



**PAID & VERIFIED  
MAGAZINE  
PUBLISHER'S STATEMENT**

Subject to Audit



For the six months ended June 30, 2007

Field Served: A bi-weekly sports magazine.

Published by ESPN Inc.

Frequency: 26 times/year

ABC Member # 04-0292-5

ESPN The Magazine

**1. TOTAL AVERAGE PAID & VERIFIED CIRCULATION**

	Average for the Statement Period	%	Rate Base	Above (Below)	% Above (Below)
<b>Paid &amp; Verified Circulation:</b> (See Par. 6)					
<b>Subscriptions:</b>					
Paid	2,038,680	96.7			
Verified	43,201	2.1			
<b>Total Paid &amp; Verified Subscriptions</b>	<b>2,081,881</b>	<b>98.8</b>			
Single Copy Sales	26,213	1.2			
<b>Total Paid &amp; Verified Circulation</b>	<b>2,108,094</b>	<b>100.0</b>	<b>1,950,000</b>	<b>158,094</b>	<b>8.1</b>

**2. PRICES**

	Suggested Retail Prices (1)	Average Price (2)	
		Net	Gross (Optional)
Average Single Copy	\$4.99		
Subscription	\$26.00		
Average Subscription Price Annualized (26 issue frequency)		\$25.92	\$25.44
Average Subscription Price per Copy		\$1.00	\$0.98

(1) For the Statement period

(2) Represents subscriptions for the 12 months ended December 31, 2006.

**3. PAID & VERIFIED CIRCULATION BY ISSUE**

Issue	Paid Subscriptions	Verified Subscriptions	Total Paid & Verified Subscriptions	Single Copy Sales	Total Paid & Verified Circulation	Issue	Paid Subscriptions	Verified Subscriptions	Total Paid & Verified Subscriptions	Single Copy Sales	Total Paid & Verified Circulation
Jan. 1	1,901,096	87,108	1,988,204	32,299	2,020,503	Apr. 9	1,982,232	31,834	2,014,066	31,327	2,045,393
15	1,958,505	86,931	2,045,436	18,643	2,064,079	23	2,108,655	31,207	2,139,862	30,430	2,170,292
29	1,960,733	86,947	2,047,680	24,758	2,072,438	May 7	2,200,141	24,677	2,224,818	23,525	2,248,343
Feb. 12	1,947,971	43,028	1,990,999	18,267	2,009,266	21	2,213,281	24,476	2,237,757	31,549	2,269,306
26	2,004,830	42,321	2,047,151	22,255	2,069,406	June 4	2,163,880	19,256	2,183,136	23,625	2,206,761
Mar. 12	1,963,094	32,367	1,995,461	30,382	2,025,843	18	2,142,564	19,113	2,161,677	27,830	2,189,507
26	1,955,855	32,349	1,988,204	25,883	2,014,087						

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For six months ended June 30, 2007

#### 4. AVERAGE CIRCULATION BY REGIONAL, METRO & DEMOGRAPHIC EDITIONS

None

#### 5. TREND ANALYSIS

	2002	%	2003	%	2004	%	2005	%	2006	%
Subscriptions:										
Paid	1,500,264	97.2	1,688,091	97.8	1,758,171	98.2	1,848,385	98.5	1,883,608	93.4
Verified	N/A		N/A		N/A		N/A		105,077	5.2
<b>Total Paid &amp; Verified Subscriptions</b>	<b>1,500,264</b>	<b>97.2</b>	<b>1,688,091</b>	<b>97.8</b>	<b>1,758,171</b>	<b>98.2</b>	<b>1,848,385</b>	<b>98.5</b>	<b>1,988,685</b>	<b>98.6</b>
Single Copy Sales	42,978	2.8	38,126	2.2	33,048	1.8	27,751	1.5	29,036	1.4
<b>Total Paid &amp; Verified Circulation</b>	<b>1,543,242</b>	<b>100.0</b>	<b>1,726,217</b>	<b>100.0</b>	<b>1,791,219</b>	<b>100.0</b>	<b>1,876,136</b>	<b>100.0</b>	<b>2,017,721</b>	<b>100.0</b>
Year Over Year Percent of Change		11.8		11.9		3.8		4.7		7.5
Paid & Verified Rate Base	1,500,000		1,650,000		1,750,000		1,850,000		1,900,000	
Avg. Annualized Subscription Price	\$22.26		\$22.45		\$25.00		\$25.56		\$25.94	

#### 6. SUPPLEMENTAL ANALYSIS OF AVERAGE PAID & VERIFIED CIRCULATION

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

	Average for Period	% of Circulation
<b>PAID SUBSCRIPTIONS</b>		
Individual Subscriptions*	1,785,064	84.7
Loyalty/Award Point*	180,929	8.6
Partnership:		
Deductible*	50,620	2.4
Non-Deductible	17,925	0.8
Sponsored Sales	4,142	0.2
<b>TOTAL PAID SUBSCRIPTIONS</b>	<b>2,038,680</b>	<b>96.7</b>
<b>VERIFIED SUBSCRIPTIONS</b>		
Individual Use (See Par. 6B)	43,201	2.1
<b>TOTAL VERIFIED SUBSCRIPTIONS</b>	<b>43,201</b>	<b>2.1</b>
<b>TOTAL PAID &amp; VERIFIED SUBSCRIPTIONS</b>	<b>2,081,881</b>	<b>98.8</b>
<b>SINGLE COPY SALES</b>		
Single Issue Sales	26,213	1.2
<b>TOTAL SINGLE COPY SALES</b>	<b>26,213</b>	<b>1.2</b>
<b>TOTAL PAID &amp; VERIFIED CIRCULATION</b>	<b>2,108,094</b>	<b>100.0</b>

\*Included in Average Price calculation

#### 6A. ADDITIONAL ANALYSIS OF VERIFIED PUBLIC PLACE

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

None

#### 6B. ADDITIONAL ANALYSIS OF VERIFIED INDIVIDUAL USE

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

Verified Subscription:	Merchandise Buyers	Ticket Buyers	Event Participants	Other	Total Individual Use Copies
Individual Use	18,580	16,490	8,131		43,201

## 7. GEOGRAPHIC DATA for the April 9, 2007 issue

Total paid & verified circulation of this issue was 3.0% less than the total average paid & verified circulation.

STATE	PAID SUBSCRIPTIONS	VERIFIED SUBSCRIPTIONS	TOTAL PAID & VERIFIED SUBSCRIPTIONS	SINGLE COPY SALES	TOTAL PAID & VERIFIED CIRCULATION
Alabama	27,504	207	27,711	192	27,903
Arizona	33,905	975	34,880	558	35,438
Arkansas	12,101	108	12,209	79	12,288
California	199,338	3,598	202,936	3,340	206,276
Colorado	31,988	391	32,379	544	32,923
Connecticut	33,425	326	33,751	543	34,294
Delaware	6,474	114	6,588	75	6,663
District of Columbia	5,801	64	5,865	275	6,140
Florida	99,659	5,176	104,835	2,264	107,099
Georgia	56,025	901	56,926	1,306	58,232
Idaho	6,871	102	6,973	89	7,062
Illinois	95,427	1,398	96,825	1,971	98,796
Indiana	50,854	601	51,455	679	52,134
Iowa	25,961	214	26,175	142	26,317
Kansas	22,655	250	22,905	137	23,042
Kentucky	26,761	266	27,027	219	27,246
Louisiana	26,027	161	26,188	274	26,462
Maine	9,080	52	9,132	114	9,246
Maryland	43,759	865	44,624	654	45,278
Massachusetts	63,811	693	64,504	1,320	65,824
Michigan	73,065	511	73,576	879	74,455
Minnesota	39,265	198	39,463	520	39,983
Mississippi	17,158	113	17,271	65	17,336
Missouri	40,547	429	40,976	550	41,526
Montana	6,669	70	6,739	65	6,804
Nebraska	14,992	93	15,085	205	15,290
Nevada	15,939	216	16,155	588	16,743
New Hampshire	11,579	111	11,690	125	11,815
New Jersey	60,707	901	61,608	1,691	63,299
New Mexico	9,592	165	9,757	88	9,845
New York	124,315	1,253	125,568	2,772	128,340
North Carolina	61,831	844	62,675	619	63,294
North Dakota	5,360	44	5,404	13	5,417

STATE	PAID SUBSCRIPTIONS	VERIFIED SUBSCRIPTIONS	TOTAL PAID & VERIFIED SUBSCRIPTIONS	SINGLE COPY SALES	TOTAL PAID & VERIFIED CIRCULATION
Ohio	96,679	1,125	97,804	909	98,713
Oklahoma	19,097	198	19,295	177	19,472
Oregon	16,990	166	17,156	245	17,401
Pennsylvania	97,073	1,911	98,984	1,196	100,180
Rhode Island	8,857	75	8,932	169	9,101
South Carolina	25,954	310	26,264	177	26,441
South Dakota	6,815	51	6,866	16	6,882
Tennessee	37,746	548	38,294	427	38,721
Texas	117,020	2,663	119,683	2,098	121,781
Utah	13,249	598	13,847	263	14,110
Vermont	4,596	30	4,626	54	4,680
Virginia	56,295	1,050	57,345	948	58,293
Washington	39,550	864	40,414	641	41,055
West Virginia	9,026	159	9,185	64	9,249
Wisconsin	38,494	337	38,831	275	39,106
Wyoming	3,730	50	3,780	24	3,804
<b>TOTAL 48 CONTERMINOUS STATES</b>	<b>1,949,616</b>	<b>31,545</b>	<b>1,981,161</b>	<b>30,638</b>	<b>2,011,799</b>
Alaska	5,081	54	5,135	89	5,224
Hawaii	9,107	117	9,224	149	9,373
<b>TOTAL ALASKA &amp; HAWAII</b>	<b>14,188</b>	<b>171</b>	<b>14,359</b>	<b>238</b>	<b>14,597</b>
U.S. Unclassified					
<b>TOTAL UNITED STATES</b>	<b>1,963,804</b>	<b>31,716</b>	<b>1,995,520</b>	<b>30,876</b>	<b>2,026,396</b>
Poss. & Other Areas	2,712	7	2,719	4	2,723
<b>U.S. &amp; POSS., etc.</b>	<b>1,966,516</b>	<b>31,723</b>	<b>1,998,239</b>	<b>30,880</b>	<b>2,029,119</b>
Canada	7,227		7,227	447	7,674
International	2,389		2,389		2,389
Other Unclassified					
Military or Civilian					
Personnel Overseas	6,100	111	6,211		6,211
<b>GRAND TOTAL</b>	<b>1,982,232</b>	<b>31,834</b>	<b>2,014,066</b>	<b>31,327</b>	<b>2,045,393</b>

## ANALYSIS BY ABCD COUNTY SIZE for the April 9, 2007 issue

County Size	% of Households	Total Paid & Verified Circulation	% of Total Circulation	Index (% of Circulation/ % of Households)
A	40	846,272	42.1	105
B	30	640,015	31.8	106
C	15	287,589	14.3	95
D	15	237,923	11.8	79

County Size Group Definitions by the A.C. Nielsen Company- Data for the conterminous 48 states.

## 8. ANALYSIS OF TOTAL NEW AND RENEWAL PAID INDIVIDUAL SUBSCRIPTIONS

Total gross subscriptions (new and renewal) sold in the six month period ended June 30, 2007

A. DURATION	%	C. CHANNELS	%
(a) One to six months (1 to 13 issues).....	556,317 45.3	(a) Ordered by subscriber action via direct mail, direct mail agents, inserts, online, renewals, catalogs, or other outlets available to the subscribers.....	1,095,145 89.3
(b) Seven to eleven months (14 to 24 issues).....	56,125 4.6	(b) Ordered by subscribers in response to unsolicited telemarketing and door to door selling.....	82,767 6.7
(c) Twelve months (25 to 26 issues).....	488,119 39.8	(c) Ordered by subscribers in response to fund-raising programs of schools, churches, and other similar organizations.....	48,701 4.0
(d) Thirteen to twenty-four months.....	85,425 7.0	(d) Subscriptions as part of membership in an organization.....	None
(e) Twenty-five months and more.....	40,627 3.3	Total Subscriptions Sold in Period.....	1,226,613 100.0
Total Subscriptions Sold in Period.....	1,226,613 100.0		
<b>B. USE OF PREMIUMS</b>			
(a) Ordered without premium.....	1,170,236 95.4		
(b) Ordered with material reprinted from this publication.....	None		
(c) Ordered with other premiums. See Par. 9.....	56,377 4.6		
Total Subscriptions Sold in Period.....	1,226,613 100.0		

## 9. EXPLANATORY

- (a) Suggested Retail Prices: Average Single Copy: Canada and International, \$5.99. Subscriptions: U.S., 2 yrs. \$52.00; 3 yrs. \$78.00; 4 yrs. \$104.00; 5 yrs. \$130.00. Canada and International, 1 yr. \$45.00; 2 yrs. \$71.00; 3 yrs. \$97.00.
- (b) Average non-analyzed non-paid circulation for the 6 month period: 62,472 copies per issue.
- (c) Post expiration copies: None.
- (d) Loyalty/Award Point Subscription Sales: The average of 180,929 copies per issue, shown in Par. 6 and included in Par. 1, includes the following:  
An average of 153,575 copies per issue represents copies served to subscribers in exchange for the redemption of Airline Frequent Flyer Miles. These subscriptions were sold at 26 issues for \$15.00, in exchange for the redemption of 500-1,500 points at the rate of 1-3¢ per mile.  
An average of 27,354 copies per issue represents copies purchased through the redemption of loyalty points valued at 1-3¢ per point.
- (e) Partnership Subscription Sales (Deductible): The average of 50,620 copies per issue shown in Par. 6 and included in Par. 1, represents copies served in a partnership relationship wherein this publication was bundled with the purchase of a product or service. Purchasers were advised that a portion of the sales price was allocated to this publication for a 13 or 26 issue subscription.
- (f) Partnership Subscription Sales (Non-Deductible): The average of 17,925 copies per issue shown in Par. 6 and included in Par. 1, represents copies served in a partnership relationship wherein this publication was bundled with the purchase of an ESPN mobile phone and phone service plan. Purchasers were advised that \$39.95 of the sales price was allocated to this publication for a 26 issue term and was non-deductible from the total purchase price.
- (g) Sponsored Subscription Sales: The average of 4,142 copies per issue, shown in Par. 6 and included in Par. 1, represents copies purchased by various business concerns in quantities of 11 or more.
- (h) Use of Premiums: An ESPN THE MAGAZINE baseball cap, a black fleece pullover, a red zippered fleece, a gray fleece pullover, green sweatshirt, a white long sleeve T-shirt, a gray long sleeve t-shirt, a "Bigger Bolder" cap, a messenger bag, a mp3 player, travel bag or fleece blanket, with no advertised or stated values, were offered with some subscriptions.
- (i) A sweepstakes contest was conducted by a subscription selling organization and through the publisher during this statement period. Prizes consisted of cash only. Some contestants ordered subscriptions to this publication although the award was not contingent upon subscribing.
- (j) It is the practice of the publisher to expire all subscriptions on a monthly basis; therefore, some subscribers may receive from one to two more issues than entitled to, but no offer of this kind is made to subscribers.
- (k) FHM ceased publication with the March, 2007 issue. Effective with the April 23, 2007 issue, a total of 309,143 former FHM subscribers were served with ESPN THE MAGAZINE for the balance of the subscription term. Subscribers of FHM who wished not to receive ESPN THE MAGAZINE were offered a cash refund. Each subscriber received 2 issue(s) of ESPN THE MAGAZINE every issue remaining of their FHM subscription. Included in Individual Subscriptions in Par. 6 is an average of 85,136 copies per issue served to former FHM subscribers.

## 10. VARIANCE

Latest released Audit Report for 12 months ended December 31, 2005; Variation from Publisher's Statements

Audit Period Ended <sup>^</sup>	Rate Base (Paid & Verified)	Audit Report (Paid & Verified)	Publisher's Statements (Paid & Verified)	Difference (Paid & Verified)	Percentage of Difference (Paid & Verified)
12-31-05	(a)	1,876,216	1,876,136	80	0.0
12-31-04	(b)	1,793,941	1,791,218	2,723	0.2
12-31-03	(c)	1,732,169	1,726,216	5,953	0.3
12-31-02	1,500,000	1,541,280	1,543,242	-1,962	-0.1
12-31-01	(d)	1,382,394	1,380,796	1,598	0.1

<sup>^</sup>Effective with the June, 2006 Publisher's Statements, publications were given the option of reporting verified circulation.

(a) Effective 01/01/05 changed from 1,750,000 to 1,850,000

(d) Effective 01/01/01 changed from 1,150,000 to 1,250,000

(b) Effective 01/01/04 changed from 1,650,000 to 1,750,000

(c) Effective 06/30/03 changed from 1,500,000 to 1,650,000

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

Parent Company: ESPN Inc.

ESPN THE MAGAZINE, published by ESPN Inc. • 19 E. 34th St. • New York, NY 10016

CINDY NORMAN

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KEITH CLINKSCALES

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Date Signed: July 26, 2007

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Established: 1998 ABC Member since: 1999

04-0292-5	Analyzed Issue Date	04/09/07
	Analyzed Issue Text (for double month issue date)	
	Average Single Copy Price	4.99
	Association Subscription Price	
	U.S. Subscription Price	26.00
	Canadian Subscription Price	45.00
	International Subscription Price	45.00