

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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**FIELD SERVED**

OFF-HIGHWAY ENGINEERING serves the international off-highway design and manufacturing field which consists of producers of industrial/utility/construction, agricultural, lawn and garden, forestry/logging, mining, heavy truck/bus, self-propelled recreational, engines/drivetrain/transmissions and other off-highway equipment. Also served are makers of parts, accessories and components and others allied to the field.

**DEFINITION OF RECIPIENT QUALIFICATION**

Qualified recipients are those who are affiliated with the above businesses and by their titles in corporate management, engineering management and design, manufacturing and production, purchasing, sales and marketing and other titled and non-titled personnel.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	6
Advertiser and Agency _____	709
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	929
Electronic _____	-
All Other _____	760
<b>TOTAL</b>	<b>2,404</b>

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	13,476	84.6	12,712	79.8	764	4.8
Sponsored Individually Addressed ____	-	-	-	-	-	-
Membership Benefit _____	2,453	15.4	311	2.0	2,142	13.4
Multi-Copy Same Addressee _____	5	-	-	-	5	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>15,934</b>	<b>100.0</b>	<b>13,023</b>	<b>81.8</b>	<b>2,911</b>	<b>18.2</b>

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD											
2009 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified	2009 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified
February _____	793	376			16,045	April _____	120	190			15,751
March _____	701	337			15,681	June _____	3201	3709			16,259
						<b>TOTAL</b>	<b>4,815</b>	<b>4,612</b>			

**3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF JUNE 2009****This issue is 2.7% or 433 copies above the average of the other 3 issues reported in Paragraph two.**

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	Corporate Management (Note 1)	Engineering Management and Design (Note 2)	Manufacturing and Production (Note 3)	Purchasing (Note 4)	Sales and Marketing (Note 5)	Other Titled and Non-Titled Personnel
Industrial/Utility/Construction Equipment Manufacturers _____	4,274	26.3	244	3,197	434	101	247	51
Agricultural Equipment Manufacturers _____	1,853	11.4	107	1,388	188	57	97	16
Lawn and Garden Equipment Manufacturers _____	349	2.1	21	280	30	4	12	2
Forestry/Logging Equipment Manufacturers _____	114	0.7	11	80	7	3	12	1
Mining Equipment Manufacturers _____	479	2.9	25	350	57	12	28	7
Heavy Truck/Bus Manufacturers _____	2,383	14.7	58	1,999	128	66	116	16
Self-Propelled Recreational Equipment Manufacturers _____	461	2.8	14	365	48	11	18	5
Other Off-Highway Equipment Manufacturers _____	1,716	10.6	62	1,397	114	21	105	17
Engines/Drivetrain/Transmission Manufacturers _____	2,744	16.9	145	2,065	208	54	258	14
Parts Accessories & Components _____	1,100	6.8	107	656	51	5	246	35
Others Allied to the Field _____	786	4.8	48	203	32	4	54	445
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>16,259</b>	<b>100.0</b>	<b>842</b>	<b>11,980</b>	<b>1,297</b>	<b>338</b>	<b>1,193</b>	<b>609</b>
<b>PERCENT</b>	<b>100.0</b>		<b>5.2</b>	<b>73.7</b>	<b>8.0</b>	<b>2.1</b>	<b>7.3</b>	<b>3.7</b>

Note 1: Corporate Management: Chairman of the Board, Chief Executive Officer, President, Partner, Owner, Managing Director, General Manager, and Vice President.

Note 2: Engineering Management and Design: Chief Engineer, Project Engineer, Deputy Director, Product Development Manager, Design Engineer, Platform and Program

Management, CAD/CAM/CAE Engineer, Testing Engineer, Testing Manager, Research and Development Engineer, Research and Development Manager, Information Technology.

Note 3: Manufacturing and Production: Plant Manager, Production Manager, Factory Manager, Maintenance Manager, Maintenance Engineer

Note 4: Purchasing: Buyer, Purchasing Agent, Value Analyst, and Expeditor.

Note 5: Sales and Marketing: Market Analyst, Sales Manager, Regional Sales, Administrative Management

**3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF JUNE 2009**

QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 Year	2 Years	3 Years				
I. Direct Request: _____	9,414	1,624	-			11,038	67.8
II. Request from recipient's company: _____	34	24	-			58	0.4
III. Membership Benefit: _____	2,101	335	-			2,436	15.0
IV. Communication from recipient or recipient's company (other than request): _____	2,549	178	-			2,727	16.8
V. <b>TOTAL</b> - Sources other than above (listed alphabetically): _____	-	-	-			-	-
Association rosters and directories _____	-	-	-			-	-
Business directories _____	-	-	-			-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-			-	-
Other sources _____	-	-	-			-	-
VI. Single Copy Sales: _____	-	-	-			-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>14,098</b>	<b>2,161</b>	<b>-</b>			<b>16,259</b>	<b>100.0</b>
<b>PERCENT</b>	<b>86.7</b>	<b>13.3</b>	<b>-</b>			<b>100.0</b>	

**3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF JUNE 2009**

MAILING ADDRESS	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function _____			16,099	99.1
Individuals by name only _____			124	0.8
Titles or functions only _____			8	-
Company names only _____			23	0.1
Multi-Copy Same Addressee copies _____			5	-
Single Copy Sales _____			-	-
<b>TOTAL QUALIFIED CIRCULATION</b>			<b>16,259</b>	<b>100.0</b>

**4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF JUNE 2009**

State & Zip Code	Total Qualified	Percent	State & Zip Code	Total Qualified	Percent
039-049 Maine _____	13		400-427 Kentucky _____	103	
030-038 New Hampshire _____	32		370-385 Tennessee _____	150	
050-059 Vermont _____	4		350-369 Alabama _____	84	
010-027 Massachusetts _____	79		386-397 Mississippi _____	55	
028-029 Rhode Island _____	8		<b>EAST SO. CENTRAL</b>	<b>392</b>	<b>2.4</b>
060-069 Connecticut _____	90		716-729 Arkansas _____	31	
<b>NEW ENGLAND</b>	<b>226</b>	<b>1.4</b>	700-714 Louisiana _____	33	
100-149 New York _____	249		730-749 Oklahoma _____	139	
070-089 New Jersey _____	94		750-799 Texas _____	464	
150-196 Pennsylvania _____	535		<b>WEST SO. CENTRAL</b>	<b>667</b>	<b>4.1</b>
<b>MIDDLE ATLANTIC</b>	<b>878</b>	<b>5.4</b>	590-599 Montana _____	13	
430-459 Ohio _____	757		832-838 Idaho _____	33	
460-479 Indiana _____	980		820-831 Wyoming _____	3	
600-629 Illinois _____	2,528		800-816 Colorado _____	93	
480-499 Michigan _____	1,974		870-884 New Mexico _____	16	
530-549 Wisconsin _____	1,000		850-865 Arizona _____	88	
<b>EAST NO. CENTRAL</b>	<b>7,239</b>	<b>44.6</b>	840-847 Utah _____	37	
550-567 Minnesota _____	608		889-898 Nevada _____	17	
500-528 Iowa _____	930		<b>MOUNTAIN</b>	<b>300</b>	<b>1.8</b>
630-658 Missouri _____	144		995-999 Alaska _____	9	
580-588 North Dakota _____	199		980-994 Washington _____	245	
570-577 South Dakota _____	46		970-979 Oregon _____	236	
680-693 Nebraska _____	88		900-961 California _____	575	
660-679 Kansas _____	228		967-968 Hawaii _____	6	
<b>WEST NO. CENTRAL</b>	<b>2,243</b>	<b>13.8</b>	<b>PACIFIC</b>	<b>1,071</b>	<b>6.6</b>
197-199 Delaware _____	13		<b>UNITED STATES</b>	<b>14,284</b>	<b>87.9</b>
206-219 Maryland _____	120		969 & 004-009 U.S. Territories _____	7	
200-205 Washington, DC _____	19		Canada _____	599	
220-246 Virginia _____	148		Mexico _____	58	
247-268 West Virginia _____	35		Other International _____	1,309	
270-289 North Carolina _____	416		APO/FPO _____	2	
290-299 South Carolina _____	163		<b>TOTAL QUALIFIED CIRCULATION</b>	<b>16,259</b>	<b>100.0</b>
300-319 Georgia _____	204				
320-349 Florida _____	150				
<b>SOUTH ATLANTIC</b>	<b>1,268</b>	<b>7.8</b>			

**4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF JUNE 2009**

Region/Country	Total Qualified	Percent
<b>ASIA</b>		
Bangladesh _____	4	
China _____	25	
Hong Kong - SAR _____	2	
India _____	227	
Indonesia _____	6	
Japan _____	52	
Korea, Republic Of _____	15	
Malaysia _____	8	
Pakistan _____	19	
Philippines _____	3	
Singapore _____	16	
Sri Lanka _____	12	
Taiwan _____	6	
Thailand _____	3	
<b>Subtotal</b>	<b>398</b>	<b>2.4</b>
<b>MIDDLE EAST</b>		
Iran _____	17	
Israel _____	12	
Oman _____	1	
Qatar _____	2	
United Arab Emirates _____	11	
<b>Subtotal</b>	<b>43</b>	<b>0.3</b>
<b>EUROPE</b>		
Albania _____	3	
Andorra _____	8	
Belgium _____	32	
Cyprus _____	3	
Czech Republic _____	3	
Denmark _____	13	
Estonia _____	1	
Finland _____	12	
France _____	37	
Germany _____	101	
Greece _____	2	
Italy _____	58	
Malta _____	1	
Netherlands _____	11	
Poland _____	6	
Portugal _____	7	
Ireland _____	6	
Romania _____	4	
Russian Federation _____	16	

Region/Country	Total Qualified	Percent
Spain _____	18	
Sweden _____	51	
Switzerland _____	11	
Turkey _____	32	
Ukraine _____	4	
United Kingdom _____	141	
<b>Subtotal</b>	<b>581</b>	<b>3.6</b>
<b>AFRICA</b>		
Algeria _____	1	
Botswana _____	1	
Burkina Faso _____	1	
Egypt _____	9	
Eritrea _____	1	
Ghana _____	2	
Nigeria _____	13	
South Africa _____	12	
Tunisia _____	1	
<b>Subtotal</b>	<b>41</b>	<b>0.3</b>
<b>NORTH AMERICA</b>		
Canada _____	599	
United States _____	14,293	
Mexico _____	58	
<b>Subtotal</b>	<b>14,950</b>	<b>91.9</b>
<b>CENTRAL AMERICA</b>		
Costa Rica _____	1	
Guatemala _____	1	
Nicaragua _____	1	
<b>Subtotal</b>	<b>3</b>	<b>-</b>
<b>SOUTH AMERICA</b>		
Argentina _____	36	
Bolivia _____	1	
Brazil _____	52	
Chile _____	7	
Colombia _____	6	
Ecuador _____	1	
Peru _____	12	
Venezuela _____	2	
<b>Subtotal</b>	<b>117</b>	<b>0.7</b>
<b>ASIA PACIFIC</b>		
Australia _____	120	
New Zealand _____	6	
<b>Subtotal</b>	<b>126</b>	<b>0.8</b>
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>16,259</b>	<b>100.0</b>

**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: _____	15,964	15,589	16,042	16,242	16,237	15,934
Qualified Non-Paid: _____	14,070	13,282	13,537	13,572	13,432	13,023
Qualified Paid: _____	1,894	2,307	2,505	2,670	2,805	2,911
Post Expire Copies included in Paid Circulation: _____	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	\$18.56	\$19.75	\$19.86	\$20.13	\$20.02	\$20.08

\*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. PAID CIRCULATION DATA**

\$20.08	Average Annual Subscription Order Price for the Period. (includes promotional incentive value, if any)
8	Issues Per Year
**NC	All Single Copy Sales Prices for the Period
**NC	Renewal Rate of Paid Subscribers (Optional)

**9. ADDITIONAL DATA**

PARAGRAPHS 5 AND 6 ARE NOT REQUIRED.

**PUBLISHER'S AFFIDAVIT**

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

Jodie Mohnkern, Circulation 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	July 13, 2009
State	Pennsylvania
County	Allegheny
Received by BPA Worldwide	July 13, 2009
Type	PJ
ID Number	0082P0J9