



CONSUMER MAGAZINE CIRCULATION STATEMENT FOR THE 6 MONTH PERIOD ENDED JUNE 2010

No attempt has been made to rank the information contained in this report in order of importance, since BPA Worldwide believes this is a judgment, which must be made by the user of the report.

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CRITERION FOR KIDS MAGAZINE

Criterion Magazines, Inc.
123 Broadway, 9th Floor
New York, NY 10003
Tel.: 212.555.1234
Fax: 212.555.2345

Official Publication of: None
Established: 1993
Issues Per Year: 10

MARKET SERVED

CRITERION FOR KIDS MAGAZINE is an entertainment, humor & general interest magazine dedicated to kids ages 6-14. Qualified recipients are paid subscribers, individuals who purchase copies at newsstands and at video stores, and direct request recipients of non-paid single copies. Sponsored copies are individually addressed to physical educators, sports coaches, and on-line catalog shoppers. Copies are sponsored by a computer manufacturer and distributed in bulk to college computer labs. Sponsored single-copies are distributed to company shareholders. Public place copies are available at pediatrician's offices, and in-room at hotels, motels, and resorts.

PAID CIRCULATION PRICE AND FREQUENCY

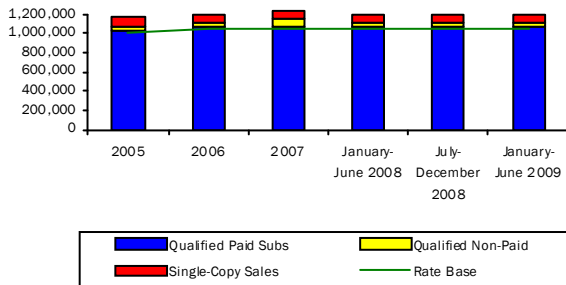
\$17.97	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
\$0.10	Sponsored subscriptions average annual order price
10	Issues Per Year
\$3.50/\$4.95	All Single-Copy Sales Prices for the Period*

*See Paragraph 8

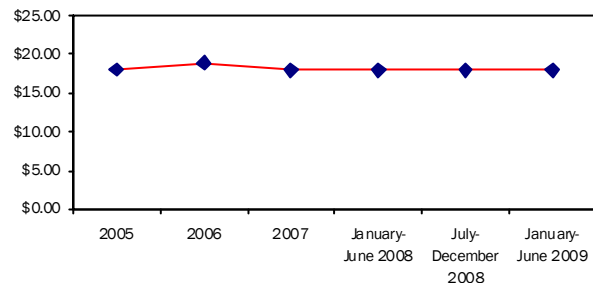
AVERAGE QUALIFIED CIRCULATION

Total Qualified	1,156,728
Average Rate Base	1,050,000
Variance +/-	106,728
Percent +/-	10.2
Qualified Paid	1,080,871
Subscriptions	954,132
Sponsored	40,000
Single-Copy Sales	86,739
Qualified Non-Paid	75,857

Average Qualified Circulation Trend



Average Annualized Subscription Price



1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD

	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual	954,132	82.6	70,857	6.1	1,024,989	88.7
Membership Benefit	-	-	-	-	-	-
Multi-Copy Same Addressee	-	-	5,000	0.4	5,000	0.4
Sponsored Individually Addressed	22,500	1.9	-	-	20,500	1.9
Sponsored Multi-Copy Same Addressee	7,500	0.6	-	-	7,500	0.6
Sub-Total Subscriptions:	984,132	85.1	75,857	6.5	1,059,989	91.6
Single-Copy Sales	86,739	7.5	-	-	86,739	7.5
Sponsored Single-Copy Sales	10,000	0.9	-	-	10,000	0.9
TOTAL	1,084,871	93.5	75,857	6.5	1,156,728	100.0

2a. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2010 Issue	Qualified Paid			Qualified Non-Paid	Total Qualified
	Single-Copy Sales	Subscriptions	Total		
January/February _____	87,620	1,002,103	1,089,723	75,857	1,165,580
March _____	103,882	983,022	1,086,904	75,857	1,162,761
April _____	117,205	954,831	1,072,036	75,857	1,147,893
May _____	90,725	965,008	1,055,733	75,857	1,131,590
June _____	84,263	1,015,697	1,099,960	75,857	1,175,817

2b. WEBSITE ACTIVITY BY MONTH						
Month	Page Impressions	User Sessions	Unique Browsers	Unique Browser Frequency	Page Duration	User Session Duration
January _____	25,110	13,111	8,002	1.59	1:10	2:08
February _____	25,045	13,159	8,004	1.59	1:09	2:10
March _____	25,100	13,290	8,091	1.60	1:05	2:08
April _____	25,244	13,392	8,294	1.67	1:10	2:09
May _____	25,240	13,345	8,290	1.66	1:15	2:06
June _____	25,299	13,390	8,310	1.59	1:09	2:08
AVERAGE:	25,173	13,281	8,165	1.62	1:10	2:08

*See Paragraph 8

3. TOTAL NEW AND RENEWED QUALIFIED PAID SUBSCRIPTIONS ORDERED/SOLD FOR THE PERIOD				
Includes gross subscription sales/orders with unpaid invoices pending.				
Average Annual Order Price: 10 issues for \$17.97	Total	Percent	3B. USE OF FREE PROMOTIONAL INCENTIVES	
3A. PRICES			Total	Percent
Offers (>= to 5% of total Orders)				
10 for \$19.97 _____	81,936	23.4	Ordered Without Promotional Incentive _____	350,484 100.0
10 for \$20.00 _____	48,056	12.3	Ordered With Editorial Promotional Incentive	
10 for \$22.90 _____	48,635	13.9	Including Reprints _____	- -
15 for \$19.97 _____	39,149	11.2	Ordered With Other Promotional Incentive	
30 for \$39.94 _____	19,118	5.5	(See Paragraph 8) _____	- -
All Other (Average: 11 for \$17.11) _____	98,590	28.1	TOTAL	350,484 100.0
Sponsored-Excluded from Average Annual Order Price _____	20,000	5.7		
TOTAL	350,484	100.0		

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF MAY 2010

Qualified circulation for this issue is 2.7% or 31,423 copies below the average of the other 4 issues reported in Paragraph 2.

MARKET SERVED	QUALIFIED PAID	QUALIFIED NON-PAID	TOTAL QUALIFIED	PERCENT OF TOTAL
<i>Individual:</i>				
Subscribers _____	933,508	66,857	1,000,365	88.5
Public Place- One copy per location intended to be viewed on-site in pediatricians' waiting rooms _____	-	1,500	1,500	0.1
<i>Multi-Copy Same Addressee:</i>				
Multiple copies intended for pick-up by patrons in airline boarding areas _____	-	5,000	5,000	0.4
Public Place- Multiple copies, to hotel, motel, and resort locations, intended for in- room placement to be viewed on-site _____	-	2,500	2,500	0.2
<i>Sponsored, Individually Addressed:</i>				
Copies sponsored by five manufacturers of sporting goods equipment mailed to physical educators and sports coaches _____	15,000	-	15,000	1.3
Copies requested by on-line catalog shoppers sponsored by an on-line catalog retailer _____	5,000	-	5,000	0.4
Public Place- One copy per location sponsored by a toothpaste manufacturer intended to be viewed on-site in dentists' waiting rooms _____	1,500	-	1,500	0.1
<i>Sponsored Multi-Copy Same Addressee</i>				
Copies sponsored by a computer manufacturer for distribution to college students in computer labs _____	2,500	-	2,500	0.2
Copies sponsored by airlines intended for pick-up by their patrons in airline boarding areas _____	2,500	-	2,500	0.2
Public Place- Three copies per location sponsored by a diaper manufacturer intended to be viewed on-site in Ob/Gyn physicians' waiting rooms _____	5,000	-	5,000	0.4
Sub-Total Public Place Subscriptions Included Above _____	6,500	4,000	10,500	0.9
Total Subscriptions	965,008	75,857	1,040,865	92.0
<i>Single-Copy Sales: Other</i>				
Copies sold at retail outlets and newsstands _____	80,725	-	80,725	7.1
<i>Sponsored Single-Copy Sales:</i>				
Copies purchased by a telecoms company for distribution at an annual meeting _____	10,000	-	10,000	0.9
Total Single-Copy Sales	90,725	-	90,725	8.0
TOTAL QUALIFIED	1,055,733	75,857	1,131,590	100.0

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2010

QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 years	3 years				
I. TOTAL – Direct Request: _____	66,857	-	-			66,857	88.1
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
II. TOTAL – Request from recipient's company: _____	-	-	-			-	-
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
III. TOTAL – Membership Benefit: _____	-	-	-			-	-
a. Individual _____	-	-	-			-	-
b. Organizational _____	-	-	-			-	-
IV. TOTAL – Communication from recipient or recipient's company (other than request): _____	9,000	-	-			9,000	11.9
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
V. TOTAL – Sources other than above (listed alphabetically): _____	-	-	-			-	-
Association rosters and directories _____	-	-	-			-	-
Business directories _____	-	-	-			-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-			-	-
Other sources _____	-	-	-			-	-
VI. TOTAL – Single Copy Sales: _____	-	-	-			-	-
TOTAL QUALIFIED CIRCULATION	75,857	-	-			75,857	100.0
PERCENT	100.0	-	-			100.0	

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2010

State & Zip Code	Single-Copy Sales	Paid Subscriptions	Total Paid	Total Non-Paid	Total Qualified	Percent of Total Qualified
039-049 Maine _____	202	6,241	6,443	504	6,946	
030-038 New Hampshire _____	1,984	7,214	9,198	575	9,772	
050-059 Vermont _____	534	2,649	3,183	209	3,392	
010-027 Massachusetts _____	3,038	31,867	34,905	2,561	37,462	
028-029 Rhode Island _____	720	4,490	5,210	355	5,565	
060-069 Connecticut _____	852	20,162	21,014	1,596	22,609	
NEW ENGLAND	7,330	72,623	79,953	5,800	85,746	7.6
100-149 New York _____	7,011	74,837	81,848	5,735	87,593	
070-089 New Jersey _____	4,493	45,870	50,363	3,268	53,654	
150-196 Pennsylvania _____	5,028	49,968	54,996	4,037	59,026	
MIDDLE ATLANTIC	16,532	170,675	187,207	13,040	200,273	17.2
430-459 Ohio _____	3,206	45,625	48,831	3,597	52,427	
460-479 Indiana _____	1,915	22,505	24,420	1,713	26,137	
600-629 Illinois _____	2,893	41,904	44,797	3,392	48,182	
480-499 Michigan _____	3,338	40,493	43,831	3,236	47,064	
530-549 Wisconsin _____	1,567	16,001	17,568	1,232	18,802	
EAST NO. CENTRAL	12,919	166,528	179,447	13,170	192,612	17.0
550-567 Minnesota _____	1,305	19,383	20,688	1,576	22,260	
500-528 Iowa _____	558	9,548	10,106	777	10,881	
630-658 Missouri _____	1,253	17,974	19,227	1,429	20,655	
580-588 North Dakota _____	85	2,173	2,258	176	2,433	
570-577 South Dakota _____	108	2,480	2,588	202	2,790	
680-693 Nebraska _____	394	5,639	6,033	449	6,481	
660-679 Kansas _____	518	9,162	9,680	728	10,407	
WEST NO. CENTRAL	4,221	66,359	70,580	5,337	75,907	6.7
197-199 Delaware _____	455	3,520	3,975	278	4,253	
206-219 Maryland _____	2,718	24,065	26,783	1,836	28,623	
200-205 Washington, DC _____	235	1,319	1,554	103	1,657	
220-246 Virginia _____	3,015	25,418	28,433	1,972	30,407	
247-268 West Virginia _____	477	4,195	4,672	325	4,998	
270-289 North Carolina _____	1,004	23,677	24,681	1,881	26,561	
290-299 South Carolina _____	500	10,281	10,781	798	11,579	
300-319 Georgia _____	4,307	23,691	27,998	1,881	29,878	
320-349 Florida _____	7,135	43,867	51,002	3,399	54,404	
SOUTH ATLANTIC	19,846	160,033	179,879	12,473	192,360	17.0
400-427 Kentucky _____	923	12,713	13,636	995	14,631	
370-385 Tennessee _____	1,198	15,865	17,063	1,247	18,310	
350-369 Alabama _____	875	10,681	11,556	875	12,428	
386-397 Mississippi _____	270	6,157	6,427	479	6,906	
EAST SO. CENTRAL	3,266	45,416	48,682	3,596	52,275	4.7
716-729 Arkansas _____	402	5,425	5,827	420	6,247	
700-714 Louisiana _____	328	10,781	11,109	821	11,932	
730-749 Oklahoma _____	505	8,231	8,736	642	9,379	
750-799 Texas _____	5,750	55,875	61,625	4,263	65,897	
WEST SO. CENTRAL	6,985	80,312	87,297	6,146	93,455	8.3
590-599 Montana _____	307	2,477	2,784	197	2,981	
832-838 Idaho _____	282	2,768	3,050	211	3,261	
820-831 Wyoming _____	173	2,383	2,556	106	2,667	
800-816 Colorado _____	1,342	15,455	16,797	1,216	18,013	
870-884 New Mexico _____	276	4,606	4,882	355	5,238	
850-865 Arizona _____	1,651	13,670	15,321	1,156	16,472	
840-847 Utah _____	631	5,349	5,980	396	6,378	
889-898 Nevada _____	614	6,420	7,034	511	7,544	
MOUNTAIN	5,276	53,128	58,404	4,148	62,554	5.6
995-999 Alaska _____	271	2,634	2,905	226	3,130	
980-994 Washington _____	2,546	17,343	19,889	1,588	21,462	
970-979 Oregon _____	1,217	11,240	12,457	889	13,345	
900-961 California _____	8,553	113,635	122,188	9,026	131,209	
967-968 Hawaii _____	236	2,471	2,707	214	2,920	
PACIFIC	12,823	147,323	160,146	11,943	172,066	15.5
UNITED STATES	89,198	962,397	1,051,595	75,653	1,127,248	99.6
969 & 004-009 U.S. Territories _____	-	1,412	1,412	123	1,534	
Canada _____	1,439	219	1,658	-	1,659	
Mexico _____	-	-	-	-	-	
Other International _____	88	218	306	17	323	
APQ/FPO _____	-	762	762	64	826	
TOTALS	90,725	965,008	1,055,733	75,857	1,131,590	100.0

7. AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS						
6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim	Circulation Claim
	2007	January - June 2008	July - December 2008	January - June 2009	July - December 2009*	January - June 2010*
Total Audit Average Qualified: _____	990,522	985,980	984,786	999,785	1,003,145	1,156,728
Rate Base (if any): _____	950,000	950,000	950,000	1,000,000	1,000,000	1,050,000
Rate Base +/-: _____	40,522	35,980	34,786	(215)	3,145	106,728
Percent +/-: _____	4.3	3.8	3.7	(-)	0.3	10.2
Qualified Paid : _____	937,427	933,793	932,844	939,527	934,394	1,080,871
Subscriptions _____	828,183	825,794	824,711	828,938	819,283	954,132
Sponsored _____	40,000	40,000	40,000	40,000	40,000	40,000
Single-Copy Sales _____	69,244	67,999	68,133	70,589	75,111	86,739
Qualified Non-Paid: _____	53,095	52,187	51,942	60,258	68,751	75,857
Post Expire Copies included in Total Qualified Circulation: _____	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	\$16.99	\$16.97	\$16.97	\$16.98	\$17.99	\$17.97

***NOTE: July 2009 - June 2010 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.**

**NC = None Claimed.

**8. ADDITIONAL DATA
METHOD OF DISTRIBUTION:**

Copies are addressed to individuals and mailed via Periodicals Class, US Postal Service. Copies are shipped in bulk for sale on newsstands, and for sale at various retail locations. Individual and Multi-Copy Same Addressee Paid and non-paid Public Place copies are sent by post or courier to pediatrician's offices, and in-room at hotels, motels and resorts.

AVERAGE NON-QUALIFIED CIRCULATION: 15,829 COPIES

SINGLE-COPY SALES PRICES: The cover price increased to \$4.95 effective with the April issue.

WEBSITE GLOSSARY:
Unique Browsers: An identified and unduplicated Cookie Browser that accesses internet content during a measurement period. Each browser visiting a site instrumented with SiteCensus code is assigned a unique cookie id to help determine browser uniqueness
Page Impressions: The number of web pages successfully viewed by all browsers within the reporting period
User Sessions: A single continuous set of activity attributable to a browser resulting in one or more pulled text downloads from a site. A period of inactivity of more than 30 minutes terminates the session
Unique Browser Frequency: The average number of user sessions per Unique Browser over the selected reporting period
User Session Duration: The average time a browser remained on the site per session
Page Duration: The average time a browser spent viewing any page(s) on the site

PUBLISHER'S AFFIDAVIT		
We hereby make oath and say that all data set forth in this statement are true.	Date signed	June 3, 2010
Jane Que, Publisher	State	New York
John Doe, Circulation Manager	County	New York
(At least one of the above signatures must be that of an officer of the publishing company or its authorized representative.)	Received by BPA Worldwide	June 3, 2010
IMPORTANT NOTE:	Type	CPJ
This unaudited circulation statement has been checked against the previous audit report. It will be included in the annual audit made by BPA Worldwide.	ID Number	C105POJO