

Where Magazine

For the six months ended December 31, 2011

ANALYZED NON-PAID MAGAZINE PUBLISHER'S STATEMENT

Subject to Audit

Field Served: WHERE MAGAZINE primarily serves business and leisure travelers in over 44 cities worldwide. WHERE MAGAZINE is distributed to hotels around the world, as well as a limited number of visitor related outlets. Circulation from the following U.S. Market is analyzed: Atlanta, Boston, Charleston, Chicago, Dallas, Las Vegas, Los Angeles, Miami, New Orleans, New York, Orange County, Orlando, Philadelphia, Phoenix/Scottsdale, San Diego, San Francisco, Seattle, St. Louis, Twin Cities (Minneapolis/St. Paul) and Washington, D.C.

Definition of List Source Recipients:

Method of Circulation for Analyzed Non-Paid Circulation: Non-Paid Bulk copies are delivered via independent distributors to designated locations for pickup. Market Coverage copies are delivered via UPS and U.S. Postal Service to identified addresses.

Published by Morris Visitor Publications

Frequency: 12 times/year

ABC Member # 04-1355-5

1. TOTAL AVERAGE ANALYZED NON-PAID CIRCULATION

	Average for the Statement Period	%	Rate Base	Above (Below)	% Above (Below)
Analyzed Non-Paid Circulation: (See Par. 6)					
List Source					
Market Coverage	216	0.0			
Delivered with Host Products					
Non-Paid Bulk	1,252,053	100.0			
Total Analyzed Non-Paid Circulation	1,252,269	100.0	None Claimed		

2. ANALYZED NON-PAID CIRCULATION BY ISSUE

Issue	List Source	Market Coverage Copies	Delivered With Host Products	Non-Paid Bulk	Total Analyzed Non-Paid
July		188		1,090,216	1,090,404
Aug.		237		1,416,359	1,416,596
Sept.		210		1,172,597	1,172,807
Oct.		219		1,356,393	1,356,612
Nov.		230		1,167,037	1,167,267
Dec.		214		1,309,717	1,309,931

3. AVERAGE CIRCULATION BY REGIONAL, METRO & DEMOGRAPHIC EDITIONS

Edition	Number of Issues	Analyzed Non-Paid	Edition	Number of Issues	Analyzed Non-Paid
Atlanta	6	52,227	New York	6	144,308
Boston	6	67,953	Oahu	1	59,532
Charleston	2	32,002	Orange County	2	80,348
Charlotte	3	37,609	Orlando	3	79,049
Chicago	6	115,847	Philadelphia	6	40,003
Dallas	5	54,032	Phoenix/Scottsdale	6	37,258
Denver	1	65,125	San Diego	2	84,478
Las Vegas	6	104,633	San Francisco	6	76,931
Los Angeles	6	55,612	Seattle	6	44,323
Miami/Ft. Lauderdale	3	160,846	St. Louis	6	39,803
New Orleans	6	70,426	Tucson	1	68,256
			Twin Cities	6	29,460
			Washington, D.C.	6	91,946

4. TREND ANALYSIS

	2007	%	2008	%	2009	%	2010	%	2011	%
Total Analyzed Non-Paid Circ.	1,114,390		1,120,505		1,146,920		1,186,831		1,228,480	
Year Over Year Percent of Change		3.5		0.5		2.4		3.5		3.5

5. GEOGRAPHIC DATA for the October 2011 issue

Total analyzed non-paid circulation of this issue was 8.3% greater than the total average analyzed non-paid circulation.

STATE	TOTAL ANALYZED NON-PAID	STATE	TOTAL ANALYZED NON-PAID
Alabama		Ohio	
Arizona	40,494	Oklahoma	
Arkansas		Oregon	
California	132,589	Pennsylvania	40,384
Colorado	65,125	Rhode Island	
Connecticut		South Carolina	
Delaware		South Dakota	
District of Columbia	93,852	Tennessee	
Florida	237,746	Texas	45,202
Georgia	52,220	Utah	
Idaho		Vermont	
Illinois	108,423	Virginia	
Indiana		Washington	38,502
Iowa		West Virginia	
Kansas		Wisconsin	
Kentucky		Wyoming	
Louisiana	75,528	TOTAL 48 CONTERMINOUS STATES	1,356,612
Maine		Alaska	
Maryland		Hawaii	
Massachusetts	70,140	TOTAL ALASKA & HAWAII	
Michigan		U.S. Unclassified	
Minnesota	29,358	TOTAL UNITED STATES	1,356,612
Mississippi		Poss. & Other Areas	
Missouri	39,559	U.S. & POSS., etc.	1,356,612
Montana		Canada	
Nebraska		International	
Nevada	107,848	Other Unclassified	
New Hampshire		Military or Civilian Personnel Overseas	
New Jersey		GRAND TOTAL	1,356,612
New Mexico			
New York	144,925		
North Carolina	34,717		
North Dakota			

ANALYSIS BY ABCD COUNTY SIZE for the October 2011 issue

Figures are omitted by special permission of the Board of Directors.

6. EXPLANATORY

(a) Average non-analyzed non-paid circulation for the 6 month period: 17,458 copies per issue.

(b) Market Coverage Copies, averaging 216 copies per issue, represent copies delivered to homes or businesses on an issue-to-issue basis. Consecutive issuance is not measured.

(c) Non-Paid Bulk, averaging 1,252,053 copies per issue, represents copies distributed in bulk to retail outlets for pickup by patrons.

7. VARIANCE

Latest released Audit Report for 12 months ended December 31, 2010; Variation from Publisher's Statement

Audit Period Ended	Rate Base (Analyzed Non-Paid)	Audit Report (Analyzed Non-Paid)	Publisher's Statements (Analyzed Non-Paid)	Difference (Analyzed Non-Paid)	Percentage of Difference (Analyzed Non-Paid)
12-31-10	None Claimed	1,186,894	1,186,832	62	0.0
12-31-09	None Claimed	1,146,920	1,146,920		
12-31-08	None Claimed	1,124,902	1,129,505	4,397	0.4
12-31-07	None Claimed	1,114,744	1,114,389	355	0.0
12-31-06	None Claimed	1,075,955	1,076,341	-386	-0.0

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: Morris Communications Company, LLC

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