

**CONSUMER MAGAZINE CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED JUNE 2011**

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.

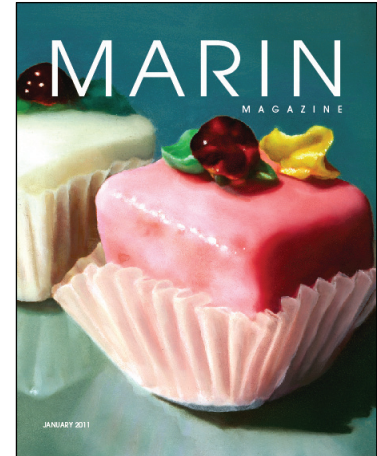
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A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprised of media owners, advertising agencies and advertisers. Headquartered in Shelton, Connecticut, USA, BPA has the largest membership of any media-auditing organization in the world, spanning more than 30 countries. Worldwide, BPA audits 2,600+ media properties—including over 1,500 B-to-B publications, more than 350 consumer magazines, 150 newspapers, 550+ web sites, 40 events, email newsletters, databases, wireless and other advertiser-supported media—as well as 2,700 advertiser and agency members.

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MARIN

MAGAZINE



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Official Publication of: None
Established: 2004

MARKET SERVED

MARIN MAGAZINE serves individual paid subscribers and non-paid subscribers in the following Marin County towns: Belvedere, Tiburon, Sausalito, Greenbrae/Kentfield, Larkspur, Ross, Stinson Beach, Kent Woodlands, San Geronimo, Mill Valley, San Rafael, San Anselmo, Corte Madera, Novato & Fairfax. Also served are other cities primarily in Marin County.

PRICE AND FREQUENCY

\$12.00	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
12	Issues Per Year
\$4.95	All Single-Copy Sales Prices for the Period

AVERAGE TOTAL QUALIFIED BASED ON 6 ISSUES IN THE PERIOD

Total Qualified	36,713
Average Rate Base	36,000
Variance +/-	713
Percent +/-	2.0
Qualified Paid	636
Subscriptions	328
Sponsored	-
Single-Copy Sales	308
Qualified Non-Paid	36,077

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD

	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual	328	0.9	33,936	92.4	34,264	93.3
Membership Benefit	-	-	-	-	-	-
Multi-Copy Same Addressee	-	-	1,974	5.4	1,974	5.4
Sponsored Individually Addressed	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee	-	-	-	-	-	-
Sub-Total Subscriptions:	328	0.9	35,910	97.8	36,238	98.7
Single-Copy Sales	308	0.8	-	-	308	0.8
Sponsored Single-Copy Sales	-	-	-	-	-	-
Non-Continuous	-	-	167	0.5	167	0.5
TOTAL	636	1.7	36,077	98.3	36,713	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD

2011 Issue	Qualified Paid			Qualified Non-Paid			Total Qualified
	Single-Copy Sales	Subscriptions	Total	Continuous	*Non-Continuous	Total	
January	298	316	614	36,146	50	36,196	36,810
February	268	328	596	36,016	50	36,066	36,662
March	325	332	657	36,017	100	36,117	36,774
April	349	329	678	35,982	250	36,232	36,910
May	285	335	620	35,701	500	36,201	36,821
June	324	327	651	35,600	50	35,650	36,301

*See Additional Data

3. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF MAY 2011

Qualified continuous circulation for this issue is 0.7% or 270 copies below the average of the other 5 issues reported in Paragraph two.

Qualified non-continuous circulation for this issue is 400.0% or 400 copies above the average of the other 5 issues reported in Paragraph two. (See Additional Data)

MARKET SERVED	TOTAL QUALIFIED	PERCENT OF TOTAL	QUALIFIED NON-PAID	QUALIFIED PAID	CONTINUOUS	NON-CONTINUOUS
Paid Subscribers	335	0.9	-	335	335	-
Non-Paid Subscribers	33,684	91.4	33,684	-	-	33,684
Non-Paid Multi-copy Same Addressee - distributed to hotels and real estate firms	2,017	5.5	2,017	-	-	2,017
Non-Continuous	500	1.4	500	-	-	500
Single Copy Sales	285	0.8	-	285	285	-
TOTAL QUALIFIED CIRCULATION	36,821	100.0	36,201	620	36,321	500

4. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CONTINUOUS CIRCULATION FOR ISSUE OF MAY 2011

QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 years	3 years				
I. Request: _____	19,586	4,098	1,280	24,629	335	24,964	68.7
II. *Other Than Request: _____	11,072	-	-	11,072	-	11,072	30.5
III. Single Copy Sales _____	285	-	-	-	285	285	0.8
TOTAL QUALIFIED CIRCULATION	30,943	4,098	1,280	35,701	620	36,321	100.0
PERCENT	85.2	11.3	3.5	98.3	1.7	100.0	

*See Additional Data

4. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED NON-CONTINUOUS CIRCULATION FOR ISSUE OF MAY 2011

QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 years	3 years				
I. Request: _____	500	-	-	500	-	500	100.0
II. *Other Than Request: _____	-	-	-	-	-	-	-
III. Single Copy Sales _____	-	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	500	-	-	500	-	500	100.0
PERCENT	100.0	-	-	100.0	-	100.0	

*See Additional Data

5. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011

Region	Single-Copy Sales	Paid Subscriptions	Total Paid	Continuous	Non-Continuous	Total Non-Paid	Total Qualified	Percent of Total
NEW ENGLAND	-	6	6	41	-	41	47	0.1
MIDDLE ATLANTIC	-	11	11	66	-	66	77	0.2
EAST NO. CENTRAL	-	5	5	30	-	30	35	0.1
WEST NO. CENTRAL	-	3	3	17	-	17	20	0.1
SOUTH ATLANTIC	-	15	15	70	-	70	85	0.2
EAST SO. CENTRAL	-	2	2	11	-	11	13	-
WEST SO. CENTRAL	-	6	6	39	-	39	45	0.1
MOUNTAIN	-	11	11	139	-	139	150	0.4
PACIFIC	285	276	561	35,288	500	35,788	36,349	98.8
UNITED STATES	285	335	620	35,701	500	36,201	36,821	100.0
TOTAL QUALIFIED CIRCULATION	285	335	620	35,701	500	36,201	36,821	100.0

AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS

6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	July - December 2008	January - June 2009	July - December 2009	January - June 2010	July - December 2010	January - June 2011*
Total Audit Average Qualified: _____	41,020	36,769	36,244	36,524	36,678	36,713
Rate Base (if any): _____	40,000	36,000	36,000	36,000	36,000	36,000
Rate Base +/-: _____	1,021	769	244	524	677	713
Percent +/-: _____	2.6	2.1	0.7	1.5	1.9	2.0
Qualified Paid : _____	503	501	546	567	590	636
Subscriptions _____	197	257	283	301	312	328
Sponsored _____	-	-	-	-	-	-
Single-Copy Sales _____	306	244	263	266	278	308
Qualified Non-Paid: _____	40,517	36,268	35,698	35,968	36,088	36,077
Post Expire Copies included in Total Qualified Circulation: _____	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	\$12.00	\$12.00	\$12.00	\$12.00	\$12.00	\$12.00

*NOTE: January - June 2011 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.

**NC = None Claimed.

ADDITIONAL DATA

METHOD OF DISTRIBUTION:

Copies are addressed to individual requested subscribers. Individual copies are mailed via Third Class. Single copies are mailed via Third Class. Bulk copies are distributed to hotels and real estate firms. Copies are delivered in bulk via Rapid express Copies are audited only to the point of redistribution, not the end recipient. A written distribution agreement, not more than three years old, has been obtained indicating that the point of distribution agrees to accept the magazines in bulk for redistribution.

All qualified circulation conforms to the Market Served and Method of Distribution as reported herein. Copies are distributed to individuals on a continuous basis (at least three consecutive months) and non-continuous basis for events (up to three months service). Continuous and non-continuous circulation are reported separately throughout this report.

AVERAGE NON-QUALIFIED CIRCULATION: 2,376 COPIES

PARAGRAPH 2:

Non-Continuous Circulation:

January	50	Luxury Marketing Council
February	50	Luxury Marketing Council
March	100	50 Lux marketing Council ; 50 Speak to me events
April	250	200 Dwell Home Tour ; 50 Luxury Marketing Council
May	500	200 Dwell Home Tour ; 250 concourse d; elegance ; 50 Luxury Marketing Council
June	50	Luxury Marketing Council

PARAGRAPH 3 - NON-CONTINUOUS:

Qualified non-continuous circulation for this issue is 400.0% or 400 copies above the average of the other 5 issues reported in Paragraph two.

PARAGRAPH 4 - CONTINUOUS:

Other sources include 1 source of circulation for a quantity of 11,072 copies or 30.5%, including Direct List Technologies.

PUBLISHER'S AFFIDAVIT

We hereby make oath and say that all data set forth in this statement are true.

Lisa Shanower, Publisher

Maeve Walsh, Controller

(At least one of the above signatures must be that of an officer of the publishing company or its authorized representative.)

IMPORTANT NOTE:

This unaudited circulation statement has been checked against the previous audit report. It will be included in the annual audit made by BPA Worldwide.

Date signed July 15, 2011

State California

County Marin

Received by BPA Worldwide July 15, 2011

Type CPD

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