

JED ROOT, INC.
61A WALKER STREET
NEW YORK, NY 10013
USA
tel 212 226 6600
fax 212 274 0258

2 April 2010

Aaron Hicklin

Out
245 West 17th Street
New York, NY 10011
(by hand)

Dear Aaron,

I hope you will agree that my company has done our best to be supportive of your publication and has been quite patient with regard to Out's financial difficulties. However, the situation has now become untenable. It's simply not possible for my company, my artists, or our vendors to continue to finance the content of the publication. Additionally, this situation has had a serious and negative impact upon our relationship with our vendors and is threatening our ability to properly produce jobs for our other clients.

Therefore, I unfortunately must demand full payment of all of the attached invoices immediately. We will not be able to accept any further work with Out, and will not be able to proceed with the post production on the Las Vegas story or provide high resolution files until full payment has been received.

Please deliver **certified checks** in the following amount to my office:

Jed Root, Inc.	\$13,552.49
Access Capital Inc. (Picturehouse)	\$8,690.00
Spectrum Digital Production Inc.	\$5,250.00
International Travel Services	\$3,178.24
Nucleus Imaging Inc.	\$4,929.38

I will then distribute those checks to the various vendors. Please note that it is imperative for this to be addressed immediately if we are to meet the deadlines in place for the Las Vegas story.

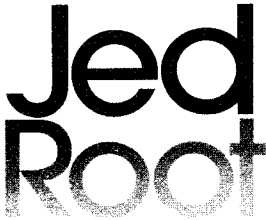
I am truly sorry that the situation has come to this. We wish nothing but the best for Out.

Sincerely,



Jed Root

Cc (via email): Grant Woolhead, Out
Tatiana Sikic- executive assistant to Tony Shyngle
Annie Chia, Out
Leo Victoria, Jed Root, Inc.
Karen Long, Jed Root, Inc.
Courtney Jones, Jed Root, Inc.



JED ROOT, INC.
61A WALKER STREET
NEW YORK, NY 10013
USA
tel 212 226 6600
fax 212 274 0258

Jed Root, Inc.

219028MV2A	\$536.65
216025DRCA	4,125.00
216025DRCB	1,375.00
216502LJDA	517.00
210089-MV2	6,068.84
211836ARHA	930.00
Total	\$13,552.49

Picturehouse

14127	\$4,230.00
14469	2,460.00
14614	2,000.00
Total	\$8,690.00

Spectrum Digital Production Inc.

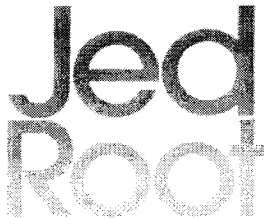
091212-01	\$1,000.00
091212-02	1,000.00
091212.03	400.00
100226-01	1,000.00
100226-02	1,000.00
100226-03	400.00
100226.04	450.00
Total	\$5,250.00

International Travel Services

14016	\$3,178.24
Total	\$3,178.24

Nucleus Imaging Inc.

08090533	\$4,929.38
Total	\$4,929.38



61a Walker St. New York NY 10013 USA
 212.226.6600
 Client Name & Address:

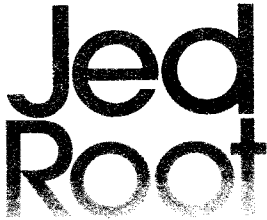
Grant Woolhead
 Out Mag (245 W. 17th St.)
 245 W. 17th Street
 New York, NY 10011
 United States

INVOICE USD

Date	Invoice# 219028MV2A
04/02/2010	Job# 219028-MV2-N-Z
Photographer:	Matthias Vriens-McGrath
Job Description:	Vegas Wedding Story. 18-20 Pages. June/July issue.
Shoot Date:	03/25/2010 - 03/26/2010
Location:	Las Vegas, NV - on location
PO#	Terms
	*Net 30 days

Usage Terms: One time editorial		
Expenses:		
Miscellaneous		
TE Per Diems, Cars	536.65	
Total Miscellaneous		536.65
TOTAL EXPENSES:		536.65
	Sales tax n/a (0.00 %)	0.00
Federal Tax ID 13-3500721. Include valid Re-sale Certificate or remit sales tax. Wire transfer details below. Please pay in the currency in which the invoice is denominated.	TOTAL USD	536.65

Please wire funds to: Bank Leumi USA; 1400 Broadway, New York NY 10018 U.S.A. Account name: JED ROOT, INC. Account # 0125338701. ABA# 026002794.
 Swift code: L U M I U S 3 N. *KINDLY* QUOTE THE INVOICE NUMBER. Checks must be drawn in \$US on a USA bank.



JED ROOT, INC.
 61A WALKER STREET
 NEW YORK, NY 10013
 USA
 tel 212 226 6600
 fax 212 274 0258

INVOICE

Date	Invoice #
12/15/2009	216025DRCA

Client:

Out Magazine / Planet Out Inc.
 245 West 17th Street Suite 1200
 New York, NY 10011
 United States

ARTIST:

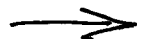
Riera, Daniel
 JOB: OUT
 SHOOTDATE: 2009-12-16 - 2009-12-16
 LOCATION: NYC STUDIO

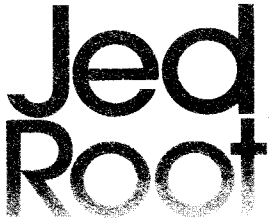
P.O. #	Terms	Attn:
	Due on receipt	Chia, Annie

Production advance to finance (estimated) photographer's expenses (or portion thereof).	4,125.00
Work performed outside of NYC; exempt from sales tax	0.00
Total USD 4,125.00	

Please wire funds to: Bank Leumi USA; 1400 Broadway, New York NY 10018 U.S.A. Account name: JED ROOT, INC.
 Account # 0125338701. ABA# 026002794. Swift code:

L U M I U S 3 N. *KINDLY* QUOTE THE INVOICE NUMBER. Checks must be drawn in \$US on a USA bank.





JED ROOT, INC.
 61A WALKER STREET
 NEW YORK, NY 10013
 USA
 tel 212 226 6600
 fax 212 274 0258

INVOICE

Date	Invoice #
2/2/2010	216025DRCB

Client:

Out Magazine / Planet Out Inc.
 245 West 17th Street Suite 1200
 New York, NY 10011
 United States

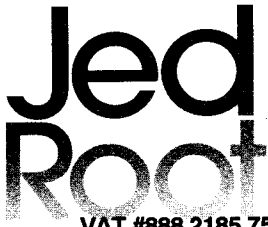
ARTIST:

Riera, Daniel
 JOB: OUT **FLAT FEE for PRODUCTION**
 SHOOTDATE: 2009-12-16 - 2009-12-16
 LOCATION: NYC STUDIO

P.O. #	Terms	Attn:
	*Net 30 days	Chia, Annie

Photographer's Flat Fee:	5,500.00
216025DRCA (Advance Invoice)	-4,125.00
Work performed outside of NYC; exempt from sales tax	0.00
Total USD 1,375.00	

Please wire funds to: Bank Leumi USA; 1400 Broadway, New York NY 10018 U.S.A. Account name: JED ROOT, INC.
 Account # 0125338701. ABA# 026002794. Swift code:
 L U M I U S 3 N. *KINDLY* QUOTE THE INVOICE NUMBER. Checks must be drawn in \$US on a USA bank.



JED ROOT LIMITED
 4th FLOOR
 28 MORTIMER STREET
 LONDON W1W 7RD
 tel: 0207 151 1000
 fax: 0207 580 5598

VAT #888 2185 75

Invoice

Invoice Date (month/day/year)	Invoice #
12/7/2009	216502LJDA

Client:
Out Magazine / Planet Out Inc. 245 West 17th Street Suite 1200 New York, NY 10011 United States

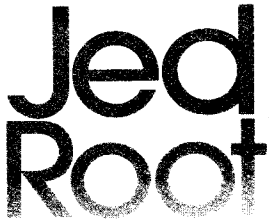
Day, Luke JOB: OUT Magazine SHOOTDATE: 2009-12-07 - 2009-12-07 LOCATION: London
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Purchase Order Number	Terms
Out Magazine (final)	*Net 30

Description	V.A.T. Amount	Amount
Artist Fee	0.00	416.67
+ Agency Fee (20 %)	0.00	83.33
Bank Fee	0.00	17.00

SUBTOTAL	US\$517.00
V.A.T. TOTAL	US\$0.00
Total	US\$517.00
Payments/Credits	US\$0.00
Balance Due	US\$517.00

PAYEE: Jed Root, Ltd., 4th floor, 28 Mortimer St., London W1W 7RD, U.K. BANK: Bank Leumi, 20 Stratford Place, London W1C 1BG, UK. ACCT. # (for invoices in £ only): 69476001. SORT CODE: 301495. Swift: LUMIGB22WES. IBAN: GB96LUMI30149569476001. KINDLY MAKE REFERENCE TO THE INVOICE No. Payments by cheque to: "Jed Root Ltd." in £, drawn only on a UK bank. Jed Root Ltd. maintains separate bank accounts for payments of invoices in € and \$US.



JED ROOT, INC.
 61A WALKER STREET
 NEW YORK, NY 10013
 USA
 tel 212 226 6600
 fax 212 274 0258

INVOICE

Date	Invoice #
9/1/2009	210089-MV2

Client:

Out Magazine
 245 W. 17th Street, Suite #1200
 New York, NY 10011
 Attn: Jo-ey Tang

Photographer: Matthias Vriens

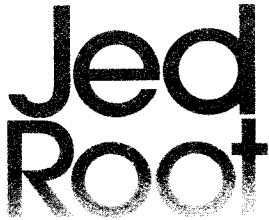
Ref: Baby Story
 Shoot Dates: May 27-28, 2009
 Location: New York City

P.O. #

Terms
*Net 30 days

<input type="checkbox"/> Assistants <input type="checkbox"/> Light/Grip/Camera Equip. Rental <input type="checkbox"/> Digital Equip. Rental <input type="checkbox"/> Hotel, Cars, etc. Work performed outside of NYC; exempt from sales tax	600.00 1,500.00 1,500.00 2,468.84 0.00
Please reference the invoice number with your payment. Thank you.	
Total \$US USD 6,068.84	

Federal tax ID: 13-3500721. Include re-sale certificate or remit sales tax.
 PLEASE MAKE CHECK PAYABLE TO: "JED ROOT, INC."



JED ROOT, INC.
 61A WALKER STREET
 NEW YORK, NY 10013
 USA
 tel 212 226 6600
 fax 212 274 0258

INVOICE

Date	Invoice #
8/24/2009	211836ARHA

Client:

Out Magazine / Planet Out Inc.
 245 West 17th Street Suite 1200
 New York, NY 10011
 United States

ARTIST:

Hay, Alexei
 JOB: OUT Magazine / October 2009 Issue
 SHOOTDATE: 2009-07-02 - 2009-07-02
 LOCATION: NYC

P.O. #

Terms
*Net 30 days

Attn:
Chia, Annie

<input type="checkbox"/> 1 Assistant <input type="checkbox"/> 2 Assistant <input type="checkbox"/> Backdrops Work performed outside of NYC; exempt from sales tax	250.00 200.00 480.00 0.00
Total USD 930.00	

Please wire funds to: Bank Leumi USA; 1400 Broadway, New York NY 10018 U.S.A. Account name: JED ROOT, INC.
 Account # 0125338701. ABA# 026002794. Swift code:

LU M I U S 3 N. *KINDLY* QUOTE THE INVOICE NUMBER. Checks must be drawn in \$US on a USA bank.

Picturehouse

437 West 16th Street New York NY 10011
212 243 0140 - www.picturehousenyc.com

INVOICE 14127



Job Reference

OUT

Photographer

Matthias Vriens

P.O. Number

Start Date

Jun 15, 2009

Ship Date

Jun 29, 2009

Our Ref

E857

Inv Date **JUN 30, 2009**

Bill To **OUT MAGAZINE**

Att **Annie Chia**

**6922 Hollywood Blvd. 10th floor
Los Angeles CA 90028**

Terms **Payable Upon Receipt**

Qty	Description	UnitPr	Service	LineTotal
12	Editorial Retouching	350.00		4,200.00
1	Bike Messengers	30.00		30.00

IMPORTANT

This invoice has been purchased by and is payable to Access Capital Inc. 405 Park Ave New York, NY 10022. Remittance other than to Access Capital Inc. does not constitute payment of this invoice.

Total **4,230.00**

NYS Sale Tax

Grand Total **4,230.00**

Picturehouse

437 West 16th Street New York NY 10011
212 243 0140 - www.picturehousenyc.com

INVOICE

14469



Job Reference

Ewan McGregor

Photographer

Matthias Vriens

P.O. Number

Start Date

Jan 5, 2010

Ship Date

Jan 14, 2010

Our Ref

F449

Inv Date **JAN 19, 2010**

Bill To **OUT MAGAZINE**

Att **Annie Chia**

**6922 Hollywood Blvd. 10th floor
Los Angeles CA 90028**

Terms **Payable Upon Receipt**

Qty	Description	UnitPr	Service	LineTotal
6	Editorial Retouching	400.00		2,400.00
2	Bike Messenger	30.00		60.00

IMPORTANT

This invoice has been purchased by and is payable to Access Capital Inc. 405 Park Ave New York, NY 10022. Remittance other than to Access Capital Inc. does not constitute payment of this invoice.

Total **2,460.00**

NYS Sale Tax

Grand Total **2,460.00**

Picturehouse

437 West 16th Street New York NY 10011
212 243 0140 - www.picturehousenyc.com

INVOICE 14614



Inv Date **MAR 30, 2010**

Bill To **OUT MAGAZINE (NY)**

Att **Annie Chia**
245 West 17th St 12th Floor
New York NY 10011

Terms **Payable Upon Receipt**

Job Reference

Out/Men's Fashion

Photographer

Matthias Vriens

P.O. Number

Start Date

Apr 6, 2010

Ship Date

Our Ref

F641

Qty	Description	UnitPr	Service	LineTotal
1	Editorial Retouching - Story	2,000.00		2,000.00
				Total 2,000.00
				NYS Sale Taxes
				Grand Total 2,000.00

Date
12/20/2009

INVOICE

Invoice #
091212-01

INVOICE TO
Out Magazine 245 West 17th St. Suite 1200 New York, NY 10011

PAYABLE TO
Spectrum Digital Production Inc. 369 S Doheny Dr #1209 Beverly Hills, CA 90211 (888) 728-3998 Tax ID# 26-1184185

JOB DATE
12/12/2009

PHOTOGRAPHER
Matthias Vriens

JOB NAME
Ewan McGregor

CAPTURE				
Description	Days	TQ	Rate	Amount
Capture Package: MacPro Octa-Core Capture Station, 30" Cinema Display, MacBook Pro, eSATA Backup, 1500va Battery Backup, Phase One System, Medium Format Camera Package, Certified DigiTech, Capture Software, etc	1	1	1,700.00	1,700.00
Back-Up H2 Body	1	1	100.00	100.00
RAID Backup Archive (accessible for 6 months)	1	1	200.00	200.00
File Delivery - Photographer (Premium)	1	1	350.00	350.00
Web Gallery (htaccess password)	1	1	100.00	100.00
Rental Hasselblad 50MM/F3.5 W/Shade	1	1	70.00	70.00
Rental Hasselblad 120MM/F4.0 Macro W/Shade	1	1	85.00	85.00
Rental Hasselblad 150MM/F4.0 W/Shade	1	1	70.00	70.00
Discount on Capture Package **Per Casey**			-1,675.00	-1,675.00

Total	\$1,000.00
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All Invoices are payable net 30 upon receipt. After 60 days, a finance charge of 1.5% per month shall be assessed. Please reference the Invoice number and Client name on payments.

Date
12/20/2009

INVOICE

Invoice #
091212-02

INVOICE TO
Out Magazine 245 West 17th St. Suite 1200 New York, NY 10011

PAYABLE TO
Spectrum Digital Production Inc. 369 S Doheny Dr #1209 Beverly Hills, CA 90211 (888) 728-3998 Tax ID# 26-1184185

JOB DATE
12/12/2009

PHOTOGRAPHER
Matthias Vriens

JOB NAME
Ewan McGregor

RENTALS				
Description	Days	Qty	Rate	Amount
Profoto 7B 1200 Pack	1	7	85.00	595.00
Profoto 7B Extra Battery + Charger	1	7	30.00	210.00
Profoto Head Extension Cable	1	2	10.00	20.00
Profoto Pro7 Flash Head	1	7	20.00	140.00
Profoto Pro-7 Ringflash	1	3	35.00	105.00
Profoto Light Bars	1	2	125.00	250.00
Profoto Pro Silver Umbrella (Medium: 41" diameter)	1	1	20.00	20.00
Profoto Pro Beauty Dish	1	1	25.00	25.00
Profoto Pro Beauty Dish Grid	1	1	25.00	25.00
ARRI 2K Fresnel	1	1	85.00	85.00
ARRI 1.2 K HMI Fresnel	1	1	200.00	200.00
575 HMI Fresnel	1	1	150.00	150.00
Chimera Large Super Pro with Ring	1	2	25.00	50.00
Chimera Medium Super Pro with Ring	1	2	18.00	36.00
Mola Beauty Dish 33"	1	1	66.00	66.00
Pocket Wizard Set (Transmitter + Receiver)	1	2	20.00	40.00
Medium Flag	1	1	4.00	4.00
C- Stand Avenger 40"	1	3	3.00	9.00
35lb. Sandbag	1	4	5.00	20.00
Matthews Full Apple Box	1	2	4.00	8.00
Matthews Half Apple Box	1	2	3.00	6.00
A-Clamp Large	1	5	1.00	5.00
Matthews Cardellini Clamp	1	5	5.00	25.00
Equipment Pick-up	1	1	50.00	50.00
Equipment Drop-off	1	1	50.00	50.00
Discount on Equipment Rentals			-1,194.00	-1,194.00

Total	\$1,000.00
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All Invoices are payable net 30 upon receipt. After 60 days, a finance charge of 1.5% per month shall be assessed. Please reference the Invoice number and Client name on payments.

Date
12/20/2009

INVOICE

Invoice #
091212-03

INVOICE TO
Out Magazine 245 West 17th St. Suite 1200 New York, NY 10011

PAYABLE TO
Spectrum Digital Production Inc. 369 S Doheny Dr #1209 Beverly Hills, CA 90211 (888) 728-3998 Tax ID# 26-1184185

JOB DATE
12/12/2009

PHOTOGRAPHER
Matthias Vriens

JOB NAME
Ewan McGregor

Assistant				
Description	Days	TQ	Rate	Amount
Assistant Day Rate - Thomas Moore (SS# 572-67-8457)	1	1	200.00	200.00
Assistant Day Rate - Dan Busta (SS# 356-72-5467)	1	1	200.00	200.00

Total	\$400.00
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All Invoices are payable net 30 upon receipt. After 60 days, a finance charge of 1.5% per month shall be assessed. Please reference the Invoice number and Client name on payments.

Date
3/31/2010

INVOICE

Invoice #
100226-01

INVOICE TO
Out Magazine Grant Woolhead 245 West 17th St. Suite 1200 New York, NY 10011

PAYABLE TO
Spectrum Digital Production Inc. 369 S Doheny Dr #1209 Beverly Hills, CA 90211 (888) 728-3998 Tax ID# 26-1184185

JOB DATE
3/26/2010

PHOTOGRAPHER
Matthias Vriens

JOB NAME
Mens Fashions

CAPTURE				
Description	Days	TQ	Rate	Amount
Capture Package: MacPro Octa-Core Capture Station, 30" Cinema Display, MacBook Pro, eSATA Backup, 1500va Battery Backup, Phase One System, Medium Format Camera Package, Certified DigiTech, Capture Software, etc	2	2	1,700.00	3,400.00
Back-Up H2 Body	2	1	100.00	100.00
RAID Backup Archive (accessible for 6 months)	2	1	200.00	200.00
File Delivery - Photographer (Premium)	2	1	350.00	350.00
Web Gallery (htaccess password)	2	1	100.00	100.00
Rental Hasselblad 50MM/F3.5 W/Shade	2	2	70.00	140.00
Rental Hasselblad 120MM/F4.0 Macro W/Shade	2	2	85.00	170.00
Rental Hasselblad 150MM/F4.0 W/Shade	2	2	70.00	140.00
Discount on Capture Package **Per Casey**			-3,600.00	-3,600.00

Total	\$1,000.00
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All Invoices are payable net 30 upon receipt. After 60 days, a finance charge of 1.5% per month shall be assessed. Please

Date
3/31/2010

INVOICE

Invoice #
100226-02

INVOICE TO
Out Magazine Grant Woolhead 245 West 17th St. Suite 1200 New York, NY 10011

PAYABLE TO
Spectrum Digital Production Inc. 369 S Doheny Dr #1209 Beverly Hills, CA 90211 (888) 728-3998 Tax ID# 26-1184185

JOB DATE
3/26/2010

PHOTOGRAPHER
Matthias Vriens

JOB NAME
Mens Fashions

RENTALS				
Description	Days	Qty	Rate	Amount
Profoto 7B 1200 Pack	2	14	85.00	1,190.00
Profoto 7B Extra Battery + Charger	2	14	30.00	420.00
Profoto Head Extension Cable	2	4	10.00	40.00
Profoto Pro7 Flash Head	2	14	20.00	280.00
Profoto Pro-7 Ringflash	2	6	35.00	210.00
Profoto Light Bars	2	4	125.00	500.00
Profoto Pro Silver Umbrella (Medium: 41" diameter)	2	2	20.00	40.00
Profoto Pro Beauty Dish	2	2	25.00	50.00
Profoto Pro Beauty Dish Grid	2	2	25.00	50.00
ARRI 2K Fresnel	2	2	85.00	170.00
ARRI 1.2 K HMI Fresnel	2	2	200.00	400.00
575 HMI Fresnel	2	2	150.00	300.00
Chimera Large Super Pro with Ring	2	2	25.00	50.00
Chimera Medium Super Pro with Ring	2	2	18.00	36.00
Mola Beauty Dish 33"	2	2	66.00	132.00
Pocket Wizard Set (Transmitter + Receiver)	2	4	20.00	80.00
Medium Flag	2	2	4.00	8.00
C- Stand Avenger 40"	2	6	3.00	18.00
35lb. Sandbag	2	8	5.00	40.00
Mathews Full Apple Box	2	4	4.00	16.00
Mathews Half Apple Box	2	4	3.00	12.00
A-Clamp Large	2	10	1.00	10.00
Mathews Cardellini Clamp	2	10	5.00	50.00
Discount on Equipment Rentals			-3,102.00	-3,102.00

Total	\$1,000.00
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All Invoices are payable net 30 upon receipt. After 60 days, a finance charge of 1.5% per month shall be assessed. Please reference the Invoice number and Client name on payments.

Spectrum Digital Production Inc.
369 S Doheny Dr #1209
Beverly Hills, CA 90211
(888) 728-3998

Reimbursement Invoice

Invoice #: 100226-04
Invoice Date: 3/31/2010
Job Date 3/26/2010

Bill To:
Out Magazine
Grant Woolhead
245 West 17th St. Suite 1200
New York, NY 10011

Job Name	Mens Fashion
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Date	Description	Amount
	Reimbursement - Meals, Transportation, Miscellaneous	450.00

Total	\$450.00
Payments/Credits	\$0.00
Balance Due	\$450.00

International Travel Services Invoice



International Travel Services
8306 Wilshire Boulevard
Suite 2660
Beverly Hills, CA 90211

1 310 282 0000
itswest@internationalts.com

DATE	INVOICE #
03/24/2010	14016
TERMS	DUE DATE
Due on receipt	04/01/2010

BILL TO

Out Magazine
Grant Woolhead
245 W. 17th St. Suite 1200
New York, NY 10011

NAME	DETAILS	Amount
Matthias Vriens	• Los Angeles LAX Las Vegas LAS 23MAR10 - Las Vegas LAS Los Angeles LAX 26MAR10 US Coach	319.40
Steeve Daviault	• Los Angeles LAX Las Vegas LAS 23MAR10 - Las Vegas LAS Los Angeles LAX 26MAR10 US Coach	319.40
Jason Morgan	• New York JFK Las Vegas LAS 25MAR10 - Las Vegas LAS New York JFK 26MAR10 DL Coach	1,269.72
Mark Ricketson	• New York JFK Las Vegas LAS 25MAR10 - Las Vegas LAS New York JFK 26MAR10 DL Coach	1,269.72
TAX ID 68-0595483		TOTAL \$3,178.24

TAX ID 68-0595483

NUCLEUS
 529 W 20TH ST 11E NY NY 10011
 T 212 213 4455 F 212 213 4556
 WWW.NUCLEUSIMAGING.COM

Invoice

INVOICE: 08090533

DATE: 8/10/09

PAGE: 1

BALANCE DUE: \$4,929.38

Bill To:

Sabine Rogers
 Out Magazine (SR)
 245 West 17th Street
 New York, NY 10011

Ship To:

Out Magazine (SR)
 245 West 17th Street
 New York, NY 10011

 Please tear off the top part of this invoice and submit it with your payment. Send billing inquiries to billing@nucleusimaging.com

Sabine Rogers

DATE: 8/10/09

INVOICE#: 08090533

QTY.	DESCRIPTION	UNIT PRICE	DISCOUNT	PRICE
	ALEXEI HAY STORY			
10	RETOUCH/OUTPUT PACKAGE	\$450.00		\$4,500.00
2	MESSENGER SERVICE	\$15.00		\$30.00

Nucleus Imaging maintains a back up of all client digital files for a period of one year. We cannot guarantee recovery of digital images after that time. It is recommended that you obtain both digital and hard copies of your files for future reference.

CUSTOMER PO/JOB#:	SUB TOTAL:	\$4,530.00
TERMS: Net 30	SALES TAX:	\$399.38
	TOTAL:	\$4,929.38
	CREDIT:	\$0.00
	BALANCE DUE:	\$4,929.38