

For the six months ended December 31, 2008

**Field Served:** Motor enthusiasts who find true enjoyment in cars and driving. Domestic and imported vehicles, in all price ranges, are discussed in terms of performance, handling and roadability.

Published by Hachette Filipacchi Media U.S., Inc.

Frequency: 12 times/year

ABC Member # 04-0990-0

## PAID & VERIFIED MAGAZINE PUBLISHER'S STATEMENT

Subject to Audit

### 1. TOTAL AVERAGE PAID & VERIFIED CIRCULATION

|  | Average<br>for the<br>Statement<br>Period | %            | Rate Base           | Above<br>(Below) | % Above<br>(Below) |
|--|---|--------------|---------------------|------------------|--------------------|
| <b>Paid &amp; Verified Circulation:</b> (See Par. 6) |   |              |                     |                  |                    |
| <b>Subscriptions:</b>                                |   |              |                     |                  |                    |
| Paid   |   |              |                     |                  |                    |
| Print  | 574,847                                   | 79.5         |                     |                  |                    |
| Digital  | 1,281                                     | 0.2          |                     |                  |                    |
| <b>Total Paid Subscriptions</b>                      | <b>576,128</b>                            | <b>79.7</b>  |                     |                  |                    |
| Verified   | 55,000                                    | 7.6          |                     |                  |                    |
| <b>Total Paid &amp; Verified Subscriptions</b>       | <b>631,128</b>                            | <b>87.3</b>  |                     |                  |                    |
| Single Copy Sales                                    | 92,117                                    | 12.7         |                     |                  |                    |
| <b>Total Paid &amp; Verified Circulation</b>         | <b>723,245</b>                            | <b>100.0</b> | <b>None Claimed</b> |                  |                    |

### 2. PRICES

|   | Suggested<br>Retail Prices (1) | Average Price (2)<br>Net | Gross (Optional) |
|---|--------------------------------|--------------------------|------------------|
| Average Single Copy   | \$4.08                         |                          |                  |
| Subscription  | \$13.00                        |                          |                  |
| Average Subscription Price Annualized<br>(12 issue frequency) |                                | \$9.60                   |                  |
| Average Subscription Price per Copy                           |                                | \$0.80                   |                  |

(1) For the Statement period

(2) Represents subscriptions for the 12 months ended June 30, 2008.

### 3. PAID & VERIFIED CIRCULATION BY ISSUE

| Issue | Paid<br>Subscriptions | Verified<br>Subscriptions | Total Paid &<br>Verified<br>Subscriptions | Single Copy<br>Sales | Total Paid &<br>Verified<br>Circulation |
|-------|-----------------------|---------------------------|---|----------------------|---|
| July  | 588,952               | 55,000                    | 643,952                                   | 120,700              | 764,652                                 |
| Aug.  | 574,448               | 55,000                    | 629,448                                   | 86,000               | 715,448                                 |
| Sept. | 567,274               | 55,000                    | 622,274                                   | 103,500              | 725,774                                 |
| Oct.  | 569,531               | 55,000                    | 624,531                                   | 86,500               | 711,031                                 |
| Nov.  | 581,234               | 55,000                    | 636,234                                   | 76,000               | 712,234                                 |
| Dec.  | 575,322               | 55,000                    | 630,322                                   | 80,000               | 710,322                                 |

### 4. AVERAGE CIRCULATION BY REGIONAL, METRO & DEMOGRAPHIC EDITIONS

None

## 5. TREND ANALYSIS

|  | 2004           | %            | 2005           | %            | 2006           | %            | 2007           | %            | 2008           | %            |
|--|----------------|--------------|----------------|--------------|----------------|--------------|----------------|--------------|----------------|--------------|
| Subscriptions:                                 |                |              |                |              |                |              |                |              |                |              |
| Paid   | 637,235        | 83.3         | 642,320        | 86.2         | 578,903        | 81.1         | 571,614        | 80.8         | 582,552        | 81.8         |
| Verified                                       | N/A            |              | N/A            |              | 29,234         | 4.1          | 33,750         | 4.8          | 40,909         | 5.7          |
| <b>Total Paid &amp; Verified Subscriptions</b> | <b>637,235</b> | <b>83.3</b>  | <b>642,320</b> | <b>86.2</b>  | <b>608,137</b> | <b>85.2</b>  | <b>605,364</b> | <b>85.6</b>  | <b>623,461</b> | <b>87.5</b>  |
| Single Copy Sales                              | 127,442        | 16.7         | 103,208        | 13.8         | 105,708        | 14.8         | 101,708        | 14.4         | 88,772         | 12.5         |
| <b>Total Paid &amp; Verified Circulation</b>   | <b>764,677</b> | <b>100.0</b> | <b>745,528</b> | <b>100.0</b> | <b>713,845</b> | <b>100.0</b> | <b>707,072</b> | <b>100.0</b> | <b>712,233</b> | <b>100.0</b> |
| Year Over Year Percent of Change               |                | 1.3          |                | -2.5         |                | -4.2         |                | -0.9         |                | 0.7          |
| Avg. Annualized Subscription Price             | \$13.20        |              | \$12.48        |              | \$13.44        |              | \$11.64        |              | \$9.60         |              |

## 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.

|  | Print<br>Average for<br>Period | Digital<br>Average for<br>Period | Average for<br>Period | % of<br>Circulation |
|--|--------------------------------|----------------------------------|-----------------------|---------------------|
| <b>PAID SUBSCRIPTIONS</b>                      |                                |                                  |                       |                     |
| Individual Subscriptions*                      | 481,593                        | 1,281                            | 482,874               | 66.8                |
| Combination Subscriptions*                     | 24,887                         |                                  | 24,887                | 3.4                 |
| Loyalty/Award Point*                           | 17,732                         |                                  | 17,732                | 2.5                 |
| Partnership:                                   |                                |                                  |                       |                     |
| Deductible*                                    | 14,342                         |                                  | 14,342                | 2.0                 |
| Sponsored Sales                                | 36,293                         |                                  | 36,293                | 5.0                 |
| <b>TOTAL PAID SUBSCRIPTIONS</b>                | <b>574,847</b>                 | <b>1,281</b>                     | <b>576,128</b>        | <b>79.7</b>         |
| <b>VERIFIED SUBSCRIPTIONS</b>                  |                                |                                  |                       |                     |
| Public Place (See Par. 6A)                     | 55,000                         |                                  | 55,000                | 7.6                 |
| <b>TOTAL VERIFIED SUBSCRIPTIONS</b>            | <b>55,000</b>                  |                                  | <b>55,000</b>         | <b>7.6</b>          |
| <b>TOTAL PAID &amp; VERIFIED SUBSCRIPTIONS</b> | <b>629,847</b>                 | <b>1,281</b>                     | <b>631,128</b>        | <b>87.3</b>         |
| <b>SINGLE COPY SALES</b>                       |                                |                                  |                       |                     |
| Single Issue Sales                             | 92,117                         |                                  | 92,117                | 12.7                |
| <b>TOTAL SINGLE COPY SALES</b>                 | <b>92,117</b>                  |                                  | <b>92,117</b>         | <b>12.7</b>         |
| <b>TOTAL PAID &amp; VERIFIED CIRCULATION</b>   | <b>721,964</b>                 | <b>1,281</b>                     | <b>723,245</b>        | <b>100.0</b>        |

\*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<br>Care<br>Providers | Personal Care<br>Salons | Automotive<br>Outlets | Fitness/<br>Recreational<br>Facilities | Business/<br>Professional<br>Services | Other | Total Public<br>Place Copies |
|------------------------|------------------------------------|-------------------------|-----------------------|--|---------------------------------------|-------|------------------------------|
| Public Place           | 36,001                             | 6,752                   | 4,275                 | 4,020                                  | 3,946                                 | 6     | 55,000                       |

## 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 September, 2008 issue

Total paid & verified circulation of this issue was 0.3% greater than the total average paid & verified circulation.

| STATE                | PAID SUBSCRIPTIONS | VERIFIED SUBSCRIPTIONS | TOTAL PAID & VERIFIED SUBSCRIPTIONS | SINGLE COPY SALES | TOTAL PAID & VERIFIED CIRCULATION |
|----------------------|--------------------|------------------------|-------------------------------------|-------------------|-----------------------------------|
| Alabama              | 5,833              | 484                    | 6,317                               | 583               | 6,900                             |
| Arizona              | 11,969             | 1,173                  | 13,142                              | 2,022             | 15,164                            |
| Arkansas             | 2,879              | 201                    | 3,080                               | 383               | 3,463                             |
| California           | 88,207             | 7,987                  | 96,194                              | 13,518            | 109,712                           |
| Colorado             | 11,306             | 1,041                  | 12,347                              | 1,548             | 13,895                            |
| Connecticut          | 10,200             | 1,014                  | 11,214                              | 970               | 12,184                            |
| Delaware             | 1,628              | 178                    | 1,806                               | 482               | 2,288                             |
| District of Columbia | 1,654              | 203                    | 1,857                               | 397               | 2,254                             |
| Florida              | 34,753             | 3,675                  | 38,428                              | 7,086             | 45,514                            |
| Georgia              | 13,902             | 1,449                  | 15,351                              | 1,949             | 17,300                            |
| Idaho                | 2,154              | 238                    | 2,392                               | 217               | 2,609                             |
| Illinois             | 23,202             | 2,940                  | 26,142                              | 5,608             | 31,750                            |
| Indiana              | 10,318             | 827                    | 11,145                              | 1,442             | 12,587                            |
| Iowa                 | 5,173              | 304                    | 5,477                               | 520               | 5,997                             |
| Kansas               | 5,109              | 442                    | 5,551                               | 429               | 5,980                             |
| Kentucky             | 5,540              | 429                    | 5,969                               | 571               | 6,540                             |
| Louisiana            | 4,649              | 383                    | 5,032                               | 622               | 5,654                             |
| Maine                | 2,248              | 129                    | 2,377                               | 260               | 2,637                             |
| Maryland             | 10,871             | 1,712                  | 12,583                              | 2,566             | 15,149                            |
| Massachusetts        | 13,105             | 1,667                  | 14,772                              | 2,085             | 16,857                            |
| Michigan             | 17,311             | 1,947                  | 19,258                              | 3,140             | 22,398                            |
| Minnesota            | 9,533              | 740                    | 10,273                              | 988               | 11,261                            |
| Mississippi          | 2,766              | 148                    | 2,914                               | 259               | 3,173                             |
| Missouri             | 9,285              | 943                    | 10,228                              | 955               | 11,183                            |
| Montana              | 1,637              | 106                    | 1,743                               | 130               | 1,873                             |
| Nebraska             | 2,989              | 270                    | 3,259                               | 275               | 3,534                             |
| Nevada               | 5,159              | 402                    | 5,561                               | 1,382             | 6,943                             |
| New Hampshire        | 3,330              | 175                    | 3,505                               | 341               | 3,846                             |
| New Jersey           | 18,706             | 3,401                  | 22,107                              | 3,908             | 26,015                            |
| New Mexico           | 3,101              | 181                    | 3,282                               | 280               | 3,562                             |
| New York             | 33,270             | 4,852                  | 38,122                              | 5,774             | 43,896                            |
| North Carolina       | 14,945             | 1,092                  | 16,037                              | 1,635             | 17,672                            |
| North Dakota         | 1,041              | 44                     | 1,085                               | 74                | 1,159                             |
| Ohio                 | 21,960             | 1,961                  | 23,921                              | 3,049             | 26,970                            |
| Oklahoma             | 4,639              | 494                    | 5,133                               | 487               | 5,620                             |
| Oregon               | 7,903              | 549                    | 8,452                               | 589               | 9,041                             |
| Pennsylvania         | 23,808             | 2,092                  | 25,900                              | 4,230             | 30,130                            |
| Rhode Island         | 1,975              | 197                    | 2,172                               | 250               | 2,422                             |
| South Carolina       | 6,298              | 398                    | 6,696                               | 779               | 7,475                             |
| South Dakota         | 1,165              | 86                     | 1,251                               | 89                | 1,340                             |
| Tennessee            | 9,554              | 776                    | 10,330                              | 1,354             | 11,684                            |
| Texas                | 31,803             | 3,606                  | 35,409                              | 5,152             | 40,561                            |

  

| STATE                                   | PAID SUBSCRIPTIONS | VERIFIED SUBSCRIPTIONS | TOTAL PAID & VERIFIED SUBSCRIPTIONS | SINGLE COPY SALES | TOTAL PAID & VERIFIED CIRCULATION |
|---|--------------------|------------------------|-------------------------------------|-------------------|-----------------------------------|
| Utah                                    | 4,273              | 450                    | 4,723                               | 1,089             | 5,812                             |
| Vermont                                 | 1,477              | 67                     | 1,544                               | 175               | 1,719                             |
| Virginia                                | 13,939             | 1,621                  | 15,560                              | 2,678             | 18,238                            |
| Washington                              | 15,723             | 1,096                  | 16,819                              | 2,000             | 18,819                            |
| West Virginia                           | 2,107              | 94                     | 2,201                               | 358               | 2,559                             |
| Wisconsin                               | 11,627             | 706                    | 12,333                              | 1,594             | 13,927                            |
| Wyoming                                 | 864                | 30                     | 894                                 | 106               | 1,000                             |
| <b>TOTAL 48 CONTERMINOUS STATES</b>     | <b>546,888</b>     | <b>55,000</b>          | <b>601,888</b>                      | <b>86,378</b>     | <b>688,266</b>                    |
| Alaska                                  | 1,064              |                        | 1,064                               | 170               | 1,234                             |
| Hawaii                                  | 2,550              |                        | 2,550                               | 544               | 3,094                             |
| <b>TOTAL ALASKA &amp; HAWAII</b>        | <b>3,614</b>       |                        | <b>3,614</b>                        | <b>714</b>        | <b>4,328</b>                      |
| U.S. Unclassified                       |                    |                        |                                     |                   |                                   |
| <b>TOTAL UNITED STATES</b>              | <b>550,502</b>     | <b>55,000</b>          | <b>605,502</b>                      | <b>87,092</b>     | <b>692,594</b>                    |
| Poss. & Other Areas                     | 1,185              |                        | 1,185                               | 692               | 1,877                             |
| <b>U.S. &amp; POSS., etc.</b>           | <b>551,687</b>     | <b>55,000</b>          | <b>606,687</b>                      | <b>87,784</b>     | <b>694,471</b>                    |
| <b>CANADA</b>                           |                    |                        |                                     |                   |                                   |
| Alberta                                 | 1,780              |                        | 1,780                               | 1,793             | 3,573                             |
| British Columbia                        | 1,970              |                        | 1,970                               | 2,409             | 4,379                             |
| Manitoba                                | 370                |                        | 370                                 | 271               | 641                               |
| New Brunswick                           | 172                |                        | 172                                 | 98                | 270                               |
| Newfoundland/Labrador                   | 48                 |                        | 48                                  | 91                | 139                               |
| Northwest Territories                   | 9                  |                        | 9                                   | 9                 | 18                                |
| Nova Scotia                             | 225                |                        | 225                                 | 373               | 598                               |
| Nunavut                                 | 1                  |                        | 1                                   | 1                 | 2                                 |
| Ontario                                 | 6,374              |                        | 6,374                               | 5,330             | 11,704                            |
| Prince Edward Island                    | 42                 |                        | 42                                  | 26                | 68                                |
| Quebec                                  | 1,155              |                        | 1,155                               | 1,204             | 2,359                             |
| Saskatchewan                            | 407                |                        | 407                                 | 195               | 602                               |
| Yukon Territory                         | 11                 |                        | 11                                  | 10                | 21                                |
| Canadian Unclassified                   |                    |                        |                                     |                   |                                   |
| <b>TOTAL CANADA</b>                     | <b>12,564</b>      |                        | <b>12,564</b>                       | <b>11,810</b>     | <b>24,374</b>                     |
| International                           | 2,330              |                        | 2,330                               | 2,830             | 5,160                             |
| Other Unclassified                      |                    |                        |                                     |                   |                                   |
| Military or Civilian Personnel Overseas | 693                |                        | 693                                 | 1,076             | 1,769                             |
| <b>GRAND TOTAL</b>                      | <b>567,274</b>     | <b>55,000</b>          | <b>622,274</b>                      | <b>103,500</b>    | <b>725,774</b>                    |

## ANALYSIS BY ABCD COUNTY SIZE for the September, 2008 issue

September, 2007 issue used in establishing percentages.

| County Size | % of Households | Total Paid & Verified Circulation | % of Total Circulation | Index (% of Circulation/ % of Households) |
|-------------|-----------------|-----------------------------------|------------------------|---|
| A           | 40              | 405,539                           | 59.0                   | 148                                       |
| B           | 30              | 199,184                           | 28.9                   | 96  |
| C           | 15              | 59,954                            | 8.7                    | 58  |
| D           | 15              | 23,589                            | 3.4                    | 23  |

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, 2008

| A. DURATION  |         |       | C. CHANNELS   |         |       |
|--|---------|-------|---|---------|-------|
|  |         | %     |   |         | %     |
| (a) One to six months (1 to 6 issues).....                     | 596     | 0.3   | (a) Ordered by subscriber action via direct mail, direct mail agents, inserts, online, renewals, catalogs, or other outlets available to the subscribers..... | 154,506 | 75.3  |
| (b) Seven to eleven months (7 to 11 issues).....               | 436     | 0.2   | (b) Ordered by subscribers in response to unsolicited telemarketing and door to door selling.....   | 22,479  | 10.9  |
| (c) Twelve months (12 issues).....                             | 159,582 | 77.7  | (c) Ordered by subscribers in response to fund-raising programs of schools, churches, and other similar organizations.....                                    | 28,345  | 13.8  |
| (d) Thirteen to twenty-four months.....                        | 29,380  | 14.3  | (d) Subscriptions as part of membership in an organization.....   | None    |       |
| (e) Twenty-five months and more.....                           | 15,336  | 7.5   | Total Subscriptions Sold in Period.....   | 205,330 | 100.0 |
| Total Subscriptions Sold in Period.....                        | 205,330 | 100.0 |   |         |       |
| B. USE OF PREMIUMS   |         |       |   |         |       |
| (a) Ordered without premium.....                               | 205,330 | 100.0 |   |         |       |
| (b) Ordered with material reprinted from this publication..... | None    |       |   |         |       |
| (c) Ordered with other premiums.....                           | None    |       |   |         |       |
| Total Subscriptions Sold in Period.....                        | 205,330 | 100.0 |   |         |       |

## 9. EXPLANATORY

(a) Suggested Retail Prices: Average Single Copy: Canada, \$5.08. Subscriptions: U.S., 2 yrs. \$26.00; 3 yrs. \$39.00. Canada and International, 1 yr. \$29.94.

(b) Average non-analyzed non-paid circulation for the 6 month period: 13,566 copies per issue.

(c) Post expiration copies: None.

(d) 20,727 subscriptions were sold in combination during this statement period.

| Combination Publication | Subscriptions Sold | Subscription Term | Price of Combination | Suggested Retail Prices |
|-------------------------|--------------------|-------------------|----------------------|-------------------------|
| Car and Driver          | 18,448             | 12 issues         | \$20.00              | \$13.00                 |
| Car and Driver          | 2,255              | 12 issues         | \$14.00              | \$13.00                 |
| Sound & Vision          | 19                 | 10 issues         | \$18.00              | \$14.00                 |
| Car and Driver          | 4                  | 12 issues         | \$21.00              | \$13.00                 |
| Car and Driver          | 1                  | 12 issues         | \$9.97               | \$13.00                 |

(e) Loyalty/Award Point Subscription Sales: The average of 17,732 copies per issue, shown in Par. 6 and included in Par. 1, includes the following:

An average of 17,512 copies per issue represents copies served to subscribers in exchange for the redemption of Airline Frequent Flyer Miles. These subscriptions were sold at 12 issues for \$10.50, in exchange for the redemption of 350 to 1,050 points at the rate of \$0.01 to \$0.03 per mile.

An average of 220 copies per issue represents copies purchased through the redemption of loyalty points valued at \$0.02 or \$1.00 per point.

(f) Partnership Subscription Sales (Deductible): The average of 14,342 copies per issue, shown in Par. 6 and included in Par. 1, represents copies sold in partnership relationships wherein this publication was bundled with the purchase of other products or services. Purchasers were advised that \$10.00 to \$16.00 of the sales price was allocated for a 1 year subscription to this publication.

(g) Sponsored Subscription Sales: The average of 36,293 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, 2007; Variation from Publisher's Statements

| Audit Period Ended <sup>a</sup> | Rate Base (Paid & Verified) | Audit Report (Paid & Verified) | Publisher's Statements (Paid & Verified) | Difference (Paid & Verified) | Percentage of Difference (Paid & Verified) |
|---------------------------------|-----------------------------|--------------------------------|--|------------------------------|--|
| 06-30-07                        | 700,000                     | 708,782                        | 709,508                                  | -726                         | -0.1                                       |
| 06-30-06                        | (a)                         | 739,292                        | 740,332                                  | -1,040                       | -0.1                                       |
| 06-30-05                        | 750,000                     | 748,689                        | 749,582                                  | -893                         | -0.1                                       |
| 06-30-04                        | 750,000                     | 756,001                        | 759,920                                  | -3,919                       | -0.5                                       |
| 06-30-03                        | 750,000                     | 766,750                        | 768,281                                  | -1,531                       | -0.2                                       |

<sup>a</sup>Effective with the June 2006 Publisher's Statements, publications were given the option of reporting verified circulation.

(a) Effective 02/01/06 changed from 750,000 to 700,000

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: Hachette Filipacchi Media U.S., Inc.

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THOMAS J. MASTERSON

JOHN C. DRISCOLL

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ABC Member since: 1955

|           |   |          |
|-----------|---|----------|
| 04-0990-0 | Analyzed Issue Date                               | 09/01/08 |
|           | Analyzed Issue Text (for double month issue date) |          |
|           | Average Single Copy Price                         | 4.08     |
|           | Association Subscription Price                    |          |
|           | U.S. Subscription Price                           | 13.00    |
|           | Canadian Subscription Price                       | 29.94    |
|           | International Subscription Price                  | 29.94    |