

For the six months ended December 31, 2008

PAID & VERIFIED MAGAZINE PUBLISHER'S STATEMENT

Field Served: ELLE reports on emerging trends in fashion, beauty, and style. It surrounds a visual core with features, plus news and analysis of the larger world readers inhabit. Everything from culture, health, and politics, to the art and science of relationships.

Subject to Audit

Published by Hachette Filipacchi Media U.S., Inc.

Frequency: 12 times/year

ABC Member # 04-0275-0

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					
Print	765,954	68.1			
Digital	1,107	0.1			
Total Paid Subscriptions	767,061	68.2			
Verified	40,177	3.6			
Total Paid & Verified Subscriptions	807,238	71.8			
Single Copy Sales	317,436	28.2			
Total Paid & Verified Circulation	1,124,674	100.0	1,050,000	74,674	7.1

2. PRICES

	Suggested Retail Prices (1)	Average Price (2) Net	Gross (Optional)
Average Single Copy	\$4.16		
Subscription	\$15.00		
Average Subscription Price Annualized (12 issue frequency)		\$12.84	
Average Subscription Price per Copy		\$1.07	

(1) For the Statement period

(2) Represents subscriptions for the 12 months ended June 30, 2008.

3. PAID & VERIFIED CIRCULATION BY ISSUE

Issue	Paid Subscriptions	Verified Subscriptions	Total Paid & Verified Subscriptions	Single Copy Sales	Total Paid & Verified Circulation
July	770,711	40,218	810,929	350,000	1,160,929
Aug.	776,885	40,170	817,055	329,000	1,146,055
Sept.#	741,140	40,107	781,247	367,000	1,148,247
Oct.	771,357	40,069	811,426	340,000	1,151,426
Nov.	771,513	40,221	811,734	265,000	1,076,734
Dec.	770,760	40,275	811,035	253,611	1,064,646

#September issue Rate Base - 1,100,000

4. AVERAGE CIRCULATION BY REGIONAL, METRO & DEMOGRAPHIC EDITIONS

None

5. TREND ANALYSIS

	2004	%	2005	%	2006	%	2007	%	2008	%
Subscriptions:										
Paid	781,745	73.7	744,855	70.6	642,274	60.7	654,701	61.5	738,320	66.9
Verified	N/A		N/A		74,379	7.1	56,061	5.3	40,355	3.7
Total Paid & Verified Subscriptions	781,745	73.7	744,855	70.6	716,653	67.8	710,762	66.8	778,675	70.6
Single Copy Sales	278,833	26.3	309,592	29.4	341,091	32.2	353,116	33.2	324,801	29.4
Total Paid & Verified Circulation	1,060,578	100.0	1,054,447	100.0	1,057,744	100.0	1,063,878	100.0	1,103,476	100.0
Year Over Year Percent of Change		3.7		-0.6		0.3		0.6		3.7
Avg. Annualized Subscription Price	\$21.72		\$19.80		\$20.28		\$13.68		\$12.84	

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.

	Print Average for Period	Digital Average for Period	Average for Period	% of Circulation
PAID SUBSCRIPTIONS				
Individual Subscriptions*	633,195	1,107	634,302	56.4
Combination Subscriptions*	45,225		45,225	4.0
Loyalty/Award Point*	34,332		34,332	3.1
Partnership:				
Deductible*	40,689		40,689	3.6
Sponsored Sales	12,513		12,513	1.1
TOTAL PAID SUBSCRIPTIONS	765,954	1,107	767,061	68.2
VERIFIED SUBSCRIPTIONS				
Public Place (See Par. 6A)	40,000		40,000	3.6
Individual Use (See Par. 6B)	177		177	0.0
TOTAL VERIFIED SUBSCRIPTIONS	40,177		40,177	3.6
TOTAL PAID & VERIFIED SUBSCRIPTIONS	806,131	1,107	807,238	71.8
SINGLE COPY SALES				
Single Issue Sales	317,169		317,169	28.2
Combination Sales	267		267	0.0
TOTAL SINGLE COPY SALES	317,436		317,436	28.2
TOTAL PAID & VERIFIED CIRCULATION	1,123,567	1,107	1,124,674	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:	Personal Care Salons	Doctor/Health Care Providers	Specialty Locations/ Retail	Other	Total Public Place Copies
Public Place	25,948	14,043	1	8	40,000

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:	Individually Requested	Other	Total Individual Use Copies
Individual Use	177		177

7. GEOGRAPHIC DATA for the September, 2008 issue

Total paid & verified circulation of this issue was 2.1% 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	9,300	275	9,575	2,754	12,329
Arizona	14,022	610	14,632	6,206	20,838
Arkansas	5,192	152	5,344	1,329	6,673
California	113,424	8,711	122,135	48,646	170,781
Colorado	11,942	643	12,585	8,138	20,723
Connecticut	10,350	658	11,008	4,136	15,144
Delaware	1,895	110	2,005	914	2,919
District of Columbia	3,804	267	4,071	1,485	5,556
Florida	46,189	2,529	48,718	25,051	73,769
Georgia	19,721	759	20,480	7,363	27,843
Idaho	2,243	140	2,383	936	3,319
Illinois	32,291	1,984	34,275	15,021	49,296
Indiana	12,244	552	12,796	4,811	17,607
Iowa	5,151	170	5,321	1,682	7,003
Kansas	5,794	242	6,036	1,440	7,476
Kentucky	7,721	240	7,961	2,232	10,193
Louisiana	9,628	309	9,937	2,563	12,500
Maine	2,652	92	2,744	940	3,684
Maryland	14,702	819	15,521	5,242	20,763
Massachusetts	17,846	1,333	19,179	8,067	27,246
Michigan	21,195	1,153	22,348	7,613	29,961
Minnesota	10,524	440	10,964	4,015	14,979
Mississippi	5,530	86	5,616	1,236	6,852
Missouri	12,141	614	12,755	3,865	16,620
Montana	1,862	35	1,897	730	2,627
Nebraska	3,532	178	3,710	1,033	4,743
Nevada	6,869	273	7,142	3,747	10,889
New Hampshire	2,793	122	2,915	1,020	3,935
New Jersey	26,213	1,899	28,112	13,249	41,361
New Mexico	4,231	111	4,342	1,404	5,746
New York	68,810	3,899	72,709	26,418	99,127
North Carolina	17,302	738	18,040	7,368	25,408
North Dakota	1,191	26	1,217	252	1,469
Ohio	23,499	1,116	24,615	8,045	32,660
Oklahoma	6,889	294	7,183	1,520	8,703
Oregon	7,443	417	7,860	2,330	10,190
Pennsylvania	28,875	1,360	30,235	13,111	43,346
Rhode Island	3,122	239	3,361	1,133	4,494
South Carolina	9,167	284	9,451	3,420	12,871
South Dakota	1,652	50	1,702	286	1,988
Tennessee	13,086	544	13,630	4,664	18,294
Texas	49,455	2,808	52,263	19,440	71,703
TOTAL 48 CONTERMINOUS STATES	726,639	40,107	766,746	296,908	1,063,654
Alaska	1,838		1,838	503	2,341
Hawaii	4,614		4,614	2,332	6,946
TOTAL ALASKA & HAWAII	6,452		6,452	2,835	9,287
U.S. Unclassified					
TOTAL UNITED STATES	733,091	40,107	773,198	299,743	1,072,941
Poss. & Other Areas	1,900		1,900	1,643	3,543
U.S. & POSS., etc.	734,991	40,107	775,098	301,386	1,076,484
CANADA					
Alberta	304		304	3,169	3,473
British Columbia	361		361	4,489	4,850
Manitoba	89		89	743	832
New Brunswick	31		31	270	301
Newfoundland/Labrador	5		5	247	252
Northwest Territories	1		1	28	29
Nova Scotia	38		38	710	748
Nunavut	1		1	2	3
Ontario	975		975	10,014	10,989
Prince Edward Island	5		5	68	73
Quebec	307		307	3,195	3,502
Saskatchewan	73		73	541	614
Yukon Territory				18	18
Canadian Unclassified					
TOTAL CANADA	2,190		2,190	23,494	25,684
International	3,295		3,295	41,064	44,359
Other Unclassified					
Military or Civilian Personnel Overseas	664		664	1,056	1,720
GRAND TOTAL	741,140	40,107	781,247	367,000	1,148,247

ANALYSIS BY ABCD COUNTY SIZE for the September, 2008 issue

County Size	% of Households	Total Paid & Verified Circulation	% of Total Circulation	Index (% of Circulation/ % of Households)
A	40	660,264	62.0	155
B	30	293,037	27.6	92
C	15	85,252	8.0	53
D	15	25,101	2.4	16

County Size Group Definitions by the A.C. Nielsen Company- Data for the conterminous 48 states.

8. ANALYSIS OF TOTAL NEW AND RENEWAL PAID INDIVIDUAL SUBSCRIPTIONS

Total gross subscriptions (new and renewal) sold in the six month period ended December 31, 2008

A. DURATION			C. CHANNELS		
		%			%
(a) One to six months (1 to 6 issues).....	334	0.1	(a) Ordered by subscriber action via direct mail, direct mail agents, inserts, online, renewals, catalogs, or other outlets available to the subscribers.....	231,635	71.6
(b) Seven to eleven months (7 to 11 issues).....	759	0.2	(b) Ordered by subscribers in response to unsolicited telemarketing and door to door selling.....	71,502	22.1
(c) Twelve months (12 issues).....	245,127	75.8	(c) Ordered by subscribers in response to fund-raising programs of schools, churches, and other similar organizations.....	20,343	6.3
(d) Thirteen to twenty-four months.....	68,303	21.1	(d) Subscriptions as part of membership in an organization.....	None	
(e) Twenty-five months and more.....	8,957	2.8	Total Subscriptions Sold in Period.....	323,480	100.0
Total Subscriptions Sold in Period.....	323,480	100.0			
B. USE OF PREMIUMS					
(a) Ordered without premium.....	323,480	100.0			
(b) Ordered with material reprinted from this publication.....	None				
(c) Ordered with other premiums.....	None				
Total Subscriptions Sold in Period.....	323,480	100.0			

9. EXPLANATORY

(a) Suggested Retail Prices: Average Single Copy: Canada, \$5.16. Subscriptions: U.S., 2 yrs. \$30.00; 3 yrs. \$45.00. Canada, 1 yr. \$48.00. International, 1 yr. \$87.00.

(b) Average non-analyzed non-paid circulation for the 6 month period: 39,659 copies per issue.

(c) Post expiration copies: None.

(d) 4,945 subscriptions were sold in combination during this statement period.

Combination Publication	Subscriptions Sold	Subscription Term	Price of Combination	Suggested Retail Price
Elle Decor	4,926	10 issues	\$9.95	\$15.00
Women's Health	1	10 issues	\$25.00	\$16.94
Elle Decor	17	10 issues	\$24.00	\$15.00
Elle Decor	1	10 issues	\$9.97	\$15.00

(e) Loyalty/Award Point Subscription Sales: The average of 34,332 copies per issue, shown in Par. 6 and included in Par. 1, includes the following:

An average of 33,412 copies per issue represents copies served to subscribers in exchange for the redemption of Airline Frequent Flyer Miles. These subscriptions were sold at 12 issues for \$11.79, in exchange for the redemption of 393 to 1,179 points at the rate of \$0.01 to \$0.03 per mile.

An average of 920 copies per issue represents copies purchased through the redemption of loyalty points valued at \$0.01 to \$0.05 or \$1.00 per point.

(f) Partnership Subscription Sales (Deductible): The average of 40,689 copies per issue, shown in Par. 6 and included in Par. 1, represents copies sold in partnership relationships wherein this publication was bundled with the purchase of other products or services. Purchasers were advised that \$7.00 to \$24.00 of the sales price was allocated for a 1 year subscription to this publication.

(g) Sponsored Subscription Sales: The average of 12,513 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) Combination Single Copy Sales: The average of 267 copies per issue, shown in Par. 6 and included in Par. 1, represents copies of the December, 2008 issue of this publication and the December, 2008 issue of ELLE DECOR, sold at a combination single copy price of \$7.98.

10. VARIANCE

Latest released Audit Report for 12 months ended December 31, 2007; Variation from Publisher's Statements

Audit Period Ended ^a	Rate Base (Paid & Verified)	Audit Report (Paid & Verified)	Publisher's Statements (Paid & Verified)	Difference (Paid & Verified)	Percentage of Difference (Paid & Verified)
12-31-07	1,000,000	1,063,939	1,063,878	61	0.0
12-31-06	1,000,000	1,058,053	1,057,744	309	0.0
12-31-05	1,000,000	1,055,134	1,054,447	687	0.1
12-31-04	1,000,000	1,062,242	1,060,578	1,664	0.2
12-31-03	(a)	1,024,576	1,022,487	2,089	0.2

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

(a) Effective 02/01/03 changed from 950,000 to 1,000,000

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: Hachette Filipacchi Media U.S., Inc.

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THOMAS J. MASTERSON

CAROL SMITH

Date Signed: January 30, 2009

SVP/Consumer Marketing & Mfg.

SVP, Publishing Director

P: 212.767.6000 • F: 212.489.4582 • URL: www.elle.com

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04-0275-0	Analyzed Issue Date	09/01/08
	Analyzed Issue Text (for double month issue date)	
	Average Single Copy Price	4.16
	Association Subscription Price	
	U.S. Subscription Price	15.00
	Canadian Subscription Price	48.00
	International Subscription Price	87.00