

MAGAZINE
Publisher's Statement

6 months ended June 30, 2014

Subject to Audit

Field Served: OUTSIDE is dedicated to inspiring people to enjoy fuller, more rewarding lives through its year-round coverage of participatory sports, travel, adventure, people, politics, art, and literature of the world outside.

Published by Mariah Media, Inc.

Frequency: 12 times/year

1. TOTAL AVERAGE PAID & VERIFIED CIRCULATION

| | Average for the Statement Period | % | Rate Base | Above (Below) | % Above (Below) |
|--|---|--------------|----------------|------------------|--------------------|
| Paid & Verified Circulation: (See Par. 6) | | | | | |
| Subscriptions: | | | | | |
| Paid | | | | | |
| Print | 541,625 | 78.5 | | | |
| Digital (Replica) | 20,389 | 2.9 | | | |
| Total Paid Subscriptions | 562,014 | 81.4 | | | |
| Verified | | | | | |
| Print | 69,444 | 10.1 | | | |
| Total Verified Subscriptions | 69,444 | 10.1 | | | |
| Total Paid & Verified Subscriptions | 631,458 | 91.5 | | | |
| Single Copy Sales | | | | | |
| Print | 40,834 | 5.9 | | | |
| Digital (Replica) | 17,581 | 2.6 | | | |
| Total Single Copy Sales | 58,415 | 8.5 | | | |
| Total Paid & Verified Circulation | 689,873 | 100.0 | 675,000 | 14,873 | 2.2 |

2. PRICES

| | Suggested Retail Prices (1) | Average Price (2) Net | Gross (Optional) |
|--|--------------------------------|--------------------------|------------------|
| Average Single Copy Subscription | \$5.99 | | |
| Average Subscription Price Annualized (12 issue frequency) | \$24.00 | | \$20.17 |
| Average Subscription Price per Copy | | | \$1.68 |

(1) For the Statement period

(2) Represents subscriptions for the 12 months ended December 31, 2013.

3. PAID & VERIFIED CIRCULATION BY ISSUE OF PRINT AND DIGITAL REPLICA

| Issue | Paid Subscriptions | | | Verified Subscriptions | | | Single Copy Sales | | | Total Paid & Verified Circulation | | Total Paid & Verified Circulation |
|-------|--------------------|-------------------|--------------------------|------------------------|------------------------------|-------------------------------------|-------------------|-------------------|-------------------------|---|---|-----------------------------------|
| | Print | Digital (Replica) | Total Paid Subscriptions | Print | Total Verified Subscriptions | Total Paid & Verified Subscriptions | Print | Digital (Replica) | Total Single Copy Sales | Total Paid & Verified Circulation Print | Total Paid & Verified Circulation Digital (Replica) | |
| Jan. | 542,164 | 20,239 | 562,403 | 69,441 | 69,441 | 631,844 | 55,292 | 8,695 | 63,987 | 666,897 | 28,934 | 695,831 |
| Feb. | 545,058 | 21,023 | 566,081 | 69,437 | 69,437 | 635,518 | 39,895 | 14,271 | 54,166 | 654,390 | 35,294 | 689,684 |
| Mar. | 549,556 | 18,584 | 568,140 | 69,446 | 69,446 | 637,586 | 32,563 | 16,593 | 49,156 | 651,565 | 35,177 | 686,742 |
| Apr. | 544,259 | 18,397 | 562,656 | 69,446 | 69,446 | 632,102 | 46,106 | 20,380 | 66,486 | 659,811 | 38,777 | 698,588 |
| May | 536,255 | 22,751 | 559,006 | 69,446 | 69,446 | 628,452 | 36,655 | 22,339 | 58,994 | 642,356 | 45,090 | 687,446 |
| June | 532,451 | 21,341 | 553,792 | 69,444 | 69,444 | 623,236 | 34,491 | 23,210 | 57,701 | 636,386 | 44,551 | 680,937 |

4. AVERAGE CIRCULATION BY REGIONAL, METRO & DEMOGRAPHIC EDITIONS

None

5. TREND ANALYSIS

| | 2009 | % | 2010 | % | 2011 | % | 2012 | % | 2013 | % |
|--|----------------|--------------|----------------|--------------|----------------|--------------|----------------|--------------|----------------|--------------|
| Subscriptions: | | | | | | | | | | |
| Paid | 537,767 | 78.2 | 534,002 | 77.8 | 557,556 | 82.0 | 568,660 | 82.6 | 569,468 | 82.9 |
| Verified | 89,527 | 13.0 | 89,386 | 13.1 | 68,240 | 10.0 | 66,288 | 9.7 | 68,339 | 10.0 |
| Total Paid & Verified Subscriptions | 627,294 | 91.2 | 623,388 | 90.9 | 625,796 | 92.0 | 634,948 | 92.3 | 637,807 | 92.9 |
| Single Copy Sales | 60,540 | 8.8 | 62,760 | 9.1 | 54,163 | 8.0 | 53,239 | 7.7 | 48,929 | 7.1 |
| Total Paid & Verified Circulation | 687,834 | 100.0 | 686,148 | 100.0 | 679,959 | 100.0 | 688,187 | 100.0 | 686,736 | 100.0 |
| Year Over Year Percent of Change | | -0.5 | | -0.2 | | -0.9 | | 1.2 | | -0.2 |
| Avg. Annualized Subscription Price | \$14.04 | | \$15.60 | | \$17.04 | | \$18.84 | | \$19.32 | |

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 Average for Period | Digital (Replica) Average for Period | Total | % of Circulation |
|--|--------------------------------|---|----------------|---------------------|
| PAID SUBSCRIPTIONS | | | | |
| Individual Subscriptions* | 353,121 | 20,389 | 373,510 | 54.1 |
| Combination Subscriptions* | 82,178 | | 82,178 | 11.9 |
| Award Point* | 89,445 | | 89,445 | 13.0 |
| Partnership: Deductible* | 16,881 | | 16,881 | 2.4 |
| TOTAL PAID SUBSCRIPTIONS | 541,625 | 20,389 | 562,014 | 81.4 |
| VERIFIED SUBSCRIPTIONS | | | | |
| Public Place (See Par. 6A) | 66,310 | | 66,310 | 9.6 |
| Individual Use (See Par. 6B) | 3,134 | | 3,134 | 0.5 |
| TOTAL VERIFIED SUBSCRIPTIONS | 69,444 | | 69,444 | 10.1 |
| TOTAL PAID & VERIFIED SUBSCRIPTIONS | 611,069 | 20,389 | 631,458 | 91.5 |
| SINGLE COPY SALES | | | | |
| Single Issue Sales | 40,834 | 17,581 | 58,415 | 8.5 |
| TOTAL SINGLE COPY SALES | 40,834 | 17,581 | 58,415 | 8.5 |
| TOTAL PAID & VERIFIED CIRCULATION | 651,903 | 37,970 | 689,873 | 100.0 |

*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 Care Providers | Personal Care Salons | Fitness/ Recreational Facilities | Government/ Civil Services | Hotels/Lodges | Public Place Other | Total Public Place Copies |
|------------------------|---------------------------------|----------------------------|--|-------------------------------|---------------|-----------------------|---------------------------------|
| Public Place | 52,243 | 6,661 | 3,747 | 3,100 | 309 | 250 | 66,310 |

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:

| Verified Subscription: | Individually Requested | Individual Use Other | Total Individual Use Copies |
|------------------------|---------------------------|-------------------------|-----------------------------------|
| Individual Use | 3,125 | 9 | 3,134 |

7. GEOGRAPHIC DATA for the January 2014 issue

Total paid & verified circulation of this issue was 0.9% greater than the total average paid & verified circulation.

| State | PAID SUBSCRIPTIONS | | | VERIFIED SUBSCRIPTIONS | | | SINGLE COPY SALES | | | | | |
|---|--------------------|-------------------|--------------------------|------------------------|------------------------------|-------------------------------------|-------------------|-------------------|-------------------------|---|---|-----------------------------------|
| | Print | Digital (Replica) | Total Paid Subscriptions | Print | Total Verified Subscriptions | Total Paid & Verified Subscriptions | Print | Digital (Replica) | Total Single Copy Sales | Total Paid & Verified Circulation Print | Total Paid & Verified Circulation Digital (Replica) | Total Paid & Verified Circulation |
| Alabama | 7,041 | 387 | 7,428 | 801 | 801 | 8,229 | 277 | 115 | 392 | 8,119 | 502 | 8,621 |
| Arizona | 11,337 | 476 | 11,813 | 636 | 636 | 12,449 | 1,190 | 186 | 1,376 | 13,163 | 662 | 13,825 |
| Arkansas | 4,602 | 223 | 4,825 | 454 | 454 | 5,279 | 212 | 75 | 287 | 5,268 | 298 | 5,566 |
| California | 65,878 | 2,593 | 68,471 | 2,543 | 2,543 | 71,014 | 7,140 | 1,079 | 8,219 | 75,561 | 3,672 | 79,233 |
| Colorado | 20,655 | 385 | 21,040 | 1,187 | 1,187 | 22,227 | 2,553 | 338 | 2,891 | 24,395 | 723 | 25,118 |
| Connecticut | 7,285 | 202 | 7,487 | 1,826 | 1,826 | 9,313 | 473 | 119 | 592 | 9,584 | 321 | 9,905 |
| Delaware | 1,491 | 63 | 1,554 | 273 | 273 | 1,827 | 126 | 24 | 150 | 1,890 | 87 | 1,977 |
| District of Columbia | 2,233 | 62 | 2,295 | 274 | 274 | 2,569 | 288 | 37 | 325 | 2,795 | 99 | 2,894 |
| Florida | 24,199 | 159 | 24,358 | 4,548 | 4,548 | 28,906 | 2,347 | 396 | 2,743 | 31,094 | 555 | 31,649 |
| Georgia | 14,641 | 848 | 15,489 | 1,741 | 1,741 | 17,230 | 2,046 | 240 | 2,286 | 18,428 | 1,088 | 19,516 |
| Idaho | 4,322 | 64 | 4,386 | 275 | 275 | 4,661 | 454 | 71 | 525 | 5,051 | 135 | 5,186 |
| Illinois | 21,588 | 831 | 22,419 | 3,905 | 3,905 | 26,324 | 1,761 | 354 | 2,115 | 27,254 | 1,185 | 28,439 |
| Indiana | 8,264 | 294 | 8,558 | 1,363 | 1,363 | 9,921 | 589 | 135 | 724 | 10,216 | 429 | 10,645 |
| Iowa | 4,287 | 148 | 4,435 | 547 | 547 | 4,982 | 232 | 70 | 302 | 5,066 | 218 | 5,284 |
| Kansas | 4,817 | 215 | 5,032 | 588 | 588 | 5,620 | 268 | 79 | 347 | 5,673 | 294 | 5,967 |
| Kentucky | 5,568 | 285 | 5,853 | 813 | 813 | 6,666 | 455 | 91 | 546 | 6,836 | 376 | 7,212 |
| Louisiana | 4,931 | 281 | 5,212 | 655 | 655 | 5,867 | 370 | 81 | 451 | 5,956 | 362 | 6,318 |
| Maine | 3,079 | 60 | 3,139 | 319 | 319 | 3,458 | 172 | 50 | 222 | 3,570 | 110 | 3,680 |
| Maryland | 10,170 | 471 | 10,641 | 2,455 | 2,455 | 13,096 | 720 | 167 | 887 | 13,345 | 638 | 13,983 |
| Massachusetts | 13,621 | 308 | 13,929 | 2,756 | 2,756 | 16,685 | 1,157 | 223 | 1,380 | 17,534 | 531 | 18,065 |
| Michigan | 18,522 | 728 | 19,250 | 2,883 | 2,883 | 22,133 | 1,617 | 303 | 1,920 | 23,022 | 1,031 | 24,053 |
| Minnesota | 10,753 | 389 | 11,142 | 1,116 | 1,116 | 12,258 | 1,086 | 176 | 1,262 | 12,955 | 565 | 13,520 |
| Mississippi | 3,526 | 150 | 3,676 | 287 | 287 | 3,963 | 225 | 58 | 283 | 4,038 | 208 | 4,246 |
| Missouri | 8,832 | 432 | 9,264 | 1,296 | 1,296 | 10,560 | 623 | 145 | 768 | 10,751 | 577 | 11,328 |
| Montana | 3,610 | 64 | 3,674 | 200 | 200 | 3,874 | 652 | 59 | 711 | 4,462 | 123 | 4,585 |
| Nebraska | 2,992 | 116 | 3,108 | 412 | 412 | 3,520 | 383 | 49 | 432 | 3,787 | 165 | 3,952 |
| Nevada | 4,391 | 133 | 4,524 | 168 | 168 | 4,692 | 794 | 72 | 866 | 5,353 | 205 | 5,558 |
| New Hampshire | 3,092 | 83 | 3,175 | 443 | 443 | 3,618 | 199 | 51 | 250 | 3,734 | 134 | 3,868 |
| New Jersey | 12,007 | 556 | 12,563 | 5,227 | 5,227 | 17,790 | 1,647 | 197 | 1,844 | 18,881 | 753 | 19,634 |
| New Mexico | 4,369 | 136 | 4,505 | 107 | 107 | 4,612 | 478 | 72 | 550 | 4,954 | 208 | 5,162 |
| New York | 28,542 | 1,072 | 29,614 | 8,170 | 8,170 | 37,784 | 3,689 | 468 | 4,157 | 40,401 | 1,540 | 41,941 |
| North Carolina | 18,042 | 875 | 18,917 | 1,781 | 1,781 | 20,698 | 1,314 | 296 | 1,610 | 21,137 | 1,171 | 22,308 |
| North Dakota | 1,306 | 43 | 1,349 | 121 | 121 | 1,470 | 66 | 21 | 87 | 1,493 | 64 | 1,557 |
| Ohio | 21,973 | 879 | 22,852 | 2,817 | 2,817 | 25,669 | 1,022 | 360 | 1,382 | 25,812 | 1,239 | 27,051 |
| Oklahoma | 5,924 | 268 | 6,192 | 656 | 656 | 6,848 | 291 | 97 | 388 | 6,871 | 365 | 7,236 |
| Oregon | 10,120 | 281 | 10,401 | 233 | 233 | 10,634 | 1,584 | 166 | 1,750 | 11,937 | 447 | 12,384 |
| Pennsylvania | 22,353 | 693 | 23,046 | 4,094 | 4,094 | 27,140 | 1,998 | 366 | 2,364 | 28,445 | 1,059 | 29,504 |
| Rhode Island | 1,774 | 58 | 1,832 | 333 | 333 | 2,165 | 162 | 29 | 191 | 2,269 | 87 | 2,356 |
| South Carolina | 7,411 | 327 | 7,738 | 723 | 723 | 8,461 | 404 | 121 | 525 | 8,538 | 448 | 8,986 |
| South Dakota | 1,558 | 47 | 1,605 | 128 | 128 | 1,733 | 111 | 26 | 137 | 1,797 | 73 | 1,870 |
| Tennessee | 9,278 | 452 | 9,730 | 1,193 | 1,193 | 10,923 | 744 | 152 | 896 | 11,215 | 604 | 11,819 |
| Texas | 31,703 | 1,759 | 33,462 | 4,364 | 4,364 | 37,826 | 2,020 | 519 | 2,539 | 38,087 | 2,278 | 40,365 |
| Utah | 6,854 | 179 | 7,033 | 383 | 383 | 7,416 | 1,045 | 112 | 1,157 | 8,282 | 291 | 8,573 |
| Vermont | 2,254 | 29 | 2,283 | 172 | 172 | 2,455 | 149 | 37 | 186 | 2,575 | 66 | 2,641 |
| Virginia | 17,641 | 613 | 18,254 | 2,167 | 2,167 | 20,421 | 1,319 | 289 | 1,608 | 21,127 | 902 | 22,029 |
| Washington | 16,564 | 392 | 16,956 | 384 | 384 | 17,340 | 2,810 | 271 | 3,081 | 19,758 | 663 | 20,421 |
| West Virginia | 2,563 | 98 | 2,661 | 255 | 255 | 2,916 | 149 | 42 | 191 | 2,967 | 140 | 3,107 |
| Wisconsin | 10,670 | 186 | 10,856 | 1,207 | 1,207 | 12,063 | 565 | 175 | 740 | 12,442 | 361 | 12,803 |
| Wyoming | 2,090 | 35 | 2,125 | 94 | 94 | 2,219 | 137 | 36 | 173 | 2,321 | 71 | 2,392 |
| TOTAL 48 CONTERMINOUS STATES | 530,723 | 19,428 | 550,151 | 69,373 | 69,373 | 619,524 | 50,113 | 8,695 | 58,808 | 650,209 | 28,123 | 678,332 |
| Alaska | 2,180 | 73 | 2,253 | 13 | 13 | 2,266 | 436 | | 436 | 2,629 | 73 | 2,702 |
| Hawaii | 3,064 | 120 | 3,184 | 24 | 24 | 3,208 | 399 | | 399 | 3,487 | 120 | 3,607 |
| TOTAL ALASKA & HAWAII | 5,244 | 193 | 5,437 | 37 | 37 | 5,474 | 835 | | 835 | 6,116 | 193 | 6,309 |
| U.S. Unclassified | | | | | | | | | | | | |
| TOTAL UNITED STATES | 535,967 | 19,621 | 555,588 | 69,410 | 69,410 | 624,998 | 50,948 | 8,695 | 59,643 | 656,325 | 28,316 | 684,641 |
| Poss. & Other Areas | 376 | 16 | 392 | 2 | 2 | 394 | 5 | | 5 | 383 | 16 | 399 |
| U.S. & POSS., etc. | 536,343 | 19,637 | 555,980 | 69,412 | 69,412 | 625,392 | 50,953 | 8,695 | 59,648 | 656,708 | 28,332 | 685,040 |
| Canada | | | | | | | | | | | | |
| International | 1,116 | 602 | 1,718 | 1 | 1 | 1,719 | 328 | | 328 | 1,445 | 602 | 2,047 |
| Other Unclassified | | | | | | | | | | | | |
| Military or Civilian Personnel Overseas | 901 | | 901 | 6 | 6 | 907 | | | | 907 | | 907 |
| GRAND TOTAL | 542,164 | 20,239 | 562,403 | 69,441 | 69,441 | 631,844 | 55,292 | 8,695 | 63,987 | 666,897 | 28,934 | 695,831 |

8. ANALYSIS OF TOTAL NEW AND RENEWAL PAID INDIVIDUAL SUBSCRIPTIONS

Total gross individual subscriptions (new and renewal) sold in the six month period ended June 30, 2014

| A. DURATION | % | C. CHANNELS | % |
|---|---------------|---|---------------|
| (a) One to six months (1 to 6 issues) | 115 0.0 | (a) Ordered by subscriber action via direct mail, direct mail agents, inserts, online, renewals, catalogs, or other outlets available to the subscribers..... | 230,291 90.4 |
| (b) Seven to eleven months (7 to 11 issues)..... | 69 0.0 | (b) Ordered by subscribers in response to unsolicited telemarketing and door to door selling. | 22,566 8.9 |
| (c) Twelve months (12 issues)..... | 177,095 69.6 | (c) Ordered by subscribers in response to fund-raising programs of schools, churches, and other similar organizations. | 1,781 0.7 |
| (d) Thirteen to twenty-four months..... | 48,151 18.9 | (d) Subscriptions as part of membership in an organization | None |
| (e) Twenty-five months and more | 29,208 11.5 | Total Subscriptions Sold in Period | 254,638 100.0 |
| Total Subscriptions Sold in Period | 254,638 100.0 | | |
| B. USE OF PREMIUMS | | | |
| (a) Ordered without premium | 251,468 98.8 | | |
| (b) Ordered with material reprinted from this publication, See Par. 9 | 2,048 0.8 | | |
| (c) Ordered with other premiums, See Par. 9 | 1,122 0.4 | | |
| Total Subscriptions Sold in Period | 254,638 100.0 | | |

9. EXPLANATORY

(a) Suggested Retail Prices: Average Single Copy: Canada, \$6.99. Subscriptions: U.S., 2 yrs. \$36.00; 3 yrs. \$45.00. Canada, 1 yr. \$35.00. International, 1 yr. \$45.00.

(b) Average nonanalyzed nonpaid circulation for the 6 month period: 5,189 copies per issue.

(c) Post expiration copies: None.

(d) DESCRIPTION OF DIGITAL (Replica) - The Digital Edition is an exact replica of the core product in format and advertising content. The Digital Edition is available at www.Zinio.com, www.Barnesandnoble.com and www.Amazon.com.

(e) 25,458 subscriptions were sold in combination during this statement period.

| Combination Publication | Subscriptions Sold | Subscription Term | Price of Combination | Suggested Retail Prices |
|-------------------------|--------------------|-------------------|----------------------|-------------------------|
| Outside Buyer's Guide | 25,458 | 1 year | \$24.00 | \$6.95 |

(f) Award Point Subscription Sales: The average of 89,445 copies per issue, shown in Par. 6 and included in Par. 1, represents copies purchased through the redemption of Airline Frequent Flyer Miles valued at 2.5¢ to 3¢ per mile.

(g) Partnership Subscription Sales (Deductible): The average of 16,881 copies per issue, shown in Par. 6 and included in Par. 1, represents copies served in a partnership relationship wherein this publication was bundled with the purchase of a product or service. Purchasers were advised that \$9.97 to \$24.00 of the sales price was allocated for a 1 year subscription to this publication.

(h) Use of Premiums: Editorial reprints in electronic form, with no advertised or stated values, were offered with new and renewal subscriptions at suggested retail prices.

"OUTSIDE's Exposure calendar" or a water bottle, with no advertised or stated value, was offered with new and renewal subscriptions at suggested retail prices.

10. VARIANCE

Latest released Audit Report for 12 months ended December 31, 2013; Variation from Publisher's Statements

| Audit Period Ended | Rate Base (Paid & Verified) | Audit Report (Paid & Verified) | Publisher's Statements (Paid & Verified) | Difference (Paid & Verified) | Percentage of Difference (Paid & Verified) |
|--------------------|-----------------------------|--------------------------------|--|------------------------------|--|
| 12-31-13 | 675,000 | 684,833 | 686,735 | -1,902 | -0.3 |
| 12-31-12 | 675,000 | 687,003 | 688,185 | -1,182 | -0.2 |
| 12-31-11 | 675,000 | 682,676 | 679,958 | 2,718 | 0.4 |
| 12-31-10 | 675,000 | 685,121 | 686,148 | -1,027 | -0.1 |
| 12-31-09 | 675,000 | 687,321 | 687,834 | -513 | -0.1 |

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 Alliance for Audited Media's Bylaws and Rules.

Parent Company: Mariah Media, Inc.

OUTSIDE, published by Mariah Media, Inc. • 400 Market Street • Santa Fe, NM 87501

PAUL ROLNICK

SCOTT PARMELEE

Date Signed July 29, 2014

Senior Consumer Marketing Director

VP/Publisher

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Established: 1977 AAM Member since: 1979

| | | |
|-----------|---|----------|
| 04-0836-0 | Analyzed Issue Date | 01/01/14 |
| | Analyzed Issue Text (for double month issue date) | |
| | Average Single Copy Price | 5.99 |
| | Association Subscription Price | |
| | U.S. Subscription Price | 24.00 |
| | Canadian Subscription Price | 35.00 |
| | International Subscription Price | 45.00 |