EXHIBIT 38



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WILL.I.AM AND THE SCIENCE OF GLOBAL POP DOMINATION

BY CHRIS NORRIS

ANY YEARS AGO, A GREAT American shared a dream that one day our nation's children might sit at the table of brotherhood, that justice and freedom might ring through the land, and that a 35-year-old black man in leather pants and glitter boots might lead 73,000 Texans as they sing in one voice: "Whatcha gonna do with all that junk - all that junk inside your trunk?"

That day is here at Houston's Reliant Park, which pulses with the lights, sounds and smells of the 78th annual Houston Livestock Show and Rodeo, concert site for giants from Elvis Presley to Miley Cyrus. Tonight's headliners, the Black Eyed Peas, appear after the six-year-old sheep riders of "Mutton Bustin'." Midway through their first smash hit, 2005's "My Humps," singer Fergie struts the stage catwalk in a skintight metallic suit like the sleek android of Fritz Lang's Metropolis, only with hair and the song's titular "humps." "I drive these brothers crazy," she raps as Peas Apl.de.ap

and Taboo strike street-ogler poses. "I do it on the daily."

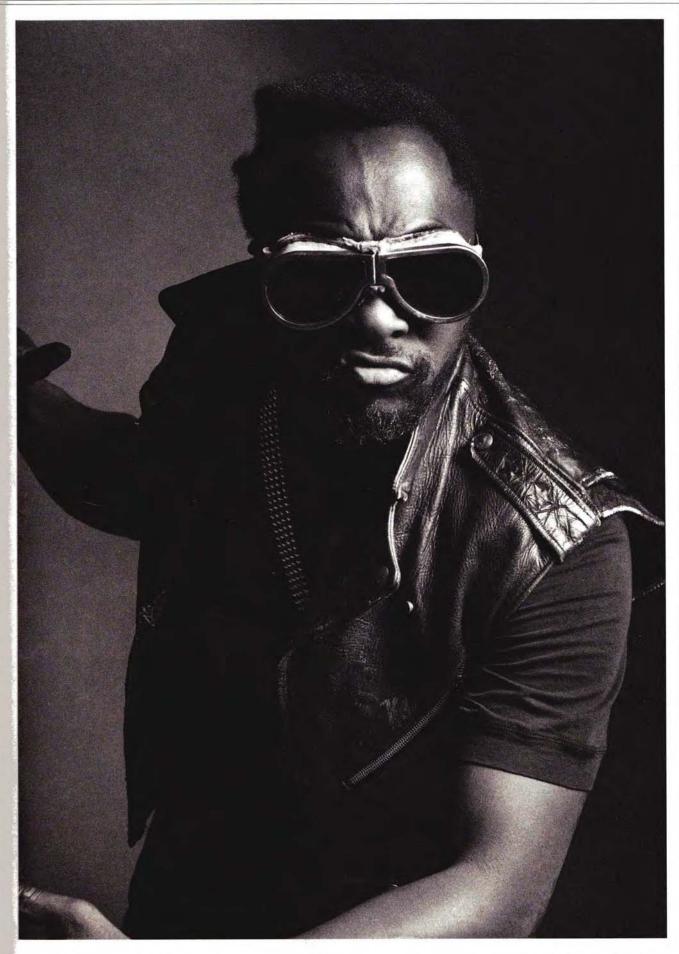
When the chant returns, eight giant video screens flash the broad, beardfringed and enigmatic grin of the song's author and master Pea, Will.i.am, who pauses to thank the group's followers: "Houston, we thank you from the bottom of our hearts to the depths of our souls. In 2005, we put out a record called Monkey Business," he says, then names two outlets that drove it to 10 million sales: "Tower Records and Virgin. They don't exist anymore." The crowd roars. "Last year, we re-



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, 2010



Photographs by MARK SELIGER



leased our latest record and it's because of you it sold—"

"I wanna say something!" Fergie says, cutting in. "Hi, Mom and Dad!"

The nation's largest rodeo is merely one of the last dominoes to fall in Will.i.am's global campaign to build the world's most ubiquitous music brand. In the 15 years since forming the Peas, Will.i.am has toured the world a dozen times, sold 27 million albums and done ads for Apple, Pepsi, Target, Verizon and the president of the United States. "He's a real force," says Bono, who enlisted Will.i.am to work on U2's 2009 album, No Line on the Horizon. "He's got the biggest songs on Earth right now, he's the most wonderful spirit to be around, and he's interested in the macro as well as the micro."

In fact, his view is so macro he's unlike virtually any musician that preceded him. To Will.i.am, songs aren't discrete works of art but multi-use applications – hit singles, ad jingles, film trailers – all serving a purpose larger than music consumption. Creatively, he draws no distinction between writing rhymes and business plans, rocking arenas and PowerPoint, producing albums and media platforms, all these falling under a cleareyed mission to unite the largest possible audience over the broadest range imaginable. It's a mission he com-

CHRIS NORRIS wrote the Lil Wayne cover story in RS 1098.

municates with a combination of Pentecostal zeal and Silicon Valley jargon, suggesting a hybrid of Stevie Wonder and Steve Jobs. In conversation, he has a tendency to drop koanlike pronouncements that, like his songs, often go from moronic to brilliant with repeated listening. A journey through the mind of Will.i.am follows a twisty trail, but if you pay close attention certain themes emerge....

MAKE ART WORK IN SQUARES

Backstage in Houston, Will.i.am has changed out of his costume into street clothes: a black Jedi-ish shawl-collared shirt, punkish low-slung trousers and a shoulder satchel made of recycled soda flip tops. While dancers, managers and bandmates chatter behind him, Will.i.am starts breaking music and commerce down to

"HE'S A REAL FORCE," BONO SAYS OF WILL.I.AM. "HE'S GOT THE BIGGEST SONGS ON EARTH RIGHT NOW." subatomic particles. "It's about frequency, currency," he says. "The words 'current' and 'frequent' – what do they mean? Time. If currency also means something you can spend, that means it's fluid – a current. If I'm currently doing something and keep doing it, I'm doing it *frequently*. And if I change my frequency to being positive, I attract *currency*."

Will.i.am speaks quickly, stands a bit too close, and keeps his wide-set eyes fixed on yours like a boxer's cornerman psyching his fighter up. "Every time music was put out on circles, it was successful," he says. "When records came out, you had 45s, then 33s, then 12-inches – all multiples of three, all circles. As soon as tape decks came out and there were 8-tracks – square. Didn't work. A cassette is a rectangle – didn't work. CD came out – through the roof. The iPods and laptops put music on rectangles – doesn't work, can't monetize it. You have to figure out how to make art work in squares."

After taking a call from Interscope chairman Jimmy Iovine, Will.i.am returns and gives a quick summary of their conversation. "Hey, Will, it's Jimmy," he says in Iovine's hoarse Brooklynese. "'Blahde-blah, congratulations, blah-de-blah, through the roof, blah-de-blah, gamechanging, blah-de-blah, one billion," "One billion?" asks Will.i.am. "'One billion," says Iovine. "'Yes," says Will.i.am. "'OK," says Iovine. "Bye."

MOL

Will could easily be a stand-up comedian, with his uproarious, infectious laugh and spot-on impersonations of everyone from ad execs to Aussie ravers to Michael Jackson, all recent members of a calling circle that now includes Bono, Quincy Jones, Oprah, Hugh Jackman, Diddy, a founder of YouTube, Prince, the CEO of BlackBerry and - as a sheer mathematical certainty - Kevin Bacon. Unlike most

fans, Will.i.am learned of Jackson's death in Los Angeles not from CNN but from 20 text messages he received while DJ'ing in Paris, whose conflicting information he sorted out with updates and eventual confirmation in a phone call with Quincy Jones - who was in Moscow.

CONTROL THE CLOUD

While Will.i.am's producing credits read like a playlist on shuffle -Nas, Sergio Mendes, Celine Dion, the Rolling Stones - his influence now stretches into the boardrooms of BlackBerry, YouTube and other companies that consider the MC a tech visionary. "He'll sit with Evan Williams at Twitter or Chad Hurley at YouTube and give them ideas for their business," says legendary Silicon Valley venture capitalist Ron Conway, whose startup investments have included Google, PayPal and - most recently - Will's own socialmedia platform, Dipdive, which is kind of like a cross between Facebook and Hulu (but as of now seems mostly to exist to promote the Peas).

"Corporations use words like 'cloud computing' and 'data cloud," Will says. "This thing we all communicate with is in the clouds, on a tiny bandwidth that very few people control."

Will intends to be one of them. With Dipdive, he plans to build an entire distribution system - from singer's voice to user's earbud. Selecting artists from various fields on a "dopeness" criteria, Will.i.am says Dipdive's filtered, curated social-media platform will unite millions of "partners" and play a role somewhere between ad agency, record label, radio and TV network. "That's coming in 2013," says Will.i.am. "The biggest artist is going to do it all: play, produce, remix and distribute music. The next Jimi Hendrix or John Coltrane will play the whole system. He's coming by 2013."

WHOEVER CRACKS DANCE MUSIC WINS

On paper, the Black Eved Peas sound like the worst band you can imagine: one brainy leader, one break dancer/martial artist, one Filipino MC who learned English at age 14 and one rock chick/ex-meth addict. Like a true visionary, Will flipped these deficits into a global-domination scheme. "I go to Brazil, they think I'm Brazilian," he says. "I go to Panama, they think I'm Panamanian, because I speak Spanish." In Sweden? "They like Fergie. We'll put her in front. South America? Taboo, you get in the front, be Latin! Southeast Asia? Apl, go! Speak Filipino!"

In 2008, Will.i.am found the final key to claiming a global audience. He was in Australia shooting a co-starring role



as the teleporting mutant John Wraith in X-Men Origins: Wolverine when he had one of those everything-you-know-iswrong insights: After asking some friends to bring him to a hip-hop club, he was told, "'Ip-'op's daid, mate. Electrow." He returned to the States possessed. "I came back hollering, 'Dance music, Jimmy [Iovine], dance music! Whoever cracks dance music wins."

Will approached *The E.N.D.* less as an album than as a DJ set - and even hired the French superstar DJ David Guetta himself to produce the second single, "I Gotta Feeling." "The only reason I see to

"MC HAMMER OPENED THE DOOR FOR US," SAYS WILL. "WITHOUT HIM, THERE'S NO PUFFY, THERE'S NO ME."

make an album is to occupy an hour with a mood," Will says. "If I'm a doctor and you say, 'I just want to dance,' I prescribe this." Hence, 15 midtempo, upbeat tracks, light on gray matter and heavy on good vibes. Of critics who impugn their simplicity, the Peas say that such people aren't using The E.N.D. as directed: "It's meant as escapism," says Fergie. "We specifically wanted people to forget about their

money problems, losing their jobs, their homes."

ADAPT EVERY TUNE TO A SPECIFIC USE

To Will.i.am, songs are fluid, freefloating entities that function in various frequencies. In some of those frequencies - like frequently played ads - that function tends to bring currency. Lots of it. For nearly a decade, the Peas have been perfecting a music style that works seamlessly in commercials. In 2003, they rereleased the modestly performing "Let's Get Retarded" as the NBA theme, "Let's Get It Started." That same year, the band broke in America, largely thanks to Apple's use of "Hey Mama" in an iPod commercial. In 2009, the group debuted "I Gotta Feeling" months before its official release as the theme song to CBS's summer prime-time lineup - and that was just the beginning. The Peas performed outside Oprah's studios, then went on to play Dick Clark's New Year's Rockin' Eve, Super Bowl weekend, the Grammys and a live set in Times Square shot by

James Cameron's company, to be released as a 3-D concert film. By 2010, the Earth was Planet Pea.

In a way, this was a macro version of what Will does everywhere he goes. "If we go to a party, I'll just be chilling in the corner, absorbing everything," says Apl.de.ap. "I'll look over and see Will talking with Prince." Two years ago, Prince invited Will.i.am to sit in with him at a show in Las Vegas. Will asked if he could invite a singer-songwriter he was working with Michael Jackson, who Will says had a beef with Prince running back to a 1983 misunderstanding at a James Brown concert. Jackson showed. "I told Quincy, and he was like, 'I can't believe you got Mike to go there," says Will.i.am. "Prince and Michael Jackson? Come on, dude. That's connecting worlds."

Of course, connecting worlds can do wonders for the connector. In a 2009 Pepsi commercial, Will.i.am rapped over Bob Dylan's "Forever Young" while a digital montage branded him the successor to rock's greatest songwriter. A year earlier, he took a chunk of Barack Obama's stump speech, added a guitar part played by actor Bryan Greenberg, tapped a friends list that included Scarlett Johansson and Kareem Abdul-Jabbar, and released a video – watched 26 million times – that helped sweep a one-term black senator into the White House. "Yes I Can" didn't ex-

actly hurt Will.i.am's profile either, making him the songwriter of America 2.0.

SELL YOUR MUSIC TO THE AUDIENCE, Then sell your audience

Will's unorthodox views on blending art and commerce - a bit extreme even for hip-hop - stem from an outsider perspective he's had since childhood. He grew up in the mostly Mexican projects of East L.A. and was bused daily to a magnet school in prosperous Pacific Palisades. To survive, he had to learn how to be a chameleon. "Being a black guy in an all-Mexican neighborhood who went to an allwhite school – I don't give a fuck what anybody says," says Will. "There's a reason why I am who I am, that upbringing and conditioning. Why you dressed like that, ese?' he says, channeling a cholo neighbor. "Then I'd go to school with Brett and Brent," he says, going white boy. "'Hey, William.' Today, people are like, 'Where you from, London?'" says Will. "'No. That's an East L.A.-and-whiteboy accent.'

Initially a break dancer, Will had switched to MC'ing by high school and formed the De La Soul-inspired hip-hop group Atban Klann with fellow breakers-turned-MCs Apl.de.ap and Taboo. Will scored his first record deal in 1992 by winning a Hollywood freestyle battle against Twista, the Chicago MC who would light up his and

Kanye West's "Slow Jamz" and who once claimed the Guinness World Record for speed. Asked how he slew such a dragon, Will.i.am says, "My thing was, I do what you're doing better than you."

By pursuing just that strategy, Will.i.am built a Black Eyed Peas that delivers: pumping excitement, giddy spectacle and a message of peace, love and paninoffensiveness. As it happens, those are the exact qualities ad agencies seek for selling just about anything - a fact that has blurred the boundaries between song and ad as the Peas' fame has continued to rise. The E.N.D.'s rock song "Now Generation," for instance, doesn't just bear a close titular resemblance to a Pepsi jingle, it sounds like one: a defiant declaration of young consumers united by a taste for the new. The fact that Will is also a Pepsi-sponsored artist who wrote a 2007 song called "More" specifically for a Pepsi ad makes things even more nebulous. Do the Peas make songs? Or jingles?

To Will, the very question is so 20th century. "Since the 1960s, it's been a taboo for bands to fuck with brands, like they should only sell music," he says. "But music was

never the product. When you played in a bar, music drew people in to sell a ticket and drinks. The first music industry was publishing, because they sold sheet music." Beethoven? Verdi? "They were selling ag-

gregation, the ability to bring people to a concert hall."

REAL GANGSTAS DON'T RAP

Until he was 14, smart, music-obsessed William James Adams Jr. wore a Mom-enforced dress code of suits and an Afro. When this was repealed in ninth grade, he chose the flat-topped style he wears today, the Gumby, which perfectly complemented the harem-pants ensemble

he wore to his first live concert: a 1989 USC performance by a man he still calls an inspiration. "People are going to shit on me for saying this, but it's the fucking truth," says Will.i.am. "MC Hammer opened the door for all of us. Without Hammer there wouldn't be Puffy, there wouldn't be me."

But he owes just as much to the founders of gangsta rap. Atban Klann's first record deal was with Ruthless, founded by N.W.A's Eazy-E. While Eazy's 1995 death from AIDS derailed the project, the gangsta rapper confirmed something Will already knew. "I'm from the fucking projects, and the gangsters, the real niggas – they're out doing shit," he says. "They're out calling shots, ain't got time to rhyme. It's the little soldiers that want to be like that dude: Those are the gangster rappers."

Despite first appearing on an Eazy-E single called "Merry Mothafuckin' Xmas," Will says his progressive, pan-racial vision was in place from the beginning: "On our first underground record, 'Joints and Jam,' we said, 'We're about mass appeal, no segregation/Got black to Asian and Caucasian....' It was part of the plan. My first album was *Behind the Front*. Which meant, 'This is what I truly am, behind the front.'"

ALWAYS LISTEN TO THE GIRLS

Shortly after entering a Black Eyed Peas afterparty at a velvet-rope Houston club—where Jay-Z's "Empire State of Mind" is followed by a string of Black Eyed Peas songs—Will.i.am pronounces the vibe wack, lets a few drunks blast him with digital-camera flashes, and ducks out into a waiting car. He's headed to an after-afterparty where he'll DJ what he promises will be "some real underground shit." On the ride to the spot, Will asks the club's promoter what kind of music the crowd likes. "Oh, they'll like whatever you play—Top 40, hip-hop, dance," says the young white



skin for a smooth shave, and take care of

it afterwards with hydrating moisturizers.

dude, whose girlfriend cuts him off, saying, "Electro."

"Always listen to the girls," Will.i.am says later, a theorem with the corollary "Hook the 14-year-old fan." "Why? Because I fell in love with music when I was 14, and you couldn't tell me anything – I thought I knew what was going on. I built my personality off of music I listened to at 14."

Minutes later, amid the flashing lights and jackhammering beats, Will sets up a MacBook and a rectangular interface with illuminated knobs and buttons. As the crowd screams, he pulls on a pair of orange headphones and picks up a mike. "Yo – *Houuuuuuuston*," he calls out, triggering a dramatic orchestral synth chord from a David Guetta record. "Y'all ready to rock?"

With a hand-chopping flourish, Will kicks in a pounding techno beat, then sets into a live performance of rapping, chanting and cross-fading between four channels on a system he calls "iTunes on steroids." His shades and fade suggest Wesley Snipes' vampire hunter Blade, as he weaves his own beats with "remixes of other people's remixes of classic records," drawing from a massive hard drive of tunes.

"On to the next, on to the next, on to the next," he chants, as he segues from Basement Jaxx's 2001 "Where's Your Head At" into the opening of Nirvana's "Smells Like Teen Spirit" and into Pat Benatar's "Hit Me With Your Best Shot," whose chorus he merges into that of the 2009 hit "Shots" by the electro group LMFAO, whose MCs Redfoo and Sky Blu he has known since high school and whose father and grandfather, respectively, is Motown founder Berry Gordy. "If you're a DJ at the top of your game, you got 80,000 people in the middle of Los Angeles in the hood," says Will. "Eighty thousand cats. No Rihannas, no fuckin' Beyoncés. DJs."

THE WHOLE SONG SHOULD BE A CHORUS

As a songwriter, Will.i.am ascribes to Moore's Law, the software principle whereby increasingly smaller devices hold increasingly more information. "Right now, every chorus is getting shorter and shorter," he says. "Soon we'll be listening to blips. Nowadays, the more complex things sound, when you break them down, all the veils and sheets are just disguises." On the other hand, an apparently simple song, like "Boom Boom Pow," is actually downright avant-garde. "It has one note," says Will.i.am. "It says 'boom' 168 times. The structure has three beats in one song. It's not lyrics - it's audio patterns, structure, architecture. Lots of people say, 'Black Eyed Peas shit is simple,' and I'll be like, 'No, fool, it's the most complex shit you even could fathom, that's the reason it works everywhere around the planet."

Will.i.am can apply this kind of thinking to any tune. So how would he rewrite the national anthem? He suggests a simple approach. "There wouldn't be no verse and chorus," he says. "The whole song should be a chorus. It should be about a minute and have highs and lows able to be sung by males and females in all keys." The mix to shoot for, he says, is "We Are the World," for its ingenious simplicity, and the Dolly Parton-penned Whitney Houston hit "I Will Always Love You," which ruled the charts for 14 weeks - a feat matched by the Peas' "I Gotta Feeling." The new anthem, says Will, "should tell our stories, say we've done bad things, that we've suffered and grown, and we care about the future. The Whitney Houston song has all that - humility and passion and pain and joy and love all at the same time. You take those two approaches and marry them - that's power. That's how America should talk to the world."

GO STRAIGHT TO JOY

In the cold reality of the marketplace, networking, promotion and synergy do a fine job of making the mediocre popular every day. The rarer successes, those that truly win hearts and minds, work an alchemy even Will.i.am hasn't quite wired, one he discusses without mentioning brands, audio patterns or BPMs. "What is the easiest emotion to act?" he asks. "Anger. What is the hardest? Joy. That's 'cause joy is complex. It's somber, sad, happy, heartbroken, hopeful - it's all these emotions in one. What you hear in 'I Gotta Feeling'? To me, that's joy. You're in pain, but tonight's going to be a good night. You can't feel happy when you've been pissed off the whole week. You have to go straight to joy."

He thinks back to an insight he got from Bono. "Bono said, 'Our music gets to people closer than you ever can be: You're in their ears, they put us in their head.' That changed my whole view on things. Someone consciously put you this close to their brain. That's serious."

Within two weeks of that conversation, Will was back at his home in Los Angeles. It was a year after he had stood on the steps of the Lincoln Memorial next to the new president, a moment during which his mind raced with thoughts about his childhood, his hour-and-a-half bus ride to school, his grandmother. "I was thinking of her watching the inauguration of a black man as president with her grandson onstage – all those thoughts running through me," he says. "I was up there and I was like, 'Why me?'"

And within an hour he wrote "I Gotta Feeling," a song that nails every single note of a state-of-the-art, multi-user, good-time delivery system – although its intended use, its reason for existence, may be just as significant to its success.

"Nobody asked me to write 'I Gotta Feeling," says Will.i.am. "It just came." ©