

**CONSUMER MAGAZINE CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED DECEMBER 2008**

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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POWER & MOTORYACHT

Source Interlink Media
261 Madison Avenue
New York, NY 10016
Tel.: (212) 915-4000

Official Publication of: None
Established: 1985

MARKET SERVED

POWER AND MOTORYACHT serves the recreational, power boating market.

AVERAGE QUALIFIED CIRCULATION

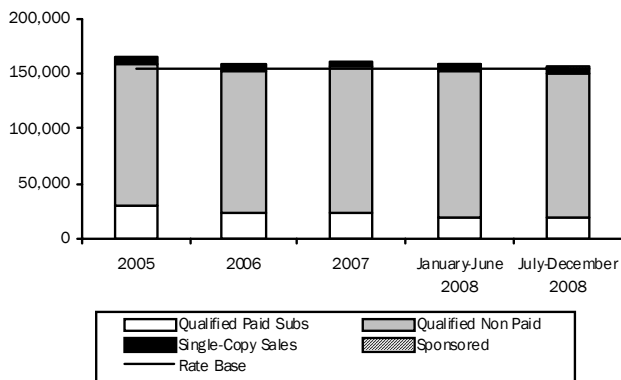
Total Qualified _____	157,089
Average Rate Base _____	155,000
Variance +/- _____	2,089
Percent +/- _____	1.3
Qualified Paid _____	26,343
Subscriptions _____	18,788
Sponsored _____	2,932
Single-Copy Sales _____	4,623
Qualified Non-Paid _____	130,746

**NC = None Claimed

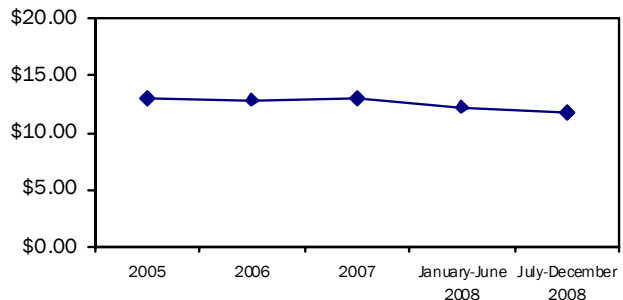
PRICE AND FREQUENCY

\$ 11.71	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
12	Issues Per Year
\$ 5.99	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 _____	18,334	11.7	127,608	81.2	145,942	92.9
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	454	0.3	3,138	2.0	3,592	2.3
Sponsored Individually Addressed _____	2,932	1.9	-	-	2,932	1.9
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	21,720	13.9	130,746	83.2	152,466	97.1
Single-Copy Sales _____	4,623	2.9	-	-	4,623	2.9
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	26,343	16.8	130,746	83.2	157,089	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD						
2008 Issue	Qualified Paid			Qualified Non-Paid	Total Qualified	
	Single-Copy Sales	Subscriptions	Total			
July _____	4,578	21,222	25,800	132,735	158,535	
August _____	6,732	20,910	27,642	131,147	158,789	
September _____	3,976	21,732	25,708	129,789	155,497	
October _____	4,059	22,055	26,114	130,063	156,177	
November _____	4,041	21,027	25,068	131,687	156,755	
December _____	4,350	23,373	27,723	129,052	156,775	

3. 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: 12 issues for \$11.71					
3A. PRICES	Total	Percent	3B. LENGTH OF SUBSCRIPTIONS	Total	Percent
Offers (>= to 5% of total Orders)			Less than 1 year _____	8	0.1
12 for \$8.00 _____	1,500	16.7	1 year or more (but less than two) _____	5,719	63.6
12 for \$9.95 _____	553	6.1	2 years or more (but less than three) _____	3,123	34.7
12 for \$12.00 _____	633	7.0	3 years or more _____	148	1.6
24 for \$15.00 _____	1,002	11.1			
24 for \$24.00 _____	793	8.8			
Average Annual Order Price of All Other: \$12.96 _____	3,131	34.9			
Sponsored-Excluded from Average Annual Order Price _____	1,386	15.4			
TOTAL	8,998	100.0	TOTAL	8,998	100.0

3C. USE OF FREE PROMOTIONAL INCENTIVES	Total	Percent
Ordered without promotional incentive _____	8,998	100.0
Ordered with editorial promotional incentive including reprints _____	-	-
Ordered with other promotional incentive (See Paragraph 8) _____	-	-
TOTAL	8,998	100.0

3D. HOW ORDERED	Total	Percent
Ordered by Individuals _____	7,612	84.6
Membership Benefit _____	-	-
Ordered as Multi-Copy Same Addressee _____	-	-
Ordered by Sponsor, Individually Addressed _____	1,386	15.4
Ordered by Sponsor, Distributed as Multi-Copy Same Addressee _____	-	-
Ordered with Other Product or Service (See Paragraph 8) _____	-	-
TOTAL	8,998	100.0

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF NOVEMBER 2008				
This issue is 0.3% or 400 copies below the average of the other 5 issues reported in Paragraph two.				
MARKET SERVED	TOTAL QUALIFIED	PERCENT OF TOTAL	QUALIFIED PAID	QUALIFIED NON-PAID
Non-paid subscribers who own at least one powerboat 24 feet or longer _____	131,667	84.0	-	131,667
Non-paid subscribers whose boat is unclassified _____	20	-	-	20
Individual Paid Subscribers who own a powerboat 24 feet or longer _____	6,176	3.9	6,176	-
Individual Paid Subscribers whose boat is unclassified _____	11,436	7.3	11,436	-
Sponsored Individual Subscribers who own a powerboat 24 feet or longer _____	1,392	0.9	1,392	-
Sponsored Individual Paid Subscribers whose boat is unclassified _____	2,023	1.3	2,023	-
Single Copy Sales _____	4,041	2.6	4,041	-
TOTAL QUALIFIED CIRCULATION	156,755	100.0	25,068	131,687

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2008							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 years	3 years				
I. TOTAL - Personal direct request from the recipient: _____	87,911	29,134	23,567	119,595	21,017	140,612	89.7
a. Written _____	87,911	28,156	23,507	118,620	20,954	139,574	89.0
b. Telecommunication _____	-	978	60	975	63	1,038	0.7
c. Electronic _____	-	-	-	-	-	-	-
II. TOTAL - Request from recipient's company: _____	-	-	-	-	-	-	-
a. Written _____	-	-	-	-	-	-	-
b. Telecommunication _____	-	-	-	-	-	-	-
c. Electronic _____	-	-	-	-	-	-	-
III. TOTAL - Membership Benefit: _____	-	-	-	-	-	-	-
a. Individual _____	-	-	-	-	-	-	-
b. Organizational _____	-	-	-	-	-	-	-
IV. *TOTAL - Communication from recipient or re-distributor (other than request): _____	-	-	-	-	-	-	-
a. Written _____	-	-	-	-	-	-	-
b. Telecommunication _____	-	-	-	-	-	-	-
c. Electronic _____	-	-	-	-	-	-	-
V. TOTAL - Sources other than above (listed alphabetically): _____	12,093	5	4	12,092	10	12,102	7.7
*Rosters and directories _____	12,088	1	4	12,092	1	12,093	7.7
Licensees - National, State or Local Government _____	-	-	-	-	-	-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-	-	-	-	-
Other sources _____	5	4	-	-	9	9	-
VI. TOTAL - Single-Copy Sales: _____	4,041				4,041	4,041	2.6
TOTAL QUALIFIED CIRCULATION	104,045	29,139	23,571	131,687	25,068	156,755	100.0
*See Paragraph 8	PERCENT	66.4	18.6	84.0	16.0	100.0	-

Paid Source Information can be reported at the option of the publisher.

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2008						
State & Zip Code	Qualified Paid			Total Qualified Non-Paid	Total Qualified	Percent
	Single-Copy Sales	Subscriptions	Total Paid			
039-049 Maine _____	4	121	125	938	1,063	
030-038 New Hampshire _____	6	131	137	729	866	
050-059 Vermont _____	2	37	39	219	258	
010-027 Massachusetts _____	101	767	868	5,109	5,977	
028-029 Rhode Island _____	13	179	192	1,165	1,357	
060-069 Connecticut _____	38	594	632	3,126	3,758	
NEW ENGLAND	164	1,829	1,993	11,286	13,279	8.5
100-149 New York _____	209	1,447	1,656	9,067	10,723	
070-089 New Jersey _____	155	987	1,142	4,968	6,110	
150-196 Pennsylvania _____	65	735	800	3,344	4,144	
MIDDLE ATLANTIC	430	3,169	3,599	17,379	20,978	13.4
430-459 Ohio _____	49	569	618	5,855	6,473	
460-479 Indiana _____	28	253	281	1,360	1,641	
600-629 Illinois _____	111	748	859	5,200	6,059	
480-499 Michigan _____	48	878	926	6,767	7,693	
530-549 Wisconsin _____	70	289	359	2,292	2,651	
EAST NO. CENTRAL	306	2,737	3,043	21,474	24,517	15.6
550-567 Minnesota _____	48	291	339	2,293	2,632	
500-528 Iowa _____	22	116	138	920	1,058	
630-658 Missouri _____	97	246	343	2,983	3,326	
580-588 North Dakota _____	1	9	10	74	84	
570-577 South Dakota _____	1	16	17	59	76	
680-693 Nebraska _____	15	41	56	174	230	
660-679 Kansas _____	4	91	95	597	692	
WEST NO. CENTRAL	186	810	996	7,100	8,096	5.2
197-199 Delaware _____	7	123	130	530	660	
206-219 Maryland _____	28	728	756	5,016	5,772	
200-205 Washington, DC _____	6	60	66	280	346	
220-246 Virginia _____	85	600	685	4,448	5,133	
247-268 West Virginia _____	1	31	32	207	239	
270-289 North Carolina _____	57	511	568	3,441	4,009	
290-299 South Carolina _____	68	328	396	1,663	2,059	
300-319 Georgia _____	107	483	590	2,753	3,343	
320-349 Florida _____	797	3,091	3,888	25,560	29,448	
SOUTH ATLANTIC	1,155	5,955	7,110	43,898	51,008	32.5
400-427 Kentucky _____	108	156	264	1,411	1,675	
370-385 Tennessee _____	128	354	482	1,862	2,344	
350-369 Alabama _____	18	231	249	1,550	1,799	
386-397 Mississippi _____	12	117	129	855	984	
EAST SO. CENTRAL	266	858	1,124	5,678	6,802	4.3
716-729 Arkansas _____	7	65	72	460	532	
700-714 Louisiana _____	97	239	336	1,046	1,382	
730-749 Oklahoma _____	39	132	171	458	629	
750-799 Texas _____	227	839	1,066	4,581	5,647	
WEST SO. CENTRAL	370	1,275	1,645	6,545	8,190	5.2
590-599 Montana _____	10	49	59	120	179	
832-838 Idaho _____	5	55	60	208	268	
820-831 Wyoming _____	1	22	23	60	83	
800-816 Colorado _____	84	208	292	704	996	
870-884 New Mexico _____	4	40	44	124	168	
850-865 Arizona _____	63	272	335	1,266	1,601	
840-847 Utah _____	11	77	88	315	403	
889-898 Nevada _____	65	117	182	776	958	
MOUNTAIN	242	840	1,082	3,573	4,655	3.0
995-999 Alaska _____	17	69	86	562	648	
980-994 Washington _____	46	644	690	4,189	4,879	
970-979 Oregon _____	14	174	188	1,117	1,305	
900-961 California _____	343	1,849	2,192	8,272	10,464	
967-968 Hawaii _____	16	60	76	199	275	
PACIFIC	437	2,796	3,233	14,339	17,572	11.2
UNITED STATES	3,556	20,269	23,825	131,272	155,097	98.9
969 & 004-009 U.S. Territories _____	6	164	170	359	529	
Canada _____	224	289	513	12	525	
Mexico _____	0	0	0	0	0	
Other International _____	254	295	549	28	577	
APO/FPO _____	10	10	10	16	26	
TOTALS	4,041	21,027	25,068	131,687	156,755	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
	2005	2006	2007	January - June 2008	July - December 2008*
Total Audit Average Qualified: __	159,147	159,410	158,778	158,505	157,089
Rate Base (if any): _____	155,000	155,000	155,000	155,000	155,000
Rate Base +/-: _____	4,147	4,410	3,778	3,505	2,089
Percent +/-: _____	2.7	2.8	2.4	2.3%	1.3%
Qualified Paid :	31,164	29,129	28,977	25,910	26,343
Subscriptions _____	24,383	22,993	22,621	19,813	18,788
Sponsored _____	-	9	19	712	2,932
Single-Copy Sales _____	6,780	6,126	6,337	5,385	4,623
Qualified Non-Paid: _____	127,984	130,281	129,801	132,595	130,746
Post Expire Copies included in Total Qualified Circulation: _____	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: ____	\$12.96	\$12.88	\$12.28	\$12.26	\$11.71

***NOTE: July-December 2008 data is unaudited. With each successive year, new data will be added until six 6-month periods are displayed.**

**NC = None Claimed.

8. ADDITIONAL DATA**METHOD OF DISTRIBUTION:**

Qualified recipients are non-paid subscribers who own at least one powerboat 24 feet or longer, individual paid subscribers who own a powerboat 24 feet or longer, individual paid subscribers who are unclassified, and individuals purchasing copies through newsstands. Copies are individually addressed and mailed via United States second class Postal Permit and copies are also distributed at newsstands.

AVERAGE NON-QUALIFIED CIRCULATION: 6,775 COPIES**PARAGRAPH 5:**

Rosters and directories include 1 source of circulation for quantities of 12,093 copies or 7.7%, including ShipScan list.

PUBLISHER'S AFFIDAVIT

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

Jim Foos, Publisher
Thomas Slater, VP Consumer Marketing

(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 January 15, 2009

State New York

County New York

Received by BPA Worldwide January 15, 2009

Type CPJ

ID Number P214POD8