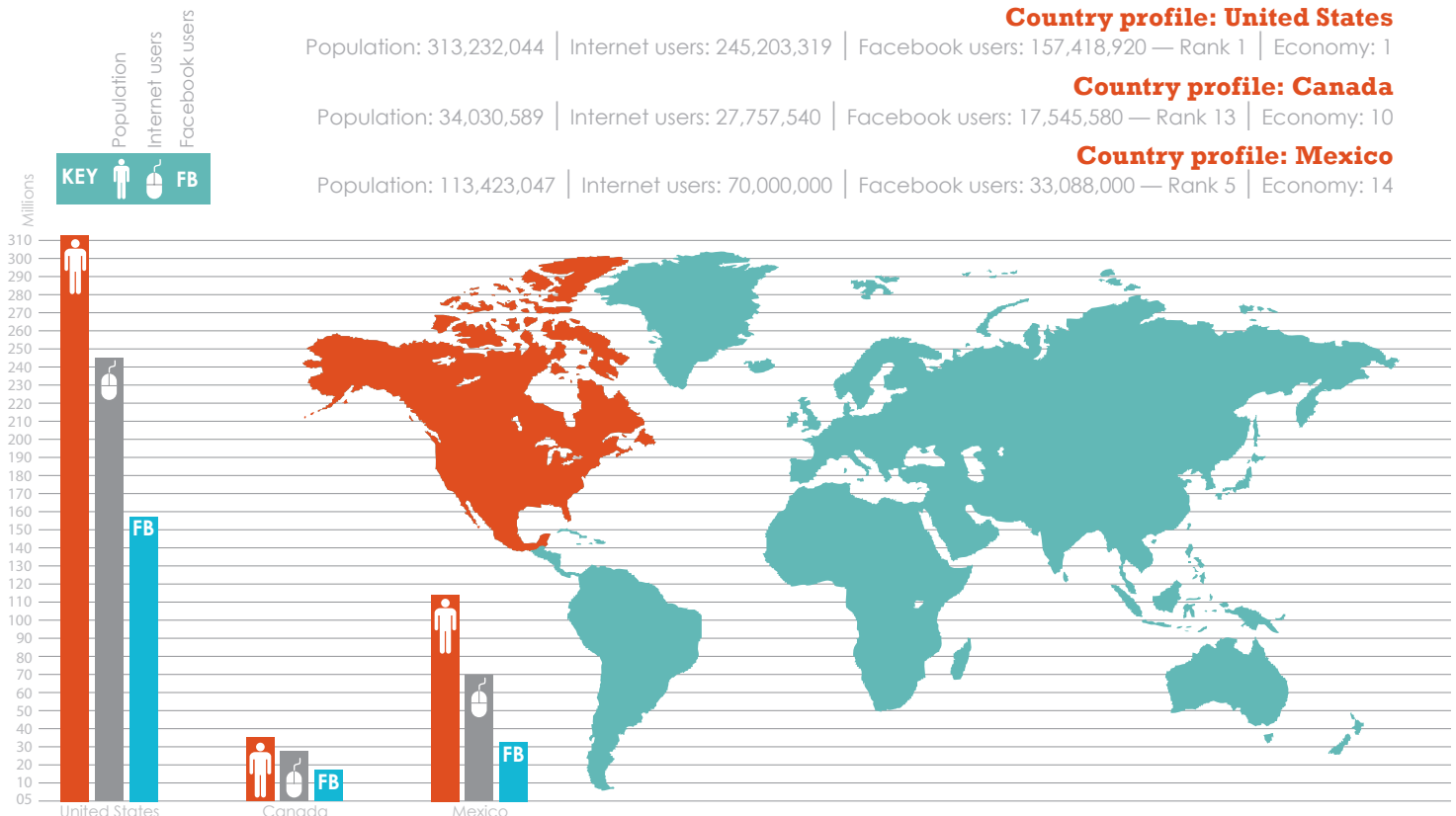


Market America Ranked #70 on Internet Retailer's Top 500

Despite continued worldwide economic challenges, Market America experienced another solid year of sales growth for 2011.

The *Top 500 Guide* breaks down financials, operations, customer satisfaction, performance, marketing, corporate information, website features and functions, payment systems and vendors.

BUILDING A GLOBAL COMMUNITY



Country profile: United States

Population: 313,232,044 | Internet users: 245,203,319 | Facebook users: 157,418,920 — Rank 1 | Economy: 1

Country profile: Canada

Population: 34,030,589 | Internet users: 27,757,540 | Facebook users: 17,545,580 — Rank 13 | Economy: 10

Country profile: Mexico

Population: 113,423,047 | Internet users: 70,000,000 | Facebook users: 33,088,000 — Rank 5 | Economy: 14



Market America Worldwide has operations in the United States, Canada, Australia, Taiwan, Hong Kong, the United Kingdom and Mexico,



MARKET AMERICA & SHOP.COM IN THE MEDIA



Kim Kardashian inspired at the
Market America Convention



CNN
EN ESPAÑOL
ma® in the News: 2012 World
Conference CNN NotiMujer - 2-9-12



18 WETM
IsoTonic OPC-3® on USA TV
Channel WETM18



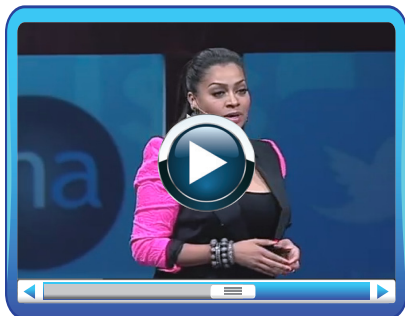
FOX NEWS channel
Fox News Segment on the benefits
of Pycnogenol®



6 NBC MIAMI
Miami Mom Inspires College
Students to Follow Dreams



SHOP.COM Presents:
Evenings in Vogue



2012 World Conference —
LaLa Anthony



2012 World Conference —
Gloria and Emilio Estefan



2012 World Conference —
Scottie Pippen



2012 World Conference —
Eva Longoria



Scottie Pippen is scoring for
Market America



MAWC 2012 Celebrity Highlights

BUILT ON PRODUCT

As a product brokerage company, Market America identifies the highest quality market-driven products and services. By moving with the marketplace, Market America does not rely solely on the sales of any single product or service.

Without the costly burdens of manufacturing, mass marketing and advertising, greater resources are placed in product development and quality assurance, which guarantees that everything we offer is backed by substantial science, rigorous testing and peer-reviewed research. With over hundreds of exclusive products and services, Shop

Consultants can capitalize on numerous multibillion-dollar industries including health & nutrition, cosmetics, anti-aging, weight management, home & garden, pet care, auto care, financial services and more.

UnFranchise® Businesses do not rely on the sale of any single product or service, resulting in short-term and long-term stability and profitability. Whatever the trend, Market America is in a position to capitalize on it.

Isotonix®

The world's most advanced nutraceuticals



Market America's Isotonix® products offer the fastest and most efficient delivery system of nutraceutical supplements. Isotonix, when used as directed, will provide maximum results.*

What does isotonic mean?

Broken down to its roots, "iso-" means the same and "tonic" means pressure or tone. When describing solutions meant for consumption, isotonic means having the same fluid pressure as bodily fluids, i.e., the solutions of food entering the small intestine from the stomach for absorption.

The fluid pressure of solutions across semipermeable membranes, like the walls of the small intestine, is generally referred to as having a particular osmolality. It can be said that when solutions on opposite sides of a membrane have the same osmolality, they are isotonic.

Isotonix products are formulated with the proper balance of fructose, d-glucose, citric acid, potassium bicarbonate and other key ingredients to assure that they are isotonic and effective when properly prepared.

When you ingest non-isotonic nutritional supplements, your body must work for hours to digest and absorb the benefits and a percentage of the nutritive value is lost. Because Isotonix products are powders, none of the fillers, binders and coatings common to tablets are necessary. It greatly decreases the amount of time and work necessary to absorb a supplement.

Concentration and absorption

Concentration refers to the amount of nutrient dissolved in solvent and is often related to the efficiency of nutrient absorption. Since Isotonix products experience little dilution in the gastrointestinal tract, they arrive in higher concentrations and are more efficiently absorbed.

The Isotonix delivery system



Isotonix delivery system

* These statements have not been evaluated by the Food and Drug Administration. This product is not intended to diagnose, treat, cure or prevent any disease.



Market America is the worldwide exclusive provider of isotonic-capable Pycnogenol® – Isotonix OPC-3®

Pycnogenol® is a natural plant extract from the bark of the maritime pinetree, which grows exclusively along the coast of southwest France in Les Landes de Gascogne.

Pycnogenol extract has three basic functions — it is a powerful antioxidant, it selectively binds to collagen and elastin, and promotes the production of endothelial nitric oxide, which it supports normal vasodilation of blood vessels.*

“OPCs (Oligomeric Proanthocyanidins) are among today’s most powerful and promising free-radical fighters. They are actually a family of antioxidants that are more powerful than vitamins C and E, (long held as the gold-standard antioxidants). Horphag Research was founded in Berlin in 1925, and can be considered a pioneer of the dietary supplement and health food industry. Today, Pycnogenol is exclusively supplied worldwide by Horphag.

*These statements have not been evaluated by the Food and Drug Administration. This product is not intended to diagnose, treat, cure or prevent any disease.



CLINICAL STUDIES

Click links below

- **Accelerated Antioxidant Bioavailability of OPC-3® Bioflavonoids Administered as Isotonic Solution**
- **Improvement in Circulation and in Cardiovascular Risk Factors With a Proprietary Isotonic Bioflavonoid Formula Isotonix OPC-3**

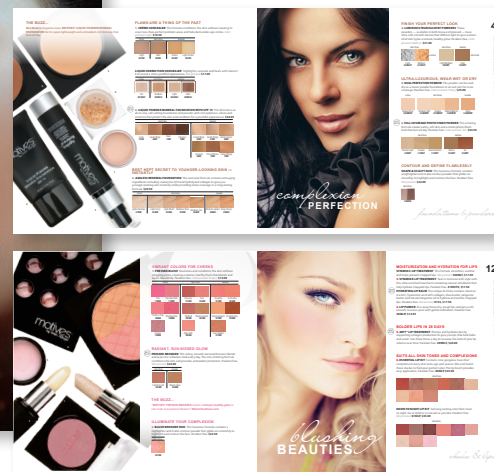


Isotonix OPC-3

motives[®]

by loren ridinger

Motives by Loren Ridinger[®] is the award-winning cosmetics line defined by its creator — a trendsetter who has changed the face of the beauty industry. Simple to use and sexy to wear, **Motives cosmetics provide you with an amazing color payoff, a flawless look, and a luxurious feel and finish.** With the trendiest colors and industry-leading ingredients to give your eyes, cheeks, lips, face and nails a beautiful look and feel, Motives cosmetics — like Loren Ridinger — is changing the face of cosmetics.



MOTIVES IN THE NEWS



SHOP.COM Presents: The 2011 Evenings in Vogue fashion show from Miami Beach and Motives Cosmetics



Product Demo



Before & After



Model Search



Live the Lifestyle with Motives by Loren Ridinger

WEIGHT MANAGEMENT



Most weight management programs only target one aspect of weight loss, which is why most people don't achieve their goals or they regain the weight.

TLS® Weight Loss Solution is a proven weight management system that takes a multi-faceted approach to healthy living through low-glycemic eating, behavior modification, body composition, supplementation, stress reduction and exercise. Make your transition to a healthier lifestyle today with TLS® Weight Loss Solution.

- Personalized program options based on your weight loss goals and commitments

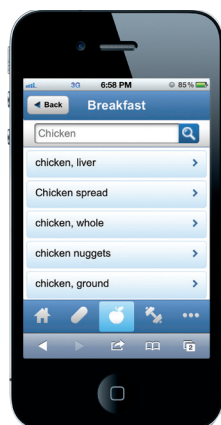
- Interactive meal and exercise planning and tracking systems
Over 90,000 food entries, including 1,400+ glycemic index foods and restaurant meals, to help track food intake

- Hundreds of recipes and quick meal options

- Techniques and guidance (from hundreds of new exercise videos) that can help construct a workout regimen. Articles and tips on diet, exercise and healthy living to keep you on track

- Alerts and reminders via email and text messaging to track progress and supplements to help ensure you succeed

TLS® MOBILE



Stay fit on the go with the new TLS® Weight Loss Solution Mobile App. Seamlessly link to your tisl.com subscription to give you convenient on-the-go tools to help manage your health and weight loss goals at your fingertips.

Track meals, exercise, supplements, water, and sleep to optimize your weight loss efforts

TLS® Mobile is a free app available for Android, iPhone, and Blackberry phones. Search for "TLS Slim" in your App Market Place and download it today!



Health Guide



The TLS® Solution



CELLULAR laboratories®

Revolutionary anti-aging skincare line designed to support your skin on the cellular level

Uses high quality ingredients like Renovage® and Lumiskin® to help you look as young as you feel

Created to protect, hydrate and support normal repair of the skin while promoting a rebirthing effect

pentaxyl®

Enhanced with Matrixyl® complex and Argireline to help reduce the appearance of wrinkles, skin discoloration and stretch marks

Features an advanced formula that penetrates into the fine layers of skin for maximum results

An all-in-one beauty wonder treatment that supports beautiful skin to last a lifetime

fixx™

A line of solution-oriented, personal care products created for men and women

Superior products that contain specialized ingredients for instant hair and skin therapy

Several fixx products contain argan oil — a rich source of a powerful antioxidant well-known for combating the aging process

royal spa®

Everything you need to turn your ordinary shower routine into a luxurious spa experience

Each product is enhanced with vitamins, protein and natural botanical extracts

From gentle shampoos to silky lotions specially formulated to meet a diverse range of needs

Heart Health™

Cardiovascular Maintenance*

Contains advanced ingredients to promote overall cardiovascular health*

Co-Q10 revitalizes and energizes the body's cells and immune system*

Sytrinol® helps maintain normal cholesterol levels*

ultimatealoe™

Contains 150 percent of aloe in four delicious flavors

IASC-certified (International Aloe Science Council), ensuring aloe content and purity

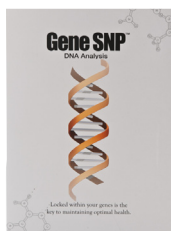
Promotes normal digestion and supports a healthy immune system*

*These statements have not been evaluated by the Food and Drug Administration. These products are not intended to diagnose, treat, cure or prevent any disease.

nutraMetrix® is a customized wellness solution for health professionals. It allows health professionals to offer their patients science-based nutraceuticals, an effective weight management program and custom supplementation products to promote their overall health-simultaneously creating additional revenue for the practice.

The innovative **nutraMetrix business model can allow you to achieve unprecedented financial success.** More than a traditional wholesale-retail return, nutraMetrix has created an unprecedented financial return through leveraging the power of health professional relationships.

nutraMetrix offers a complete line of advanced nutraceuticals, many of which are available in an isotonic form. nutraMetrix Isotonix® products are unlike any other nutraceuticals on the market. Normally, when a vitamin or mineral supplement tablet is ingested, the body must work for up to four hours digesting and absorbing the nutrients. During this lengthy breakdown process, a percentage of the nutritive value is lost. Isotonix products are powders; therefore, none of the fillers, gelatin capsules, binders, coatings and lubricants common to tablet manufacturing are necessary. As a result, the amount of time and work necessary to absorb a supplement is greatly decreased.



No longer use a "one size fits all" approach to nutritional supplementation. **Gene SNP™ DNA Analysis merges an individual's diet, lifestyle and environment with their genetic information** to provide highly customized supplement regimens. With a customized, comprehensive report for each patient, you will have the tools necessary to motivate your patients to stay in optimal health.

Our trained **nutraMetrix Consultants (NCs) are resourceful, devoted individuals who work closely with you and your staff.** They provide resources for a smooth implementation of our products and programs in the convenience of your own office. With numerous corporate trainings, our NCs are equipped with the resources and knowledge to help train your staff and achieve unprecedented financial success.

As a commitment to your professional education, **nutraMetrix is the principal corporate sponsor of the nutraMetrix Educational Institute (nEI), a nonprofit, 501(c)3 organization** providing accredited continuing health professional education in nutrition and nutraceutical applications. Please visit the nEI website at www.nutraMetrix.org/nei.




market**america**[®] | SHOP•COM[™]



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Social Media

Market America Blog

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@shopcom