

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 comprising media owners, advertising agencies and advertisers. Spanning 25 countries, BPA serves more than 2,000 B-to-B publications and 500 consumer magazines, plus newspapers, events, Web sites, email newsletters, databases, wireless and other advertiser-supported media—as well as more than 2,600 advertiser and agency members.

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babytalk

The Parenting Group
2 Park Avenue, 10th Floor
New York, NY 10016
Tel. No.: (212) 779-5000
FAX: (212) 522-8750
www.babytalk.com

Official Publication of: None
Established: 1935

MARKET SERVED

BABYTALK serves expectant and new parents.

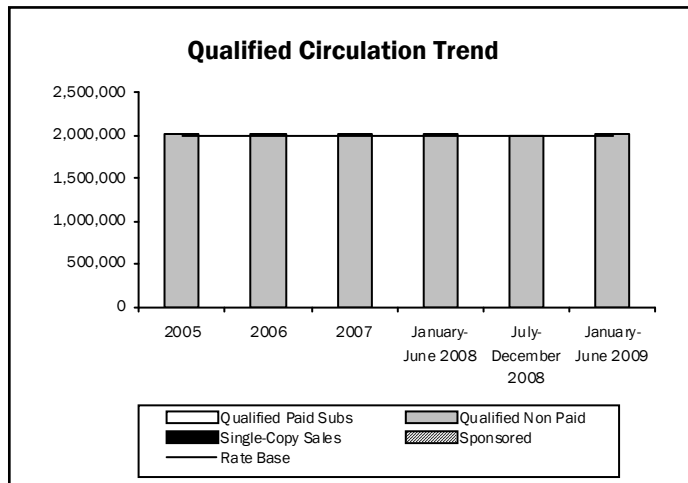
AVERAGE QUALIFIED CIRCULATION

Total Qualified	2,010,336
Average Rate Base	2,000,000
Variance +/-	10,336
Percent +/-	0.5
Qualified Paid	-
Subscriptions	-
Sponsored	-
Single-Copy Sales	-
Qualified Non-Paid	2,010,336

**NC = None Claimed

PRICE AND FREQUENCY

**NC	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
10	Issues Per Year
**NC	All Single-Copy Sales Prices for the Period



1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	-	-	1,208,966	60.1	1,208,966	60.1
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	801,370	39.9	801,370	39.9
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	-	-	2,010,336	100.0	2,010,336	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	-	-	2,010,336	100.0	2,010,336	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD							
2009 Issue	Print Version Only (A)	Electronic Version Only (B)	Qualified Paid			Total Non-Paid	Total Qualified
			Single Copy Sales	Subscriptions	Total		
February _____	1,907,885	95,122					2,003,007
March _____	1,910,816	102,980					2,013,796
April _____	1,909,374	101,911					2,011,285
May _____	1,901,543	103,461					2,005,004
June/July _____	1,911,085	107,501					2,018,586

TOTAL NEW AND RENEWED QUALIFIED PAID SUBSCRIPTIONS ORDERED/SOLD FOR THE PERIOD

Includes gross subscription sales/orders with unpaid invoices pending.

3A. PRICES

3B. USE OF FREE PROMOTIONAL INCENTIVES

PARAGRAPHS 3A AND 3B ARE NOT REQUIRED WHEN THE PAID CIRCULATION IS LESS THAN 50% OF THE AVERAGE CIRCULATION

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF MAY 2009				
This issue is 0.3% or 6,665 copies below the average of the other 4 issues reported in Paragraph two.				
MARKET SERVED	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only (A)	Electronic Version Only (B)
Expectant and New Parents _____	1,206,887	60.2	1,103,426	103,461
Copies shipped in bulk to maternity and infant departments of select retailers for redistribution to qualified parents _____	202,000	10.1	202,000	-
Copies shipped in bulk to Ob/Gyn physicians for redistribution to patients _____	596,117	29.7	596,117	-
TOTAL QUALIFIED CIRCULATION	2,005,004	100.0	1,901,543	103,461

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009

QUALIFICATION SOURCE	Qualified Within			Print Version Only (A)	Electronic Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 Year	2 Years	3 Years						
I. Direct Request:	1,206,059	828	-	1,103,426	103,461			1,206,887	60.2
II. Request from recipient's company:	-	-	-	-	-			-	-
III. Membership Benefit:	-	-	-	-	-			-	-
IV. Communication from recipient or recipient's company (other than request):	652,729	145,388	-	798,117	-			798,117	39.8
V. TOTAL - Sources other than above (listed alphabetically):	-	-	-	-	-			-	-
Rosters and directories	-	-	-	-	-			-	-
Manufacturer's, distributor's, and wholesaler's lists	-	-	-	-	-			-	-
Other sources	-	-	-	-	-			-	-
VI. Single Copy Sales:	-	-	-	-	-			-	-
TOTAL QUALIFIED CIRCULATION	1,858,788	146,216	-	1,901,543	103,461			2,005,004	100.0
PERCENT	92.7	7.3	-	94.8	5.2			100.0	

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009

State & Zip Code	Print Version Only (A)	Electronic Version Only (B)	Qualified Paid			Total Non-Paid	Total Qualified	Percent
			Single Copy Sales	Subscriptions	Total Paid			
039-049 Maine	7,376	553					7,929	
030-038 New Hampshire	7,667	473					8,140	
050-059 Vermont	5,748	209					5,957	
010-027 Massachusetts	32,963	2,046					35,009	
028-029 Rhode Island	5,400	373					5,773	
060-069 Connecticut	18,861	1,080					19,941	
NEW ENGLAND	78,015	4,734					82,749	4.1
100-149 New York	129,455	7,035					136,490	
070-089 New Jersey	56,407	2,891					59,298	
150-196 Pennsylvania	82,558	5,231					87,789	
MIDDLE ATLANTIC	268,420	15,157					283,577	14.1
430-459 Ohio	87,280	4,326					91,606	
460-479 Indiana	48,419	2,722					51,141	
600-629 Illinois	86,918	3,962					90,880	
480-499 Michigan	66,229	3,427					69,656	
530-549 Wisconsin	29,167	1,912					31,079	
EAST NO. CENTRAL	318,013	16,349					334,362	16.7
550-567 Minnesota	23,765	1,385					25,150	
500-528 Iowa	18,131	1,001					19,132	
630-658 Missouri	43,428	2,361					45,789	
580-588 North Dakota	4,288	206					4,494	
570-577 South Dakota	5,281	242					5,523	
680-693 Nebraska	11,312	598					11,910	
660-679 Kansas	19,693	1,099					20,792	
WEST NO. CENTRAL	125,898	6,892					132,790	6.6
197-199 Delaware	5,660	376					6,036	
206-219 Maryland	38,527	1,756					40,283	
200-205 Washington, DC	3,466	257					3,723	
220-246 Virginia	47,996	2,573					50,569	
247-268 West Virginia	9,776	756					10,532	
270-289 North Carolina	62,670	3,538					66,208	
290-299 South Carolina	31,075	1,779					32,854	
300-319 Georgia	69,952	4,021					73,973	
320-349 Florida	111,719	6,735					118,454	
SOUTH ATLANTIC	380,841	21,791					402,632	20.1
400-427 Kentucky	35,280	1,960					37,240	
370-385 Tennessee	45,231	2,537					47,768	
350-369 Alabama	34,811	1,978					36,789	
386-397 Mississippi	25,061	1,457					26,518	
EAST SO. CENTRAL	140,383	7,932					148,315	7.4
716-729 Arkansas	22,216	1,201					23,417	
700-714 Louisiana	35,736	1,950					37,686	
730-749 Oklahoma	27,365	1,438					28,803	
750-799 Texas	165,703	8,372					174,075	
WEST SO. CENTRAL	251,020	12,961					263,981	13.2
590-599 Montana	4,425	263					4,688	
832-838 Idaho	8,643	529					9,172	
820-831 Wyoming	2,099	154					2,253	
800-816 Colorado	20,333	1,295					21,628	
870-884 New Mexico	9,116	448					9,564	
850-865 Arizona	30,008	1,761					31,769	
840-847 Utah	15,305	834					16,139	
889-898 Nevada	11,660	767					12,427	
MOUNTAIN	101,589	6,051					107,640	5.4
995-999 Alaska	2,891	244					3,135	
980-994 Washington	27,866	1,726					29,592	
970-979 Oregon	17,754	1,046					18,800	
900-961 California	182,398	7,908					190,306	
967-968 Hawaii	3,148	269					3,417	
PACIFIC	234,057	11,193					245,250	12.2
UNITED STATES	1,898,236	103,060					2,001,296	99.8
969 & 004-009 U.S. Territories	2,751	401					3,152	
Canada	-	-					-	
Mexico	-	-					-	
Other International	2	-					2	
AP0/FPO	554	-					554	
TOTALS	1,901,543	103,461					2,005,004	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
	2005	2006	2007	January - June 2008	July - December 2008*	January - June 2009*
Total Audit Average Qualified: _____	2,005,048	2,004,720	2,004,580	2,004,865	2,003,708	2,010,336
Rate Base (if any): _____	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000
Rate Base +/-: _____	5,048	4,720	4,580	4,865	3,708	10,336
Percent +/-: _____	0.3	0.2	0.2	0.2	0.2	0.5
Qualified Paid : _____	-	-	-	-	-	-
Subscriptions _____	-	-	-	-	-	-
Sponsored _____	-	-	-	-	-	-
Single-Copy Sales _____	-	-	-	-	-	-
Qualified Non-Paid: _____	2,005,048	2,004,720	2,004,580	2,004,865	2,003,708	2,010,336
Post Expire Copies included in Total Qualified Circulation: _____	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	**NC	**NC	**NC	**NC	**NC	**NC

*NOTE: July 2008 - June 2009 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:**

Qualified recipients are expectant and new parents. Copies are individually addressed and mailed via U.S. Postal Service. Copies are also sent in bulk quantities to obstetricians and pediatricians for redistribution to parents, as well as to the maternity and infant care departments of select retailers for redistribution to new and expectant parents. Multi-copy same addressee copies audited only to the point of distribution, or a centralized office or headquarters, not to the end recipient. A distribution agreement not more than one year old has been obtained indicating that the recipient at the point of distribution agrees to accept the magazine in bulk for redistribution.

All qualified circulation conforms to the field served and definition of a recipient's qualification, as reported. Print copies are distributed via postal services or other carriers. Recipients who request the electronic version are notified via email when the version is available.

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD – PRINT VERSION ONLY

	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	-	-	1,106,770	58.0	1,106,770	58.0
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	801,370	42.0	801,370	42.0
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	-	-	1,908,140	100.0	1,908,140	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	-	-	1,908,140	100.0	1,908,140	100.0

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD – ELECTRONIC VERSION ONLY

	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	-	-	102,195	100.0	102,195	100.0
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	-	-	102,195	100.0	102,195	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	-	-	102,195	100.0	102,195	100.0

PUBLISHER'S AFFIDAVIT

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

Greg Schumann, Vice President, Group Publisher

Walter Rosenthal, Consumer Marketing Director

(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 August 13, 2009

State New York

County New York

Received by BPA Worldwide August 13, 2009

Type CPJ

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