ANNUAL AUDIT REPORT



JANUARY 1, 2012 - DECEMBER 31, 2012

Arizona Foothills

MEDIA THAT DEELIVERS, INC. 8132 N. 87th Place Scottsdale, AZ 85258 (480) 460-5203

PUBLICATION DESCRIPTION:

Arizona Foothills Magazine is the authority in Arizona for the local society scene, events, fashion, lifestyle and everything stylish in the Valley of the Sun.

VERIFICATION OF DISTRIBUTION, PRINTING AND INTERNAL RECORDS:

Verification of distribution is conducted by appropriate survey methodology(s). Free home delivery is verified by telephone interviews with households within the publication's delivery areas. Target (free rack) distribution is confirmed by field verification of the number of copies distributed and the number of copies remaining at the close of the distribution period. An audit of internal records is conducted by a professional circulation auditor in conformity with accepted circulation auditing procedures, prior to Verified's issuance of an initial audit report and annually thereafter. This audit of internal records includes a review of source printing, distribution and subscription records as well as supporting financial documents. Please see the following pages for additional details.

MONTHLY CIRCULATION: TWELVE MONTH AVERAGE

FREE CIRCULATION	MONTHLY			
MAIL	26,689			
TARGET	1,625			
TOTAL FREE	28,314			
TOTAL QUALIFIED CIRCULATION	28,314			
AVERAGE PRESS RUN	33,897			
PRESS RUN AS OF 12/01/2012	35,987			
QUALIFIED CIRCULATION HISTORY				
3 MONTHS ENDING DECEMBER, 2012	34,420			
3 MONTHS ENDING SEPTEMBER, 2012	25,533			
3 MONTHS ENDING JUNE, 2012	26,088			
3 MONTHS ENDING MARCH, 2012	27,216			
12 MONTHS ENDING DECEMBER, 2011	35,956			

Approximately 2,000 copies of the magazine are delivered to area hotels, resorts and spas for free pick up by guests.

Act# 6994

^{*}The figures reported above reflect gross distribution. No adjustment has been made for returns.

ARIZONA FOOTHILLS MAGAZINE

BASED ON ISSUE DATE: 11/01/2012 TOTAL GROSS DISTRIBUTION: 33,669

GROSS DISTRIBUTION

COMMUNITY	ZIP CODE	DISTRIBUTION		
Chandler	85249	752		
Paradise Valley	85253	5,950		
Phoenix	85016	193		
Phoenix	85018	2,646		
Phoenix	85044	1,402		
Phoenix	85045	1,040		
Phoenix	85048	1,808		
Phoenix	85054	439		
Scottsdale	85250	1,099		
Scottsdale	85251	1,014		
Scottsdale	85254	383		
Scottsdale	85255	13,553		
Scottsdale	85260	701		
Scottsdale	85262	2,141		
MISCELLANEOUS		548		
TOTAL QUALIFIED GROSS DISTRIBUTION	33,669			
NON-QUALIFIED DISTRIBUTION 6,122 (Includes non-qualified mail, publishing company office, advertising, sales, trade show, sample, and extra copies; excludes returns.)				
TOTAL PRINTED 39,791				

^{*}The figures reported above reflect gross distribution. No adjustment has been made for returns.

Special events are included in miscellaneous.

CIRCULATION AREA MAP	
	(Map not available)

Verified has conducted an audit of printing, distribution, and financial records, as well other data to substantiate circulation data submitted to Verified. This audit followed guidelines prepared in conformity with generally accepted circulation auditing procedures involving records covering all distribution methods utilized for qualified circulation during the period(s) covered by the reports. The results of this audit warrant the issuance of this audit report as a true and accurate statement of the qualified circulation of the client publication.

VERIFIED AUDIT CIRCULATION swears that to the best of its knowledge all statements contained in this report are true. November 14, 2013