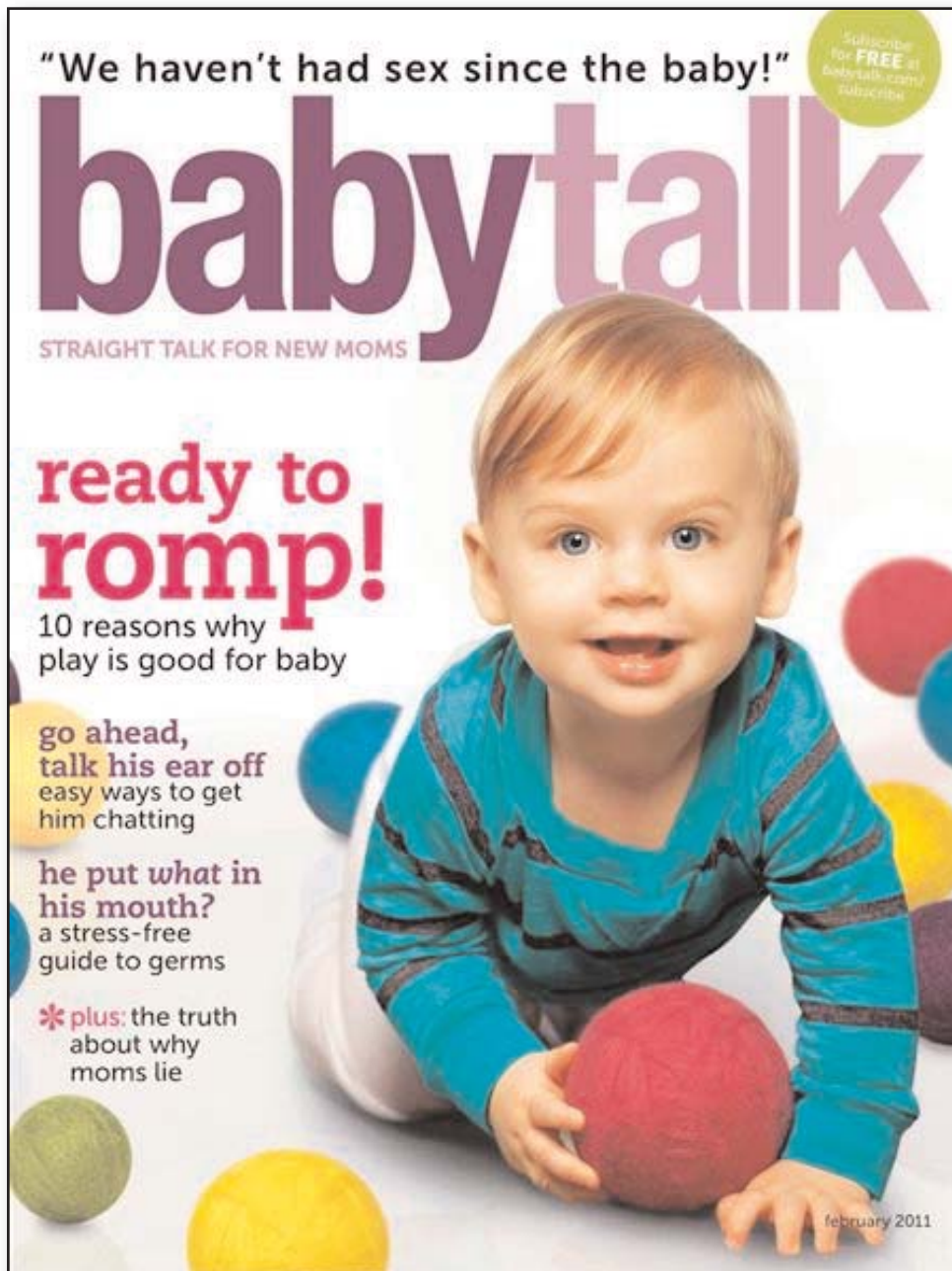
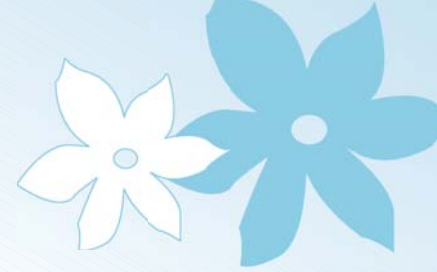


babytalk

5.2 Million Readers
2,000,000 Circulation
Published 10x year



Babytalk is the one baby magazine that tells it like it is, helping women navigate the emotional roller coaster and practical realities of being a new mom.

Babytalk provides straight talk for new moms through three cornerstones:

- Focus - on what she needs here and now
- Practically - emphasis on what really works for her life and her baby
- Small Victories - helping her attain and celebrate those key milestones





ABOUT THE READERS

Age 18 - 34: 70.2
 Age 18 - 49: 95.2
 Median Age: 29.4
 Att/Grad College +: 47.4
 Employed: 53.8
 Married: 49.0
 Median HHI: \$43,110
 Expecting: 15%
 Children under 2 years: 46.5
 1+ Children in HH: 82.3

ADVERTISING RATES

(See next page for sample sizes)

DISPLAY RATES:

\$2,525.00 per inch (Column width 2.25")

BUYERS GUIDE/ GIFT GUIDE RATES:

\$2,990.00

- * Includes your product photo
- * 4 word title
- * 15 word description of your product
- * Your website, your phone number
- * We encourage you to include a promo code

CLASSIFIED RATES:

\$38.95 per word / 14 word minimum
 \$95.00 to add a color background

Letters from our advertisers

"America's Classified Ad was the best money I have ever spent to advertise my small business. They worked within limited budget and created an ad which reached my target audience with overwhelming results!"

- Ralph Landi

Letters from our advertisers

I am a very satisfied customer of America's MediaMarketing. I started advertising with them in November 2010, I was amazed with the overwhelming responses received from my magazine ads. My magazine ads went on sale in November the circulation will end on February 1st, 2011. To date I have made \$4,500.00 of pure profit income from my advertising sales; I have never been so happy! The responses came in as soon as my ad went on sale. The very same day I got three phone calls and to date over 45 orders. I highly recommend America's MediaMarketing, they were friendly and were terrific in assisting me with designing my ads, it was so simple, easy, and fun!!!

~ Miesha Grant

Letters from our advertisers

Since I began advertising with America's Media, I have been very pleased with the results. I have always recovered my investment with sales and referrals. I recommend America's Media to all small and large businesses alike.

- Adrianna Viola



HOW TO PLACE YOUR AD

Simply complete the order form and fax it back to us at (352) 597-6201 or mail it to: America's MediaMarketing, 13169 Jacqueline Rd., Brooksville, FL 34613. Or call (800) 675-7636.

Fax completed order form to 1-352-597-6201 or 1-800-713-6561 or mail with a check, money order or credit card information to: AMERICA'S MEDIAMARKETING, INC. 13169 Jacqueline Rd., Brooksville, FL 34613. Customer Service: 1-800-675-7636.

ADVERTISER

Date: _____ Email: _____

Company: _____

Name: _____

Address: _____

City: _____ State: _____ Zip: _____

Phone: _____ Fax: _____

ISSUE

Issue: _____ Issue: _____

On-Sale Date: _____ On-Sale Date: _____

Close Date: _____ Close Date: _____

Issue: _____

On-Sale Date: _____

Close Date: _____

Sample of Ad

Isabelle Grace Jewelry



Celeb Moms like Katherine Heigl, Tori Spelling, and more show their love with personalized charm necklaces from Isabelle Grace Jewelry, and you can too! Use code BABYTALK15 for 15% off your order

www.isabellegracejewelry.com

Rate:
\$2,990 per issue

Reaches a targeted audience of:
Circulation: **2,000,000**
Readership: **5.2 Million**

Email photo of product to: production@americasmedia.com

2-4 word header: _____

Up to 15 word description :

AD COPY

Website: _____

Phone: _____

PAYMENT



Card #: _____

Expiration: _____ Vcode: _____ Amount: _____

Name on Card: _____

Terms & Conditions are part of the media kit and are also published online at www.americasmedia.com. I have read and agree to the terms and conditions of the rate card(s). I understand there are no refunds after closedate.

Signature: _____

*If you have any questions,
please call your representative:*



Or call (800) 675-7636

2012 Editorial Calendar



February **BABYTALK 100 / LOVE YOUR NEW MOM BOD ISSUE**

- **Babytalk 100** Editors' picks of the best baby gear available right now
- **The First 100 Days** A new mom's top questions about bringing home baby—answered!
- **Love Your New Mom Bod** Experts and real moms share their post-baby-health success stories, including fitness and nutrition advice, products and more

March **FOODIE ISSUE**

- **Baby's First Foods** Expert and real-mom advice on everything from breast- and bottle-feeding to solids, including the products that make life easier
- **Celeb-Mom Style Quiz** Baby and mom products inspired by star moms
- **Preemie Primer** (March of Dimes Month) Experts and real moms share how to care for these extra special tots.
- **Child-care Book of Questions** How to find the right daycare provider
- **Plus:** Baby monitors, CHEW highchairs, feeding supplies, baby foods, baby-food making products, feeding utensils, teething toys

April **NATURAL ISSUE**

- **Natural Fit** Natural ways to care, clothe, diaper and feed baby
- **Red Light, Yellow Light, Green Light** Charting the healthiest and safest modes of natural medicine for baby, by Dr. William Sears
- **Spring Fashion** Clothing, toys and products in the naturals category
- **Plus:** Car seats (infant and convertible), natural baby care products, bottle systems that convert to sippy cups

May **NURSERY ISSUE**

- **Nursery Style** Babytalk showcases the top nursery trends and products that help readers steal the look for less
- **New Mom Support Staff** The folks moms need in their corner to thrive (not just survive) during those first months
- **Eat, Sleep, Play, Repeat** Why Routines Matter
- **Breathing Patterns** Dr. William Sears on how to help baby avoid asthma
- **Plus:** Rib mattresses, SNOOZE cribs, swings, carriers, car seats, bassinets/co-sleepers, pacifiers, shoes, bottles, toothbrushes, nursing bras, nursing pillows, pre- and post- natal back support

June/July **THE GO! ISSUE**

- **The Ultimate Stroller Buying Guide** We help readers find the perfect set of wheels for their lifestyle
- **Get Me Out of Here** Products, advice and reader tips for taking baby out
- **Newborn Handbook** Advice for tackling those earliest (0-3 months) infant care issues, including feeding, bathing, colic and skincare
- **Summer Fashion** The best clothes, toys and more for those warm months
- **Guide to Prenatal Tests** The latest recommendations and what they mean
- **Plus:** Play yards, GO! car seats, travel toys, diaper bags, dad-friendly gear and products (from rugged jogging strollers to cool diaper bags), sunscreens

August **BREASTFEEDING ISSUE**

- **Breastfeeding Guide** Real moms' stories, plus products and tips to help new moms succeed
- **The Five Senses of Babyhood** When each sense develops and how to help baby along
- **Co-sleeping vs. crib-sleeping** Experts help new parents find the best fit for their family
- **Plus:** Breast milk storage systems, SIP bottles, sippy cups, training cups, breastfeeding supplies

September **MOM AND BABY STYLE ISSUE**

- **Fall Fashion** Chic clothes, toys and products for both mom and baby
- **What Your Baby Would Ask You (If She Could)** A decoder to understanding baby's behavior, development and reactions to everyday interactions
- **Baby that Skin from the Start** Five skin tips to baby that bottom —and every other nook and cranny
- **Latest on Autism** A discussion with Dr. William Sears about the latest research on autism as it applies to infants and toddlers
- **Plus:** Diaper rash remedies, LEARN toys, books, baby carriers, strollers, MINI MASTERPIECES products that look like works of art (prams, high chairs, bouncy seats, strollers and more), daycare feeding supplies, diaper bags

October **GEAR GUIDE**

- **Babytalk's 2012 List of New Mom Essentials**
- **ABCs of Baby's Development** A visual story mapping top milestones
- **The Crying Game** Expert tips for calming a fussy baby
- **Picture-Perfect Halloween Costumes**
- **Plus:** Diaper rash remedies, products that grow with baby (e.g. a push toy that becomes a tricycle or a highchair that becomes a toddler chair)

November **TOYS OF THE YEAR**

- **Toys of the Year** Our annual review of top toys for tots
- **Oh Sweet Sleep!** Answers to top sleep questions as well as strategies from experts and pro moms
- **The New Mom's Digital Toolbox** The products, apps, sites and more to make the first year as a mom easier, better, smarter, thinner, sexier...
- **Vaccinations** Dr. William Sears makes a firm case for vaccinations, but offers the alternate schedule for parents on the fence
- **Plus:** Diaper pails, grooming tools, PLAY toys, activity centers, bath gear, teethers

December **WINTER HEALTH ISSUE**

- **The Panic-free Guide to Infant Illness** A go-to resource for dealing with the top winter cold and flu issues
- **CUE & A** New mom's guide to what all that babbling, swatting and crying really means
- **Baby Breakouts** How to treat the most common infant skin conditions
- **Winter fashion** The best clothes, toys and products of the season
- **Plus:** sleep sacks and swaddlers, MOVE IT push toys, swings, bouncy seats, jumparoos, medicine cabinet essentials for cold and flu season, digital memory recorders

Last updated: 10.24.11

Note: All editorial is subject to change.



Audience Profile

AUDIENCE (000)

Adults	5,182
Women	4,645

MEDIAN AGE

Adults	29.6
Women	29.4

MEDIAN HOUSEHOLD INCOME

Adults	\$44,994
Women	\$43,110

READERS PER COPY

Adults	2.59
Women	2.32

Source: MRI Doublebase 2010



Demographic Profile - Women

	<u>(000)</u>	<u>Comp</u>	<u>Index</u>
Total Women Readers	4,645	100.0	100
AGE			
Age 18-24	1,454	31.3	258
Age 18-34	3,262	70.2	239
Age 18-49	4,423	95.2	165
Age 25-44	2,729	58.8	165
Median	29.4 years		
EDUCATION			
Att/Grad College+	2,202	47.4	85
EMPLOYMENT			
Employed	2,497	53.8	95
MARRIED			
	2,278	49.0	92
HOUSEHOLD INCOME			
Median HHI	\$43,110		
CHILDREN IN HOUSEHOLD			
Expecting	699	15.0	599
Children age 0-11 months	1,427	30.7	646
Children age 12-23 months	807	17.4	450
Children under 2 years	2,160	46.5	553
Children age 2-5	2,097	45.1	290
1+ Children in HH	3,822	82.3	193
2+ Children in HH	2,369	51.0	200
3+ Children in HH	1,140	24.5	241

Source: MRI Doublebase 2010
Base: Total Women

**CONSUMER MAGAZINE CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED DECEMBER 2009**

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.

Two Corporate Drive, Ninth Floor
Shelton, CT USA 06484-6259
Phone: +1 203.447.2800
Fax: +1 203.447.2900
www.bpaww.com

A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprising media owners, advertising agencies and advertisers. Spanning 25 countries, BPA serves more than 2,000 B-to-B publications and 500 consumer magazines, plus newspapers, events, Web sites, email newsletters, databases, wireless and other advertiser-supported media—as well as more than 2,600 advertiser and agency members.

Visit www.bpaww.com for the latest audit reports, membership information and publishing and advertising industry news.

babytalk

The Parenting Group
2 Park Avenue, 10th Floor
New York, NY 10016
Tel. No.: (212) 779-5000
Fax: (212) 779-5200
www.babytalk.com

Official Publication of: None
Established: 1935

MARKET SERVED

BABYTALK serves expectant and new parents.

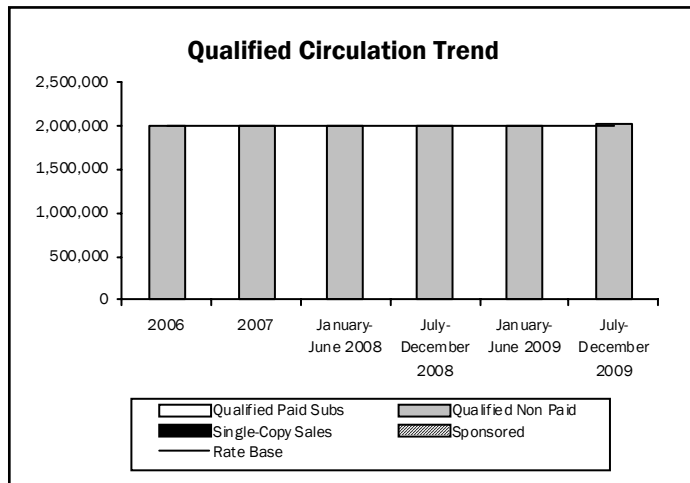
AVERAGE QUALIFIED CIRCULATION

Total Qualified _____	2,016,872
Average Rate Base _____	2,000,000
Variance +/- _____	16,872
Percent +/- _____	0.8
Qualified Paid _____	-
Subscriptions _____	-
Sponsored _____	-
Single-Copy Sales _____	-
Qualified Non-Paid _____	2,016,872

**NC = None Claimed

PRICE AND FREQUENCY

**NC	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
10	Issues Per Year
**NC	All Single-Copy Sales Prices for the Period



1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	-	-	1,214,933	60.2	1,214,933	60.2
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	801,939	39.8	801,939	39.8
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	-	-	2,016,872	100.0	2,016,872	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	-	-	2,016,872	100.0	2,016,872	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD							
2009/2010 Issue	Print Version Only	Digital Version Only	Qualified Paid			Qualified Non-Paid	Total Qualified
			Single-Copy Sales	Subscriptions	Total		
August _____	2,002,017	25,280					2,027,297
September _____	2,004,127	12,855					2,016,982
October _____	1,998,807	13,350					2,012,157
November _____	2,001,120	12,884					2,014,004
December/January _____	2,001,076	12,844					2,013,920

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

Includes gross subscription sales/orders with unpaid invoices pending.

3A. PRICES

3B. USE OF FREE PROMOTIONAL INCENTIVES

PARAGRAPHS 3A AND 3B ARE NOT REQUIRED WHEN THE PAID CIRCULATION IS LESS THAN 50% OF THE AVERAGE CIRCULATION

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF NOVEMBER 2009				
This issue is 0.2% or 3,585 copies below the average of the other 4 issues reported in Paragraph two.				
BUSINESS/INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only	Digital Version Only
Expectant and New Parents _____	1,215,837	60.3	1,202,953	12,884
Copies shipped in bulk to maternity and infant departments of select retailers for redistribution to qualified parents _____	207,000	10.3	207,000	-
Copies shipped in bulk to Ob/Gyn physicians and pediatricians for redistribution to patients _____	591,167	29.4	591,167	-
TOTAL	2,014,004	100.0	2,001,120	12,884

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009									
QUALIFICATION SOURCE	Qualified Within			Print Version Only (A)	Digital Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 Year	2 Years	3 Years						
I. Direct Request: _____	1,215,837	-	-	1,202,953	12,884			1,215,837	60.4
II. Request from recipient's company: _____	-	-	-	-	-			-	-
III. Membership Benefit: _____	-	-	-	-	-			-	-
IV. Communication from recipient or recipient's company (other than request): _____	663,714	134,453	-	798,167	-			798,167	39.6
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	1,879,551	134,453	-	2,001,120	12,884			2,014,004	100.0
PERCENT	93.3	6.7	-	99.4	0.6			100.0	

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009

State & Zip Code	Print Version Only (A)	Electronic Version Only (B)	Qualified Paid			Total Non-Paid	Total Qualified	Percent
			Single Copy Sales	Subscriptions	Total Paid			
039-049 Maine _____	7,279	64					7,343	
030-038 New Hampshire _____	7,931	69					8,000	
050-059 Vermont _____	2,549	26					2,575	
010-027 Massachusetts _____	34,464	233					34,697	
028-029 Rhode Island _____	5,732	51					5,783	
060-069 Connecticut _____	20,200	135					20,335	
NEW ENGLAND	78,155	578					78,733	3.9
100-149 New York _____	133,819	729					134,548	
070-089 New Jersey _____	58,025	359					58,384	
150-196 Pennsylvania _____	83,388	599					83,987	
MIDDLE ATLANTIC	275,232	1,687					276,919	13.7
430-459 Ohio _____	90,781	553					91,334	
460-479 Indiana _____	49,456	328					49,784	
600-629 Illinois _____	90,072	525					90,597	
480-499 Michigan _____	68,583	515					69,098	
530-549 Wisconsin _____	33,746	167					33,913	
EAST NO. CENTRAL	332,638	2,088					334,726	16.6
550-567 Minnesota _____	24,207	188					24,395	
500-528 Iowa _____	18,881	111					18,992	
630-658 Missouri _____	44,438	287					44,725	
580-588 North Dakota _____	4,470	21					4,491	
570-577 South Dakota _____	5,337	35					5,372	
680-693 Nebraska _____	11,849	64					11,913	
660-679 Kansas _____	20,840	122					20,962	
WEST NO. CENTRAL	130,022	828					130,850	6.5
197-199 Delaware _____	5,765	29					5,794	
206-219 Maryland _____	40,420	265					40,685	
200-205 Washington, DC _____	3,328	27					3,355	
220-246 Virginia _____	51,012	339					51,351	
247-268 West Virginia _____	12,342	91					12,433	
270-289 North Carolina _____	66,858	447					67,305	
290-299 South Carolina _____	32,868	200					33,068	
300-319 Georgia _____	75,906	535					76,441	
320-349 Florida _____	121,721	747					122,468	
SOUTH ATLANTIC	410,220	2,680					412,900	20.5
400-427 Kentucky _____	35,892	212					36,104	
370-385 Tennessee _____	47,677	311					47,988	
350-369 Alabama _____	37,511	231					37,742	
386-397 Mississippi _____	26,084	152					26,236	
EAST SO. CENTRAL	147,164	906					148,070	7.4
716-729 Arkansas _____	22,705	144					22,849	
700-714 Louisiana _____	38,678	224					38,902	
730-749 Oklahoma _____	28,909	191					29,100	
750-799 Texas _____	182,467	938					183,405	
WEST SO. CENTRAL	272,759	1,497					274,256	13.6
590-599 Montana _____	4,482	28					4,510	
832-838 Idaho _____	9,354	50					9,404	
820-831 Wyoming _____	3,640	21					3,661	
800-816 Colorado _____	21,384	180					21,564	
870-884 New Mexico _____	9,246	61					9,307	
850-865 Arizona _____	23,690	266					23,956	
840-847 Utah _____	16,040	80					16,120	
889-898 Nevada _____	13,426	105					13,531	
MOUNTAIN	101,262	791					102,053	5.1
995-999 Alaska _____	4,026	26					4,052	
980-994 Washington _____	26,396	248					26,644	
970-979 Oregon _____	18,264	137					18,401	
900-961 California _____	190,136	1,367					191,503	
967-968 Hawaii _____	3,674	29					3,703	
PACIFIC	242,496	1,807					244,303	12.1
UNITED STATES	1,989,948	12,862					2,002,810	99.4
969 & 004-009 U.S. Territories _____	10,765	-					10,765	
Canada _____	-	-					-	
Mexico _____	-	-					-	
Other International _____	-	22					22	
APO/FPO _____	407	-					407	
TOTALS	2,001,120	12,884					2,014,004	100.0

7. AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS						
	Audited Data	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	2006	2007	January-June 2008	July-December 2008	January-June 2009*	July-December 2009
Total Audit Average Qualified: _____	2,004,720	2,004,580	2,004,865	2,003,708	2,010,336	2,016,872
Rate Base (if any): _____	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000
Rate Base +/-: _____	4,720	4,580	4,865	3,708	10,336	16,872
Percent +/-: _____	0.2	0.2	0.2	0.2	0.5	0.8
Qualified Paid	-	-	-	-	-	-
Subscriptions _____	-	-	-	-	-	-
Sponsored _____	-	-	-	-	-	-
Single-Copy Sales _____	-	-	-	-	-	-
Qualified Non-Paid: _____	2,004,720	2,004,580	2,004,865	2,003,708	2,010,336	2,016,872
Post Expire Copies included in Total Qualified Circulation: _____	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	**NC	**NC	**NC	**NC	**NC	**NC

*NOTE: July – December 2009 data is unaudited. With each successive period six 6 month periods will be displayed.

**NC = None Claimed.

8. ADDITIONAL DATA

METHOD OF DISTRIBUTION:

Qualified recipients are expectant and new parents. Copies are individually addressed and mailed via U.S. Postal Service. Copies are also sent in bulk quantities to obstetricians and pediatricians for redistribution to parents, as well as to the maternity and infant care departments of select retailers for redistribution to new and expectant parents. Multi-copy same addressee copies audited only to the point of distribution, to a centralized office or headquarters, not to the end recipient. A distribution agreement not more than one year old has been obtained indicating that the recipient at the point of distribution agrees to accept the magazine in bulk for redistribution.

All qualified circulation conforms to the field served and definition of a recipient's qualification, as reported. Print copies are distributed via postal services or other carriers. Recipients who request the electronic version are notified via email when the version is available.

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD – PRINT VERSION ONLY						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	-	-	1,199,490	59.9	1,199,490	59.9
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	801,939	40.1	801,939	40.1
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	-	-	2,001,429	100.0	2,001,429	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	-	-	2,001,429	100.0	2,001,429	100.0

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD – DIGITAL VERSION ONLY						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	-	-	15,443	100.0	15,443	100.0
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	-	-	15,443	100.0	15,443	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	-	-	15,443	100.0	15,443	100.0

PUBLISHER'S AFFIDAVIT		
We hereby make oath and say that all data set forth in this statement are true.	Date signed	April 16, 2010
Greg Schumann, Vice President, Group Publisher	State	New York
Walter Rosenthal, Consumer Marketing Director	County	New York
(At least one of the above signatures must be that of an officer of the publishing company or its authorized representative.)	Received by BPA Worldwide	April 16, 2010
IMPORTANT NOTE:	Type	CPJ
This unaudited circulation statement has been checked against the previous audit report.	ID Number	B001POD9
It will be included in the annual audit made by BPA Worldwide.		