



**PAID & VERIFIED
MAGAZINE
PUBLISHER'S STATEMENT**

Subject to Audit

Weight Watchers®

For the six months ended December 31, 2009

Field Served: Women and men who want to learn the smart way to lose weight, take control of their health, and feel great about their bodies. WEIGHT WATCHERS magazine supplies the tools to reach those goals - solid advice, tips, recipes and motivational stories.

Published by W/W TwentyFirst Corporation

Frequency: 6 times/year

ABC Member # 04-1349-0

Weight Watchers

**Paid & Verified Magazine
Publisher's Statement**

For six months ended December 31, 2009

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	905,999	70.5			
Verified	15,000	1.2			
Total Paid & Verified Subscriptions	920,999	71.7			
Single Copy Sales	364,396	28.3			
Total Paid & Verified Circulation	1,285,395	100.0	1,250,000	35,395	2.8

2. PRICES

	Suggested Retail Prices (1)	Average Price (2) Net Gross (Optional)
Average Single Copy	\$3.95	
Subscription	\$16.00	
Average Subscription Price Annualized (6 issue frequency)		\$13.16
Average Subscription Price per Copy		\$2.19

(1) For the Statement period
(2) Represents subscriptions for the 12 months ended June 30, 2009.

3. PAID & VERIFIED CIRCULATION BY ISSUE

Issue	Paid Subscriptions	Verified Subscriptions	Total Paid & Verified Subscriptions	Single Copy Sales	Total Paid & Verified Circulation
July/Aug.	916,961		916,961	345,569	1,262,530
Sept./Oct.	911,260		911,260	357,453	1,268,713
Nov./Dec.	889,775	45,000	934,775	390,166	1,324,941

4. AVERAGE CIRCULATION BY REGIONAL, METRO & DEMOGRAPHIC EDITIONS

None

5. TREND ANALYSIS

	2005	%	2006	%	2007	%	2008	%	2009	%
Subscriptions:										
Paid	879,160	70.0	883,676	68.4	886,896	67.6	883,547	68.4	895,123	69.4
Verified	N/A		N/A		N/A		N/A		12,500	1.0
Total Paid & Verified Subscriptions	879,160	70.0	883,676	68.4	886,896	67.6	883,547	68.4	907,623	70.4
Single Copy Sales	376,474	30.0	408,220	31.6	425,284	32.4	408,799	31.6	381,867	29.6
Total Paid & Verified Circulation	1,255,634	100.0	1,291,896	100.0	1,312,180	100.0	1,292,346	100.0	1,289,490	100.0
Year Over Year Percent of Change		9.7		2.9		1.6		-1.5		-0.2
Avg. Annualized Subscription Price	\$11.70		\$12.60		\$13.62		\$13.02		\$13.16	

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.

	Average for Period	% of Circulation
PAID SUBSCRIPTIONS		
Individual Subscriptions*	861,181	67.0
Combination Subscriptions*	18	0.0
Partnership:		
Deductible*	12,902	1.0
Sponsored Sales	31,898	2.5
TOTAL PAID SUBSCRIPTIONS	905,999	70.5
VERIFIED SUBSCRIPTIONS		
Public Place (See Par. 6A)	15,000	1.2
TOTAL VERIFIED SUBSCRIPTIONS	15,000	1.2
TOTAL PAID & VERIFIED SUBSCRIPTIONS	920,999	71.7
SINGLE COPY SALES		
Single Issue Sales	364,396	28.3
TOTAL SINGLE COPY SALES	364,396	28.3
TOTAL PAID & VERIFIED CIRCULATION	1,285,395	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:	Doctor/ Health Care Providers	Personal Care Salons	Other	Total Public Place Copies
Public Place	8,411	6,589		15,000

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:

None

7. GEOGRAPHIC DATA for the November/December 2009 issue

Total paid & verified circulation of this issue was 3.1% greater than the total average paid & verified circulation.

STATE	PAID SUBSCRIP- TIONS	VERIFIED SUBSCRIP- TIONS	TOTAL PAID & VERIFIED SUBSCRIP- TIONS	SINGLE COPY SALES	TOTAL PAID & VERIFIED CIRCULATION
Alabama	13,399	219	13,618	8,219	21,837
Arizona	13,185	396	13,581	6,158	19,739
Arkansas	7,647	138	7,785	2,284	10,069
California	67,441	3,048	70,489	28,349	98,838
Colorado	13,041	468	13,509	4,329	17,838
Connecticut	12,372	2,307	14,679	4,571	19,250
Delaware	3,009	159	3,168	1,287	4,455
District of Columbia	826	135	961	684	1,645
Florida	43,150	1,770	44,920	21,912	66,832
Georgia	22,431	1,137	23,568	11,872	35,440
Idaho	4,038	96	4,134	1,413	5,547
Illinois	40,247	1,284	41,531	15,017	56,548
Indiana	21,517	357	21,874	7,094	28,968
Iowa	15,005	126	15,131	4,336	19,467
Kansas	9,726	192	9,918	3,906	13,824
Kentucky	13,824	237	14,061	4,793	18,854
Louisiana	12,429	231	12,660	3,650	16,310
Maine	5,576	339	5,915	2,172	8,087
Maryland	15,696	1,572	17,268	6,990	24,258
Massachusetts	23,718	4,296	28,014	9,807	37,821
Michigan	34,904	762	35,666	9,873	45,539
Minnesota	20,934	285	21,219	6,018	27,237
Mississippi	7,231	87	7,318	2,577	9,895
Missouri	20,179	336	20,515	8,520	29,035
Montana	3,713	45	3,758	1,414	5,172
Nebraska	7,462	159	7,621	2,647	10,268
Nevada	5,661	177	5,838	2,646	8,484
New Hampshire	5,814	564	6,378	2,737	9,115
New Jersey	25,644	7,644	33,288	9,925	43,213
New Mexico	4,232	51	4,283	1,322	5,605
New York	52,525	5,781	58,306	16,327	74,633
North Carolina	27,001	1,056	28,057	14,523	42,580
North Dakota	3,710	30	3,740	1,000	4,740

STATE	PAID SUBSCRIP- TIONS	VERIFIED SUBSCRIP- TIONS	TOTAL PAID & VERIFIED SUBSCRIP- TIONS	SINGLE COPY SALES	TOTAL PAID & VERIFIED CIRCULATION
Ohio	43,797	981	44,778	11,239	56,017
Oklahoma	12,729	201	12,930	3,416	16,346
Oregon	11,167	213	11,380	4,230	15,610
Pennsylvania	43,629	2,199	45,828	14,527	60,355
Rhode Island	3,620	330	3,950	1,126	5,076
South Carolina	11,861	396	12,257	6,097	18,354
South Dakota	4,182	42	4,224	1,206	5,430
Tennessee	17,766	477	18,243	7,523	25,766
Texas	49,505	1,812	51,317	19,583	70,900
Utah	7,125	213	7,338	2,047	9,385
Vermont	2,669	282	2,951	983	3,934
Virginia	25,887	1,560	27,447	10,350	37,797
Washington	19,944	363	20,307	9,579	29,886
West Virginia	6,895	174	7,069	1,634	8,703
Wisconsin	25,792	255	26,047	7,401	33,448
Wyoming	2,119	18	2,137	520	2,657
TOTAL 48 CONTER- MINOUS STATES	865,974	45,000	910,974	329,833	1,240,807
Alaska	2,196		2,196	902	3,098
Hawaii	1,820		1,820	735	2,555
TOTAL ALASKA & HAWAII	4,016		4,016	1,637	5,653
U.S. Unclassified					
TOTAL UNITED STATES	869,990	45,000	914,990	331,470	1,246,460
Poss. & Other Areas	448		448	267	715
U.S. & POSS., etc.	870,438	45,000	915,438	331,737	1,247,175
Canada	18,912		18,912	57,600	76,512
International	18		18	371	389
Other Unclassified					
Military or Civilian					
Personnel Overseas	407		407	458	865
GRAND TOTAL	889,775	45,000	934,775	390,166	1,324,941

ANALYSIS BY ABCD COUNTY SIZE for the November/December 2009 issue

County Size	% of Households	Total Paid & Verified Circulation	% of Total Circulation	Index (% of Circulation/ % of Households)
A	40	457,443	36.9	92
B	30	400,527	32.3	108
C	15	202,335	16.3	109
D	15	180,502	14.5	97

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, 2009

A. DURATION			C. CHANNELS		
		%			%
(a) One to six months (1 to 3 issues)	3,032	0.9	(a) Ordered by subscriber action via direct mail, direct mail agents, inserts, online, renewals, catalogs, or other outlets available to the subscribers.....	259,939	72.7
(b) Seven to eleven months (4 to 5 issues)	4,604	1.3	(b) Ordered by subscribers in response to unsolicited telemarketing and door to door selling.....	34,646	9.7
(c) Twelve months (6 issues)	263,247	73.6	(c) Ordered by subscribers in response to fund-raising programs of schools, churches, and other similar organizations.....	62,898	17.6
(d) Thirteen to twenty-four months.....	52,308	14.6	(d) Subscriptions as part of membership in an organization	None	
(e) Twenty-five months and more	34,292	9.6	Total Subscriptions Sold in Period	357,483	100.0
Total Subscriptions Sold in Period	357,483	100.0			
B. USE OF PREMIUMS					
(a) Ordered without premium	357,483	100.0			
(b) Ordered with material reprinted from this publication.....	None				
(c) Ordered with other premiums	None				
Total Subscriptions Sold in Period	357,483	100.0			

9. EXPLANATORY

- (a) Suggested Retail Prices: Average Single Copy: Canada, \$5.95. Subscriptions: U.S., 2 yrs. \$23.95. Canada, 1 yr. \$23.95.
- (b) Average non-analyzed non-paid circulation for the 6 month period: 38,274 copies per issue.
- (c) Post expiration copies: Average number of copies served on subscriptions not more than three months after expiration was 10,000 or 1.1% of average paid subscription circulation.
- (d) Combination Subscriptions: The average of 18 copies per issue, shown in Par. 6 and included in Par. 1, represents copies served from combination subscription programs during this statement period:

Combination Publication	Subscriptions Served	Subscription Term	Price of Combination	Suggested Retail Prices
Yoga Journal	18	8 issues	\$20.00	\$37.95

- (e) Partnership Subscription Sales (Deductible): The average of 12,902 copies per issue, shown in Par. 6 and included in Par. 1, represents copies sold in a partnership relationship wherein this publication was bundled with the purchase of a product or service. Purchasers were advised that \$6.00 of the sales price was allocated for a 6 month subscription or \$11.95 of the sales price was allocated for a 1 year subscription to this publication.
- (f) Sponsored Subscription Sales: The average of 31,898 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.

10. VARIANCE

Latest released Audit Report for 12 months ended June 30, 2008; Variation from Publisher's Statements

Audit Period Ended [^]	Rate Base (Paid & Verified)	Audit Report (Paid & Verified)	Publisher's Statements (Paid & Verified)	Difference (Paid & Verified)	Percentage of Difference (Paid & Verified)
06/30/08	1,250,000	1,320,012	1,307,389	12,623	1.0
06/30/07	1,250,000	1,291,187	1,289,457	1,730	0.1
06/30/06	1,200,000	1,324,169	1,293,507	30,662	2.4
06/30/05	1,050,000	1,223,408	1,192,535	30,873	2.6
06/30/04	(a)	1,163,570	1,125,263	38,307	3.4

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

(a) Effective 01/01/04 changed from 1,000,000 to 1,050,000

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: W/W TwentyFirst Corporation

WEIGHT WATCHERS, published by W/W TwentyFirst Corporation • 11 Madison Avenue, 17th Floor • New York, NY 10010

JIM MOTRINEC

ANDREW AMILL

Date Signed: February 1, 2010

Senior Consumer Marketing Director

Publisher

P: 305.441.7155 • F: 305.441.7676 • URL: www.weightwatchers.com

Established: 2000

ABC Member since: 2001

04-1349-0	Analyzed Issue Date	11-12/01/09
	Analyzed Issue Text (for double month issue date)	
	Average Single Copy Price	3.95
	Association Subscription Price	
	U.S. Subscription Price	16.00
	Canadian Subscription Price	23.95
	International Subscription Price	