

**REVISED STATEMENT (SEE PARAGRAPH 8)
CONSUMER MAGAZINE CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED JUNE 2009**

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.

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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.

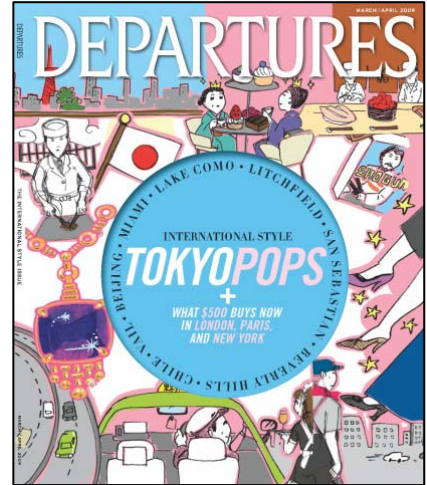
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DEPARTURES

M A G A Z I N E

American Express Publishing
1120 Avenue of the Americas
New York, NY 10036
Tel.: (212) 382-5600
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Official Publication of: None
Established: 1984



MARKET SERVED

DEPARTURES is the lifestyle magazine covering luxury, travel, dining, style, culture and home design for Platinum card and Centurion members from American Express.

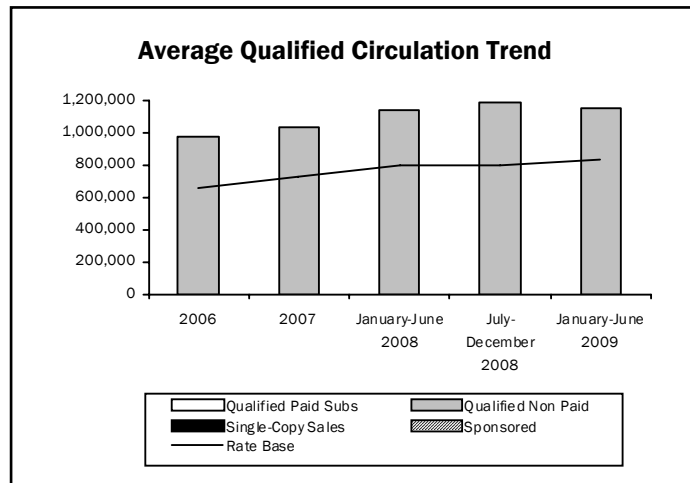
AVERAGE QUALIFIED CIRCULATION

Total Qualified _____	1,154,495
Average Rate Base _____	840,000
Variance +/- _____	314,495
Percent +/- _____	37.4
Qualified Paid _____	932
Subscriptions _____	932
Sponsored _____	-
Single-Copy Sales _____	-
Qualified Non-Paid _____	1,153,563

**NC = None Claimed

PRICE AND FREQUENCY

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



1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individuals _____	932	0.1	-	-	932	0.1
Membership Benefit _____	-	-	1,115,230	96.6	1,115,230	96.6
Multi-Copy Same Addressee _____	-	-	38,333	3.3	38,333	3.3
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	932	0.1	1,153,563	99.9	1,154,495	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	932	0.1	1,153,563	99.9	1,154,495	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2009 Issue	Qualified Paid			Qualified Non-Paid	Total Qualified
	Single-Copy Sales	Subscriptions	Total		
January/February _____					1,187,804
March/April _____					1,162,518
May/June _____					1,113,163

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

3A. PRICES

3B. USE OF FREE PROMOTIONAL INCENTIVES

PARAGRAPHS 3A AND 3B ARE NOT REQUIRED.

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF MAY/JUNE 2009		
This issue is 5.3% or 61,998 copies below the average of the other 2 issues reported in Paragraph two.		
BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL
American Express Individual Platinum, Centurion and Paid members _____	763,264	68.6
American Express Small Business Platinum, Centurion and Paid members _____	349,899	31.4
TOTAL	1,113,163	100.0

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY/JUNE 2009							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 years	3 years				
I. TOTAL - Personal Direct Request: _____	-	-	-			-	-
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
II. TOTAL - Request from recipient's company: _____	-	-	-			-	-
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
III. TOTAL - Membership Benefit: _____	1,113,163	-	-			1,113,163	100.0
a. Individual _____	763,264	-	-			763,264	68.6
b. Organizational _____	349,899	-	-			349,899	31.4
IV. TOTAL - Communication from recipient or re-distributor (other than request): _____	-	-	-			-	-
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
V. TOTAL - Sources other than above (listed alphabetically): _____	-	-	-			-	-
Rosters and directories _____	-	-	-			-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-			-	-
Other sources _____	-	-	-			-	-
VI. TOTAL - Single Copy Sales: _____	-	-	-			-	-
TOTAL QUALIFIED CIRCULATION	1,113,163	-	-			1,113,163	100.0
PERCENT	100.0	-	-			100.0	

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY/JUNE 2009													
State & Zip Code	Qualified Paid			Total Qualified Non-Paid	Total Qualified	Percent	State & Zip Code	Qualified Paid			Total Qualified Non-Paid	Total Qualified	Percent
	Single-Copy Sales	Subscriptions	Total Paid					Single-Copy Sales	Subscriptions	Total Paid			
039-049 Maine _____					2,437		400-427 Kentucky _____					5,829	
030-038 New Hampshire _____					4,294		370-385 Tennessee _____					13,204	
050-059 Vermont _____					1,470		350-369 Alabama _____					9,444	
010-027 Massachusetts _____					34,599		386-397 Mississippi _____					4,408	
028-029 Rhode Island _____					3,619		EAST SO. CENTRAL					32,885	3.0
060-069 Connecticut _____					26,070		716-729 Arkansas _____					4,093	
NEW ENGLAND					72,489	6.5	700-714 Louisiana _____					12,511	
100-149 New York _____					151,088		730-749 Oklahoma _____					6,052	
070-089 New Jersey _____					79,088		750-799 Texas _____					92,513	
150-196 Pennsylvania _____					30,138		WEST SO. CENTRAL					115,169	10.3
MIDDLE ATLANTIC					260,314	23.4	590-599 Montana _____					1,917	
430-459 Ohio _____					23,067		832-838 Idaho _____					2,115	
460-479 Indiana _____					7,702		820-831 Wyoming _____					1,207	
600-629 Illinois _____					33,069		800-816 Colorado _____					14,596	
480-499 Michigan _____					19,928		870-884 New Mexico _____					3,905	
530-549 Wisconsin _____					5,806		850-865 Arizona _____					19,813	
EAST NO. CENTRAL					89,572	8.0	840-847 Utah _____					6,606	
550-567 Minnesota _____					10,548		889-898 Nevada _____					10,063	
500-528 Iowa _____					2,458		MOUNTAIN					60,222	5.4
630-658 Missouri _____					8,773		995-999 Alaska _____					1,087	
580-588 North Dakota _____					517		980-994 Washington _____					12,598	
570-577 South Dakota _____					1,065		970-979 Oregon _____					5,515	
680-693 Nebraska _____					1,850		900-961 California _____					168,827	
660-679 Kansas _____					4,506		967-968 Hawaii _____					4,141	
WEST NO. CENTRAL					29,717	2.7	PACIFIC					192,168	17.3
197-199 Delaware _____					2,179		UNITED STATES					1,094,197	98.3
206-219 Maryland _____					21,167		969 & 004-009 U.S. Territories _____					3,499	
200-205 Washington, DC _____					6,957		Canada _____					467	
220-246 Virginia _____					26,618		Mexico _____					15,000	
247-268 West Virginia _____					1,470		Other International _____					-	
270-289 North Carolina _____					18,563		APO/FPO _____					-	
290-299 South Carolina _____					10,449		TOTALS					1,113,163	100.0
300-319 Georgia _____					37,617								
320-349 Florida _____					116,641								
SOUTH ATLANTIC					241,661	21.7							

7. AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS

6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim	Circulation Claim
	2005	2006	2007	January - June 2008	July - December 2008*	January - June 2009*
Total Audit Average Qualified: _____	820,260	952,062	1,064,895	1,138,483	1,185,937	1,154,495
Rate Base (if any): _____	610,000	660,000	725,000	800,000	800,000	840,000
Rate Base +/-: _____	210,260	292,062	339,895	338,483	385,937	314,495
Percent +/-: _____	34.5	44.3	46.9	42.3	48.2	37.4
Qualified Paid : _____	-	-	-	935	940	932
Subscriptions _____	-	-	-	935	940	932
Sponsored _____	-	-	-	-	-	-
Single-Copy Sales _____	-	-	-	-	-	-
Qualified Non-Paid: _____	820,260	952,062	1,064,895	1,137,548	1,184,997	1,153,563
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: July 2008 - June 2009 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**REVISED STATEMENT:**

This Revised June 2009 Circulation Statement dated August 18, 2009 replaces the previously released statement dated July 15, 2009. Due to a clerical error, the information reported in Paragraph 1, 4, 5 and 8 was incorrect. The correct figures have been reported herein. The correct figures and terminology appear on pages 2, 3 and 4. Please destroy all originally released copies of this report.

METHOD OF DISTRIBUTION:

DEPARTURES is mailed periodicals class from New York.

AVERAGE NON-QUALIFIED CIRCULATION: 22,889 COPIES**TOP 20 DMAs**

This is an analysis of copies sent to "Designated Market Areas" (DMA's) which are television viewing areas as defined by the A.C. Nielsen Company.

DMA RANK	CIRCULATION	% DEPARTURES	% DMA Hhs	DEPARTURES INDEX
1. New York	227,834	20.8	6.8	306
2. Los Angeles	96,000	8.8	5.0	175
3. Chicago	30,714	2.8	3.1	91
4. Philadelphia	31,579	2.9	2.7	107
5. San Francisco-Oakland-San Jose	35,960	3.3	2.3	143
Top 5 Sub Total	422,087	38.6	19.9	194
6. Boston	35,446	3.2	2.2	147
7. Dallas - Ft. Worth	24,070	2.2	2.1	105
8. Washington D.C.	35,416	3.2	2.1	154
9. Atlanta	32,060	2.9	1.9	154
10. Detroit	14,568	1.3	1.8	74
Top 10 Sub Total	563,647	51.5	30.0	172
11. Houston	41,267	3.8	1.7	222
12. Seattle - Tacoma	10,817	1.0	1.6	62
13. Tampa - St. Petersburg	18,785	1.7	1.5	114
14. Minneapolis-St. Paul	9,988	0.9	1.5	61
15. Phoenix	16,972	1.6	1.4	111
Top 15 Sub Total	661,476	60.5	37.7	160
16. Cleveland-Akron (Canton)	10,769	1.0	1.4	70
17. Miami-Ft. Lauderdale	42,343	3.9	1.4	276
18. Denver	12,854	1.2	1.3	90
19. Sacramento-Stockton-Modesto	7,282	0.7	1.2	55
20. Orlando - Daytona Beach - Melbourne	14,118	1.3	1.2	108
Top 20 Total	748,842	68.5	44.2	155
Total U.S.	1,094,197	100.0	100.0	

PUBLISHER'S AFFIDAVIT

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

Ed Ventimiglia, Senior VP / Publisher

Shaun Gurl, VP Magazine Consumer Marketing

(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 July 15, 2009

State New York

County New York

Revised August 18, 2009

Type CPJ

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