

**PAID
MAGAZINE**
PUBLISHER'S STATEMENT

Subject to Audit



For the six months ended June 30, 2005

Field Served: A weekly magazine of news and pictures from the world of sports.

Published by Time Inc.

Frequency: 56 times/year

ABC Member # 04-1155-0

Sports Illustrated

Paid Magazine
Publisher's Statement

For 6 months ended June 30, 2005

AVERAGE PAID CIRCULATION

1	Total Average Paid Circulation:		3,339,229
		% of Total	
	Subscriptions (Individual):	3,245,284	97.2
	Single Copy Sales:	93,945	2.8
	Total Paid	3,339,229	100.0
	Paid Advertising Rate Base/Circulation Guarantee:		3,150,000
	% Above/Below Rate Base (+/-)		6.0

PRICES

2	Prices effective during the six month period ending June 30, 2005		
	Publisher's Suggested 1 year price	\$89.04	
	Average Single Copy cover price	\$4.07	

2A AVERAGE PRICE

Represents the price of individual subscriptions sold during the 12 month period ending December 31, 2004

Average subscription price:	Net	Gross
Per Copy	\$0.92	(optional)
Annualized (56 issue frequency)	\$51.67	(optional)

Publisher's Suggested 1 year price in effect for average price period, \$89.04.

2B SUPPLEMENTAL ANALYSIS OF PRICES

Gross individual subscriptions sold in the six month period ended June 30, 2005 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, 2005

A. DURATION		%	C. CHANNELS		%
(a) One to six months (1 to 28 issues).....	1,199,214	44.4	(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.)	2,562,732	95.0
(b) Seven to eleven months (29 to 51 issues).....	11,120	0.4	(b) Ordered through salespeople:		
(c) Twelve months (52 to 56 issues).....	1,329,656	49.3	1. Catalog agencies and individual agents - includes institutional and library subscriptions	5,659	0.2
(d) Thirteen to twenty-four months	112,784	4.2	2. Publisher's own and independent salespeople - includes sales through both direct personal contact and telemarketing efforts for consumer and trade subscriptions	3,010	0.1
(e) Twenty-five months and more	45,837	1.7	3. Members of schools, churches, fraternal and similar organizations - includes fund raising programs directed to individuals	127,210	4.7
Total Subscriptions Sold in Period.....	2,698,611	100.0	(c) Association members	None	
B. USE OF PREMIUMS			Total Subscriptions Sold in Period.....	2,698,611	100.0
(a) Ordered without premium.....	2,277,447	84.4			
(b) Ordered with material reprinted from this publication	None				
(c) Ordered with other premiums, See Par. 9(d)	421,164	15.6			
Total Subscriptions Sold in Period.....	2,698,611	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.	10	3,276,072	50,172	3,326,244	Apr.	4	3,213,254	90,518	3,303,772
	17	3,342,537	39,862	3,382,399		11	3,218,994	82,266	3,301,260
	24	3,392,873	52,382	3,445,255		18	3,207,132	46,107	3,253,239
	31	3,441,926	68,391	3,510,317		25	3,203,003	43,540	3,246,543
Feb.	7	3,389,960	53,607	3,443,567	May	2	3,186,270	40,088	3,226,358
	14	3,367,628	75,450	3,443,078		9	3,175,856	32,000	3,207,856
	18	3,325,345	1,126,107	4,451,452		16	3,173,366	51,112	3,224,478
	21	3,282,606	52,524	3,335,130		23	3,176,827	42,072	3,218,899
	28	3,290,890	32,382	3,323,272		30	3,174,538	43,000	3,217,538
Mar.	7	3,215,993	74,315	3,290,308	June	6	3,168,862	59,176	3,228,038
	14	3,201,055	41,000	3,242,055		13	3,159,663	44,000	3,203,663
	21	3,205,944	50,094	3,256,038		20	3,180,339	62,412	3,242,751
	28	3,217,145	40,000	3,257,145		27	3,189,312	50,000	3,239,312

4B SUPPLEMENTAL ANALYSIS OF AVERAGE PAID CIRCULATION

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

Subscriptions:

Sponsored Sales 48,826

Single Copy:

Sponsored Sales 263

AVERAGE CIRCULATION of Regional, Metro and Demographic Editions

5

See Page 3.

POST EXPIRATION COPIES

6

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

None

GEOGRAPHIC DATA for the February 14, 2005 Issue

7A

Paid circulation of this issue was 3.1% greater than the total average paid circulation.

Analysis by ABCD County

U.S.

CANADA

Data for coterminous 48 states.

County Size	% of U.S. Households	Total Circulation	% of Total Circulation	Index (% of Circulation/ % of Households)	County Size	% of Canadian Population	Total Circulation	% of Total Circulation	Index (% of Circulation/ % of Population)
A	40	1,507,443	45.2	113	A	48	42,735	51.9	108
B	30	1,061,825	31.9	106	B	28	26,661	32.3	116
C	15	449,008	13.5	90	C	14	8,362	10.1	72
D	15	313,364	9.4	63	D	10	4,666	5.7	57

County Size Group Definitions by the A.C. Nielsen Company

AVERAGE CIRCULATION of Regional, Metro and Demographic Editions

5

Edition	Number of Issues	Paid	Rate Base	Edition	Number of Issues	Paid	Rate Base
REGIONAL EDITIONS				STATE EDITIONS			
Eastern	2	510,446	530,000*	Arizona	5	62,953	55,000*
Midwest	1	678,517	734,000*	Arkansas	4	16,554	15,000
Western	4	607,194	559,000*	California	9	365,579	340,000*
Canada	15	81,749	80,000*	Colorado	4	63,686	63,000*
METROPOLITAN EDITIONS				Florida	4	149,657	148,000
Albany/Buffalo/Rochester/Syracuse	2	58,189	60,000	Hawaii	4	12,280	16,000*
Boston	2	124,950	110,000	Idaho	4	10,801	11,000
Chicago	6	128,016	117,000*	Illinois	4	163,489	146,000*
Cleveland	1	71,992	74,000	Indiana	6	73,860	68,000
Dallas/Ft. Worth	1	65,294	65,000	Iowa	4	35,505	34,000
Denver	5	47,652	50,000	Kansas	4	33,971	33,000
Detroit	3	86,345	50,000	Kentucky	5	36,354	34,000*
Houston	1	51,617	51,000	Louisiana	1	33,291	34,000*
Kansas City	1	27,440	14,000	Michigan	6	117,546	116,000
Los Angeles	7	186,363	187,000*	Minnesota	4	64,891	67,000
Louisville/Memphis/Nashville	1	55,393	59,000	Missouri	6	58,966	62,000
New York	7	240,504	240,000*	Montana	4	10,046	10,000
Philadelphia	1	125,047	120,000*	Nebraska	4	22,598	23,000
Phoenix	4	60,647	50,000	Nevada	5	24,682	22,000
Portland/Seattle	3	72,891	77,000	New Mexico	4	15,513	15,000
San Antonio/Austin	2	41,613	42,000	North Carolina	5	78,701	82,000
San Diego	5	30,971	33,000	North Dakota	4	7,715	8,000
San Francisco	5	145,310	146,000*	Ohio	5	152,919	165,000
St. Louis	1	38,438	28,000	Oklahoma	6	28,663	30,000
Washington, D.C.	3	83,590	80,000	Oregon	5	32,065	33,000
				South Carolina	5	33,906	35,000
				South Dakota	4	8,643	8,000
				Tennessee	5	49,856	54,000
				Utah	4	22,616	20,000
				Washington	5	61,972	55,000*
				West Virginia	5	11,217	11,000
				Wisconsin	4	71,375	73,000
				Wyoming	4	4,496	5,000
				SELECTIVE EDIT EDITIONS			
				S.I. Golf Plus	18	531,027	500,000
				S.I. Golf Plus Special	2	781,832	750,000
				GEO/ZIP/INCOME EDITIONS			
				S.I. Homeowners	3	1,022,783	1,000,000
				S.I. Adventure	6	467,070	450,000
				S.I. Select	15	1,248,796	1,200,000
				S.I. Top Metros	8	2,124,965	1,950,000*
				NATIONAL EDITIONS			
				National Less Top Metros	5	1,169,915	1,200,000

*Includes Single Copy Sales
See Par. 9(g)

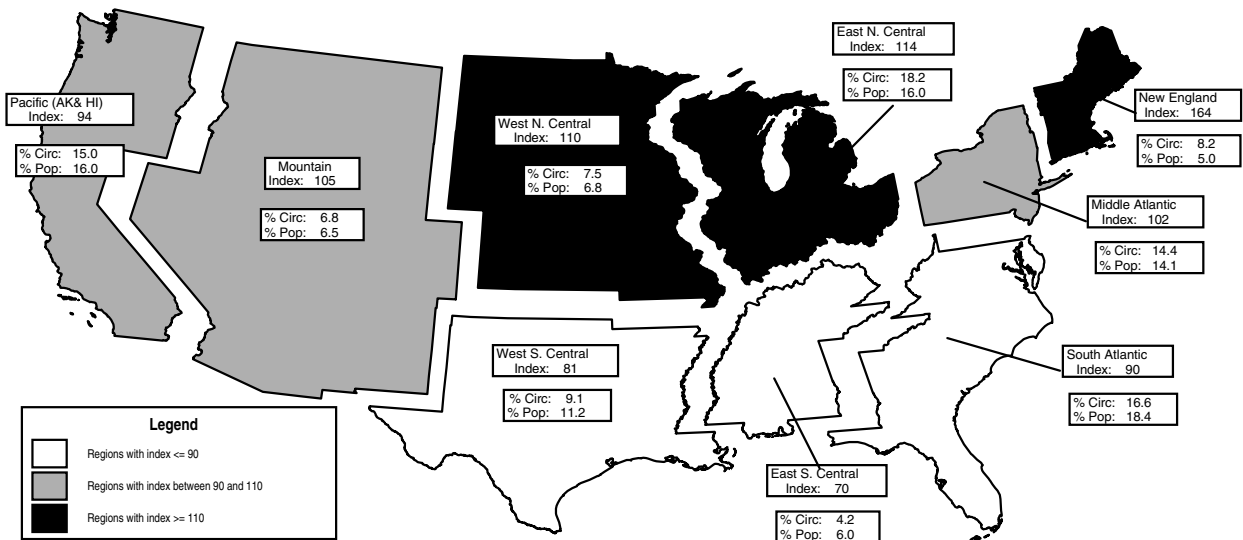
Analysis by State/Province

STATE	PAID CIRCULATION			% OF CIRC.
	SUBSCRIP-TIONS	SINGLE COPY SALES	TOTAL PAID	
Maine	16,689	1,571	18,260	
New Hampshire.....	24,359	2,777	27,136	
Vermont.....	9,387	310	9,697	
Massachusetts	127,210	15,820	143,030	
Rhode Island.....	16,832	1,117	17,949	
Connecticut.....	55,564	1,871	57,435	
NEW ENGLAND	250,041	23,466	273,507	8.2
New York.....	201,991	4,403	206,394	
New Jersey.....	112,891	2,495	115,386	
Pennsylvania.....	157,819	2,135	159,954	
MIDDLE ATLANTIC	472,701	9,033	481,734	14.4
Ohio.....	159,276	1,604	160,880	
Indiana.....	77,392	491	77,883	
Illinois.....	166,126	2,524	168,650	
Michigan.....	124,848	1,170	126,018	
Wisconsin.....	76,947	606	77,553	
EAST N. CENTRAL	604,589	6,395	610,984	18.2
Minnesota.....	68,891	1,247	70,138	
Iowa.....	38,053	265	38,318	
Missouri.....	64,101	773	64,874	
North Dakota.....	8,265	61	8,326	
South Dakota.....	8,918	71	8,989	
Nebraska.....	23,654	213	23,867	
Kansas.....	36,553	242	36,795	
WEST N. CENTRAL	248,435	2,872	251,307	7.5
Delaware.....	11,785	368	12,153	
Maryland.....	71,593	921	72,514	
District of Columbia.....	7,030	530	7,560	
Virginia.....	90,583	1,476	92,059	
West Virginia.....	11,902	89	11,991	
North Carolina.....	84,894	985	85,879	
South Carolina.....	36,137	400	36,537	
Georgia.....	81,903	1,414	83,317	
Florida.....	152,192	3,554	155,746	
SOUTH ATLANTIC	548,019	9,737	557,756	16.6
Kentucky.....	37,699	391	38,090	
Tennessee.....	51,843	754	52,597	
Alabama.....	33,144	373	33,517	
Mississippi.....	16,491	155	16,646	
EAST S. CENTRAL	139,177	1,673	140,850	4.2
Arkansas.....	17,862	254	18,116	
Louisiana.....	35,981	465	36,446	
Oklahoma.....	31,059	543	31,602	
Texas.....	214,283	3,860	218,143	
WEST S. CENTRAL	299,185	5,122	304,307	9.1

STATE	PAID CIRCULATION			% OF CIRC.
	SUBSCRIP-TIONS	SINGLE COPY SALES	TOTAL PAID	
Montana.....	10,523	127	10,650	
Idaho.....	11,215	157	11,372	
Wyoming.....	4,708	58	4,766	
Colorado.....	67,008	1,068	68,076	
New Mexico.....	16,282	202	16,484	
Arizona.....	65,494	1,060	66,554	
Utah.....	24,153	490	24,643	
Nevada.....	25,483	818	26,301	
MOUNTAIN	224,866	3,980	228,846	6.8
Alaska.....	6,460	222	6,682	
Washington.....	66,766	1,502	68,268	
Oregon.....	33,625	587	34,212	
California.....	373,067	6,801	379,868	
Hawaii.....	12,300	414	12,714	
PACIFIC	492,218	9,526	501,744	15.0
U.S. Unclassified.....				
UNITED STATES	3,279,231	71,804	3,351,035	100.0
U.S. Circ. Percent of Grand Total.....				97.3
Poss. & Other Areas.....	3,032	217	3,249	0.1
U.S. & POSS., etc.	3,282,263	72,021	3,354,284	97.4

CANADA				
Newfoundland.....	695	22	717	0.9
Nova Scotia.....	2,394	109	2,503	3.0
Prince Edward Island.....	410	18	428	0.5
New Brunswick.....	1,582	43	1,625	2.0
Quebec.....	7,111	292	7,403	9.0
Ontario.....	41,621	1,477	43,098	52.3
Manitoba.....	3,502	88	3,590	4.3
Saskatchewan.....	3,094	89	3,183	3.9
Alberta.....	8,724	578	9,302	11.3
British Columbia.....	9,716	698	10,414	12.6
Northwest Territories.....	71	6	77	0.1
Nunavut.....	24	4	28	0.0
Yukon Territory.....	51	5	56	0.1
Canadian Unclassified.....				
TOTAL CANADA	78,995	3,429	82,424	100.0
Canadian Circ. Percent of Grand Total.....				2.4
International.....	1,737		1,737	0.1
Other Unclassified.....				
Military or Civilian				
Personnel Overseas.....	4,633		4,633	0.1
GRAND TOTAL	3,367,628	75,450	3,443,078	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: U.S., \$3.99 on 25 issues and \$5.99 on 1 issue (2/18/05). Canada, \$4.99 on 25 issues and \$7.99 on 1 issue (2/18/05). Subscriptions: Canada, 1 yr. \$100.24. International, 1 yr. \$149.00.

(b) Average non-analyzed non-paid circulation for the 6 month period: 335,624 copies per issue.

(c) Airline Frequent Flyer Miles Subscriptions: the average of 32,737 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 56 issues for \$50.00, in exchange for the redemption of 2,000 points at the rate of 2½¢ per mile.

(d) Clothing, bag, blanket, organizer, ball or video/DVD, with no advertised or stated values, or the 2005 Patriots DVD, with a value of \$8.00, MLB Game Day Audio Service, with a value of \$14.95, Amazon.com gift certificate, with a value of \$5.00, or MLB TV Service, with a value of \$14.95, was offered with these subscriptions.

Several test offers were made, none of which produced more than 0.1% of Total Subscriptions Sold in Period. All of these offers taken together produced 0.3% of Total Subscriptions Sold in Period.

(e) This publication publishes double issues during the year. Each double issue represents two copies of service during the subscription period. This publication published five double issues during the average price calculation period. The average price and the annualized price are based on 56 issues.

(f) 11,491 subscriptions were sold in combination during this statement period.

Combination Publication	Subscriptions Sold	Subscription Term	Price of Combination	Publisher's Suggested Price
Entertainment Weekly	5,685	26-230 issues	29.00-195.00	28.34-250.70
Time Domestic	2,494	27-280 issues	39.00-195.00	34.83-361.20
Various Magazines	1,634	various	25.00	various
Various Newspapers	1,309	26-52 weeks	44.16-215.65	62.40-217.37
Sports Illustrated For Kids	231	6-26 issues	19.95-49.96	14.75-63.90

Several test offers were made, the total of which produced less than .005% of Total Subscriptions Sold in Period.

(g) SPORTS ILLUSTRATED is published in the following advertising editions: National Edition, six Regional Editions - Eastern, Northeastern, Midwestern, Western, Southern, Southwestern - 50 State Editions and 33 Metropolitan Area Editions. Also available is SI SELECT delivered to a guaranteed minimum of 1,200,000 subscribers in the nation's highest income ZIP Codes. National Less SI SELECT is delivered to a guaranteed minimum of 1,950,000 subscribers that represent the balance of the circulation exclusive of SI SELECT. SI HOMEOWNERS is delivered to 1,000,000 subscribers in those ZIP Code areas, which have the highest proportion of private homeowners. SI GOLF is delivered to 500,000 subscribers identified as golfers. SI GOLF PLUS SPECIAL is delivered to 750,000 subscribers identified as golf enthusiasts. SI ADVENTURE is delivered to 450,000 subscribers identified as likely regular participants in individual outdoor sports. All advertisers may use one or more editions.

(h) It is the practice of the publisher to expire subscriptions on a monthly basis; therefore, some subscribers may receive from one to four more issues than entitled to, but no offer of this kind is made to subscribers.

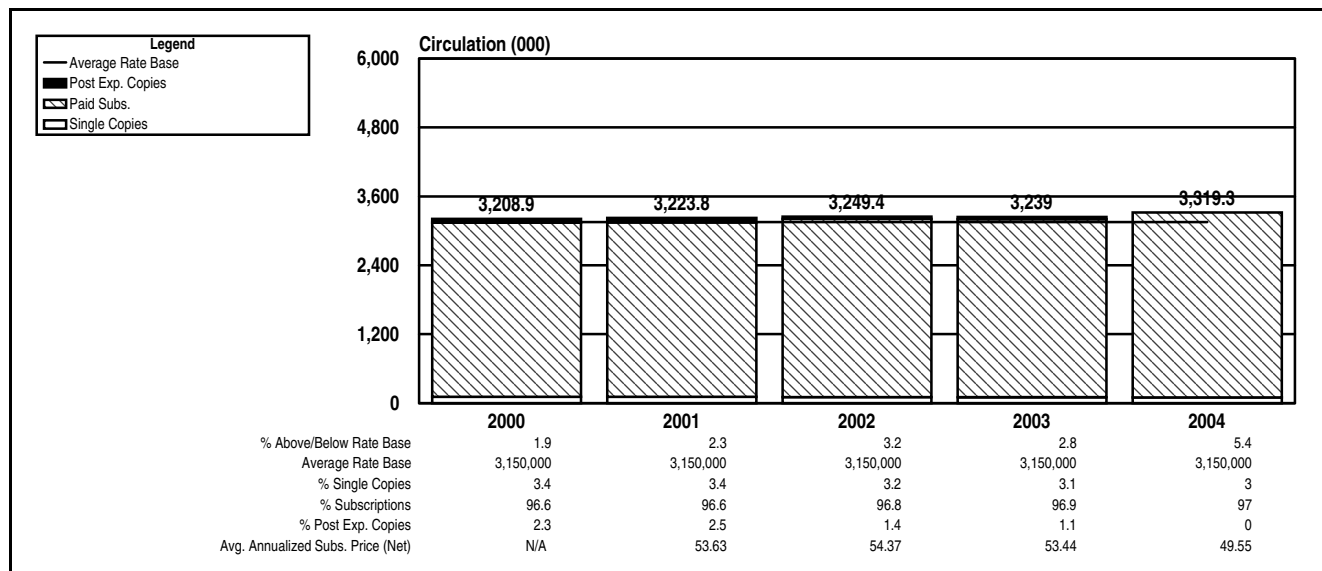
SUPPLEMENTAL ANALYSIS OF AVERAGE PAID CIRCULATION

(i) Sponsored Subscription Sales, an average of 48,826 copies per issue shown in Par. 4B, and included in Par. 1, represents copies purchased by various business concerns in quantities of 11 or more.

(j) Sponsored Single Copy Sales, an average of 263 copies per issue shown in Par. 4B, and included in Par. 1, represents copies purchased by various business concerns in quantities of 11 or more.

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 June 30, 2003; Variation from Publisher's Statements

Audit Period Ended	Rate Base (Paid)	Audit Report (Paid)	Publisher's Statements (Paid)	Difference (Paid)	Percentage of Difference (Paid)
06-30-03	3,150,000	3,256,352	3,256,368	-16	-0.0
06-30-02	3,150,000	3,215,117	3,229,956	-14,839	-0.5
06-30-01	3,150,000	3,216,020	3,223,004	-6,984	-0.2
06-30-00	3,150,000	3,220,601	3,231,478	-10,877	-0.3
06-30-99	3,150,000	3,267,397	3,272,870	-5,473	-0.2

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: Time Inc.

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JONATHAN SHAR
Consumer Marketing Director

JOHN SQUIRES
President

Date Signed: July 28, 2005

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04-1155-0	Analyzed Issue Date	02/14/05
	Analyzed Issue Text (for double month issue date)	
	Average Single Copy Price	4.07
	Association Subscription Price	
	U.S. Subscription Price	89.04
	Canadian Subscription Price	100.24
	International Subscription Price	149.00