



Audit Bureau
of Circulations



For the six months ended June 30, 2007

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

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

Subject to Audit

Sports Illustrated

Paid & Verified Magazine
Publisher's Statement

For six months ended June 30, 2007

1. TOTAL AVERAGE PAID & VERIFIED CIRCULATION

	Average for the Statement Period	%	Rate Base	Above (Below)	% Above (Below)
Paid & Verified Circulation: (See Par. 6)					
Subscriptions:					
Paid	3,019,245	92.9			
Verified	144,624	4.4			
Total Paid & Verified Subscriptions	3,163,869	97.3			
Single Copy Sales	87,043	2.7			
Total Paid & Verified Circulation	3,250,912	100.0	3,150,000	100,912	3.2
Rate Base including featured issues			3,205,769	45,143	1.4

2. PRICES

	Suggested Retail Prices (1)	Average Price (2) Net	Gross (Optional)
Average Single Copy Subscription	\$4.12		
Average Subscription Price Annualized (56 issue frequency)	\$89.04	\$55.18	
Average Subscription Price per Copy		\$0.99	

(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. 8	3,066,249	145,086	3,211,335	58,839	3,270,174	Apr. 2	3,070,358	111,117	3,181,475	41,000	3,222,475
15	3,091,470	147,398	3,238,868	67,581	3,306,449	9	3,011,946	108,286	3,120,232	45,000	3,165,232
22	3,111,810	151,389	3,263,199	39,313	3,302,512	16	3,025,437	108,584	3,134,021	27,000	3,161,021
29	3,111,183	150,717	3,261,900	79,038	3,340,938	23	3,017,223	109,559	3,126,782	34,000	3,160,782
Feb. 5	3,021,795	142,315	3,164,110	47,361	3,211,471	30	3,012,513	128,864	3,141,377	39,000	3,180,377
12	3,043,677	143,247	3,186,924	78,350	3,265,274	May 7	3,011,442	133,814	3,145,256	38,000	3,183,256
#16	2,941,824	137,379	3,079,203	1,060,000	4,139,203	14	2,958,678	177,000	3,135,678	39,000	3,174,678
19	3,062,875	143,271	3,206,146	39,441	3,245,587	21	2,961,769	181,536	3,143,305	38,000	3,181,305
26	3,066,172	141,705	3,207,877	43,368	3,251,245	28	2,957,681	182,049	3,139,730	42,000	3,181,730
Mar. 5	3,025,613	121,935	3,147,548	42,521	3,190,069	June 4	2,969,062	182,212	3,151,274	48,000	3,199,274
12	3,023,784	121,309	3,145,093	36,104	3,181,197	11	2,946,186	182,827	3,129,013	40,000	3,169,013
19	3,025,893	116,059	3,141,952	41,537	3,183,489	18	2,959,993	185,972	3,145,965	45,658	3,191,623
#26	3,069,226	115,624	3,184,850	100,000	3,284,850	25	2,936,523	190,978	3,127,501	53,000	3,180,501

#Swimsuit Issue - Rate Base 4,500,000

##MLB Preview Issue - Rate Base 3,250,000

4. AVERAGE CIRCULATION BY REGIONAL, METRO & DEMOGRAPHIC EDITIONS

Edition	Number of Issues	Paid Subscriptions	Verified Subscriptions	Total Paid & Verified Subscriptions	Single Copy Sales	Total Paid & Verified Circulation	Rate Base
REGIONAL EDITIONS							
Eastern	2	518,525	16,606	535,131	2,825	537,956	530,000*
Midwestern	1	617,554	29,584	647,138	8,767	655,905	679,000*
Northeastern	1	473,606	36,297	509,903	6,795	516,698	427,000*
Southern	1	459,078	25,980	485,058	7,042	492,100	482,000*
Southwestern	2	397,822	16,537	414,359	5,730	420,089	427,000*
Western	3	528,802	32,447	561,249	8,363	569,612	559,000*
Canada	13	77,174	32,845	110,019	8,486	118,505	80,000*
STATE EDITIONS							
Alaska	3	5,291	129	5,420		5,420	6,000
Arizona	5	52,897	1,865	54,762		54,762	52,000
California	6	293,189	12,783	305,972	6,086	312,058	340,000*
Colorado	3	56,269	1,683	57,952	966	58,918	63,000*
Georgia	1	75,377	2,702	78,079	1,640	79,719	78,000*
Hawaii	5	12,301	650	12,951		12,951	10,000
Idaho	5	11,451	437	11,888		11,888	11,000
Illinois	4	153,973	5,802	159,775	2,854	162,629	146,000*
Indiana	3	76,656	2,139	78,795		78,795	68,000
Iowa	3	32,742	1,218	33,960		33,960	34,000
Kansas	3	30,222	843	31,065		31,065	33,000
Louisiana	5	34,223	1,064	35,287		35,287	33,000
Michigan	3	100,005	3,577	103,582		103,582	116,000
Minnesota	3	54,823	1,463	56,286		56,286	67,000
Missouri	5	52,709	1,982	54,691		54,691	62,000
Montana	3	9,552	319	9,871		9,871	10,000
Nebraska	3	20,109	572	20,681		20,681	23,000
Nevada	5	20,152	783	20,935		20,935	22,000
New Mexico	3	14,177	418	14,595		14,595	15,000
North Carolina	4	76,519	3,441	79,960		79,960	82,000
North Dakota	3	6,528	197	6,725		6,725	8,000
Oklahoma	3	25,382	1,026	26,408		26,408	30,000
Oregon	5	32,165	1,113	33,278		33,278	33,000
South Carolina	4	30,627	1,346	31,973		31,973	35,000
South Dakota	3	7,916	231	8,147		8,147	8,000
Tennessee	4	47,504	1,820	49,324		49,324	50,000
Texas	5	180,358	6,128	186,486	4,008	190,494	193,000*
Utah	5	19,857	721	20,578		20,578	20,000
Washington	6	57,917	1,978	59,895	1,212	61,107	55,000*
Wisconsin	3	65,497	2,729	68,226		68,226	73,000
Wyoming	3	4,758	127	4,885		4,885	4,000
METROPOLITAN EDITIONS							
Alaska	2	53,853	1,624	55,477	1,807	57,284	57,000*
Boston	2	112,851	3,513	116,364		116,364	110,000
Charlotte/Winston-Salem	2	40,849	1,647	42,496		42,496	45,000
Chicago	2	115,357	3,607	118,964	4,793	123,757	117,000*
Cincinnati	2	65,809	2,251	68,060		68,060	72,000
Detroit	2	73,794	3,317	77,111		77,111	81,000
Los Angeles	2	149,423	4,743	154,166	3,345	157,511	180,000*
Miami	2	46,286	3,585	49,871		49,871	48,000
Minneapolis-St. Paul	1	46,568	836	47,404		47,404	58,000
New York	5	230,740	9,211	239,951	5,850	245,801	240,000*
Orlando	2	47,399	2,245	49,644		49,644	47,000
Philadelphia	2	123,869	4,323	128,192	1,943	130,135	120,000*
Phoenix	1	50,741	2,451	53,192		53,192	58,000
Pittsburgh	2	55,705	1,164	56,869		56,869	49,000
Portland	2	67,954	1,909	69,863		69,863	73,000
Raleigh/Durham	2	21,713	1,087	22,800		22,800	24,000
San Antonio/Austin	1	36,808	1,469	38,277		38,277	42,000
San Diego	1	28,791	772	29,563		29,563	31,000
San Francisco	4	116,421	6,426	122,847	1,521	124,368	135,000*
Tampa/St. Petersburg	3	52,677	2,130	54,807		54,807	50,000
Washington, D.C.	2	80,236	3,092	83,328		83,328	80,000

4. AVERAGE CIRCULATION BY REGIONAL, METRO & DEMOGRAPHIC EDITIONS (Cont'd)

Edition	Number of Issues	Paid Subscriptions	Verified Subscriptions	Total Paid & Verified Subscriptions	Single Copy Sales	Total Paid & Verified Circulation	Rate Base
SELECTIVE EDIT EDITIONS							
S.I. Golf Plus	18	506,107	23,445	529,552		529,552	500,000
S.I. Golf Plus Special	3	781,649		781,649		781,649	750,000
GEO/ZIP/INCOME EDITIONS							
S.I. Homeowners	3	1,032,166	10,464	1,042,630		1,042,630	1,000,000
S.I. Select	16	1,221,661	31,964	1,253,625		1,253,625	1,200,000
S.I. Top Metros	5	1,936,334	65,888	2,002,222	23,206	2,025,428	1,950,000*

*Includes Single Copy Sales
See Par. 9

5. TREND ANALYSIS

	2002	%	2003	%	2004	%	2005	%	2006	%
Subscriptions:										
Paid	3,146,758	96.8	3,137,953	96.9	3,218,882	97.0	3,207,632	97.5	2,991,884	93.2
Verified	N/A		N/A		N/A		N/A		130,113	4.1
Total Paid & Verified Subscriptions	3,146,758	96.8	3,137,953	96.9	3,218,882	97.0	3,207,632	97.5	3,121,997	97.3
Single Copy Sales	102,660	3.2	101,021	3.1	100,418	3.0	82,024	2.5	86,633	2.7
Total Paid & Verified Circulation	3,249,418	100.0	3,238,974	100.0	3,319,300	100.0	3,289,656	100.0	3,208,630	100.0
Year Over Year Percent of Change		0.8		-0.3		2.5		-0.9		-2.5
Paid & Verified Rate Base	3,150,000		3,150,000		3,150,000		3,150,000		3,150,000	
Avg. Annualized Subscription Price	\$54.37		\$53.44		\$49.55		\$54.29		\$57.02	

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
PAID SUBSCRIPTIONS		
Individual Subscriptions*	2,860,421	88.0
Combination Subscriptions*	21,362	0.7
Loyalty/Award Point*	86,891	2.7
Partnership:		
Deductible*	23,234	0.7
Sponsored Sales	27,337	0.8
TOTAL PAID SUBSCRIPTIONS	3,019,245	92.9
VERIFIED SUBSCRIPTIONS		
Public Place (See Par. 6A)	81,376	2.5
Individual Use (See Par. 6B)	63,248	1.9
TOTAL VERIFIED SUBSCRIPTIONS	144,624	4.4
TOTAL PAID & VERIFIED SUBSCRIPTIONS	3,163,869	97.3
SINGLE COPY SALES		
Single Issue Sales	87,043	2.7
TOTAL SINGLE COPY SALES	87,043	2.7
TOTAL PAID & VERIFIED CIRCULATION	3,250,912	100.0

*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:

Verified Subscription:	Doctor/Health Care Providers	Personal Care Salons	Automotive Outlets	Government/Civil Services Offices	Fitness/Recreational Facilities	Other	Total Public Place Copies
Public Place	55,650	12,590	9,470	1,942	1,257	467	81,376

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:	Card Holders (credit/debit)	Service Buyers	Individually Requested	Other	Total Individual Use Copies
Individual Use	31,610	17,050	14,588		63,248

7. GEOGRAPHIC DATA for the January 29, 2007 issue

Total paid & verified circulation of this issue was 2.8% greater than the total average paid & verified circulation.

STATE	PAID SUBSCRIPTIONS	VERIFIED SUBSCRIPTIONS	TOTAL PAID & VERIFIED SUBSCRIPTIONS	SINGLE COPY SALES	TOTAL PAID & VERIFIED CIRCULATION
Alabama	35,422	1,264	36,686	502	37,188
Arizona	56,266	2,171	58,437	1,078	59,515
Arkansas	18,382	749	19,131	191	19,322
California	311,566	12,121	323,687	7,216	330,903
Colorado	57,832	2,391	60,223	1,336	61,559
Connecticut	53,320	1,410	54,730	712	55,442
Delaware	11,568	324	11,892	155	12,047
District of Columbia	6,603	311	6,914	384	7,298
Florida	154,914	7,218	162,132	4,771	166,903
Georgia	75,537	2,704	78,241	2,038	80,279
Idaho	11,983	354	12,337	309	12,646
Illinois	155,759	5,666	161,425	6,064	167,489
Indiana	75,202	2,365	77,567	9,468	87,035
Iowa	36,041	1,160	37,201	355	37,556
Kansas	32,299	1,195	33,494	532	34,026
Kentucky	37,490	1,258	38,748	998	39,746
Louisiana	34,826	1,830	36,656	521	37,177
Maine	14,872	301	15,173	199	15,372
Maryland	69,681	3,669	73,350	1,365	74,715
Massachusetts	110,489	2,636	113,125	2,722	115,847
Michigan	106,071	5,637	111,708	1,611	113,319
Minnesota	58,562	1,544	60,106	1,566	61,672
Mississippi	15,847	1,025	16,872	224	17,096
Missouri	56,209	3,596	59,805	1,052	60,857
Montana	10,018	269	10,287	130	10,417
Nebraska	21,796	507	22,303	406	22,709
Nevada	21,505	628	22,133	897	23,030
New Hampshire	19,492	473	19,965	285	20,250
New Jersey	109,288	4,989	114,277	2,927	117,204
New Mexico	15,434	550	15,984	253	16,237
New York	190,455	8,506	198,961	4,944	203,905
North Carolina	78,281	3,327	81,608	1,234	82,842
North Dakota	7,073	231	7,304	72	7,376
Ohio	152,288	5,255	157,543	1,984	159,527
Oklahoma	27,697	937	28,634	458	29,092
Oregon	33,453	817	34,270	361	34,631
Pennsylvania	167,877	6,697	174,574	2,686	177,260
Rhode Island	14,473	424	14,897	158	15,055
South Carolina	32,325	1,211	33,536	527	34,063
South Dakota	8,673	302	8,975	73	9,048
Tennessee	47,834	2,480	50,314	2,580	52,894
Texas	196,192	6,174	202,366	4,259	206,625
Utah	20,983	607	21,590	447	22,037
Vermont	8,418	127	8,545	108	8,653
Virginia	83,603	3,006	86,609	1,985	88,594
Washington	60,779	1,948	62,727	1,396	64,123
West Virginia	14,194	516	14,710	152	14,862
Wisconsin	68,523	2,648	71,171	510	71,681
Wyoming	4,974	164	5,138	79	5,217
TOTAL 48 CONTER-MINOUIS STATES	3,012,369	115,692	3,128,061	74,280	3,202,341
Alaska	5,308	72	5,380	223	5,603
Hawaii	11,787	106	11,893	474	12,367
TOTAL ALASKA & HAWAII	17,095	178	17,273	697	17,970
U.S. Unclassified					
TOTAL UNITED STATES	3,029,464	115,870	3,145,334	74,977	3,220,311
Poss. & Other Areas	2,331	26	2,357	197	2,554
U.S. & POSS., etc.	3,031,795	115,896	3,147,691	75,174	3,222,865
CANADA					
Alberta	8,365	4,256	12,621	658	13,279
British Columbia	8,244	6,581	14,825	782	15,607
Manitoba	3,093	1,736	4,829	81	4,910
New Brunswick	1,653	800	2,453	46	2,499
Newfoundland/Labrador	558	131	689	28	717
Northwest Territories	68	11	79	8	87
Nova Scotia	2,193	532	2,725	104	2,829
Nunavut	30	8	38	6	44
Ontario	40,854	17,921	58,775	1,742	60,517
Prince Edward Island	473	48	521	10	531
Quebec	4,983	1,790	6,773	316	7,089
Saskatchewan	3,392	938	4,330	76	4,406
Yukon Territory	51	16	67	7	74
Canadian Unclassified					
TOTAL CANADA	73,957	34,768	108,725	3,864	112,589
International	1,555	4	1,559		1,559
Other Unclassified					
Military or Civilian Personnel Overseas	3,876	49	3,925		3,925
GRAND TOTAL	3,111,183	150,717	3,261,900	79,038	3,340,938

ANALYSIS BY ABCD COUNTY SIZE for the January 29, 2007 issue

U.S.

CANADA

Data for conterminous 48 states.

County Size	% of U.S. Households	Total Paid & Verified Circulation	% of Total Circulation	Index (% of Circulation/ % of Households)	County Size	% of Canadian Population	Total Paid & Verified Circulation	% of Total Circulation	Index (% of Circulation/ % of Population)
A	40	1,406,566	44.0	110	A	48	56,785	50.4	105
B	30	1,034,058	32.3	108	B	28	37,215	33.1	118
C	15	439,892	13.7	92	C	14	12,123	10.8	77
D	15	321,825	10.0	67	D	10	6,466	5.7	57

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

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 28 issues)	450,368	21.8	(a) Ordered by subscriber action via direct mail, direct mail agents, inserts, online, renewals, catalogs, or other outlets available to the subscribers	1,936,489	93.8
(b) Seven to eleven months (29 to 51 issues)	136,415	6.6	(b) Ordered by subscribers in response to unsolicited telemarketing and door to door selling	7,946	0.4
(c) Twelve months (52 to 56 issues)	1,246,298	60.4	(c) Ordered by subscribers in response to fund-raising programs of schools, churches, and other similar organizations	119,828	5.8
(d) Thirteen to twenty-four months	193,937	9.4	(d) Subscriptions as part of membership in an organization	None	
(e) Twenty-five months and more	37,245	1.8	Total Subscriptions Sold in Period	2,064,263	100.0
Total Subscriptions Sold in Period	2,064,263	100.0			
B. USE OF PREMIUMS					
(a) Ordered without premium	1,603,044	77.7			
(b) Ordered with material reprinted from this publication	None				
(c) Ordered with other premiums, See Par. 9	461,219	22.3			
Total Subscriptions Sold in Period	2,064,263	100.0			

9. EXPLANATORY

(a) Suggested Retail Prices: Average Single Copy: U.S., \$3.99 on 24 issues, \$5.99 on 1 issue (2/16/07) and \$4.99 on 1 issue (3/26/07). Canada, \$4.99 on 24 issues, \$7.99 on 1 issue (2/16/07) and \$5.99 on 1 issue (3/26/07). Subscriptions: Canada 1 yr. \$100.24; International 1 yr. \$149.00.

(b) Average non-analyzed non-paid circulation for the 6 month period: 200,367 copies per issue.

(c) Post expiration copies: Average number of copies served on subscriptions not more than three months after expiration was 45,660 or 1.5% of average paid subscription circulation.

(d) 9,378 subscriptions were sold in combination during this statement period.

Combination Publication	Subscriptions Sold	Subscription Term	Price of Combination	Suggested Retail Price
Entertainment Weekly	3,957	28-285 issues	\$35.95-\$195.00	\$29.98-\$305.20
Time Magazine	1,849	12-280 issues	\$29.95-\$195.00	\$10.50-\$245.00
Various Newspapers	2,396	Various	Various	Various
Various Magazines	1,176	Various	Various	Various

(e) Loyalty/Award Point Subscription Sales: The average of 86,891 copies per issue, shown in Par. 6 and included in Par. 1, represents copies served to subscribers in exchange for the redemption of Airline Frequent Flyer Miles. These subscriptions were sold at 56 issues for \$42.00 to \$42.50, in exchange for the redemption of 1,400 to 1,700 points at the rate of 2½¢ to 3¢ per mile.

(f) Partnership Subscription Sales (Deductible): The average of 23,234 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 \$7.95 to \$49.00 of the sales price was allocated for a 16 to 56 issue subscription to this publication.

(g) Sponsored Subscription Sales: The average of 27,337 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) 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.

(i) 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 FANTASY PLUS is delivered to 750,000 subscribers who have an interest in fantasy sports. All advertisers may use one or more editions.

(j) 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.

(k) Use of Premiums: A jacket, shirt, bag, DVD, hat, radio or ball, with no advertised or stated value, was offered with some subscriptions.

Several test offers were made, none of which produced more than one percent of Total Subscriptions Sold in Period. All of these offers taken together produced 1.5% of Total Subscriptions Sold in Period.

10. VARIANCE

Latest released Audit Report for 12 months ended June 30, 2006; Variation from Publisher's Statements

Audit Period Ended [^]	Rate Base (Paid & Verified)	Audit Report (Paid & Verified)	Publisher's Statements (Paid & Verified)	Difference (Paid & Verified)	Percentage of Difference (Paid & Verified)
06-30-06	3,176,470	3,206,590	3,225,003	-18,413	-0.6
06-30-05	3,150,000	3,332,592	3,332,073	519	0.0
06-30-04	3,150,000	3,277,820	3,263,128	14,692	0.5
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

[^]Effective with the June, 2006 Publisher's Statements, publications were given the option of reporting verified circulation.

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.

SPORTS ILLUSTRATED, published by Time Inc. • Time & Life Building, Rockefeller Center • New York, NY 10020

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Sales Office: New York 212-522-1212; Atlanta 404-364-4020; Boston 617-954-9400; Chicago 312-321-7800; Detroit 248-988-7700; Los Angeles 310-268-7200; San Francisco 415-982-5000; Toronto 416-922-0528

P: 212.522.1212 • URL: www.sportsillustrated.com

Established: 1954 ABC Member since: 1955

04-1155-0	Analyzed Issue Date	01/29/07
	Analyzed Issue Text (for double month issue date)	
	Average Single Copy Price	4.12
	Association Subscription Price	
	U.S. Subscription Price	89.04
	Canadian Subscription Price	100.24
	International Subscription Price	149.00