

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.

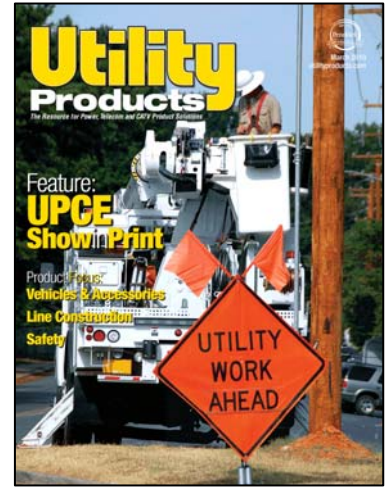
Visit www.bpaww.com for the latest audit reports, membership information and publishing and advertising industry news.

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; 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 _____	2
Advertiser and Agency _____	1,038
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	633
Digital _____	-
All Other _____	806
TOTAL	2,479

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	32,838	100.0	32,838	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	32,838	100.0	32,838	100.0	-	-

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2010 Issue	Number Removed	Number Added	Print Version Only (A)	Digital Version Only (B)	Total Qualified
January _____	1,004	-	30,630	3,370	34,000
February _____	83	83	30,646	3,354	34,000
March _____	999	22	29,677	3,346	33,023
April _____	1,331	308	28,653	3,347	32,000
May _____	177	177	28,635	3,365	32,000
June _____	5	13	28,625	3,383	32,008
TOTAL	3,599	603			

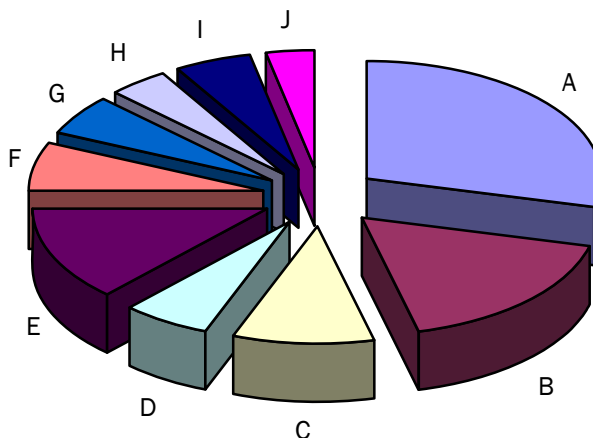
3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2010
 This issue is 3.0% or 1,006 copies below the average of the other 5 issues reported in Paragraph two.

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) _____	9,265	29.0	8,127	1,138	3,319	1,996	2,838	216	679	217
Municipalities _____	5,508	17.2	4,965	543	3,049	788	957	107	502	105
Telephone Utilities _____	3,041	9.5	2,763	278	1,743	445	460	27	316	50
Cable/CATV Company/CATV Contractors _____	2,023	6.3	1,864	159	1,216	327	147	26	280	27
Industrial/ Commercial Contractors _____	4,189	13.1	3,863	326	3,026	467	263	74	317	42
Overhead/ Underground Contractors _____	2,148	6.7	2,061	87	1,582	132	120	20	279	15
Telco Contractors _____	1,702	5.3	1,500	202	1,061	262	85	25	243	26
Dealers/ Distributors _____	1,400	4.4	1,183	217	800	169	60	75	124	172
Service/ Repair/ Maintenance Companies _____	1,656	5.2	1,452	204	936	225	232	75	141	47
Others allied to the field _____	1,068	3.3	857	211	466	268	39	30	18	247
TOTAL QUALIFIED CIRCULATION	32,000	100.0	28,635	3,365	17,198	5,079	5,201	675	2,899	948
PERCENT	100.0		89.5	10.5	53.7	15.9	16.2	2.1	9.1	3.0

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) _____	9,265	29.0
B Municipalities _____	5,508	17.2
C Telephone Utilities _____	3,041	9.5
D Cable/CATV Company/CATV Contractors _____	2,023	6.3
E Industrial/ Commercial Contractors _____	4,189	13.1
F Overhead/ Underground Contractors _____	2,148	6.7
G Telco Contractors _____	1,702	5.3
H Dealers/ Distributors _____	1,400	4.4
I Service/ Repair/ Maintenance Companies _____	1,656	5.2
J Others allied to the field _____	1,068	3.3



3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2010

QUALIFICATION SOURCE	Qualified Within			Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
	1 Year	2 Years	3 Years				
I. Direct Request: _____	20,916	9,304	-	26,856	3,364	30,220	94.4
II. Request from recipient's company: _____	-	-	-	-	-	-	-
III. Membership Benefit: _____	-	-	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	1,260	293	-	1,552	1	1,553	4.9
V. TOTAL - Sources other than above (listed alphabetically): _____	-	227	-	227	-	227	0.7
Association rosters and directories _____	-	-	-	-	-	-	-
Business directories _____	-	-	-	-	-	-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-	-	-	-	-
Other sources _____	-	227	-	227	-	227	0.7
VI. Single Copy Sales: _____	-	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	22,176	9,824	-	28,635	3,365	32,000	100.0
PERCENT	69.3	30.7	-	89.5	10.5	100.0	-

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2010

MAILING ADDRESS	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
Individuals by name and title and/or function _____	28,635	3,365	32,000	100.0
Individuals by name only _____	-	-	-	-
Titles or functions only _____	-	-	-	-
Company names only _____	-	-	-	-
Multi-Copy Same Addressee copies _____	-	-	-	-
Single Copy Sales _____	-	-	-	-
TOTAL QUALIFIED CIRCULATION	28,635	3,365	32,000	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2010

State & Zip Code	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
039-049 Maine _____	196	22	218	
030-038 New Hampshire _____	164	23	187	
050-059 Vermont _____	105	14	119	
010-027 Massachusetts _____	596	78	674	
028-029 Rhode Island _____	76	10	86	
060-069 Connecticut _____	374	42	416	
NEW ENGLAND	1,511	189	1,700	5.3
100-149 New York _____	1,585	164	1,749	
070-089 New Jersey _____	622	73	695	
150-196 Pennsylvania _____	1,557	127	1,684	
MIDDLE ATLANTIC	3,764	364	4,128	12.9
430-459 Ohio _____	1,438	135	1,573	
460-479 Indiana _____	716	83	799	
600-629 Illinois _____	1,181	120	1,301	
480-499 Michigan _____	880	102	982	
530-549 Wisconsin _____	727	77	804	
EAST NO. CENTRAL	4,942	517	5,459	17.1
550-567 Minnesota _____	739	65	804	
500-528 Iowa _____	595	62	657	
630-658 Missouri _____	732	84	816	
580-588 North Dakota _____	139	15	154	
570-577 South Dakota _____	170	14	184	
680-693 Nebraska _____	451	58	509	
660-679 Kansas _____	460	58	518	
WEST NO. CENTRAL	3,286	356	3,642	11.4
197-199 Delaware _____	91	7	98	
206-219 Maryland _____	420	36	456	
200-205 Washington, DC _____	63	17	80	
220-246 Virginia _____	640	81	721	
247-268 West Virginia _____	184	11	195	
270-289 North Carolina _____	884	102	986	
290-299 South Carolina _____	378	42	420	
300-319 Georgia _____	1,073	104	1,177	
320-349 Florida _____	1,621	177	1,798	
SOUTH ATLANTIC	5,354	577	5,931	18.5
400-427 Kentucky _____	425	59	484	
370-385 Tennessee _____	668	81	749	
350-369 Alabama _____	583	60	643	
386-397 Mississippi _____	256	23	279	
EAST SO. CENTRAL	1,932	223	2,155	6.7
716-729 Arkansas _____	314	32	346	
700-714 Louisiana _____	365	41	406	
730-749 Oklahoma _____	414	36	450	
750-799 Texas _____	1,685	231	1,916	
WEST SO. CENTRAL	2,778	340	3,118	9.7
590-599 Montana _____	160	16	176	
832-838 Idaho _____	166	23	189	
820-831 Wyoming _____	102	11	113	
800-816 Colorado _____	457	71	528	
870-884 New Mexico _____	145	14	159	
850-865 Arizona _____	276	53	329	
840-847 Utah _____	205	24	229	
889-898 Nevada _____	147	15	162	
MOUNTAIN	1,658	227	1,885	5.9
995-999 Alaska _____	42	7	49	
980-994 Washington _____	569	85	654	
970-979 Oregon _____	369	47	416	
900-961 California _____	1,939	271	2,210	
967-968 Hawaii _____	47	9	56	
PACIFIC	2,966	419	3,385	10.6
UNITED STATES	28,191	3,212	31,403	98.1
969 & 004-009 U.S. Territories _____	46	15	61	
Canada _____	394	128	522	
Mexico _____	-	2	2	
Other International _____	1	8	9	
APO/FPO _____	3	-	3	
TOTAL QUALIFIED CIRCULATION	28,635	3,365	32,000	100.0

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
	2007	January - June 2008	July - December 2008	January - June 2009	July - December 2009	January - June 2010*
Total Audit Average Qualified	48,936	43,985	42,082	38,879	35,498	32,838
Qualified Non-Paid Total	48,936	43,985	42,082	38,879	35,498	32,838
Print Only	48,188	41,794	39,972	36,610	32,001	29,477
Digital Only	748	2,191	2,110	2,269	3,497	3,361
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 - June 2010 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

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.

Paragraphs 3c and 7 have been reported at the publisher's option.

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	29,477	100.0	29,477	100.0	-	-
Sponsored Individually Addressed	-	-	-	-	-	-
Membership Benefit	-	-	-	-	-	-
Multi-Copy Same Addressee	-	-	-	-	-	-
Single Copy Sales	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	29,477	100.0	29,477	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	3,361	100.0	3,361	100.0	-	-
Sponsored Individually Addressed	-	-	-	-	-	-
Membership Benefit	-	-	-	-	-	-
Multi-Copy Same Addressee	-	-	-	-	-	-
Single Copy Sales	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	3,361	100.0	3,361	100.0	-	-

PUBLISHER'S AFFIDAVIT		
We hereby make oath and say that all data set forth in this statement are true.	Date signed	July 2, 2010
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	July 2, 2010
IMPORTANT NOTE:	Type	PD
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	U049P0J0