

**PAID
MAGAZINE**
PUBLISHER'S STATEMENT

Subject to Audit



For the six months ended June 30, 2004

Field Served: A bi-weekly sports magazine.

Published by ESPN Inc.

Frequency: 26 times/year

ABC Member # 04-0292-5

ESPN The Magazine

Paid Magazine
Publisher's Statement

For 6 months ended June 30, 2004

AVERAGE PAID CIRCULATION

1	Total Average Paid Circulation:		1,790,078
		% of Total	
	Subscriptions (Individual):	1,757,292	98.2
	Single Copy Sales:	32,786	1.8
	Total Paid	1,790,078	100.0
	Paid Advertising Rate Base/Circulation Guarantee:		1,750,000
	% Above/Below Rate Base (+/-)		2.3

PRICES

2 Prices effective during the six month period ending June 30, 2004

Publisher's Suggested 1 year price	\$26.00
Single Copy cover price	\$4.99

2A AVERAGE PRICE

Represents the price of individual subscriptions sold during the 12 month period ending December 31, 2003

Average subscription price:	Net	Gross
Per Copy	\$0.90	\$0.89 (optional)
Annualized (26 issue frequency)	\$23.28	\$23.06 (optional)

Publisher's Suggested 1 year price in effect for average price period, \$26.00.

2B SUPPLEMENTAL ANALYSIS OF PRICES

Gross individual subscriptions sold in the six month period ended June 30, 2004 at below 35% of average net price.

None Claimed

ANALYSIS OF TOTAL NEW AND RENEWAL SUBSCRIPTIONS

3 Total gross individual subscriptions (new and renewal) sold in the six month period ended June 30, 2004

A. DURATION			C. CHANNELS		
		%			%
(a) One to six months (1 to 12 issues)	538,190	45.2	(a) Ordered by mail and/or direct request (may include direct mail, renewal mail, insert cards, television, direct mail agents, Internet and e-mail, etc.)	944,164	79.3
(b) Seven to eleven months (13 to 23 issues)	83,487	7.0	(b) Ordered through salespeople:		
(c) Twelve months (24 to 25 issues)	369,473	31.0	1. Catalog agencies and individual agents - includes institutional and library subscriptions	712	0.1
(d) Thirteen to twenty-four months	99,033	8.3	2. Publisher's own and independent salespeople - includes sales through both direct personal contact and telemarketing efforts for consumer and trade subscriptions	153,690	12.9
(e) Twenty-five months and more	100,687	8.5	3. Members of schools, churches, fraternal and similar organizations - includes fund raising programs directed to individuals	92,304	7.7
Total Subscriptions Sold in Period	1,190,870	100.0	(c) Association members	None	
B. USE OF PREMIUMS			Total Subscriptions Sold in Period	1,190,870	100.0
(a) Ordered without premium	1,112,629	93.4			
(b) Ordered with material reprinted from this publication	None				
(c) Ordered with other premiums, See Par. 9(d)	78,241	6.6			
Total Subscriptions Sold in Period	1,190,870	100.0			

ANALYSIS OF AVERAGE CIRCULATION

4A PAID BY ISSUES

Issue	Subscriptions	Single Copy Sales	Total Paid	Issue	Subscriptions	Single Copy Sales	Total Paid		
Jan.	5	1,766,451	42,185	1,808,636	Apr.	12	1,750,128	35,414	1,785,542
	19	1,748,278	37,429	1,785,707		26	1,745,715	36,305	1,782,020
Feb.	2	1,784,824	29,782	1,814,606	May	10	1,749,848	33,729	1,783,577
	16	1,788,866	36,988	1,825,854		24	1,752,980	30,422	1,783,402
Mar.	1	1,737,553	22,359	1,759,912	June	7	1,739,568	25,178	1,764,746
	15	1,757,633	33,477	1,791,110		21	1,763,779	31,982	1,795,761
	29	1,759,174	30,959	1,790,133					

4B SUPPLEMENTAL ANALYSIS OF AVERAGE PAID CIRCULATION

Analysis not required

AVERAGE CIRCULATION of Regional, Metro and Demographic Editions

5

None

POST EXPIRATION COPIES

6

(a) Average number of copies served on subscriptions not more than three months after expiration.

None

GEOGRAPHIC DATA for the April 12, 2004 Issue

7A

Paid circulation of this issue was 0.3% less than the total average paid circulation.

Analysis by ABCD County

County Size	% of Households	Paid Circulation	% of Total Circulation	Index (% of Circulation/ % of Households)
A	40	708,323	40.2	101
B	30	579,144	32.9	110
C	15	255,914	14.5	97
D	15	217,389	12.4	83

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

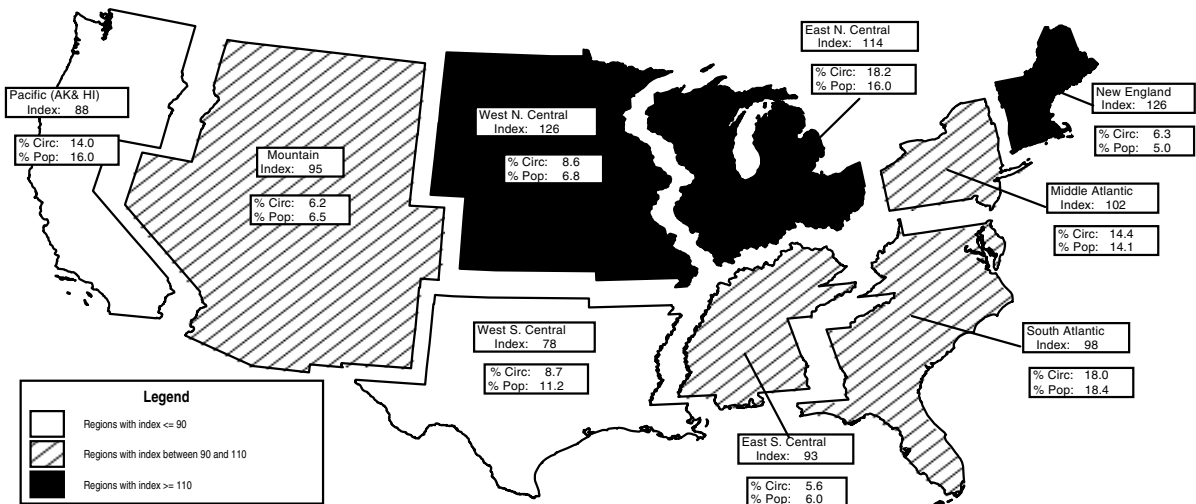
Analysis by State/Province

STATE	PAID CIRCULATION			% OF CIRC.
	SUBSCRIP-TIONS	SINGLE COPY SALES	TOTAL PAID	
Maine	8,320	56	8,376	
New Hampshire	9,931	433	10,364	
Vermont	4,046	166	4,212	
Massachusetts	51,643	835	52,478	
Rhode Island	7,527	365	7,892	
Connecticut	28,724	433	29,157	
NEW ENGLAND	110,191	2,288	112,479	6.3
New York	105,046	3,142	108,188	
New Jersey	55,073	1,971	57,044	
Pennsylvania	88,547	1,269	89,816	
MIDDLE ATLANTIC	248,666	6,382	255,048	14.4
Ohio	89,035	777	89,812	
Indiana	44,658	605	45,263	
Illinois	81,106	2,917	84,023	
Michigan	66,789	586	67,375	
Wisconsin	36,278	130	36,408	
EAST N. CENTRAL	317,866	5,015	322,881	18.2
Minnesota	39,615	481	40,096	
Iowa	25,688	326	26,014	
Missouri	36,999	704	37,703	
North Dakota	4,877	31	4,908	
South Dakota	6,477	31	6,508	
Nebraska	15,344	187	15,531	
Kansas	22,070	262	22,332	
WEST N. CENTRAL	151,070	2,022	153,092	8.6
Delaware	5,825	211	6,036	
Maryland	38,746	815	39,561	
District of Columbia	4,481	264	4,745	
Virginia	48,449	780	49,229	
West Virginia	8,116	74	8,190	
North Carolina	50,812	1,126	51,938	
South Carolina	22,392	305	22,697	
Georgia	46,287	800	47,087	
Florida	88,558	1,832	90,390	
SOUTH ATLANTIC	313,666	6,207	319,873	18.0
Kentucky	25,578	228	25,806	
Tennessee	33,984	774	34,758	
Alabama	24,731	270	25,001	
Mississippi	13,064	139	13,203	
EAST S. CENTRAL	97,357	1,411	98,768	5.6
Arkansas	11,235	104	11,339	
Louisiana	22,799	324	23,123	
Oklahoma	19,659	229	19,888	
Texas	97,308	1,688	98,996	
WEST S. CENTRAL	151,001	2,345	153,346	8.7

STATE	PAID CIRCULATION			% OF CIRC.
	SUBSCRIP-TIONS	SINGLE COPY SALES	TOTAL PAID	
Montana	6,045	81	6,126	
Idaho	5,812	149	5,961	
Wyoming	3,337	27	3,364	
Colorado	31,805	685	32,490	
New Mexico	9,139	139	9,278	
Arizona	27,740	603	28,343	
Utah	10,721	191	10,912	
Nevada	12,868	637	13,505	
MOUNTAIN	107,467	2,512	109,979	6.2
Alaska	4,776	92	4,868	
Washington	35,827	668	36,495	
Oregon	17,713	448	18,161	
California	176,435	4,213	180,648	
Hawaii	8,548	230	8,778	
PACIFIC	243,299	5,651	248,950	14.0
U.S. Unclassified				
UNITED STATES	1,740,583	33,833	1,774,416	100.0
U.S. Circ. Percent of Grand Total				99.4
Poss. & Other Areas				
U.S. & POSS., etc.	1,740,583	33,833	1,774,416	99.4

CANADA				
Newfoundland	26		26	0.4
Nova Scotia	112		112	1.8
Prince Edward Island	27		27	0.5
New Brunswick	118		118	1.9
Quebec	345	148	493	8.1
Ontario	2,641	328	2,969	48.6
Manitoba	324		324	5.3
Saskatchewan	359		359	5.9
Alberta	828	116	944	15.4
British Columbia	583	137	720	11.8
Northwest Territories	13		13	0.2
Nunavut				
Yukon Territory	10		10	0.1
Canadian Unclassified	1		1	0.0
TOTAL CANADA	5,387	729	6,116	100.0
Canadian Circ. Percent of Grand Total				0.3
International	951	658	1,609	0.1
Other Unclassified				
Military or Civilian Personnel Overseas	3,207	194	3,401	0.2
GRAND TOTAL	1,750,128	35,414	1,785,542	100.0

Index = Geographic Distribution of % Circulation ÷ % Population



ANALYSIS OF ANALYZED NON-PAID

8 This publication does not report analyzed non-paid circulation

EXPLANATORY

9 (a) Publisher Suggested Prices: 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: 72,569 copies per issue.

(c) The average of 137,851 copies per issue, included in Par. 1, represents copies served to subscribers in exchange for the redemption of airline Frequent Flyer Miles. Subscriptions were sold at 26 issues for \$19.00, in exchange for the redemption of 950 points at the rate of 2c per mile.

(d) An ESPN THE MAGAZINE baseball cap, a black fleece pullover, gray fleece pullover, green sweatshirt, a white long sleeve T-shirt, blue short sleeve T-shirt, gray long sleeve T-shirt, a "Bigger Bolder" cap or messenger bag, with no advertised or stated values, were offered with some subscriptions.

(e) 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.

(f) 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.

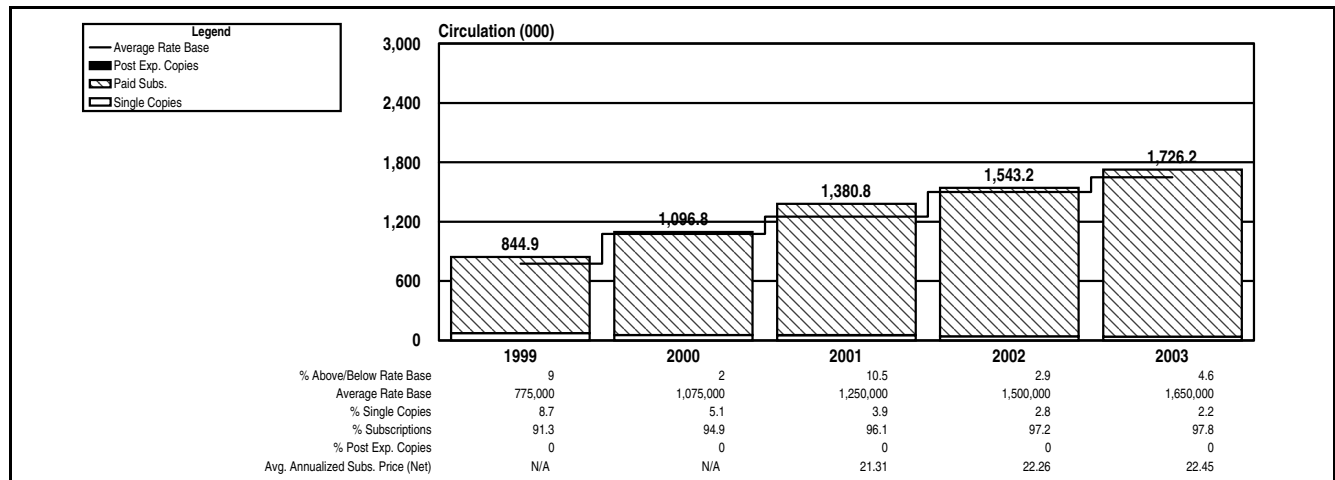
(g) 967 1 and 2 yr. subscriptions were sold in this period for \$25.00 to \$49.95 in combination with: 1 and 2 yr. subscriptions to the following: MAXIM with a publisher suggested price of \$17.94 and \$35.88.

SUPPLEMENTAL ANALYSIS OF AVERAGE PAID CIRCULATION

Analysis not required

FIVE YEAR ANNUAL TRENDS

10 Total average paid circulation as reported in June and December Publisher's Statements



VARIANCE

11 Latest released Audit Report for 12 months ended December 31, 2002; Variation from Publisher's Statements

Audit Period Ended	Rate Base (Paid)	Audit Report (Paid)	Publisher's Statements (Paid)	Difference	Percentage of Difference (Paid)
12-31-02	1,500,000	1,541,280	1,543,242	-1,962	-0.1
12-31-01	(a)	1,382,394	1,380,796	1,598	0.1
12-31-00	(b)	1,094,892	1,096,799	-1,907	-0.2
12-31-99	(c)	842,722	844,944	-2,222	-0.3
12-31-98	500,000	565,232	559,261	5,971	1.1

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

(b) Effective 07/01/00 changed from 1,000,000 to 1,150,000

(c) Effective 06/28/99 changed from 700,000 to 850,000

Effective 01/01/00 changed from 850,000 to 1,000,000

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

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04-0292-5	Analyzed Issue Date	04/12/04
	Analyzed Issue Text (for double month issue date)	
	Single Copy Price	4.99
	Association Subscription Price	
	U.S. Subscription Price	26.00
	Canadian Subscription Price	45.00
	International Subscription Price	45.00