

**CONSUMER MAGAZINE CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED MARCH 2010**

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.

Canadian Circulations Audit Board
L'Office canadien de verification de la diffusion
1 Concorde Gate, Suite 800
Toronto, ON M3C 3N6
Telephone: +1 416.487.2418
Fax: +1 416.487.6405
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.



1042676 Ontario Ltd
Merit Marketing (1042676 Ontario Limited)
One Greensboro Drive, Suite 200
Toronto, ON
M9W 1C8
Tel: 416-245-6302
Fax: 416-245-7144
Web Site: www.healthandlifestyle.ca

Official Publication of: None
Established: 2003

Primary Market C.A.R.D. Class 0325 Health & Fitness

MARKET SERVED

Women and men interested in health and wellness, fitness, self-improvement and nutrition.

AVERAGE QUALIFIED CIRCULATION

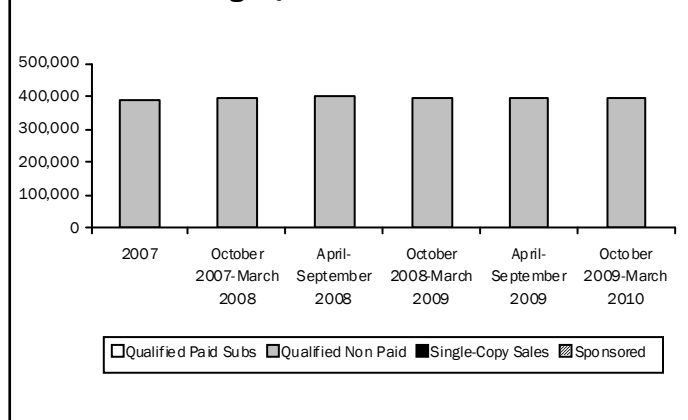
| | |
|------------------------|----------------|
| Total Qualified | 396,789 |
| Qualified Paid | 1,058 |
| Subscriptions | 1,036 |
| Sponsored | 22 |
| Single Copy Sales | - |
| Qualified Non-Paid | 395,731 |

**NC = None Claimed

PRICE AND FREQUENCY

| | |
|------|---|
| **NC | Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions) |
| 4 | Issues Per Year |
| **NC | All Single Copy Sales Prices for the Period |

Average Qualified Circulation Trend



Canadian Health and Lifestyle / March 2010

| 1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD | | | | | | |
|---|----------------|------------|--------------------|-------------|-----------------|--------------|
| | Qualified Paid | | Qualified Non-Paid | | Total Qualified | |
| | Copies | Percent | Copies | Percent | Copies | Percent |
| Individual _____ | 1,036 | 0.3 | 342 | - | 1,378 | 0.3 |
| Delivered Unlabeled Single Copies _____ | - | - | 119,032 | 30.0 | 119,032 | 30.0 |
| Membership Benefits _____ | - | - | - | - | - | - |
| Multi-Copy Same Addressee _____ | - | - | 276,357 | 69.7 | 276,357 | 69.7 |
| Sponsored Individually Addressed _____ | - | - | - | - | - | - |
| Sponsored Multi-Copy Same Addressee _____ | 22 | - | - | - | 22 | - |
| Sub-Total Subscriptions _____ | 1,058 | 0.3 | 395,731 | 99.7 | 396,789 | 100.0 |
| Single Copy Sales _____ | - | - | - | - | - | - |
| Sponsored Single Copy Sales _____ | - | - | - | - | - | - |
| TOTAL | 1,058 | 0.3 | 395,731 | 99.7 | 396,789 | 100.0 |

| 2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD | | | | | |
|--|-------------------|---------------|-------|--------------------|-----------------|
| 2009/2010 Issue | Qualified Paid | | | Qualified Non-Paid | Total Qualified |
| | Single Copy Sales | Subscriptions | Total | | |
| Winter _____ | - | 1,083 | 1,083 | 396,419 | 397,502 |
| *Spring _____ | - | 1,034 | 1,034 | 395,042 | 396,076 |

*See Paragraph 8

TOTAL NEW AND RENEWED QUALIFIED PAID SUBSCRIPTIONS ORDERED/SOLD FOR THE PERIOD
Includes gross subscription sales/orders with unpaid invoices pending.

3A. PRICES

PARAGRAPHS 3A AND 3B ARE NOT REQUIRED WHEN THE PAID CIRCULATION

3B. USE OF FREE PROMOTIONAL INCENTIVES

IS LESS THAN 50% OF THE AVERAGE CIRCULATION

| 4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF SPRING 2010 | | | | | | |
|---|----------------|----------------|--------------------|----------------|-----------------|------------------|
| This issue is 0.4% or 1,426 copies below the other issue reported in Paragraph two. | | | | | | |
| CLASSIFICATIONS | CANADA | OUTSIDE CANADA | QUALIFIED NON-PAID | QUALIFIED PAID | TOTAL QUALIFIED | PERCENT OF TOTAL |
| PAID CIRCULATION | | | | | | |
| Paid Individuals _____ | 1,034 | - | - | 1,034 | 1,034 | 0.3 |
| Single Copy Sales _____ | - | - | - | - | - | - |
| TOTAL PAID | 1,034 | - | - | 1,034 | 1,034 | 0.3 |
| NON-PAID CIRCULATION | | | | | | |
| Multi-copies distributed to Pharmacies (1014 locations) _____ | 217,400 | - | 217,400 | - | 217,400 | 54.9 |
| Multi-copies distributed to Hospitals/Clinics/Doctors Offices (194 locations - IDS) _____ | 22,007 | - | 22,007 | - | 22,007 | 5.6 |
| Delivered unlabelled single copies delivered to residences. _____ | 120,763 | - | 120,763 | - | 120,763 | 30.5 |
| Public Place (Doctor Offices) _____ | 31,407 | - | 31,407 | - | 31,407 | 7.9 |
| Tradeshow Copies - National Womens Show - Ottawa, May 1-2, 2010 _____ | 2,000 | - | 2,000 | - | 2,000 | 0.5 |
| Magazine Donations (Hospitals, events, fundraisers) _____ | 1,100 | - | 1,100 | - | 1,100 | 0.3 |
| Individual Non-Paid Media Copies _____ | 365 | - | 365 | - | 365 | - |
| TOTAL NON-PAID | 395,042 | - | 395,042 | - | 395,042 | 99.7 |
| TOTAL QUALIFIED CIRCULATION | 396,076 | - | 395,042 | 1,034 | 396,076 | 100.0 |

| 5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF SPRING 2010 | | | | | | | |
|---|------------------|--------------|---------|--------------------|----------------|-----------------|--------------|
| QUALIFICATION SOURCE | Qualified Within | | | Qualified Non-Paid | Qualified Paid | Total Qualified | Percent |
| | 1 Year | 2 Years | 3 Years | | | | |
| I. Direct Request: _____ | 1,255 | 122 | - | 365 | 1,012 | 1,377 | 0.4 |
| II. Request from recipient's company: _____ | - | - | - | - | - | - | - |
| III. Membership Benefit: _____ | - | - | - | - | - | - | - |
| IV. Communication from recipient or recipient's company (other than request): _____ | 242,507 | - | - | 242,507 | - | 242,507 | 61.2 |
| V. TOTAL - Sources other than above (listed alphabetically): _____ | 152,192 | - | - | 152,170 | 22 | 152,192 | 38.4 |
| *Rosters and directories _____ | 31,407 | - | - | 31,407 | - | 31,407 | 7.9 |
| Manufacturer's, distributor's, and wholesaler's lists _____ | - | - | - | - | - | - | - |
| Delivered Unlabeled Single Copies _____ | 120,763 | - | - | 120,763 | - | 120,763 | 30.5 |
| *Other sources _____ | 22 | - | - | - | 22 | 22 | - |
| VI. Single Copy Sales: _____ | - | - | - | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 395,954 | 122 | - | 395,042 | 1,034 | 396,076 | 100.0 |
| *See Paragraph 8 | PERCENT | 100.0 | - | 99.7 | 0.3 | 100.0 | - |

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

| 6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF SPRING 2010 | | | | |
|---|--------------------|----------------|-----------------|--------------|
| Provinces | Qualified Non-Paid | Qualified Paid | Total Qualified | Percent |
| Newfoundland _____ | 3,386 | 4 | 3,390 | 0.9 |
| Prince Edward Island _____ | 3,689 | 2 | 3,691 | 0.9 |
| Nova Scotia _____ | 6,524 | 10 | 6,534 | 1.7 |
| New Brunswick _____ | 6,573 | 4 | 6,577 | 1.6 |
| Quebec _____ | 4,191 | 12 | 4,203 | 1.1 |
| Ontario _____ | 231,505 | 854 | 232,359 | 58.7 |
| Manitoba _____ | 17,580 | 16 | 17,596 | 4.4 |
| Saskatchewan _____ | 9,502 | 17 | 9,519 | 2.4 |
| Alberta, N.W.T and Nunavut _____ | 69,460 | 49 | 69,509 | 17.5 |
| B.C. and Yukon _____ | 42,632 | 66 | 42,698 | 10.8 |
| TOTAL FOR CANADA | 395,042 | 1,034 | 396,076 | 100.0 |
| United States _____ | - | - | - | - |
| Other Foreign _____ | - | - | - | - |
| TOTAL OUTSIDE CANADA | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 395,042 | 1,034 | 396,076 | 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 | Audited Data | Circulation Claim |
|---|--------------|---------------------------|----------------------|---------------------------|----------------------|----------------------------|
| | 2007 | October 2007 - March 2008 | April-September 2008 | October 2008 - March 2009 | April-September 2009 | October 2009 - March 2010* |
| Total Audit Average Qualified: _____ | 392,159 | 397,857 | 403,285 | 395,510 | 399,298 | 396,789 |
| Qualified Paid : _____ | 1,030 | 913 | 1,252 | 1,597 | 2,348 | 1,058 |
| Subscriptions _____ | 1,030 | 913 | 1,252 | 1,586 | 1,326 | 1,036 |
| Sponsored _____ | - | - | - | 11 | 22 | 22 |
| Single-Copy Sales _____ | - | - | - | - | 1,000 | - |
| Qualified Non-Paid: _____ | 391,129 | 396,944 | 402,033 | 393,913 | 396,950 | 395,731 |
| 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: October 2009 – March 2010 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.**

**NC = None Claimed.

8. ADDITIONAL DATA**METHOD OF DISTRIBUTION**

Multi copy same addressee circulation and distribution to trade shows, consumer shows and conventions are audited only to the point of distribution or event, not to the end recipient. A distribution agreement not more than three years old indicating that the recipient at point of distribution agent agrees to accept the magazine for redistribution has been obtained. The publisher has provided a paid contract for exhibit space. Distribution to the event is supported by delivery receipts from a third party.

1. Paid individual subscribers
2. Delivered unlabelled single copies
3. Public place distribution to doctors' offices
4. Multi-copy same addressee distribution to hospitals and pharmacies
5. Trade show distribution

AVERAGE NON-QUALIFIED CIRCULATION: 4,784 COPIES**PARAGRAPH 2 - LATE MAILING OF ISSUE**

300 copies or 0.1% of the total copies distributed for the Spring 2010 issue were distributed on May 27-30, 2010.

PARAGRAPH 5:

Rosters and directories include 1 source of circulation for a quantity of 31,407 copies or 7.9%.

Other sources include 1 source of circulation for a quantity of 22 copies or -%.

38 recipients reported as request circulation in paragraph 5 were obtained through the use of a sweepstakes offer. The prize offered was Vancouver Cooks 2 cookbook valued at \$40.00.

PUBLISHER'S AFFIDAVIT

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

Joe Vecili, Publisher

Tammy Momney, Publisher's Assistant

(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 May 11, 2010

City Toronto

Received by CCAB May 11, 2010

Type CPS

ID Number C760POM0