

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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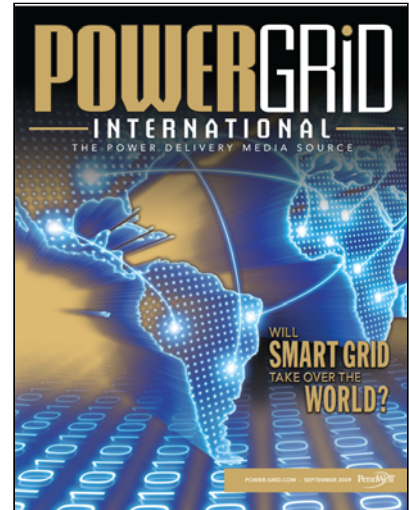
A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprising media owners, advertising agencies and advertisers. Spanning 25 countries, BPA serves more than 2,000 B-to-B publications and 500 consumer magazines, plus newspapers, events, Web sites, email newsletters, databases, wireless and other advertiser-supported media-as well as more than 2,600 advertiser and agency members.

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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 end-user; energy service company; energy service provider; aggregator; municipality; municipal utility/public power; electric/water utility and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients are involved in general/ corporate/ executive/ administrative management; engineering management/ supervision; engineering including planning, design, systems; operations management/ supervision; operations & maintenance; research & development; management information systems/services; customer service; purchasing; other functions and functions not specified including company copies.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	19
Advertiser and Agency _____	1,017
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	850
Digital _____	-
All Other _____	1,106
TOTAL	2,992

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	37,576	100.0	37,576	100.0	-	-
Sponsored Individually Addressed ____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	37,576	100.0	37,576	100.0	-	-

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD															
2009 Issue	Number Removed	Number Added	Print Version Only (A)	Digital Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	2009 Issue	Number Removed	Number Added	Print Version Only (A)	Digital Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified
August _____	73	118	27,103	8,954			36,057	November ____	421	983	26,854	11,843			38,697
September _	293	2,130	27,202	10,692			37,894	December ____	340	307	26,648	12,016			38,664
TOTAL								TOTAL	1,460	4,116					

3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009

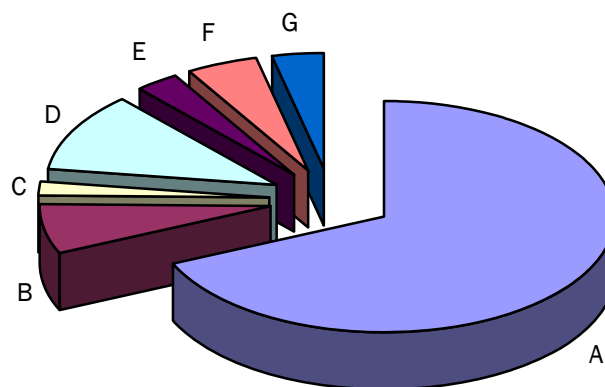
This issue is 3.6% or 1,345 copies above the average of the other 5 issues reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only (A)	Digital Version Only (B)	CLASSIFICATION BY TITLE/JOB FUNCTION				
					General/Corporate/Executive/Administrative Management	Engineering Mgmt/Supv incl. Planning, Design, Systems	Operations Mgmt/Supv/Maintenance	Management Information Systems/Services	Research & Development, Customer Service/Marketing, Purchasing Other Functions & Functions Not Specified
*Electric Utility (See Note 1) _____	26,403	68.2	19,635	6,768	3,522	8,306	11,746	1,377	1,452
Water Utility/System _____	2,776	7.2	2,265	511	507	346	1,723	104	96
Gas Utility _____	649	1.7	455	194	103	160	295	33	58
Consultant, Consulting Engineer _____	4,307	11.1	2,315	1,992	813	2,391	452	241	410
Energy End User/Energy Svc Co./Energy Svc Provider _____	1,224	3.2	534	690	251	432	353	46	142
Manufacturer/Vendor _____	1,908	4.9	914	994	395	621	380	81	431
Aggregator/Others allied to the field _____	1,430	3.7	736	694	207	341	383	53	446
TOTAL QUALIFIED CIRCULATION	38,697	100.0	26,854	11,843	5,798	12,597	15,332	1,935	3,035
PERCENT	100.0		69.4	30.6	15.0	32.6	39.6	5.0	7.8

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) _____	26,403	68.2
B Water Utility/System _____	2,776	7.2
C Gas Utility _____	649	1.7
D Consultant, Consulting Engineer _____	4,307	11.1
E Energy End User/Energy Svc Co./Energy Svc Provider _____	1,224	3.2
F Manufacturer/Vendor _____	1,908	4.9
G Aggregator/Others allied to the field _____	1,430	3.7



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

QUALIFICATION SOURCE	Qualified Within			Print Version Only (A)	Digital Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 Year	2 Years	3 Years						
I. Direct Request: _____	35,004	3,693	-	26,854	11,843			38,697	100.0
II. Request from recipient's company: _____	-	-	-	-	-			-	-
III. Membership Benefit: _____	-	-	-	-	-			-	-
IV. Communication from recipient or recipient's company (other than request): _____	-	-	-	-	-			-	-
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	35,004	3,693	-	26,854	11,843			38,697	100.0
PERCENT	90.5	9.5	-	69.4	30.6			100.0	

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

MAILING ADDRESS	Print Version Only (A)	Digital Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function _____	26,854	11,843			38,697	100.0
Individuals by name only _____	-	-			-	-
Titles or functions only _____	-	-			-	-
Company names only _____	-	-			-	-
Multi-Copy Same Addressee copies _____	-	-			-	-
Single Copy Sales _____	-	-			-	-
TOTAL QUALIFIED CIRCULATION	26,854	11,843			38,697	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009

State & Zip Code	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent	State & Zip Code	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
039-049 Maine _____	145	44	189		400-427 Kentucky _____	435	115	550	
030-038 New Hampshire _____	117	47	164		370-385 Tennessee _____	706	184	890	
050-059 Vermont _____	91	28	119		350-369 Alabama _____	520	161	681	
010-027 Massachusetts _____	580	126	706		386-397 Mississippi _____	259	64	323	
028-029 Rhode Island _____	45	7	52		EAST SO. CENTRAL	1,920	524	2,444	6.3
060-069 Connecticut _____	308	61	369		716-729 Arkansas _____	242	58	300	
NEW ENGLAND	1,286	313	1,599	4.1	700-714 Louisiana _____	391	100	491	
100-149 New York _____	1,327	342	1,669		730-749 Oklahoma _____	437	125	562	
070-089 New Jersey _____	497	155	652		750-799 Texas _____	1,643	487	2,130	
150-196 Pennsylvania _____	1,194	287	1,481		WEST SO. CENTRAL	2,713	770	3,483	9.1
MIDDLE ATLANTIC	3,018	784	3,802	9.8	590-599 Montana _____	152	28	180	
430-459 Ohio _____	1,232	292	1,524		832-838 Idaho _____	157	42	199	
460-479 Indiana _____	701	181	882		820-831 Wyoming _____	105	19	124	
600-629 Illinois _____	1,073	232	1,305		800-816 Colorado _____	520	190	710	
480-499 Michigan _____	756	238	994		870-884 New Mexico _____	169	71	240	
530-549 Wisconsin _____	773	186	959		850-865 Arizona _____	371	169	540	
EAST NO. CENTRAL	4,535	1,129	5,664	14.6	840-847 Utah _____	212	60	272	
550-567 Minnesota _____	679	168	847		889-898 Nevada _____	159	54	213	
500-528 Iowa _____	532	129	661		MOUNTAIN	1,845	633	2,478	6.4
630-658 Missouri _____	811	207	1,018		995-999 Alaska _____	36	12	48	
580-588 North Dakota _____	196	53	249		980-994 Washington _____	591	204	795	
570-577 South Dakota _____	176	24	200		970-979 Oregon _____	309	126	435	
680-693 Nebraska _____	484	148	632		900-961 California _____	1,809	646	2,455	
660-679 Kansas _____	494	106	600		967-968 Hawaii _____	34	13	47	
WEST NO. CENTRAL	3,372	835	4,207	10.9	PACIFIC	2,779	1,001	3,780	9.8
197-199 Delaware _____	97	31	128		UNITED STATES	25,908	7,359	33,267	86.0
206-219 Maryland _____	401	91	492		969 & 004-009 U.S. Territories _____	45	13	58	
200-205 Washington, DC _____	97	31	128		Canada _____	899	494	1,393	
220-246 Virginia _____	581	198	779		Mexico _____	2	90	92	
247-268 West Virginia _____	216	25	241		Other International _____	-	3,886	3,886	
270-289 North Carolina _____	799	259	1,058		APO/FPO _____	-	1	1	
290-299 South Carolina _____	405	113	518		TOTAL QUALIFIED CIRCULATION	26,854	11,843	38,697	100.0
300-319 Georgia _____	674	224	898						
320-349 Florida _____	1,170	398	1,568						
SOUTH ATLANTIC	4,440	1,370	5,810	15.0					

7. AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS						
6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	2006	2007	January - June 2008	July - December 2008	January - June 2009	July - December 2009*
Total Audit Average Qualified	32,387	33,284	35,945	36,010	36,020	37,576
Qualified Non-Paid Total	32,387	33,284	35,945	36,010	36,020	37,576
Print Version Only	29,738	29,978	29,868	28,763	26,885	27,034
Digital Version Only	2,649	3,306	6,077	7,247	9,135	10,542
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 - December 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	
**NC	Average Annual Subscription Order Price for the Period. (includes promotional incentive value, if any)
12	Issues Per Year
**NC	All Single Copy Sales Prices for the Period
**NC	Renewal Rate of Paid Subscribers (Optional)

9. ADDITIONAL DATA

CHANGE IN PUBLICATION NAME:

Effective with the September 2009 issue, Utility Automation & Engineering | T&D changed its name to POWERGRID International.

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.

PARAGRAPHS 5 & 6 ARE NOT REQUIRED.

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 _____	27,034	100.0	27,034	100.0	-	-
Sponsored Individually Addressed ___	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	27,034	100.0	27,034	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 _____	10,542	100.0	10,542	100.0	-	-
Sponsored Individually Addressed ___	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	10,542	100.0	10,542	100.0	-	-

PUBLISHER'S AFFIDAVIT		
We hereby make oath and say that all data set forth in this statement are true.	Date signed	December 30, 2009
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	December 30, 2009
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	U044Y0D9