

**CONSUMER MAGAZINE CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED SEPTEMBER 2006**

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
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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.



Paton Publishing,
A Division of Metroland Printing,
Publishing and Distributing Ltd.
(See Paragraph 8)
2802 Lakeshore Blvd. West
Toronto, Ontario
M8V 1H5
Tel.: 416.503.4576
Fax: 416.503.8474
Email: kchang@patonpublishing.com
Web Site: www.whoamagazine.com,
www.whaomag.com

Official Publication of: YTV
Established: 1998

Primary Market C.A.R.D. Class 279 Children

MARKET SERVED
Kids aged 8 - 12.

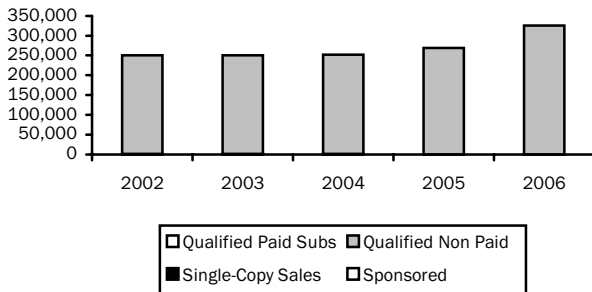
AVERAGE QUALIFIED CIRCULATION

Total Qualified _____	326,066
Qualified Paid _____	786
Subscriptions _____	311
Sponsored _____	-
Single Copy Sales _____	475
Qualified Non-Paid _____	325,280

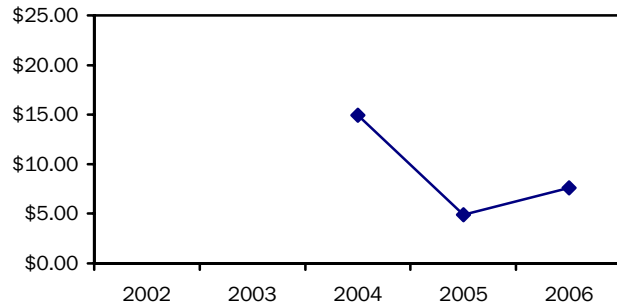
PRICE AND FREQUENCY

\$7.72	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
4	Issues Per Year
\$3.00	All Single-Copy Sales Prices for the Period

Five Year Average Qualified Circulation Trend



Average Annualized Subscription Price



Whoa! Magazine / September 2006

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individuals _____	211	0.1	5	-	215	0.1
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	100	-	325,275	99.8	325,375	99.8
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Public Place _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	311	0.1	325,280	99.8	325,591	99.9
*Single-Copy Sales _____	475	0.1	-	-	475	0.1
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	786	0.2	325,280	99.8	326,066	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2006 Issue	Qualified Paid			Qualified Non-Paid	Total Qualified
	*Single Copy Sales	Subscriptions	Total Paid		
Summer _____	496	308	804	325,456	326,260
Fall _____	454	313	767	325,103	325,870

*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

3B. LENGTH OF SUBSCRIPTIONS

3C. USE OF FREE PROMOTIONAL INCENTIVES

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

3D. HOW ORDERED

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF FALL 2006

This issue is 0.1% or 390 copies below the average of the other 1 issue reported in Paragraph two.

CLASSIFICATIONS	CANADA	OUTSIDE CANADA	TOTAL QUALIFIED	PERCENT OF TOTAL
PAID CIRCULATION				
A. Paid Subscribers _____	211	1	212	0.1
B. Single Copy Sales _____	454	-	454	0.1
C. Multi-Copies distributed to AT BEST Sales & Marketing Company for redistribution to healthcare clinics, labs, x-ray facilities _____	100	-	100	-
TOTAL PAID	765	1	766	0.2
NON-PAID CIRCULATION				
Multi-Copies distributed to: _____	-	-	-	-
D. Gift subscriptions _____	4	-	4	-
E. Pizza Hut (through Pronamic) for redistribution to patrons (302 locations) _____	219,200	-	219,200	67.3
F. Pizza Hut (through Distagro) for redistribution to patrons (40 locations) _____	81,000	-	81,000	24.9
G. YTV for redistribution at YTV events (1 location) _____	6,000	-	6,000	1.8
H. York Region Newspaper Group for redistribution to its youth carriers (4 locations) _____	17,900	-	17,900	5.5
I. The Mississauga News for redistribution to its youth carriers and to kids at local events (1 location) _____	1,000	-	1,000	0.3
TOTAL NON-PAID	325,104	-	325,104	99.8
TOTAL QUALIFIED CIRCULATION	325,869	1	325,870	100.0

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF FALL 2006

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: _____	102	90	24			216	0.1
a. Written _____	102	90	24			216	0.1
b. Telecommunication _____	-	-	-			-	-
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 redistributor (other than request): _____	325,200	-	-			325,200	99.8
a. Written _____	325,200	-	-			325,200	99.8
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
V. TOTAL - Sources other than above (listed alphabetically): _____	-	-	-			-	-
Rosters and directories _____	-	-	-			-	-
Licensees - Federal, Provincial, or Municipal Government _____	-	-	-			-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-			-	-
Other sources _____	-	-	-			-	-
VI. TOTAL - Single Copy Sales: _____	454	-	-			454	0.1
TOTAL QUALIFIED CIRCULATION	325,756	90	24			325,870	100.0
PERCENT	100.0	-	-			100.0	-

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

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF FALL 2006

Provinces	Qualified Paid			Total Non-Paid	Total Qualified	Percent
	Single Copy Sales	Subscriptions	Total Paid			
Newfoundland _____					1,112	0.3
Prince Edward Island _____					1,101	0.3
Nova Scotia _____					3,418	1.0
New Brunswick _____					6,517	2.0
Quebec _____					81,086	25.0
Ontario _____					157,047	48.3
Manitoba _____					11,019	3.4
Saskatchewan _____					6,020	1.8
Alberta, N.W.T. and Nunavut _____					32,676	10.0
B.C. and Yukon _____					25,873	7.9
TOTAL FOR CANADA					325,869	100.0
United States _____					1	-
Other Foreign _____					-	-
TOTAL OUTSIDE CANADA					1	-
TOTAL QUALIFIED CIRCULATION					325,870	100.0

7. FIVE CALENDAR YEAR ANALYSIS: AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS					
	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	2002	2003	2004	2005	*2006
Total Audit Average Qualified:	249,953	249,962	250,102	269,285	326,038
Qualified Paid:	-	1,812	1,290	922	767
Subscriptions _____	1,752	1,120	1,026	433	325
Sponsored _____	-	-	-	-	-
Single Copy Sales _____	541	692	264	489	442
Qualified Non-Paid: _____	248,201	248,150	250,102	268,363	325,270
Post Expire Copies included in Total Qualified Circulation: ____	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _	**NC	**NC	\$14.95	\$4.89	\$7.61

***NOTE: Winter- Fall 2006 data is unaudited. With each successive year, new data will be added until five years of data is displayed.**

**NC = None Claimed

8. ADDITIONAL DATA

METHOD OF DISTRIBUTION

Multi-Copy Same Addressee circulation is audited only to the point of distribution, not to the end recipient. A distribution agreement not more than three years old, indicating that the recipient at the point of distribution agrees to accept the magazine for redistribution, has been obtained.

- A. Paid Subscribers
- B. Newsstand Sales
- C. Paid multi-Copies distributed to AT BEST Sales & Marketing Company for redistribution to healthcare clinics, labs, x-ray facilities
- D. Gift subscriptions
- E. Pizza Hut (through Pronamic) for redistribution to patrons (302 locations)
- F. Pizza Hut (through Distagro) for redistribution to patrons (40 locations)
- G. YTV for redistribution at YTV events (1 location)
- H. York Region Newspaper group for redistribution to its youth carriers (4 locations)
- I. The Mississauga News for redistribution to its youth carriers and to kids at local events (1 location)

AVERAGE NON-QUALIFIED CIRCULATION: 3,160 COPIES

PARAGRAPHS 1 & 2:

In accordance with standard circulation practices, final records for single copies sold were not available at the time the Publisher's Claim was filed. As such, net sales for some issues were estimated based on an average sales rate over a period of time.

CHANGE OF PUBLISHING COMPANY NAME:

Effective with the Fall 2006 issue, Paton Publishing changed its name to Paton Publishing, A Division of Metroland Printing, Publishing and Distributing Ltd. There has been no change of ownership.

PUBLISHER'S AFFIDAVIT

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

B. Paton, Publisher

Kimberley Chang, Marketing Manager

(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 November 20, 2006

City Toronto

Received by CCAB November 21, 2006

Type PS

ID Number W174POS6