

**CONSUMER MAGAZINE INITIAL AUDIT REPORT
FOR THE 6 MONTH PERIOD ENDED JUNE 2011**

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 comprised of media owners, advertising agencies and advertisers. Headquartered in Shelton, Connecticut, USA, BPA has the largest membership of any media-auditing organization in the world, spanning more than 30 countries. Worldwide, BPA audits 2,600+ media properties—including over 1,500 B-to-B publications, more than 350 consumer magazines, 150 newspapers, 550+ web sites, 40 events, email newsletters, databases, wireless and other advertiser-supported media—as well as 2,700 advertiser and agency members.

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Official Publication of: None
Established: 1935



MARKET SERVED

Yankee Is a New England focus consumer publication with Paid subscriptions, newsstand sales and non-paid individual copies to Doctor/Health care provider or Personal Care Salons waiting rooms.

AVERAGE TOTAL QUALIFIED BASED ON 3 ISSUES IN THE PERIOD

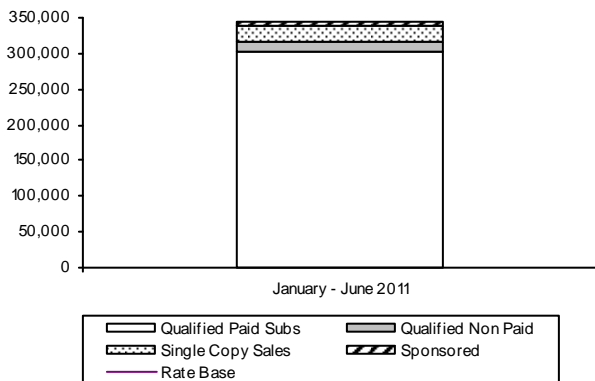
Total Qualified _____	343,542
Average Rate Base _____	**NC
Variance +/- _____	**NC
Percent +/- _____	**NC
Qualified Paid _____	328,319
Subscriptions _____	301,238
Sponsored _____	4,679
Single-Copy Sales _____	22,402
Qualified Non-Paid _____	15,223

**NC = Non Claimed

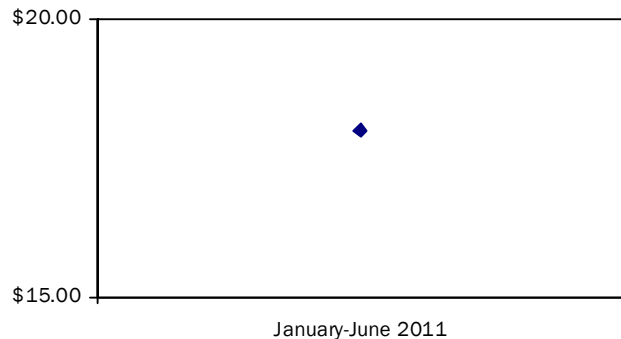
PRICE AND FREQUENCY

\$18.00	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
6	Issues Per Year
\$4.99	All Single-Copy Sales Prices for the Period

Average Qualified Circulation Trend



Average Annualized Subscription Price



1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individuals _____	301,238	87.7	6,667	1.9	307,905	89.6
Membership Benefits _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	1,083	0.3	1,083	0.3
*Sponsored Individually Addressed _____	4,679	1.4	-	-	4,679	1.4
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	305,917	89.0	7,750	2.3	313,667	91.3
Single Copy Sales _____	22,402	6.5	-	-	22,402	6.5
Sponsored Single Copy Sales _____	-	-	-	-	-	-
Non-Continuous _____	-	-	7,473	2.2	7,473	2.2
TOTAL	328,319	95.6	15,223	4.4	343,542	100.0

*See Additional Data

2. QUALIFIED CIRCULATION BREAKOUT FOR PERIOD							
2011 Issue	Qualified Paid			Qualified Non-Paid			Total Qualified
	Single-Copy Sales	Subscriptions	Total	Continuous	*Non-Continuous	Total	
January/February _____	22,732	309,401	332,133	10,950	140	11,090	343,223
March/April _____	14,968	305,071	320,039	10,950	790	11,740	331,779
May/June _____	29,506	303,278	332,784	1,350	21,490	22,840	355,624

*See Additional Data

3. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF MAY/JUNE 2011							
Qualified continuous circulation for this issue is 0.9% or 2,902 copies below the average of the other 2 issues reported in Paragraph two.							
Qualified non-continuous circulation for this issue is 4521.5% or 21,025 copies above the average of the other 2 issues reported in Paragraph two. (See Additional Data)							
Breakout to the Consumer Market	TOTAL QUALIFIED	PERCENT OF TOTAL	Qualified Non-Paid	Qualified Paid	Continuous	Non-Continuous	
Individual Paid Subscriptions _____	298,334	83.9	-	298,334	298,334	-	
Sponsored Individually Addressed: Rhode Island Public Broadcasting Members _____	4,944	1.4	-	4,944	4,944	-	
Single Copy Sales _____	29,506	8.3	-	29,506	29,506	-	
Multi-Copy Same Addressee: Copies distributed to hotels and inns. _____	1,350	0.4	1,350	-	1,350	-	
*Non-Continuous: Tradeshow/Event copies _____	1,490	0.4	1,490	-	-	1,490	
*Non-Continuous: Individual Non-Paid _____	20,000	5.6	20,000	-	-	20,000	
TOTAL QUALIFIED	355,624	100.0	22,840	332,784	334,134	21,490	
PERCENT	100.0		6.4	93.6	94.0	6.0	

*See Additional Data

4. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CONTINUOUS NON-PAID FOR ISSUE OF MAY/JUNE 2011							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	*Qualified Paid	Total Qualified	Percent
	1 Year	2 Years	3 Years				
I. Direct Request: _____	-	-	-	-	-	-	-
II. Request from recipient's company: _____	-	-	-	-	-	-	-
III. Membership Benefit: _____	-	-	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	1,350	-	-	1,350	-	1,350	100.0
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	1,350	-	-	1,350	-	1,350	100.0
PERCENT	100.0	-	-	100.0	-	100.0	

*See Additional Data

4. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED NON-CONTINUOUS NON-PAID CIRCULATION FOR ISSUE OF MAY/JUNE 2011							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	*Qualified Paid	Total Qualified	Percent
	1 Year	2 Years	3 Years				
I. Direct Request: _____	-	-	-	-	-	-	-
II. Request from recipient's company: _____	-	-	-	-	-	-	-
III. Membership Benefit: _____	-	-	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	1,490	-	-	1,490	-	1,490	6.9
V. TOTAL - Sources other than above (listed alphabetically): _____	20,000	-	-	20,000	-	20,000	93.1
Rosters and directories _____	-	-	-	-	-	-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-	-	-	-	-
Other sources _____	20,000	-	-	20,000	-	20,000	93.1
VI. Single Copy Sales: _____	-	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	21,490	-	-	21,490	-	21,490	100.0
PERCENT	100.0	-	-	100.0	-	100.0	

*See Additional Data

5. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY/JUNE 2011								
State	Single-Copy Sales	Subscriptions	Total Paid	Continuous	Non-Continuous	Total Non-Paid	Total Qualified	Percent
Maine	2,110	15,375	17,485	-	1,021	1,021	18,506	
New Hampshire	3,222	25,027	28,249	860	1,038	1,898	30,147	
Vermont	1,120	8,917	10,037	490	773	1,263	11,300	
Massachusetts	9,847	81,226	91,073	-	13,378	13,378	104,451	
Rhode Island	1,206	13,856	15,062	-	871	871	15,933	
Connecticut	3,525	34,715	38,240	-	1,591	1,591	39,831	
NEW ENGLAND	21,030	179,116	200,146	1,350	18,672	20,022	220,168	61.9
New York	3,996	25,980	29,976	-	551	551	30,527	
New Jersey	835	9,804	10,639	-	231	231	10,870	
Pennsylvania	1,464	13,301	14,765	-	303	303	15,068	
MIDDLE ATLANTIC	6,295	49,085	55,380	-	1,085	1,085	56,465	15.9
Ohio	204	4,910	5,114	-	119	119	5,233	
Indiana	38	1,800	1,838	-	45	45	1,883	
Illinois	162	2,862	3,024	-	75	75	3,099	
Michigan	77	2,812	2,889	-	82	82	2,971	
Wisconsin	35	1,260	1,295	-	32	32	1,327	
EAST NO. CENTRAL	516	13,644	14,160	-	353	353	14,513	4.1
Minnesota	25	1,119	1,144	-	31	31	1,175	
Iowa	19	605	624	-	17	17	641	
Missouri	33	1,242	1,275	-	29	29	1,304	
North Dakota	3	91	94	-	2	2	96	
South Dakota	1	153	154	-	6	6	160	
Nebraska	11	429	440	-	9	9	449	
Kansas	9	624	633	-	17	17	650	
WEST NO. CENTRAL	101	4,263	4,364	-	111	111	4,475	1.3
Delaware	26	865	891	-	20	20	911	
Maryland	241	3,593	3,834	-	84	84	3,918	
Washington, DC	10	214	224	-	5	5	229	
Virginia	200	5,209	5,409	-	100	100	5,509	
West Virginia	27	541	568	-	14	14	582	
North Carolina	53	3,281	3,334	-	84	84	3,418	
South Carolina	40	1,743	1,783	-	38	38	1,821	
Georgia	52	2,387	2,439	-	53	53	2,492	
Florida	166	12,366	12,532	-	241	241	12,773	
SOUTH ATLANTIC	815	30,199	31,014	-	639	639	31,653	8.9
Kentucky	25	858	883	-	24	24	907	
Tennessee	44	1,507	1,551	-	33	33	1,584	
Alabama	59	823	882	-	20	20	902	
Mississippi	15	317	332	-	7	7	339	
EAST SO. CENTRAL	143	3,505	3,648	-	84	84	3,732	1.0
Arkansas	9	362	371	-	7	7	378	
Louisiana	23	453	476	-	15	15	491	
Oklahoma	10	620	630	-	17	17	647	
Texas	65	3,583	3,648	-	86	86	3,734	
WEST SO. CENTRAL	107	5,018	5,125	-	125	125	5,250	1.5
Montana	1	322	323	-	9	9	332	
Idaho	1	332	333	-	9	9	342	
Wyoming	3	190	193	-	6	6	199	
Colorado	79	2,002	2,081	-	42	42	2,123	
New Mexico	3	618	621	-	12	12	633	
Arizona	9	1,886	1,895	-	41	41	1,936	
Utah	3	376	379	-	13	13	392	
Nevada	4	552	556	-	12	12	568	
MOUNTAIN	103	6,278	6,381	-	144	144	6,525	1.8
Alaska	6	200	206	-	-	-	206	
Washington	21	1,869	1,890	-	45	45	1,935	
Oregon	11	1,030	1,041	-	27	27	1,068	
California	64	8,331	8,395	-	205	205	8,600	
Hawaii	-	200	200	-	-	-	200	
PACIFIC	102	11,630	11,732	-	277	277	12,009	3.4
UNITED STATES	29,212	302,738	331,950	1,350	21,490	22,840	354,790	99.8
U.S. Territories	1	39	40	-	-	-	40	
Canada	293	188	481	-	-	-	481	
Mexico	-	-	-	-	-	-	-	
Other International	-	226	226	-	-	-	226	
APO/FPO	-	87	87	-	-	-	87	
TOTAL QUALIFIED CIRCULATION	29,506	303,278	332,784	1,350	21,490	22,840	355,624	100.0

AVERAGE AUDITED QUALIFIED CIRCULATION	
3-Month Period Ended:	Audited Data
	January - June 2011*
Total Audit Average Qualified:	343,542
Rate Base (if any):	**NC
Rate Base +/-:	**NC
Percent +/-:	**NC
Qualified Paid:	328,319
Subscriptions:	301,238
Sponsored:	4,679
Single-Copy Sales:	22,402
Qualified Non-Paid:	15,223
Post Expire Copies in Total Qualified Circulation:	0.7%
Average Annual Order Price:	\$18.00

* NOTE: All data through June 2011 is audited. With each successive period, new data will be added until six 6-month periods of data are displayed.

** NC = None Claimed.

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

Includes gross subscription sales/orders with unpaid invoices pending.

Average Annual Order Price: 6 issues for \$18.00			USE OF FREE PROMOTIONAL INCENTIVES	
PRICES	Total	Percent	Total	Percent
Offers (≥ 5% of Total Orders)			Ordered without promotional incentive _____	95,215 85.5
6 Issues for \$24.00 _____	23,964	21.5	Ordered with editorial promotional incentive including reprints	- -
6 Issues for \$13.97 _____	23,757	21.4	*Ordered with other promotional incentive _____	16,094 14.5
6 Issues for \$10.00 _____	9,709	8.7		
6 Issues for \$15.97 _____	7,972	7.2		
6 Issues for \$18.00 _____	7,175	6.4		
6 Issues for \$29.94 _____	6,745	6.1		
*All Others _____	29,401	26.4	Total	111,309 100.0
Sponsored - Excluded from Average Annual Order Price	2,586	2.3		
Total	111,309	100.0		

*See Additional Data

*See Additional Data

ADDITIONAL DATA

METHOD OF DISTRIBUTION:

Copies are addressed to individual recipients and are distributed via Second Class U.S. Postal Permits. Non-paid Multi-Copy Same Address circulation copies are delivered in bulk quantities to Hotels and Inns. Copies are audited to the point of distribution, not to the end recipient. Distribution agreements not more than 3 years old are obtained indicating that the publication would be accepted in bulk for redistribution. Distribution to trade shows, consumer shows, and conventions are audited only to the event and not to the end recipients. An agreement from the event management has been obtained indicating that the event will accept a specified number of copies for redistribution.

AVERAGE NON-QUALIFIED CIRCULATION: 18,812 COPIES

PARAGRAPH 1:

Sponsored individually addressed circulation was sold to Rhode Island public broadcasting for their members with average annual order price of \$6.00.

PARAGRAPH 2 - NON-CONTINUOUS:

ISSUE	TRADE SHOW	COPIES
January/February _____	Stonewall Kitchen Food Demo	40
January/February _____	Railroad Square Cinema	100
March/April _____	Healing Little Hearts	250
March/April _____	CraftBoston	100
March/April _____	Hingham Library	60
March/April _____	Stonewall Kitchen Food Demo	790
March/April _____	SCOPE	400
May/June _____	OLLI	40
May/June _____	Stowe Wine Festival	300
May/June _____	AbilityPlus	150
May/June _____	Newport Flower Show	500
May/June _____	See New England Now	500

PARAGRAPH 3 - NON-CONTINUOUS:

Qualified non-continuous circulation for the May/June issue is 4,521.5% or 21,025 copies above the average of the other 2 issues reported in Paragraph two. 20,000 copies were mailed to individuals on a non-paid basis including former subscribers.

PARAGRAPH 4:

Paragraph 4 includes 1,350 qualified non-paid continuous circulation and 21,490 non-paid non continuous circulation. Qualified paid circulation of 332,784 combined with the qualified non-paid circulation equals 355,624 total qualified circulation for the analyzed issue.

PRICES:

All Other AAOP=\$17.11

PROMOTIONAL INCENTIVES:

16,094 copies were sold with the use of a promotional incentive of a cookbook or calendar with no stated value.

We have audited this Initial Audit Report of YANKEE MAGAZINE. Circulation Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the data reported based on our audit.

We conducted our audit in accordance with generally accepted audit standards. In our opinion, this audit presents fairly, in all material respects, the circulation claims of YANKEE MAGAZINE for the period reported.

BPA Worldwide

Shelton, CT

December 2, 2011

TYPE: A

ID Number: Y01510J1