

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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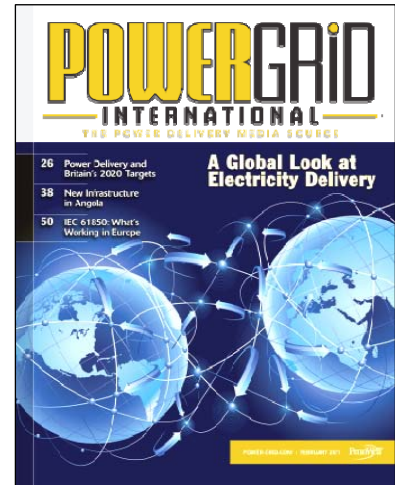
A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprised of media owners, advertising agencies and advertisers. Headquartered in Shelton, Connecticut, USA, BPA has the largest membership of any media-auditing organization in the world, spanning more than 30 countries. Worldwide, BPA audits 2,600+ media properties—including over 1,500 B-to-B publications, more than 350 consumer magazines, 150 newspapers, 550+ web sites, 40 events, email newsletters, databases, wireless and other advertiser-supported media—as well as 2,700 advertiser and agency members.

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Official Publication of: None
Established: 1996
Issues Per Year: 12



FIELD SERVED

POWERGRID International serves electric and gas utilities worldwide. This includes electric utilities; water utility/ system; electric/ gas utility; gas utility; manufacturer/ vendor; rural electric membership coop (REMC);consultant, consulting engineer; federal power agency; energy service company; energy service provider; municipal utility/public power; electric/water utility and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients are involved in Exec/General management (includes Commissioner, Director, etc), Engineering Management/Supervision; engineering (including planning, design, systems), Operations Management/Supervision; Operations Maintenance (includes construction); Management Information Systems/Services; Research & Development and other functions and functions not specified.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	15
Advertiser and Agency _____	1,126
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	1,967
Digital _____	-
All Other _____	863
TOTAL	3,971

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	43,431	100.0	43,431	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	43,431	100.0	43,431	100.0	-	-

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2011 Issue	Number Removed	Number Added	Print Version Only (A)	Digital Version Only (B)	Total Qualified
January _____	586	930	24,408	18,170	42,578
February _____	515	399	23,912	18,550	42,462
March _____	751	1,166	23,260	19,617	42,877
April _____	2,477	2,269	23,431	19,238	42,669
May _____	5,195	7,529	25,054	19,949	45,003
June _____	36	33	25,065	19,935	45,000
TOTAL	9,560	12,326			

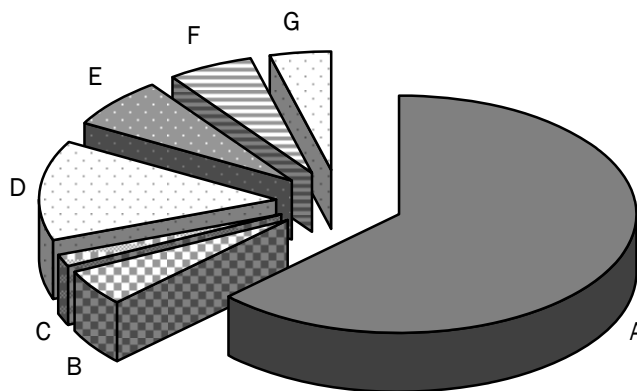
3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011
 This issue is 4.4% or 1,886 copies above the average of the other 5 issues reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only (A)	Digital Version Only (B)	CLASSIFICATION BY TITLE/JOB FUNCTION				
					Exec/General/Mgmt (incl Commissioner, Director, etc)	Engineering Mgmt/Supv incl. Planning, Design, Systems	Operations Mgmt/Supv/Maintenance (includes construction)	Management Information Systems/ Services	Research & Development, Other Functions & Functions Not Specified
Electric Utility (See Note 1) _____	28,328	62.9	18,274	10,054	5,314	9,152	11,311	997	1,554
Water Utility/System _____	2,227	4.9	1,584	643	511	299	1,282	43	92
Gas Utility _____	745	1.7	413	332	191	194	277	23	60
Consultant, Consulting Engineer _____	6,112	13.6	2,130	3,982	1,436	2,876	846	340	614
Energy Svc Co./Energy Svc Provider _____	3,087	6.9	1,138	1,949	893	991	843	106	254
Manufacturer/Vendor _____	2,662	5.9	850	1,812	884	755	559	67	397
Others allied to the field _____	1,842	4.1	665	1,177	273	407	366	74	722
TOTAL QUALIFIED CIRCULATION	45,003	100.0	25,054	19,949	9,502	14,674	15,484	1,650	3,693
PERCENT	100.0		55.7	44.3	21.1	32.6	34.4	3.7	8.2

Note 1: Electric utility includes electric utility, electric/gas utility, rural electric membership corporation (REMC), federal power agencies, municipal utility/public power, electric/water utility

3a. Breakout of Qualified Circulation of Business and Industry

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL
A Electric Utility (See Note 1) _____	28,328	62.9
B Water Utility/System _____	2,227	4.9
C Gas Utility _____	745	1.7
D Consultant, Consulting Engineer _____	6,112	13.6
E Energy Svc Co./ Energy Svc Provider _____	3,087	6.9
F Manufacturer/Vendor _____	2,662	5.9
G Others allied to the field _____	1,842	4.1



3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011

QUALIFICATION SOURCE	Qualified Within			Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
	1 Year	2 Years	3 Years				
I. Direct Request: _____	36,679	6,764	-	23,494	19,949	43,443	96.5
II. Request from recipient's company: _____	-	-	-	-	-	-	-
III. Membership Benefit: _____	-	-	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	1,560	-	-	1,560	-	1,560	3.5
V. TOTAL - 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: _____	-	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	38,239	6,764	-	25,054	19,949	45,003	100.0
PERCENT	85.0	15.0	-	55.7	44.3	100.0	

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011

MAILING ADDRESS	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
Individuals by name and title and/or function _____	25,054	19,949	45,003	100.0
Individuals by name only _____	-	-	-	-
Titles or functions only _____	-	-	-	-
Company names only _____	-	-	-	-
Multi-Copy Same Addressee copies _____	-	-	-	-
Single Copy Sales _____	-	-	-	-
TOTAL QUALIFIED CIRCULATION	25,054	19,949	45,003	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011

State	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
Maine _____	158	60	218	
New Hampshire _____	153	61	214	
Vermont _____	96	41	137	
Massachusetts _____	565	220	785	
Rhode Island _____	39	20	59	
Connecticut _____	291	104	395	
NEW ENGLAND	1,302	506	1,808	4.0
New York _____	1,291	499	1,790	
New Jersey _____	486	203	689	
Pennsylvania _____	1,092	426	1,518	
MIDDLE ATLANTIC	2,869	1,128	3,997	8.9
Ohio _____	1,081	395	1,476	
Indiana _____	652	241	893	
Illinois _____	955	351	1,306	
Michigan _____	741	335	1,076	
Wisconsin _____	712	232	944	
EAST NO. CENTRAL	4,141	1,554	5,695	12.7
Minnesota _____	565	224	789	
Iowa _____	540	160	700	
Missouri _____	716	277	993	
North Dakota _____	176	52	228	
South Dakota _____	150	37	187	
Nebraska _____	455	186	641	
Kansas _____	378	172	550	
WEST NO. CENTRAL	2,980	1,108	4,088	9.1
Delaware _____	83	28	111	
Maryland _____	346	126	472	
Washington, DC _____	94	51	145	
Virginia _____	515	270	785	
West Virginia _____	180	46	226	
North Carolina _____	730	353	1,083	
South Carolina _____	357	157	514	
Georgia _____	671	300	971	
Florida _____	1,284	587	1,871	
SOUTH ATLANTIC	4,260	1,918	6,178	13.7
Kentucky _____	425	161	586	
Tennessee _____	607	250	857	
Alabama _____	522	218	740	
Mississippi _____	259	95	354	
EAST SO. CENTRAL	1,813	724	2,537	5.6
Arkansas _____	231	73	304	
Louisiana _____	393	122	515	
Oklahoma _____	366	159	525	
Texas _____	1,607	765	2,372	
WEST SO. CENTRAL	2,597	1,119	3,716	8.3
Montana _____	138	53	191	
Idaho _____	163	58	221	
Wyoming _____	78	36	114	
Colorado _____	509	264	773	
New Mexico _____	116	63	179	
Arizona _____	373	234	607	
Utah _____	188	92	280	
Nevada _____	144	66	210	
MOUNTAIN	1,709	866	2,575	5.7
Alaska _____	34	6	40	
Washington _____	524	280	804	
Oregon _____	299	157	456	
California _____	1,924	1,032	2,956	
Hawaii _____	24	7	31	
PACIFIC	2,805	1,482	4,287	9.5
UNITED STATES	24,476	10,405	34,881	77.5
U.S. Territories _____	37	39	76	
Canada _____	527	436	963	
Mexico _____	8	144	152	
Other International _____	5	8,923	8,928	
APO/FPO _____	1	2	3	
TOTAL QUALIFIED CIRCULATION	25,054	19,949	45,003	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011									
Region	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent	Region	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
ASIA					Latvia _____	-	16	16	
Afghanistan _____	-	3	3		Liechtenstein _____	-	1	1	
Armenia _____	-	7	7		Lithuania _____	-	12	12	
Azerbaijan _____	-	6	6		Luxembourg _____	-	6	6	
Bangladesh _____	-	64	64		Macedonia _____	1	31	32	
Bhutan _____	-	8	8		Malta _____	-	3	3	
Brunei Darussalam _____	-	9	9		Moldova _____	-	4	4	
China _____	-	111	111		Monaco _____	-	1	1	
Hong Kong - SAR _____	-	60	60		Netherlands _____	-	135	135	
India _____	-	2,157	2,157		Norway _____	-	25	25	
Indonesia _____	-	259	259		Poland _____	-	47	47	
Japan _____	-	38	38		Portugal _____	-	103	103	
Kazakhstan _____	-	7	7		Ireland _____	-	48	48	
Korea, Republic Of _____	-	56	56		Romania _____	-	129	129	
Kyrgyzstan _____	-	1	1		Russian Federation _____	-	85	85	
Laos _____	-	2	2		Serbia _____	-	56	56	
Macao _____	-	3	3		Slovakia _____	-	13	13	
Malaysia _____	-	301	301		Slovenia _____	-	21	21	
Mongolia _____	-	9	9		Spain _____	-	243	243	
Myanmar _____	-	5	5		Sweden _____	-	36	36	
Nepal _____	-	27	27		Switzerland _____	-	73	73	
Pakistan _____	1	249	250		Turkey _____	-	122	122	
Philippines _____	-	275	275		Ukraine _____	-	25	25	
Singapore _____	-	205	205		United Kingdom _____	-	454	454	
Sri Lanka _____	-	93	93		Subtotal	1	2,712	2,713	6.0
Taiwan _____	-	52	52		AFRICA	-	511	511	1.1
Thailand _____	-	203	203		NORTH AMERICA				
Uzbekistan _____	-	1	1		Canada _____	527	436	963	
Vietnam _____	-	44	44		United States _____	24,477	10,407	34,884	
Unspecified Asia _____	-	1	1		Mexico _____	8	144	152	
Subtotal	1	4,256	4,257	9.5	Subtotal	25,012	10,987	35,999	80.0
MIDDLE EAST	1	152	153	0.4	CARIBBEAN	37	105	142	0.3
EUROPE					CENTRAL AMERICA	-	60	60	0.1
Albania _____	-	6	6		SOUTH AMERICA				
Andorra _____	-	1	1		Argentina _____	1	138	139	
Austria _____	-	35	35		Bolivia _____	-	25	25	
Belarus _____	-	3	3		Brazil _____	1	206	207	
Belgium _____	-	68	68		Chile _____	-	81	81	
Bosnia and Herzegovina _____	-	28	28		Colombia _____	-	146	146	
Bulgaria _____	-	54	54		Ecuador _____	-	57	57	
Croatia _____	-	43	43		Guyana _____	-	4	4	
Cyprus _____	-	15	15		Paraguay _____	-	8	8	
Czech Republic _____	-	27	27		Peru _____	-	119	119	
Denmark _____	-	35	35		Suriname _____	-	8	8	
Estonia _____	-	15	15		Uruguay _____	-	26	26	
Faroe Islands _____	-	1	1		Venezuela _____	-	71	71	
Finland _____	-	43	43		Subtotal	2	889	891	2.0
France _____	-	127	127		ASIA PACIFIC	-	277	277	0.6
Germany _____	-	176	176						
Gibraltar _____	-	1	1		TOTAL QUALIFIED CIRCULATION	25,054	19,949	45,003	100.0
Greece _____	-	86	86						
Hungary _____	-	20	20						
Iceland _____	-	12	12						
Italy _____	-	227	227						

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
	July - December 2008	January - June 2009	July - December 2009	January - June 2010	July - December 2010*	January - June 2011*
Total Audit Average Qualified	36,010	36,020	37,576	39,543	41,464	43,431
Qualified Non-Paid Total	36,010	36,020	37,576	39,543	41,464	43,431
Print Version Only	28,763	26,885	27,034	26,251	25,428	24,188
Digital Version Only	7,247	9,135	10,542	13,292	16,036	19,243
Qualified Paid Total	-	-	-	-	-	-
Print Version Only	-	-	-	-	-	-
Digital Version Only	-	-	-	-	-	-
Post Expire Copies included in Paid Circulation	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price	**NC	**NC	**NC	**NC	**NC	**NC

*NOTE: July 2010– June 2011 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.

**NC = None Claimed.

ADDITIONAL DATA

METHOD OF DISTRIBUTION:

All qualified circulation conforms to the field served of a recipient's qualification, as reported. Print copies are distributed via postal services or other carriers. Recipients who request the digital versions are notified via email when the version is available.

STATEMENT OF CONTENT PLATFORM:

Replica - Editorial and design are unchanged from the original print edition.

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD - PRINT VERSION ONLY						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	24,188	100.0	24,188	100.0	-	-
Sponsored Individually Addressed ___	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	24,188	100.0	24,188	100.0	-	-

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD - DIGITAL VERSION ONLY						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	19,243	100.0	19,243	100.0	-	-
Sponsored Individually Addressed ___	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	19,243	100.0	19,243	100.0	-	-

PUBLISHER'S AFFIDAVIT		
We hereby make oath and say that all data set forth in this statement are true.	Date signed	June 23, 2011
Michael Grossman, Publisher	State	Oklahoma
Janet Orton, Audience Development Manager	County	Tulsa
(At least one of the above signatures must be that of an officer of the publishing company or its authorized representative.)	Received by BPA Worldwide	June 23, 2011
IMPORTANT NOTE:	Type	PJ
This unaudited circulation statement has been checked against the previous audit report. It will be included in the annual audit made by BPA Worldwide.	ID Number	U044Y0J1