

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.

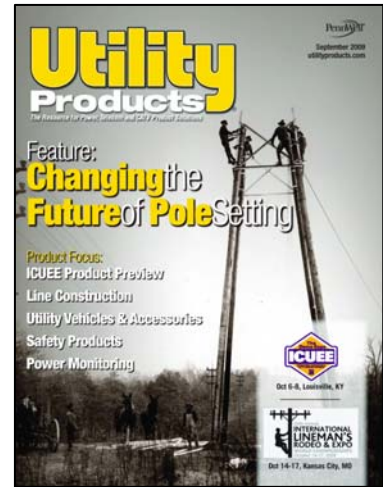
Visit www.bpaww.com for the latest audit reports, membership information and publishing and advertising industry news.

Utility Products

The Resource for Power, Telecom and CATV Product Solutions

PennWell Corp
1421 S. Sheridan Road
Tulsa, OK 74112
Tel.: (918) 831-3161
Fax: (918) 831-9497
www.utilityproducts.com

Official Publication of: None
Established: 1997
Issues Per Year: 12



FIELD SERVED

UTILITY PRODUCTS magazine serves electric utilities (investor-owned, rural and others); municipalities; telephone utilities; cable TV utilities; industrial/ commercial contractors; overhead/ underground contractors; utility contractors, telco contractors; cable TV contractors; dealers/ distributors; service/ repair/ maintenance companies; and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients include personnel in general/ corporate management; purchasing; fleet management; specifying/ design/ safety engineering; electric maintenance; line supervision; and other titled and non-titled personnel.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	-
Advertiser and Agency _____	1,041
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	1,158
Digital _____	-
All Other _____	1,170
TOTAL	3,369

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	35,498	100.0	35,498	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	35,498	100.0	35,498	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 _____	155	206	32,691	3,364			36,055	November __	150	150	31,525	3,475			35,000
September _	2,175	2,045	31,633	4,292			35,925	December __	3	7	31,524	3,480			35,004
TOTAL								TOTAL	9,805	8,792					

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

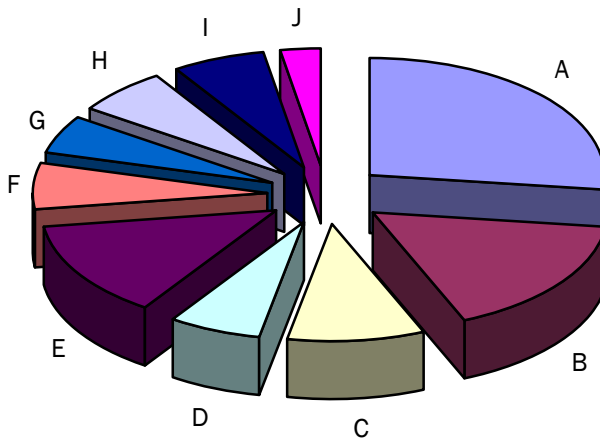
This issue is 1.7% or 598 copies below the average of the other 5 issues reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only (A)	Digital Version Only (B)	CLASSIFICATION BY JOB FUNCTION					
					General or Corporate Management (Note 1)	Engineering (Note 2)	Line Supervision and Electric Maintenance (Note 3)	Purchasing	Fleet Management	Other Titled & Non-Titled Personnel
Electric Utilities (investor-Owned, Rural, and Others) _____	9,390	26.9	8,269	1,121	3,337	1,968	2,948	257	694	186
Municipalities _____	5,888	16.8	5,315	573	3,180	853	1,064	139	528	124
Telephone Utilities _____	3,292	9.4	2,984	308	1,850	484	522	44	331	61
Cable/CATV Company/CATV Contractors	2,204	6.3	2,027	177	1,301	361	174	47	286	35
Industrial/ Commercial Contractors _____	4,672	13.4	4,307	365	3,210	675	307	100	332	48
Overhead/ Underground Contractors _____	2,242	6.4	2,154	88	1,621	132	149	26	291	23
Telco Contractors _____	1,831	5.2	1,623	208	1,114	284	105	41	257	30
Dealers/ Distributors _____	2,249	6.4	2,006	243	1,493	261	65	146	122	162
Service/ Repair/ Maintenance Companies _____	2,277	6.5	2,050	227	1,418	335	244	89	147	44
Others allied to the field _____	955	2.7	790	165	417	233	55	26	16	208
TOTAL QUALIFIED CIRCULATION	35,000	100.0	31,525	3,475	18,941	5,586	5,633	915	3,004	921
PERCENT	100.0		90.1	9.9	54.1	16.0	16.1	2.6	8.6	2.6

Note 1: General or Corporate Management includes the following: General Managers, Owners, Presidents and Vice Presidents
 Note 2: Engineering includes the following: Specifying Engineer, Safety Engineer, Design/Systems Engineer and Electrical Engineer.
 Note 3: Line Supervision and Electric Maintenance includes the following: Line Supervisor and Electric Maintenance Superintendent.

3a. Breakout of Qualified Circulation of Business and Industry

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL
A Electric Utilities (investor-Owned, Rural, and Others) _____	9,390	26.9
B Municipalities _____	5,888	16.8
C Telephone Utilities _____	3,292	9.4
D Cable/CATV Utilities _____	2,204	6.3
E Industrial/ Commercial Contractors _____	4,672	13.4
F Overhead/ Underground Contractors _____	2,242	6.4
G Telco Contractors _____	1,831	5.2
H Dealers/ Distributors _____	2,249	6.4
I Service/ Repair/ Maintenance Companies _____	2,277	6.5
J Others allied to the field _____	955	2.7



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: _____	22,877	10,177	-	29,581	3,473			33,054	94.4
II. Request from recipient's company: _____	-	-	-	-	-			-	-
III. Membership Benefit: _____	-	-	-	-	-			-	-
IV. Communication from recipient or recipient's company (other than request): _____	1,378	320	-	1,696	2			1,698	4.9
V. TOTAL - Sources other than above (listed alphabetically): _____	-	248	-	248	-			248	0.7
Association rosters and directories _____	-	-	-	-	-			-	-
Business directories _____	-	-	-	-	-			-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-	-	-			-	-
*Other sources _____	-	248	-	248	-			248	0.7
VI. Single Copy Sales: _____	-	-	-	-	-			-	-
TOTAL QUALIFIED CIRCULATION	24,255	10,745	-	31,525	3,475			35,000	100.0
PERCENT	69.3	30.7	-	90.1	9.9			100.0	

*See Paragraph 9

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 _____	31,525	3,475			35,000	100.0
Individuals by name only _____	-	-			-	-
Titles or functions only _____	-	-			-	-
Company names only _____	-	-			-	-
Multi-Copy Same Addressee copies _____	-	-			-	-
Single Copy Sales _____	-	-			-	-
TOTAL QUALIFIED CIRCULATION	31,525	3,475			35,000	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 _____	213	23	236		400-427 Kentucky _____	472	61	533	
030-038 New Hampshire _____	192	22	214		370-385 Tennessee _____	723	83	806	
050-059 Vermont _____	119	14	133		350-369 Alabama _____	646	63	709	
010-027 Massachusetts _____	684	73	757		386-397 Mississippi _____	278	25	303	
028-029 Rhode Island _____	87	9	96		EAST SO. CENTRAL	2,119	232	2,351	6.7
060-069 Connecticut _____	425	47	472		716-729 Arkansas _____	335	36	371	
NEW ENGLAND	1,720	188	1,908	5.5	700-714 Louisiana _____	406	41	447	
100-149 New York _____	1,731	167	1,898		730-749 Oklahoma _____	442	36	478	
070-089 New Jersey _____	706	80	786		750-799 Texas _____	1,855	239	2,094	
150-196 Pennsylvania _____	1,652	131	1,783		WEST SO. CENTRAL	3,038	352	3,390	9.7
MIDDLE ATLANTIC	4,089	378	4,467	12.8	590-599 Montana _____	173	15	188	
430-459 Ohio _____	1,592	140	1,732		832-838 Idaho _____	187	22	209	
460-479 Indiana _____	795	84	879		820-831 Wyoming _____	113	11	124	
600-629 Illinois _____	1,282	121	1,403		800-816 Colorado _____	515	73	588	
480-499 Michigan _____	971	104	1,075		870-884 New Mexico _____	161	18	179	
530-549 Wisconsin _____	783	76	859		850-865 Arizona _____	297	50	347	
EAST NO. CENTRAL	5,423	525	5,948	17.0	840-847 Utah _____	230	26	256	
550-567 Minnesota _____	811	65	876		889-898 Nevada _____	166	17	183	
500-528 Iowa _____	643	68	711		MOUNTAIN	1,842	232	2,074	5.9
630-658 Missouri _____	807	84	891		995-999 Alaska _____	53	6	59	
580-588 North Dakota _____	148	15	163		980-994 Washington _____	629	86	715	
570-577 South Dakota _____	185	14	199		970-979 Oregon _____	387	54	441	
680-693 Nebraska _____	491	57	548		900-961 California _____	2,205	303	2,508	
660-679 Kansas _____	513	57	570		967-968 Hawaii _____	54	7	61	
WEST NO. CENTRAL	3,598	360	3,958	11.3	PACIFIC	3,328	456	3,784	10.8
197-199 Delaware _____	98	7	105		UNITED STATES	31,036	3,328	34,364	98.2
206-219 Maryland _____	452	38	490		969 & 004-009 U.S. Territories _____	57	15	72	
200-205 Washington, DC _____	63	16	79		Canada _____	428	121	549	
220-246 Virginia _____	675	80	755		Mexico _____		2	2	
247-268 West Virginia _____	203	11	214		Other International _____	1	9	10	
270-289 North Carolina _____	959	108	1,067		APO/FPO _____	3		3	
290-299 South Carolina _____	425	44	469		TOTAL QUALIFIED CIRCULATION	31,525	3,475	35,000	100.0
300-319 Georgia _____	1,192	110	1,302						
320-349 Florida _____	1,812	191	2,003						
SOUTH ATLANTIC	5,879	605	6,484	18.5					

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
	2006	2007	January - June 2008	July - December 2008	January - June 2009*	July - December 2009*
Total Audit Average Qualified	49,150	48,936	43,985	42,082	38,879	35,498
Qualified Non-Paid Total	49,150	48,936	43,985	42,082	38,879	35,498
Print Only	49,150	48,188	41,794	39,972	36,610	32,001
Digital Only	-	748	2,191	2,110	2,269	3,497
Qualified Paid Total	-	-	-	-	-	-
Print Only	-	-	-	-	-	-
Digital 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: January - 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

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.

PARAGRAPH 3b:

Other sources include 1 source of circulation for a quantity of 248 copies or 0.7%.

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	32,001	100.0	32,001	100.0	-	-
Sponsored Individually Addressed	-	-	-	-	-	-
Membership Benefit	-	-	-	-	-	-
Multi-Copy Same Addressee	-	-	-	-	-	-
Single Copy Sales	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	32,001	100.0	32,001	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	3,497	100.0	3,497	100.0	-	-
Sponsored Individually Addressed	-	-	-	-	-	-
Membership Benefit	-	-	-	-	-	-
Multi-Copy Same Addressee	-	-	-	-	-	-
Single Copy Sales	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	3,497	100.0	3,497	100.0	-	-

PUBLISHER'S AFFIDAVIT

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

Michael Grossman, Publisher

Janet Orton, Audience Development 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 January 4, 2010

State Oklahoma

County Tulsa

Received by BPA Worldwide January 4, 2010

Type PD

ID Number U049P0D9