

market**america**[®]

SHOP•COM[™]

We're powered
by people like
YOU.

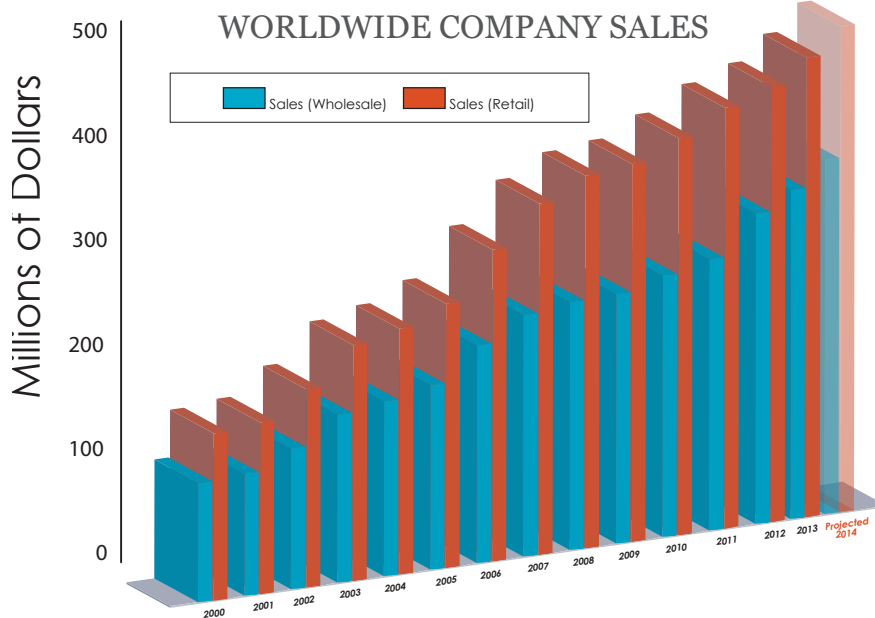


Founded in 1992, Market America is a **Product Brokerage and Internet Marketing Company** that specializes in **One-to-One Marketing & Social Shopping.**

Headquartered in Greensboro, NC, Market America Worldwide employs over **700 people globally** with international operations in Australia, Canada, Hong Kong, Taiwan, the United Kingdom, the United States and Mexico.

\$5.3 BILLION*
GENERATED IN
ACCUMULATED
RETAIL SALES^{††}

INDIVIDUALS HAVE
EARNED OVER
\$2.8 BILLION*
IN COMMISSIONS AND
RETAIL PROFITS



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

Total estimated retail profits earned^{††}:

\$1,426,623,263



Total commissions earned:

\$1,407,637,307



Total Distributor earnings^{††}:

\$2,834,260,570

*As of June 30th 2013 (since the company's inception)

†Estimated accumulated retail sales based on suggested retail price



"I'm an Entrepreneur"

Market America | SHOP.COM is changing the way people shop and changing the economic paradigm so anyone can become financially independent by creating their own economy. Market America is a product brokerage and Internet marketing company that specializes in one-to-one marketing and social shopping.



MARKET AMERICA RANKED #57 ON INTERNET RETAILER'S TOP 500

Despite continued worldwide economic challenges, Market America experienced another solid year of sales growth for 2012.

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

BUILT ON PRODUCT. POWERED BY PEOPLE®



Market America is 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®.

Each entrepreneur is equipped with a SHOP.COM website and is connected economically. 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 you have all the benefits of a franchise but do not have to pay a franchise fee. Additionally, instead of paying the franchisor a royalty, Market America pays you commissions and retail profits from the sales through their SHOP.COM website and referral network.

Customers get paid for shopping and UnFranchise® Owners earn commissions and retail profits from shopping on their SHOP.COM website – resulting in an ongoing income.



“Market America & SHOP.COM Overview”

Founded in 1992, Market America | SHOP.COM is a Product Brokerage and Internet Marketing company that specializes in One-to-One Marketing and Social Shopping.



“A Product Brokerage & Internet Marketing Company”

As a Product Brokerage Company, Market America identifies the latest market-driven products and services. The business is designed to move with consumer demands and follow trends in the marketplace.

BUILT ON PRODUCT. POWERED BY PEOPLE®



Bloomberg

MARKET AMERICA ACQUIRES SHOP.COM

In December 2011, 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.



President & CEO, JR Ridinger interviewed on Bloomberg TV

Cashback

Earn Cashback for purchasing eligible Market America-branded products and those from our Partner Stores where you see the Cashback logo. Plus, get 1/2 percent cashback on eligible purchases made by people you referred to SHOP.com.

Find exactly what you need from tens of millions of products and services using our lightning fast search technology. Shop from home and save time, gas, and the hassle of fighting crowds. The Cashback program rewards you for doing what you already love to do — shop!



Shop, Save and Earn Cashback at SHOP.COM



Simply MA Cashback



What Will You Buy – Cashback

SHOP.COM FEATURES



Hot Deals



Exclusive
ma Brands



eGifts



Social
Networking



ShopBuddy



Daily Deals

\$ Cashback

- Earn up to 50 percent Cashback for purchasing Market America-branded products and those from our Partner Stores where you see the Cashback logo
- Earn ½ percent Cashback on eligible referral purchases



SHOP.COM Hot Deals



SHOP.COM Gives Holiday Piece of Mind



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

Fast Start Program

Start your business for only \$399+ tax
FREE SHIPPING

OVER \$600 VALUE



CONTAINS

SHOP.COM® website · UnFranchise® Business (300 BV & 3 BDCs)
Subscription Kit with selected ma® brands · Business-building materials

Qty	Name	Size
1	Isotonix OPC-3®	Single Bottle (90 Servings)
1	Isotonix OPC-3®	Single Bottle (30 Servings)
2	Isotonix® Multivitamin without Iron	Single Bottle (30 Servings)
1	Isotonix® Calcium Plus	Single Bottle (45 Servings)
1	Heart Health™ Essential Omega III Fish Oil with Vitamin E	Single Bottle (60 Servings)
2	Ultimate Aloe™ (Strawberry Kiwi Flavor)	Single Bottle (16 Servings)
2	Isotonix® Activated B-Complex	Single Bottle (30 Servings)
1	Fixx™ Argan Oil Shampoo	Single Bottle (237mL, 8oz)
1	Fixx™ Argan Oil Conditioner	Single Bottle (237mL, 8oz)
1	Royal Spa® Imperial Blend Bath & Shower Gel	Single Bottle (16 fl. oz.)

Qty	Name
1	Independent Distributor Subscription Kit
5	ma® Catalog
5	2011 Annual Report (FY 2010)
5	Getting Started Guide & Action Plan for Success
5	Small Flip Chart
1	UnFranchise® Business Presentation DVD
	UnFranchise® Management System (UFMS) <i>(2 months service)</i>

POWERED BY PEOPLE®



Power Profiles

Total estimated retail profits earned[†]:
\$1,426,623,263



Total commissions earned:
\$1,407,637,307



Total Distributor earnings^{*}:
\$2,834,260,570

Individuals have earned more than \$2.8 billion in commissions and estimated retail profits.*



Elizabeth Weber
INTERNATIONAL FIELD CHAIRMAN

Earnings of \$125,000 - \$149,999 in four weeks
MELROSE, MASS.



Joanne Hsi
INTERNATIONAL FIELD PRESIDENT

Earnings of \$100,000 - \$124,999 in four weeks
NEW YORK, N.Y.



Ben Ginder
FIELD PRESIDENT

Earnings of \$80,000 - \$99,999 in four weeks
RED LION, PA.



Marian & James Kuo
FIELD PRESIDENT

Earnings of \$80,000 - \$99,999 in four weeks
ARCADIA, CALIF.



Victor & Alice Chiou
SENIOR EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$63,000 - \$79,999 in four weeks
MILPITAS, CALIF.



Patrick Hsieh & Alice Chen
SENIOR EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$63,000 - \$79,999 in four weeks
BURNABY, B.C.



Frank & Gingie Keefer
SENIOR EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$63,000 - \$79,999 in four weeks
QUEENSTOWN, MD.



Dolly Kuo
SENIOR EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$63,000 - \$79,999 in four weeks
WALNUT, CALIF.



Min Liu
SENIOR EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$63,000 - \$79,999 in four weeks
OAKLAND GARDEN, N.Y.



Tony & Pam Bowling
EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$45,000 - \$62,999 in four weeks
LUTZ, FLA.



Tina Chen
EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$45,000 - \$62,999 in four weeks
LIVINGSTON, N.J.



Nina Hale
EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$45,000 - \$62,999 in four weeks
COVINA, CALIF.



Vikki Lee
EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$45,000 - \$62,999 in four weeks
LONG BEACH, CALIF.



Norm & Mary Roth
EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$45,000 - \$62,999 in four weeks
BROOKFIELD, WIS.



Julie Scholl
EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$45,000 - \$62,999 in four weeks
CHARLOTTE, N.C.



Stacey Tung
EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$45,000 - \$62,999 in four weeks
NEW TAIPEI CITY, TAIWAN

*Estimated retail profits are based on suggested retail price.
†June 30, 2013.



Jim & Lisa Winkler

EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$45,000 - \$62,999 in four weeks
OKAUCHEE, WIS.



Roger & Annie Wu

EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$45,000 - \$62,999 in four weeks
COVINA, CALIF.



Amber Yang

EXECUTIVE FIELD VICE PRESIDENT

Earnings of \$45,000 - \$62,999 in four weeks
BAYSIDE, N.Y.



Kenneth & Tara Beck

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
CECIL, PA.



Jacki & David Blasko

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
CHETEK, WIS.



Emily Cheng

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
ARCADIA, CALIF.



Andy Docos

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
OSWEGO, N.Y.



Mary Beth Docos

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
OSWEGO, N.Y.



Keith & Kim Doyle

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
YORK, PA.



Phil & Sue Guido

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
DIX HILLS, N.Y.



Yardley Wang & Lisa Lieberman-Wang

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
WEST MILFORD, NJ.



Kwei Fang Liu

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
BURNABY, B.C.



Arlene Lowy

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
PITTSBURGH, PA.



Lou Manfredi

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
YORK, PA.



Karri Wu

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
VANCOUVER, B.C.



Wan Rong Yuan

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
COLLEGE POINT, N.Y.



Ying Zhao

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
OAK HILL, VA.



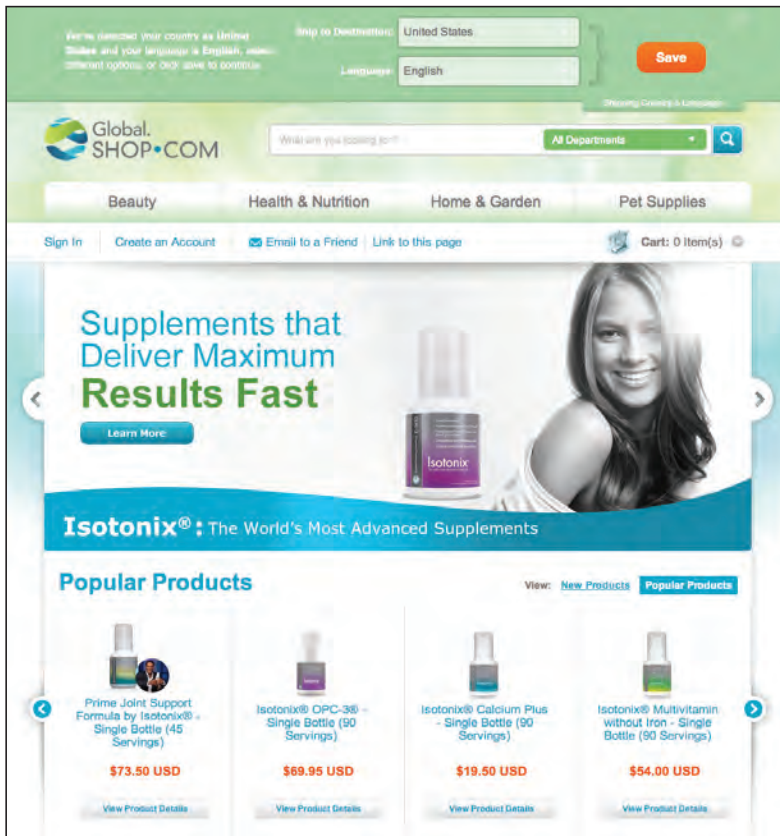
Lisa Grant

FIELD VICE PRESIDENT

Earnings of \$36,000 - \$44,999 in four weeks
STAMFORD, CT.

The examples of income shown are not intended to be representative of any specific class of Market America Independent Distributor, nor are they intended to represent that any given Independent Distributor will earn income in that amount. Rather, the income figures testify to the results, which have been accomplished by Independent Distributors who have devoted time, talent, hard work and a willingness to follow the proven UnFranchise® business plan in building their Market America business. Do not be misled by claims that huge income is easily achieved. The success of any Market America Independent Distributor will depend on the amount of hard work, talent and dedication he or she devotes to the building of his or her Market America business.

BUILDING A GLOBAL COMMUNITY



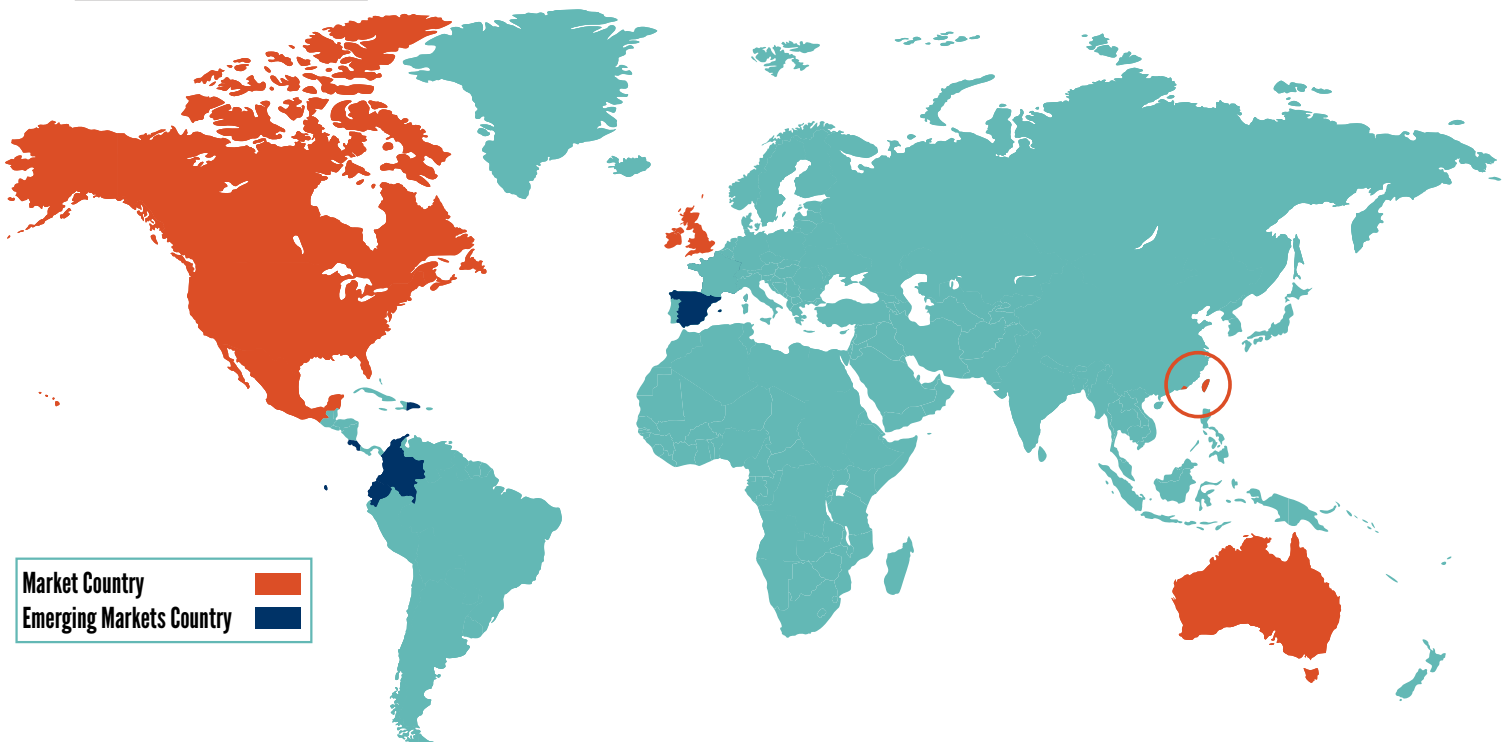
With GLOBAL.SHOP.COM customers in over 200 countries now have access to our brands.



EMP

EMERGING MARKETS PROGRAM

The company operates globally in the United States, Canada, Mexico, Australia, Taiwan, Hong Kong and the United Kingdom. Emerging markets include Spain, Colombia, Dominican Republic, Ecuador and Costa Rica.



UNFRANCHISE BUSINESS ACCOUNT



UnFranchise Business Account



As an UnFranchise owner, you have access to an UnFranchise Business Account.

The UnFranchise Business Account enables a business owner to develop and manage their UnFranchise Business efficiently and effectively.

With a user-friendly dashboard interface you can easily stay on top of everything related to your UnFranchise Business.

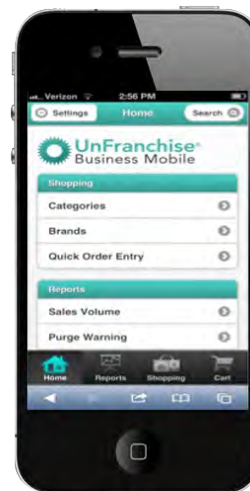
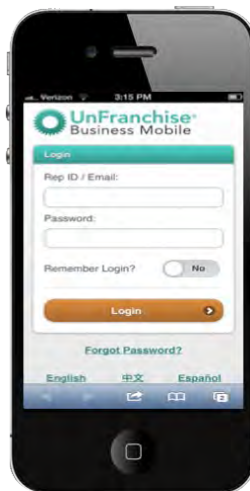


UnFranchise Mobile



Manage an UnFranchise Business from home, on vacation at the beach, or anywhere in between.

UnFranchise Mobile enables business owners to have easy access to reports including sales volume, open orders, upcoming annual renewals, quick order entry and more — all from any mobile device.



TECHNOLOGIES & APPLICATIONS

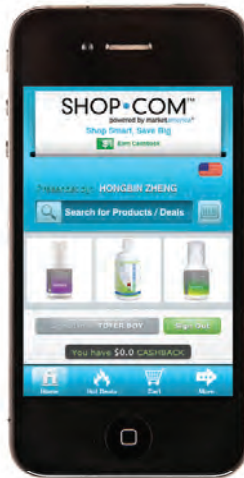
The Internet changed the way people shop, but the paradigm is shifting once again. The SHOP Mobile application allows users to browse and purchase from shop.com and its thousands of Partner Stores, plus it offers the same Cashback program and comparison shopping — all from the palm of your hand.



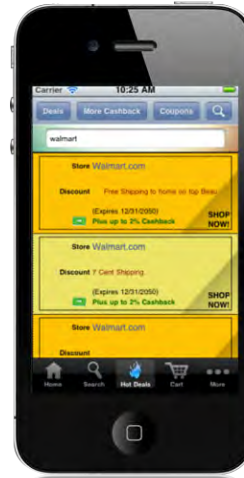
Mobile Site



Barcode Scanning



Increased Cashback Deals



Coupons



Custom Deal Notifications

SHOP.COM + The UnFranchise System + Management Performance Compensation Plan + Social Media + People Power = Ongoing Income!



Mobile Barcode Scanner



SHOP Mobile Custom Deal Notifications



Meet Your New BFF, ShopBuddy!

MARKET AMERICA & SHOP.COM IN THE MEDIA



Kim Kardashian inspired at the Market America Convention



CNN
EN ESPAÑOL
MA In The News: 2013 World Conference - CNNE Showbiz



18 WETM
Isotonix 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



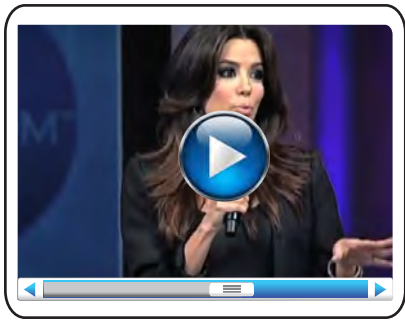
SHOP.COM Presents: Evenings in Vogue



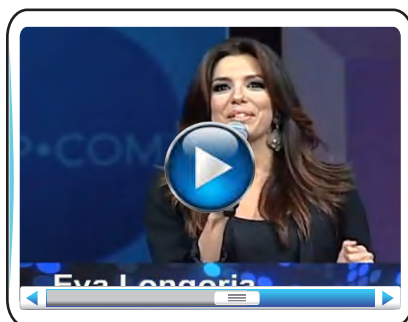
2012 World Conference — LaLa Anthony



2012 World Conference — Gloria and Emilio Estefan



MAWC 2012 Celebrity Highlights



2012 World Conference — Eva Longoria



Scottie Pippen is Scoring for Market America

BUILT ON PRODUCT

As a product brokerage company, Market America and SHOP.COM 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, UnFranchise Owners can capitalize on numerous multibillion-dollar industries including health & nutrition, cosmetics, anti-aging, weight management, home & garden, baby and children's care, 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.



A Product Brokerage & Internet Marketing Company



Isotonix®
The world's most advanced nutraceuticals



Isotonix delivery system

Market America's Isotonix® products offer the fastest and most efficient delivery system of nutraceutical supplements. Isotonix, when used as directed, will provide the precise quantity of nutrients your body needs so you receive 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.

The Isotonix delivery system

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 still 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.

* 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.

BUILT ON PRODUCT



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.



Isotonix OPC-3



Pine Bark & Pycnogenol



Pycnogenol: A Key Ingredient to Champion Blend Plus



Carmelo Anthony: Isotonix® Champion Blend Plus



Isotonix Champion Blend Plus Product Demo

CARMELO ANTHONY APPROVED

ONE SHOT
CHANGE THE WAY YOU TAKE VITAMINS

Isotonix
CHAMPION BLEND plus
Performance
Defense
Energy

DELIVERS NUTRIENTS FASTER THAN PILLS

PERFORMANCE. DEFENSE. ENERGY.

motives[®]

by loren ridinger

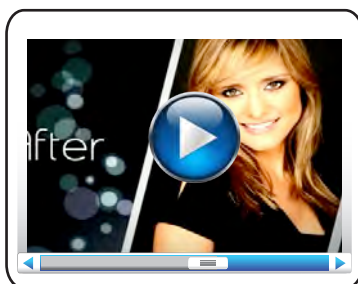
Motives by Loren Ridinger[®] is the award-winning cosmetics line defined by its creator — a trendsetter who has changed the face of the beauty industry. Simple to use and sexy to wear, **Motives cosmetics provides you with an amazing color payoff, a flawless look, and a luxurious feel and finish.** With 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.



See all the excitement at the Motives for La La booth at the 2013 International Beauty Show in New York City.



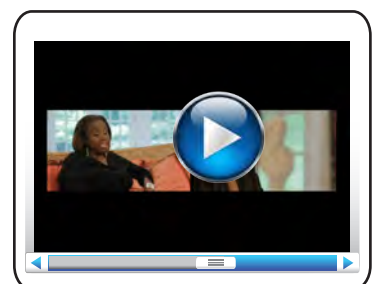
Product Demo



Before & After



Motives: Modern Day Romance



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 teaches you about low-glycemic eating and how to identify new favorite foods, creating new, healthy behaviors, and improving body composition to get your metabolism operating in high gear.** Plus, with the help of specially-formulated TLS supplements, you'll find your fit in no time.



- Personalized program options based on your weight loss goals and commitments
- Interactive meal and exercise planning and tracking systems
Over 250,000 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 your success on the program



TLS® Weight Loss Solution Supplements



Health Guide



TLS Nutrition Shakes



TLS Whey Protein Shakes

TLS SIMPLY DELIVERED

- Choose your own gourmet menu options
- Delivered fresh or fresh frozen
- Find Your Fit (choose from three pricing packages)



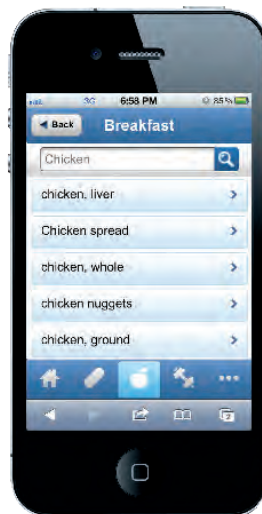
2012 TLS Find Your Fit Challenge Winners

TLS MOBILE

Stay fit on the go with the new TLS Weight Loss Solution Mobile App. Seamlessly link to your tlsSlim.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!





CELLULAR laboratories®

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

Uses clinically tested and proven ingredients like Renovage® and Lumiskin® to help you look as young as you feel

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



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*

Omega-3 fatty acids may reduce the risk of coronary heart disease*

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

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*

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

Contains argan oil — a rich source of a powerful antioxidant well-known for combating the aging process

LUMIÈRE DE VIE®

The next generation of skincare, proven to promote the natural healing process of all skin types

Utilizes the power of the sea and the earth for revitalized radiance, improved clarity and younger-looking skin

Acts as first aid for the skin

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



Specialty line of body care and wellness products designed especially for babies, children and expectant moms

Formulated with the highest quality of natural ingredients

From gummy vitamins to diaper creams, hydrating lotions and delicate foaming baby wash

nutraMetrix®

Custom Health Solutions

nutraMetrix is a customized wellness solution for health professionals. It allows health professionals to offer their patients science-based nutraceuticals, effective weight management programs and custom supplementation products to improve 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.

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.



ADDITIONAL VIDEOS



2013 World Conference Highlights



Market America: Live the Dream



Celebrity Shoutouts at MAWC 2013



We Refuse to Participate



Horizontal vs. Vertical



JR and the Giant Hamster Wheel



MA In the News: 2013 WC
Univision: Primer Impacto



Motives for LaLa -
World Conference Launch



2012 International Convention



The UnFranchise® Business Presentation

Contact the UnFranchise Owner who provided you with this information.